

THORNEY HOLDINGS PROPRIETARY LIMITED

ABN 37 006 262 835

Level 39, 55 Collins Street, Melbourne Vic 3000
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10 September 2014

BY ASX ONLINE - 5 pages

Manager Company Announcements
ASX Limited
Level 10
20 Bond Street
SYDNEY NSW 2000

Dear Sir/Madam,

**Change of interests of substantial holder
Retail Food Group Limited [ASX:RFG]**

Following is a Form 604 *Notice of change of interests of substantial holder* dated 10 September 2014 in accordance with section 671B of the Corporations Act 2001 (the Act).

Yours sincerely,



AVEE WAISLITZ
Secretary

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To: company name/scheme	RETAIL FOOD GROUP LIMITED
ABN	31 106 840 082

1. Details of substantial holder

Name	Thorney Holdings Proprietary Limited and Tiga Trading Pty Ltd and each of the entities listed in the attached Annexure "A" to this notice.
ACN (if applicable)	006 262 835

There was a change in the interests of the substantial holder on 5-Sep-14

The previous notice was given to the company on 19-Oct-12

The previous notice was dated 19-Oct-12

2. Previous and present voting power

The total number of shares votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate had a relevant interest 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	Previous Notice		Present Notice	
	Person's votes	Voting power	Person's votes	Voting power
Ordinary Shares	8,990,000	7.18%	8,847,711	6.11%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, relevant interests 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 are as follows:

Date of Change	Person whose relevant interest changed	Nature of change	Consideration given in relation to change	Class and number of securities affected	Person's votes affected
19-May-12	Thorney Holdings Proprietary Limited	Share Purchase Plan	\$2.85 per share	3,983 ordinary shares	3,983
19-May-12	Each of the entities listed in Annexure A (other than Thorney Holdings Proprietary Limited)	Deemed relevant interest in shares beneficially owned by Thorney Holdings Proprietary Limited by virtue of section 608(3) of the Corporations Act 2001	Nil	3,983 ordinary shares	3,983
22-Jan-13 To 8-Jul-13	Tiga Trading Pty Ltd	Market sales	Market prices	193,983 ordinary shares	193,983
22-Jan-13 To 8-Jul-13	Each of the entities listed in Annexure A (other than Tiga Trading Pty Ltd)	Deemed relevant interest in shares beneficially owned by Tiga Trading Pty Ltd by virtue of section 608(3) of the Corporations Act 2001	Nil	193,983 ordinary shares	193,983
31-Oct-13	Tiga Trading Pty Ltd	Placement	\$4.30 per share	155,000 ordinary shares	155,000
31-Oct-13	Each of the entities listed in Annexure A (other than Tiga Trading Pty Ltd)	Deemed relevant interest in shares beneficially owned by Tiga Trading Pty Ltd by virtue of section 608(3) of the Corporations Act 2001	Nil	155,000 ordinary shares	155,000
31-Dec-13 To 9-Sep-14	Tiga Trading Pty Ltd	Market sales	Market prices	107,289 ordinary shares	107,289
31-Dec-13 To 9-Sep-14	Each of the entities listed in Annexure A (other than Tiga Trading Pty Ltd)	Deemed relevant interest in shares beneficially owned by Tiga Trading Pty Ltd by virtue of section 608(3) of the Corporations Act 2001	Nil	107,289 ordinary shares	107,289

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	Nature of relevant interest	Class and number of shares	Person's votes
Thorney Holdings Proprietary Limited	HSBC Custody Nominees (Australia) Ltd	Thorney Holdings Proprietary Limited	Beneficial Owner	7,884,145 ordinary shares	7,884,145
Tiga Trading Pty Ltd	UBS Nominees Pty Ltd	Tiga Trading Pty Ltd	Beneficial Owner	963,566 ordinary shares	963,566
Thorney Investment Group Australia Pty Ltd	As above	As above	Deemed relevant interest in shares beneficially owned by Thorney Holdings Proprietary Limited and Tiga Trading Pty Ltd by virtue of section 608(3) of the Corporations Act 2001	8,847,711 ordinary shares	8,847,711
Jamahjo Pty Ltd					

5. Changes in association

The persons who have become associates of, ceased to be associates of, or have changed the nature of their association with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name	Nature of association

6. Addresses

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

Name	Address
Thorney Holdings Pty Ltd	Level 39, 55 Collins Street, Melbourne 3000
TIGA Trading Pty Ltd	Level 39, 55 Collins Street, Melbourne 3000
Thorney Investment Group Australia Pty Ltd ACN 117 488 892	Level 39, 55 Collins Street, Melbourne 3000
Jamahjo Pty Ltd ACN 117 488 696	C/- TWF Partners, Level 4, 25 Claremont Street, South Yarra, 3141

Signature

Print name AVEE WAISLITZ
Sign here

Capacity SECRETARY
Date: 10 September 2014



ANNEXURE 'A'

This is Annexure A referred to in the Form 604 Notice of change of interests of substantial holder signed by me and dated 10 September 2014.



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AVEE WAISLITZ

Secretary

SUBSTANTIAL HOLDERS - ENTITY DETAILS

Entity	Address
Jamahjo Pty Ltd, ACN 117 488 696	c/- TWF Partners, Level 4, 25 Claremont Street, South Yarra, 3141
Thistle Custodians Pty Ltd, ACN 078 027 193	Level 39, 55 Collins Street, Melbourne 3000
Thistle Holdings Pty Ltd, ACN 075 051 464	Level 39, 55 Collins Street, Melbourne 3000
Thorney Alpha Pty Ltd, ACN 162 820 537	Level 39, 55 Collins Street, Melbourne 3000
Thorney Beta Pty Ltd, ACN 162 828 677	Level 39, 55 Collins Street, Melbourne 3000
Thorney Holdings Pty Ltd, ACN 006 262 835	Level 39, 55 Collins Street, Melbourne 3000
Thorney International Pty Ltd, ACN 132 886 698	Level 39, 55 Collins Street, Melbourne 3000
Thorney Investment Group Australia Pty Ltd, ACN 117 488 892	Level 39, 55 Collins Street, Melbourne 3000
Thorney Management Services Pty Ltd, ACN 164 880 148	Level 39, 55 Collins Street, Melbourne 3000
Thorney Omega Pty Ltd, ACN 163 964 636	Level 39, 55 Collins Street, Melbourne 3000
TIGA (Ballarat) Pty Ltd, ACN 117 812 030	Level 39, 55 Collins Street, Melbourne 3000
TIGA Finance Pty Ltd, ACN 118 521 412	Level 39, 55 Collins Street, Melbourne 3000
TIGA (Hawthorn) Pty Ltd, ACN 126 952 663	Level 39, 55 Collins Street, Melbourne 3000
TIGA Property Pty Ltd, ACN 117 811 453	Level 39, 55 Collins Street, Melbourne 3000
TIGA Tails Pty Ltd, ACN 080 534 416	Level 39, 55 Collins Street, Melbourne 3000
TIGA Trading Pty Ltd, ACN 118 961 210	Level 39, 55 Collins Street, Melbourne 3000