



**RIVER CAPITAL**

AREA 7 560 CHURCH STREET  
RICHMOND VIC 3121  
TELEPHONE: +61 3 8420 8777  
FAX: +61 3 8420 8778

**FACSIMILE**

TO: The Manager  
C/O: Company Announcements Office - ASX  
FROM: Mark Ronan  
DATE: 28 January, 2005  
FAX NO.: 1900 999 279  
PAGE(S): 3  
**RE: UNDERCOVERWEAR LIMITED**

If you do not receive all pages, or they are unclear, please call.

Dear Sir,

Please find enclosed Form 603 – Notice of Initial Substantial Holder in relation to Undercoverwear Limited.

Yours Sincerely

Mark Ronan

[undercoverwearinitial.asx.co](http://undercoverwearinitial.asx.co)

**IMPORTANT:** The contents of this facsimile (including attachments) may be privileged and confidential. Any unauthorised use of the contents is expressly prohibited. If you have received the document in error, please advise us by telephone (reverse charges) immediately. Thank you.

**Form 603**Corporations Act 2001  
Section 671B**Notice of initial substantial holder**To: Company Name/Scheme UNDERCOVERWEAR LTD

ACN/ARSN

**River Capital Pty Ltd**

ABN: 64 073 531 469

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

Name

Area 7, 560 Church Street

ACN/ARSN (if applicable)

Richmond Victoria 3121

The holder became a substantial holder on

8/9/04**2. Details of 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 on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
ORDINARY	3,323,988	3,323,988	6.97%

**3. Details of relevant interests**

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
RIVER CAPITAL		3,323,988
GROWTH FUND		

**4. Details of present registered holders**

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
RIVER CAPITAL	WESTPAC	RIVER CAPITAL	3,323,988
GROWTH FUND	CUSTODIAN	GROWTH FUND	
	NOMINEES		

**5. Consideration**

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
RIVER CAPITAL	31/5/04 TO			
GROWTH FUND	14/12/04	\$2,016,438.92		3,323,988

**6. Associates**

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

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

**7. Addresses**

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

Name	Address
RIVER CAPITAL PTY LTD	AREA 7 560 CHURCH ST RICHMOND VIC 3121
WESTPAC CUSTODIAN NOMINEES	50 PITT ST SYDNEY NSW 2000

**Signature**

print name

PAUL COWAN

capacity

DIRECTOR

sign here



date

28/10/105

**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 7 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 total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
  - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. 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.
- (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) 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.