

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Funtastic Limited

ACN/ARSN ACN 063 886 199

1. Details of substantial holder (1)

Name Rensh Pty Ltd ACN 104 284 031 (formerly NSR Peas Pty Ltd) and each other person listed in Table 1 in Annexure A (collectively, "Pizmony Group")

ACN/ARSN (if applicable) _____

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

08/03/2012

The previous notice was given to the company on

21/12/2010

The previous notice was dated

21/12/2010

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 Shares	20,855,742	6.12%	30,685,131	6.1% (based on 507,073,583 issued ordinary shares)

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
Refer Table 2 in Annexure A					

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
Refer Table 3 in Annexure A					

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
Hod Pizem	Following the issue of the additional fully paid ordinary shares in the company on 8 March, 2012, this person has ceased to act in concert with certain other members of the Pizmony Group in relation to the affairs of the company.

6. Addresses

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

Name	Address
Refer Table 1 in Annexure A	
Hod Pizem	c/- UG 303 Chinachem Golden Plaza, 77 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong
Bond Street Custodians Limited	Level 26, 20 Bond Street, Sydney, NSW, 2001


Signature

print name

Pizmony NIR

capacity Director

sign here



date 27 /07/2012

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 on 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.

GUIDE

This guide does not form part of the prescribed form and is included by ASIC to assist you in completing and lodging form 604.

Signature

This form must be signed by either a director or a secretary of the substantial holder.

Lodging period

Nil

Lodging Fee

Nil

Other forms to be completed

Nil

Additional information

- (a) If additional space is required to complete a question, the information may be included on a separate piece of paper annexed to the form.
- (b) This notice must be given to a listed company, or the responsible entity for a listed managed investment scheme. A copy of this notice must also be given to each relevant securities exchange.
- (c) The person must give a copy of this notice:
 - (i) within 2 business days after they become aware of the information; or
 - (ii) by 9.30 am on the next trading day of the relevant securities exchange after they become aware of the information if:
 - (A) a takeover bid is made for voting shares in the company or voting interests in the scheme; and
 - (B) the person becomes aware of the information during the bid period.

Annexures

- To make any annexure conform to the regulations, you must
- 1 use A4 size paper of white or light pastel colour with a margin of at least 10mm on all sides
 - 2 show the corporation name and A.C.N or ARBN
 - 3 number the pages consecutively
 - 4 print or type in BLOCK letters in dark blue or black ink so that the document is clearly legible when photocopied
 - 5 identify the annexure with a mark such as A, B, C, etc
 - 6 endorse the annexure with the words:
This is annexure (mark) of (number) pages referred to in form (form number and title)
 - 7 sign and date the annexure.
- The annexure must be signed by the same person(s) who signed the form.

Annexure A

This is Annexure A of 2 pages referred to in Form 604 signed by me on day of July, 2012.

Signature: 

Name: Nir Pizmony

Table 1. Substantial Holders

Name of Substantial Holder	Address	ACN
Rensh Pty Ltd	c/- KNP Management Pty Ltd, 313 Glenferrie Road, Malvern, Victoria 3144	104 284 031
Piz by Piz Pty Ltd atf the Pizmony Family Trust	c/- KNP Management Pty Ltd, 313 Glenferrie Road, Malvern, Victoria, 3144	082 219 789
Nir Pizmony and Maria Lutgarda Pizmony atf the Pizmony Family Super Fund	9 Hume Road, Caulfield North, Victoria, 3161	N/A
Nir Pizmony	9 Hume Road, Caulfield North, Victoria, 3161	N/A

Table 2. Changes in relevant interests

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
19/01/2011	Pizmony Group	Off-market disposition of fully paid ordinary shares in the company.	nil	1,000,000 ordinary shares	1,000,000
27/01/2011	Pizmony Group	Off-market disposition of fully paid ordinary shares in the company.	nil	1,122,059 ordinary shares	1,122,059
08/03/2012	Pizmony Group	Acquisition of fully paid ordinary shares in the company issued as additional consideration for the sale of NSR (HK) Limited pursuant to the share sale agreement dated 16 May, 2009 attached as exhibit 1 to the ASIC Form 604 dated 17 August, 2009 (Share Sale Agreement).	As set out in the Share Sale Agreement and summarised in the explanatory notes to the Notice of Annual General Meeting dated 27 May, 2009. The nominal issue price was 15.5 cents per share.	12,848,000 ordinary shares	12,848,000
08/03/2012	Hod Pizem	Following the issue of the additional fully paid ordinary shares in the company on 8 March, 2012 pursuant to the Share Sale Agreement, this person has ceased to be acting in concert with certain other members of the Pizmony Group in relation to the affairs of the company.	Not applicable.	4,000,000 ordinary shares	4,000,000
29/06/2012	Pizmony Group	Acquisition of fully paid ordinary shares in the company pursuant to the institutional entitlement offer announced to ASX on 21 June, 2012 by the company.	14.5 cents per share	3,103,448 ordinary shares	3,103,448

Table 3. Present relevant interests

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
Pizmony Group	Piz by Piz Pty Ltd	Piz by Piz Pty Ltd	Relevant interest under section 608(1)(a) or (3) of the Corporations Act.	15,951,448 ordinary shares	15,951,448
Pizmony Group	Nir Pizmony and Maria Lutgarda Pizmony	Nir Pizmony and Maria Lutgarda Pizmony	Relevant interest under section 608(1)(a) of the Corporations Act.	4,119,688 ordinary shares	4,119,688
Pizmony Group	Bond Street Custodians Ltd (as custodian for the Pizmony Family Super Fund)	Bond Street Custodians Ltd	Relevant interest under section 608(1)(b) or (c) of the Corporations Act.	4,613,995 ordinary shares	4,613,995
Pizmony Group	Rensh Pty Ltd	Rensh Pty Ltd	Relevant interest under section 608(1)(a) or (3) of the Corporations Act.	6,000,000 ordinary shares	6,000,000