

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Australian Power and Gas Company Limited

077 206 583

ACN/ARSN

1. Details of substantial holder(1)

The Cobra Group Pty Ltd

Name

ACN/ARSN (if applicable)

068 819 456

There was a change in the interests of the substantial holder on

28 / 4 / 09

The previous notice was given to the company on

16 / 1 / 09

The previous notice was dated

19 / 1 / 06

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary shares (voting power assuming voting restriction shares not included)	20,117,435 (ie 3,403,150 + 16,714,285)	24.74%	29,117,435 (ie 3,403,150 + 25,714,285)	31.89% (ie 3.73% + 28.16%)
Ordinary shares – escrow 24 months from official quotation (voting power assuming voting restriction shares not included)	-	-	-	-
Ordinary shares – escrow 24 months from official quotation and voting restriction as per Share Sale Agreement (voting power assuming voting restriction shares included)	18,000,000 * (no escrow)	17.77% *	9,000,000 * (no escrow)	8.88% *
Total (voting power assuming voting restriction shares included)	38,117,435 ** (no escrow)	37.62% **	38,117,435 ** (no escrow)	37.62% **

* under Share Sale Agreement between The Cobra Group Pty Ltd, Highgate Administration Pty Ltd and Australian Power and Gas Company Limited (formerly Microview Limited) dated 7 September 2006, The Cobra Group Pty Ltd agree that they shall not exercise voting rights unless in the following circumstances:

- (i) approval of acquisition under Item 7 of Section 611 of the Corporations Act 2001 (Cth)
- (ii) offer is made for or scheme of arrangement proposed regarding share capital which would be a change of control
- (iii) any proposal for capital reconstruction, share buy back, capital return, capital reduction
- (iv) an issue of "equity securities" which will lead to more than 15% of its capital being issued in any 12 month period
- (v) any proposal to dispose or cease carrying on all or any substantial part of the business in relation to supplying or reselling electricity or gas products.

** Total of voting rights is subject to *

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
28/4/09	The Cobra Group Pty Ltd	Satisfaction of Milestones 4 & 6 under the Share Sale Agreement between APK and The Cobra Group Pty Ltd converting restricted voting stock into full voting stock	N/A	Ordinary shares – escrow 24 months from official quotation	9,000,000 (no escrow)
28/4/09	The Cobra Group Pty Ltd	Satisfaction of Milestone 4 & 6 under the Share Sale Agreement between APK and The Cobra Group Pty Ltd converting restricted voting stock into full voting stock	N/A	Ordinary shares – escrow 24 months from official quotation and voting restriction as per Share Sale Agreement	(9,000,000) (no escrow)

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
The Cobra Group Pty Ltd	The Cobra Group Pty Ltd	The Cobra Group Pty Ltd	Beneficial Owner	Ordinary shares – 29,117,435	31.89%
The Cobra Group Pty Ltd	The Cobra Group Pty Ltd	The Cobra Group Pty Ltd	Beneficial Owner	Ordinary shares – escrow 24 months from official quotation – 9,000,000 * (no escrow)	8.88 *

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5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	N/A

6. Addresses

The addresses of persons named in this form are:

Name	Address
The Cobra Group Pty Ltd	c/- DB Accounting Solutions Pty Ltd Level 1, 429 Church Street RICHMOND VIC 3121

Signature

print name ~~Michael Hogg~~ KRISTY CAMPBELL Capacity Director / Company Secretary

sign here  date ~~29/4/09~~ 27.5.09

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.

- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.