

## Form 604

Corporations Act 2001  
Section 671B

### Notice of change of interests of substantial holder

To Company Name/Scheme Specialty Fashion Group Limited  
151-163 Wyndham Street  
ALEXANDRIA NSW 2015

ACN/ARSN 057 569 169

#### 1. Details of substantial holder (1)

Name Lazard Asset Management Pacific Co

ACN/ARSN (if applicable) ACN 064 523 619

There was a change in the interests of the  
substantial holder on 29/01/2013

The previous notice was given to the company on 25/10/2011

The previous notice was dated 25/10/2011

#### 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	24,866,112	12.95%	22,953,293	11.94 %

#### 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 Annexure B					

#### 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 Annexure C					

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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
See Annexure A	Related bodies corporate

## 6. Addresses

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

Name	Address
Lazard Asset Management Pacific Co and its associates listed in Annexure A	Level 39, Gateway 1 Macquarie Place SYDNEY NSW 2000

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## Signature

print name **Apnavi Saddington**

capacity **Company Secretary**

sign here

date

31 January 2013

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### 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.
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## **Annexure 'A'**

This is Annexure A of 1 page referred to in Form 604 Notice of change of interests of substantial holder signed by me and dated 31 January 2013.

Apnavi Saddington  
Company Secretary

31 January 2013  
Dated

### **Associates of Lazard Asset Management Pacific Co. ACN 064 523 619**

Lazard Ltd  
Lazard Group LLC  
Lazard Frères & Co LLC  
Lazard Asset Management LLC  
Lazard Brothers & Co., Ltd.  
Lazard Asset Management (Canada), Inc.  
Lazard Pension Management, Inc  
Lazard Asset Management Limited, London  
Lazard Japan Asset Management KK  
Deutsche Lazard Asset Management Holding GmbH  
Lazard Asset Management (Deutschland) GmbH  
Lazard Funds Marketing GmbH, Frankfurt  
Lazard Alternatives LLC  
Lazard Investment Funds Limited, Dublin  
Lazard Fund Managers (Ireland) Limited  
Lazard Fund Managers Limited, London  
Lazard Debt Recovery Management LLC  
LAMP Administration Pty Ltd  
Lazard Pty Ltd  
LCW Private Equity Pty Ltd  
Lazard Asset Management (Hong Kong) Limited  
Lazard Korea Asset Management Co. Ltd  
Lazard Asset Management Securities LLC  
Lazard Asset Management (Singapore) Pte Ltd

## **Annexure 'B'**

This is Annexure B of 3 pages referred to in Form 604, Notice of change of interests of substantial holder, signed by me and dated 31 January 2013.

Apnavi Saddington  
Company Secretary

31 January 2013  
Dated

Lazard Asset Management Pacific Co  
ACN: 064 523 619

## Annexure B - Changes in relevant interests

Date of change	Person whose relevant interest changed	Nature of change	Consideration given in relation to change AUD	Class and number of securities affected (All ordinary securities)	Person's votes affected
30/11/2011	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	18,661.89	34,242	34,242
01/12/2011	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	18,907.19	33,144	33,144
02/12/2011	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	2,755.47	4,968	4,968
08/12/2011	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	16,352.31	28,631	28,631
12/12/2011	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	24,434.76	40,709	40,709
13/12/2011	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	34,447.70	57,849	57,849
01/02/2012	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	24,600.78	49,372	49,372
01/02/2012	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	11,056.08	21,250	21,250
13/04/2012	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	24,052.80	50,000	50,000
11/05/2012	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	99,320.53	202,250	202,250
14/05/2012	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	49,067.71	96,000	96,000
15/05/2012	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	27,650.17	54,097	54,097
31/07/2012	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	3,730.98	7,456	7,456
09/08/2012	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	21,435.38	43,280	43,280
17/08/2012	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	9,921.78	20,000	20,000
22/08/2012	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	3,818.54	7,856	7,856
18/09/2012	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	51,174.00	102,348	102,348
01/10/2012	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	17,988.82	36,015	36,015
03/10/2012	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	89,734.00	175,000	175,000
04/10/2012	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	202,373.08	402,871	402,871
10/10/2012	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	46,033.36	89,681	89,681
23/10/2012	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	15,703.10	29,685	29,685
09/11/2012	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Buy	56,309.73	92,094	92,094
25/01/2013	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	1,324,013.95	1,377,344	1,377,344
25/01/2013	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	126,226.71	131,311	131,311
25/01/2013	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	840,297.60	874,144	874,144
25/01/2013	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	672,574.34	699,665	699,665
25/01/2013	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	45,667.55	47,507	47,507
25/01/2013	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	140,543.05	146,204	146,204
25/01/2013	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	35,156.91	36,573	36,573
25/01/2013	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	31,776.09	33,056	33,056
25/01/2013	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	30,433.18	31,659	31,659
25/01/2013	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	77,312.48	81,561	81,561
25/01/2013	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	7,370.95	7,776	7,776
25/01/2013	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	49,066.66	51,763	51,763
25/01/2013	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	39,272.86	41,431	41,431
25/01/2013	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	2,666.48	2,813	2,813
25/01/2013	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	8,207.00	8,658	8,658

