

Form 604Corporations Act 2001
Section 671B**Notice of change of interests of substantial holder**

To Company Name/Scheme

OPTISCAN IMAGING LIMITED

ACN/ARSN

077 771 987

1. Details of substantial holder(1)

Name

GRALAW Pty LTD

ACN/ARSN (if applicable)

006 011 249

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

1 / 1 see attached annexure and letter.

The previous notice was given to the company on

12/2/10

The previous notice was dated

12/2/10

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)
FULLY PAID ORDINARY	6,689,000	5.16%	13,883,729	9.54%

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 or scheme 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
	see attached annexure.				

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
see attached annexure.					

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
	see attached annexure and letter

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
	see attached annexure

Signature

print name

ANGUS HOLT

capacity

DIRECTOR.

sign here



date

17/8/2012.

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.

17 August 2012

Explanatory note re change in substantial shareholding. The enclosed Form 604 and its annexure detail transactions and changes in associations leading to a change in substantial shareholding for Gralaw Pty Ltd. In addition to various purchases in 2010 and share issues in lieu of salary to myself as notified in relevant Appendix 3B's, I was appointed a Director of Carlisle Lavelle on 6 October 2011. The interests of Carlisle Lavelle are detailed in the annexure hereto. There is also the inclusion of the interests of Kwnauro Pty Ltd of which I am a director, these interests previously omitted in error.

A handwritten signature in black ink, appearing to read 'Angus Holt', written in a cursive style.

Angus Holt

Angus Matthew Holt (direct) of
84 Elizabeth Bay Road, Elizabeth Bay NSW 2011

Date	Added	Price (cps)	Number	
12-Feb-10			557,000	Previous Balance
11-May-10	40,800	4.95	597,800	On Market Purchase
13-May-10	60,000	5.43	657,800	On Market Purchase
19-May-10	11,871	5.50	669,671	On Market Purchase
24-May-10	130,645	5.57	800,316	On Market Purchase
25-May-10	102,516	5.60	902,832	On Market Purchase
25-May-10	17,484	5.60	920,316	On Market Purchase
3-Jun-10	5,090	5.30	925,406	On Market Purchase
9-Jun-10	26,800	5.30	952,206	On Market Purchase
11-Jun-10	1,400	5.30	953,606	On Market Purchase
15-Jun-10	4,000	5.30	957,606	On Market Purchase
17-Jun-10	12,740	5.00	970,346	On Market Purchase
18-Jun-10	48,000	5.30	1,018,346	On Market Purchase
21-Jun-10	116,035	5.30	1,134,381	On Market Purchase
22-Jun-10	35,869	5.30	1,170,250	On Market Purchase
23-Jun-10	55,020	5.40	1,225,270	On Market Purchase
24-Jun-10	113,546	5.40	1,338,816	On Market Purchase
25-Jun-10	93,000	5.40	1,431,816	On Market Purchase
28-Jun-10	11,354	5.40	1,443,170	On Market Purchase
29-Jun-10	10,646	5.40	1,453,816	On Market Purchase
30-Jun-10	60,869	5.20	1,514,685	On Market Purchase
2-Jul-10	1,000	5.20	1,515,685	On Market Purchase
5-Jul-10	28,131	5.20	1,543,816	On Market Purchase
8-Jul-10	7,447	5.00	1,551,263	On Market Purchase
15-Jul-10	400	5.00	1,551,663	On Market Purchase
16-Jul-10	30,000	5.00	1,581,663	On Market Purchase
21-Jul-10	1,000	5.00	1,582,663	On Market Purchase
29-Jul-10	1,153	5.00	1,583,816	On Market Purchase
2-Aug-10	100,000	5.00	1,683,816	On Market Purchase
3-Aug-10	85,000	5.00	1,768,816	On Market Purchase
4-Aug-10	2,800	5.00	1,771,616	On Market Purchase
29-Apr-11	405,259		2,176,875	In lieu of Salary - notified in App 3B
3-Aug-11	474,440		2,651,315	In lieu of Salary - notified in App 3B
26-Oct-11	255,671		2,906,986	In lieu of Salary - notified in App 3B
31-Jan-12	266,673		3,173,659	In lieu of Salary - notified in App 3B

Gralaw Pty Ltd (indirect) of
84 Elizabeth Bay Road, Elizabeth Bay NSW 2011

Angus Holt is a director of Gralaw Pty Ltd

Date	Added	Price (cps)	Number	
na			6,132,000	No Change

Carlisle Lavelle Pty Ltd (indirect) of
84 Elizabeth Bay Road, Elizabeth Bay NSW 2011

Appointed Director on 6 October 2011

6-Oct-11			442,695	Balance at date appointment
28-May-12	3,000,000		3,442,695	Conversion of note issued May 2009
6-Jun-12	60,000	9.5	3,502,695	On Market Purchase
7-Jun-12	45,000	9.4	3,547,695	On Market Purchase
19-Jun-12	20,000	8.5	3,567,695	On Market Purchase
19-Jun-12	50,000	8.5	3,617,695	On Market Purchase
19-Jun-12	250,000	8.9	3,867,695	On Market Purchase
20-Jun-12	50,000	11.0	3,917,695	On Market Purchase
21-Jun-12	35,000	12.0	3,952,695	On Market Purchase
21-Jun-12	25,000	11.5	3,977,695	On Market Purchase
21-Jun-12	40,000	12.5	4,017,695	On Market Purchase
21-Jun-12	25,000	12.5	4,042,695	On Market Purchase
16-Jul-12	100,000	7.5	4,142,695	On Market Purchase
16-Jul-12	100,000	7.3	4,242,695	On Market Purchase
23-Jul-12	25,000	6.9	4,267,695	On Market Purchase
27-Jul-12	50,000	7.5	4,317,695	On Market Purchase
27-Jul-12	55,000	7.5	4,372,695	On Market Purchase
30-Jul-12	29,030	7.5	4,401,725	On Market Purchase
13-Aug-12	25,000	8.5	4,426,725	On Market Purchase
14-Aug-12	25,000	8.5	4,451,725	On Market Purchase
14-Aug-12	10,970	8.5	4,462,695	On Market Purchase

Kwnauro Pty Ltd (indirect) of

84 Elizabeth Bay Road, Elizabeth Bay NSW 2011

Angus Holt is a director of Kwnauro Pty Ltd (an SMSF of which he is a member)

Date	Added	Price (cps)	Number	
na			115,375	Long term holding erroneously omitted from previous notices

Summary Position

	Direct	Indirect
Converted Notes		3,000,000
Acquired		1,020,000
In lieu salary	1,402,043	
Disposed Of	-	-
Prior Balance	1,771,616	6,574,695
Amended		115,375
	3,173,659	10,710,070
FPO's		13,883,729
		9.54%
Issued Capital		145,528,814