

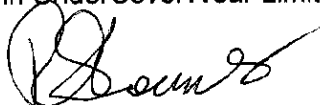
Facsimile Transmission**HYPERION**
ASSET MANAGEMENT

To: Company Announcements Office
Company: ASX
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From: Rob Shears
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Date: 27 June, 2007
Subject: Notice of ceasing to be a substantial holder
Pages (incl. Cover): 4

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Attached is a Form 605 Notice of ceasing to be a substantial holder, for ceasing in holdings in UnderCoverWear Limited by Hyperion Asset Management Limited.



Rob Shears
Compliance Officer

Form 605

Corporations Act 2001

Section 671B

Notice of ceasing to be a substantial holderTo Company Name/Scheme UnderCoverWear LimitedACN/ARSN 108 962 152**1. Details of substantial holder (1)**Name Hyperion Asset Management Limited (Hyperion)ACN/ARSN (if applicable) ACN 080 135 897The holder ceased to be a substantial holder on 22/06/2007The previous notice was given to the company on 27/04/2006The previous notice was dated 27/04/2006**2. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) 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 (4)	Consideration given in relation to change (5)	Class (6) and number of securities affected	Person's votes affected
See	Annexure "A"				

3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) 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

4. Addresses

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

Name	Address
Hyperion Asset Management Limited	Lever1 38, 71 Eagle St Brisbane Qld 4000

Signatureprint name Mr Ian Harrisoncapacity Company Secretarysign here *Ian Harrison*date 27/06/2007

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 4 of the form.
- (2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (3) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (4) 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.
- (5) 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.
- (6) The voting shares of a company constitute one class unless divided into separate classes.
- (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

**Vision Group Holdings Limited
Annexure A**

Date of Change	Person whose relevant interest changed	Nature of change	Consideration	Number of Securities
12-May-06	HSBC Custodial Services < Parvest a/c>	BUY	\$ 166,000.00	100,000.00
22-Jun-06	HSBC Custodial Services < Parvest a/c>	SELL	\$ 131,300.00	101,000.00
22-Jun-07	HSBC Custodial Services < Parvest a/c>	SELL	\$ 2,470,970.00	2,399,000.00
27/04/2006 to 22/06/2007	Individually Managed Accounts	BUY	\$ 167,220.00	148,800.00

This is Annexure "A" of 1 page as mentioned in form 605 Notice of ceasing, substantial holder

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Ian William Harrison
Company Secretary

Date: 27/06/07