## Annexure B - Changes in relevant interests

Date of change	Person whose relevant interest changed	Nature of change	Consideration given in relation to change AUD	Class and number of securities affected (All ordinary securities)	Person's votes affected
25/01/2013	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	2,053.17	2,166	2,166
25/01/2013	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	1,855.06	1,957	1,957
25/01/2013	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	1,777.33	1,875	1,875
29/01/2013	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	5,423.51	5,772	5,772
29/01/2013	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	516.79	550	550
29/01/2013	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	3,441.84	3,663	3,663
29/01/2013	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	2,754.98	2,932	2,932
29/01/2013	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	186.99	199	199
29/01/2013	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	575.99	613	613
29/01/2013	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	143.76	153	153
29/01/2013	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	130.61	139	139
29/01/2013	Lazard Asset Management Pacific Co and its associates listed in Annexure A	Sell	124.97	133	133

## **Annexure 'C'**

This is Annexure C of 2 pages referred to in Form 604, Notice of change of interests of substantial holder, signed by me and dated 31 January 2013.

Apnavi Saddington  
Company Secretary

31 January 2013  
Dated

Lazard Asset Management Pacific Co  
ACN: 064 523 619

Form 604  
Annexure C - 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
Lazard Asset Management Pacific Co and each of its associates listed in Annexure A	State Street Australia Ltd	The Current Registered Holder	Registered holder & taken to have a relevant interest under section 608 (1)	Ordinary – 10,824,802	Ordinary – 10,824,802
Lazard Asset Management Pacific Co and each of its associates listed in Annexure A	State Street Australia Ltd	The Current Registered Holder	Registered holder & taken to have a relevant interest under section 608 (1)	Ordinary – 823,815	Ordinary – 823,815
Lazard Asset Management Pacific Co and each of its associates listed in Annexure A	JP Morgan Chase Ltd	The Current Registered Holder	Registered holder & taken to have a relevant interest under section 608 (1)	Ordinary – 5,287,120	Ordinary – 5,287,120
Lazard Asset Management Pacific Co and each of its associates listed in Annexure A	National Australia Bank	The Current Registered Holder	Registered holder & taken to have a relevant interest under section 608 (1)	Ordinary – 4,411,134	Ordinary – 4,411,134
Lazard Asset Management Pacific Co and each of its associates listed in Annexure A	National Australia Bank	The Current Registered Holder	Registered holder & taken to have a relevant interest under section 608 (1)	Ordinary – 359,381	Ordinary – 359,381
Lazard Asset Management Pacific Co and each of its associates listed in Annexure A	National Australia Bank	The Current Registered Holder	Registered holder & taken to have a relevant interest under section 608 (1)	Ordinary – 689,295	Ordinary – 689,295
Lazard Asset Management Pacific Co and each of its associates listed in Annexure A	National Australia Bank	The Current Registered Holder	Registered holder & taken to have a relevant interest under section 608 (1)	Ordinary – 206,268	Ordinary – 206,268
Lazard Asset Management Pacific Co and each of its associates listed in Annexure A	National Australia Bank	The Current Registered Holder	Registered holder & taken to have a relevant interest under section 608 (1)	Ordinary – 164,391	Ordinary – 164,391
Lazard Asset Management Pacific Co and each of its associates listed in Annexure A	National Australia Bank	The Current Registered Holder	Registered holder & taken to have a relevant interest under section 608 (1)	Ordinary – 187,087	Ordinary – 187,087