

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme **Specialty Fashion Group Limited**ACN/ARSN **057 569 169****1. Details of substantial holder (1)**Name **Gary Perlstain, Lamanie Pty Limited, Icestorm Pty Limited and Snowglaze Investments Pty Limited (together the 'Associated Entities')**ACN (if applicable) **Lamanie Pty Limited (ACN 071 940 255), Icestorm Pty Limited (ACN 093 245 160) and Snowglaze Investments Pty Limited (ACN 082 563 139)**There was a change in the interests of the substantial holder on **05/03/07**The previous notice was given to the company on **13/12/05**The previous notice was dated **13/12/05****2. Previous and present voting power**

The total number of votes attached to all the voting shares in the company or voting interest 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	33,903,227*	17.06%	17,862,814	9.1%

* - restated following the share consolidation which took effect on 10 November 2006

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
5/3/07	Gary Perlstain, Lamanie Pty Limited, Icestorm Pty Limited, and Snowglaze Investments Pty Limited	Termination of Agreement between Gary Perlstain and Investec Wentworth Private Equity Limited (IWPE) dated 18 January 2005 (being Annexure 'A' to this notice) with respect to shares held by Gary Perlstain and the Associated Entities. IWPE sold shares and no longer an 'associate' for purposes of Corporations Act.	Not applicable	Ordinary 16,040,413	16,040,413 (8.1%)

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
Gary Perlstein	Gary Perlstein	Gary Perlstein	Registered holder of shares	Ordinary, 414,720	0.2%
Icestorm Pty Limited	Icestorm Pty Limited	Icestorm Pty Limited	Registered holder of shares	Ordinary, 16,620,958	8.4%
Snowglaze Investments Pty Limited	Snowglaze Investments Pty Limited	Snowglaze Investments Pty Limited	Registered holder of shares	Ordinary, 702,720	0.4%
Lamanie Pty Limited	Lamanie Pty Limited	Lamanie Pty Limited	Registered holder of shares	Ordinary, 124,416	0.1%

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 (if applicable)	Nature of association
Investec Wentworth Private Equity Limited (ACN 096 207 740)	Ceased to be an associate of Gary Perlstein, Lamanie Pty Limited, Icestorm Pty Limited and Snowglaze Investments Pty Limited due to termination of the Agreement (being Annexure 'A' to this notice)

6. Addresses

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

Name	Address
Lamanie Pty Limited	Level 10, 1 Market Street, Sydney, NSW 2000
Icestorm Pty Limited	Level 10, 1 Market Street, Sydney, NSW 2000
Snowglaze Investments Pty Limited	Level 10, 1 Market Street, Sydney, NSW 2000
Gary Perlstein	c/o Specialty Fashion Group, 151-163 Wyndham Street, Alexandria, NSW 2015
Investec Wentworth Private Equity Limited	Level 31, The Chifley Tower, 2 Chifley Square, Sydney NSW 2000

Signature

print name **Gary Perlstein**

capacity: **Director**

sign here



date: **07/03/07**

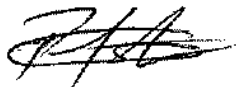
DIRECTIONS

- (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.

"Annexure A"

This is Annexure A of 8 pages (including this page) referred to in ASIC form 604, Notice of change of interests of substantial holder dated 7 March 2007

A handwritten signature in black ink, appearing to be the initials 'R.A.' with a stylized flourish.

Signed:

Date: 7 March 2007

MALLESONS STEPHEN JAQUES

Agreement

Dated

Investec Wentworth Private Equity Limited (ACN 098 807 740) ("IWPE")
Gary Perstein ("GP")

Mallesons Stephen Jaques
Level 60
Governor Phillip Tower
1 Farrer Place
Sydney NSW 2000
Australia
T +61 2 9296 2000
F +61 2 9296 3999
DX 113 Sydney
www.mallesons.com

Agreement Contents

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Agreement**Details**

Interpretation - definitions are at the end of the General terms

Party	IWPE and GP	
IWPE	Name	Investec Wentworth Private Equity Limited
	ACN	096 207 740
	Address	Level 11, The Chifley Tower, 2 Chifley Square, Sydney NSW 2000
	Attention	John Murphy
GP	Name	Gary Perlesta
	Address	c/o Miller's Retail Limited, 151-163 Wyndham St, Alexandria, NSW 2015
Recitals	A	GP, either directly or through entities controlled by him, holds Shares.
	B	GP and IWPE wish to co-ordinate the additional purchase of Shares.
Governing law	New South Wales	
Date of agreement	See Signing page	

Agreement

General terms

1 Purchase of Shares

Subject to applicable laws, GP and IWPE intend to purchase Shares at such prices and in such amounts as may be agreed by them from time to time.

2 Voting

GP and IWPE will consult with each other in advance with a view to GP and IWPE adopting a common voting position on resolutions put before general meetings of the Company.

3 Dealing with Shares

GP and IWPE must consult with each other prior to any Transfer of their Shares.

4 Call option

IWPE will grant to GP or his nominee a call option to purchase the Shares held at any time by IWPE at a price to be agreed and free from any Encumbrance. The call option will be capable of exercise on any business day during the Call Option Period.

5 General

5.1 Governing law

This agreement is governed by the law in force in the place stated in the Details.

5.2 Further assurances

Each party agrees, at its own expense, on the request of the other parties, to do everything reasonably necessary to give effect to this agreement and the transactions contemplated by it.

6 Counterparts

This agreement may consist of a number of copies, each signed by one or more parties to the agreement. If so, the signed copies are treated as making up the one document and the date on which the last counterpart is executed will be the date of the agreement.

7 Interpretation

7.1 Definitions

These meanings apply unless the contrary intention appears:

Call Option Period means the period commencing on the first anniversary of this agreement and ending on the date on which the parties agree clauses 2 and 3 will cease to operate.

Company means Millers Retail Limited (ABN 43 057 569 109).

Corporations Act means the Corporations Act 2001 (Cwth).

Details means the section of this agreement headed "Details".

Encumbrance means an interest or power:

- (a) reserved in or over any interest in any asset; or
- (b) created or otherwise arising in or over any interest in any asset under a bill of sale, mortgage, charge, lien, pledge, trust or power,

by way of security for the payment of debt or any other monetary obligation or the performance of any other obligation and any interest, right or power arising from any option, equity, preferential interest, adverse interest or third party claim or right of any kind and whether existing or agreed to be granted or created.

Shares means shares in the Company.

Transfer means sell, transfer or otherwise dispose of or deal with any legal or equitable interest in a Share.

7.2 General Interpretation

Unless the contrary intention appears a reference in this agreement to:

- (a) (reference to statutes) a statute, ordinance, code or other law includes regulations and other instruments under it and consolidations, amendments, re-enactments or replacements of any of them;
- (b) (singular includes plural) the singular includes the plural and vice versa;
- (c) (executors, administrators, successors) a particular person includes a reference to the person's executors, administrators, successors, substitutes (including persons taking by operation) and assigns;
- (d) (meaning not limited) the words "include", "including", "for example" or "such as" are not used as, nor is it to be interpreted as, a word of limitation and when introducing an example, do not limit the meaning of the words to which the example relates to that example or examples of a similar kind.

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7.1 Headings

Headings are for convenience only and do not affect the interpretation of this agreement.

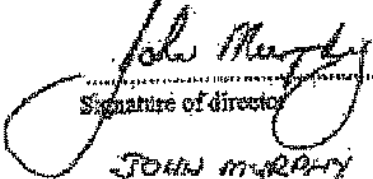
EXECUTED as an agreement

Agreement

Signing page

DATED: January 19 2005

EXECUTED by INVESTEC
WENTWORTH PRIVATE
EQUITY LIMITED in accordance
with section 127(1) of the
Corporations Act 2001 (Cwth) by
authority of its directors:



Signature of director

JOHN MURPHY

Name of director (block letters)


Signature of director/company
secretary*

*date whichever is not applicable

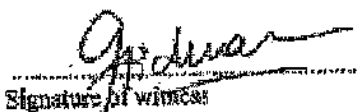
GEOFF LEVY

Name of director/company secretary*

(block letters)

*date whichever is not applicable

SIGNED by GARY PERLSTEIN in
the presence of:



Signature of witness

JOSEPH E. BRIAN

Name of witness (block letters)


Signature of GARY PERLSTEIN