

Form 604Corporations Act 2001
Section 671B**Notice of change of interests of substantial holder**1a. Company Name/Scheme WINPAR HOLDINGS LIMITEDACN/ARSN 003 035 523**1. Details of substantial holder(1)**Name ROBERT FRANKLIN CAMERON

ACN/ARSN (if applicable)

There was a change in the interests of the
substantial holder on 28/01/04The previous notice was given to the company on 01/12/03The previous notice was dated 01/12/03**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 (1) 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)
<u>ORDINARY</u>	<u>154867</u>	<u>6%</u>	<u>264867</u>	<u>10%</u>

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
<u>28.01.04</u>	<u>Henley Underwriting and Investment Company Pty Limited</u>	<u>Purchase</u>	<u>\$110,000.00</u>	<u>110000</u>	<u>Henley Underwriting and Investment Company Pty Limited</u>

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
<u>As per Annexure A</u>					

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

6. Addresses

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

Name	Address
	As per Annexure B

Signature

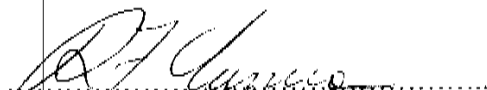
print name  capacity **SHAREHOLDER**
 sign here date **29/01/04**

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 acquisition, 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.

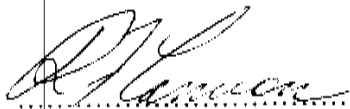
Registered holder of relevant interest	Nature of relevant interest	Number of ordinary securities
Cameron's Marina Pty. Limited	Director	665
Andrew Douglas Cameron and Ian Anthony Cameron	Father	943
Joanna Elizabeth Cameron and Katherine Victoria May Cameron	Father	943
William Robert Cameron	Father	2195
Andrew Douglas Cameron	Father	2601
Katherine Victoria May Cameron	Father	2601
Alexander Cameron and William Robert Cameron	Father	2831
Robert Franklin Cameron and Peter Anthony Cameron	Brother	3146
Estate late Basil Franklin Cameron	Executor	3690
Great Northern Laundry Pty. Limited	Director	9680
Arthurs Trading Company Pty. Limited	Director	12100
Henley Underwriting and Investment Company Pty. Limited	Director	12100
Robert Franklin Cameron	Self	43822
A. K. W. Investments Pty. Limited	Director	57500
Henley Underwriting and Investment Company Pty. Limited (person entitled to be registered following on market purchase)	Director	110000
		264867

This is the Annexure A referred to in Form 603 signed by me on 29 January 2004


 Robert Franklin Cameron

Registered holder of relevant interest	Address
Cameron's Marina Pty. Limited Andrew Douglas Cameron and Ian Anthony Cameron	5A Phoebe Street, Balmain 2041 G.P.O. Box 4248, Sydney 2001
Joanna Elizabeth Cameron and Katherine Victoria May Cameron	G.P.O. Box 4248, Sydney 2001
William Robert Cameron Andrew Douglas Cameron Katherine Victoria May Cameron	G.P.O. Box 4248, Sydney 2001 21 Pierce Street, Double Bay 2028 21 Pierce Street, Double Bay 2028
Alexander Cameron and William Robert Cameron	G.P.O. Box 4248, Sydney 2001
Robert Franklin Cameron and Peter Anthony Cameron	G.P.O. Box 4248, Sydney 2001
Estate late Basil Franklin Cameron	G.P.O. Box 4248, Sydney 2001
Great Northern Laundry Pty. Limited	P.O. Box 6, Watsons Bay 2030
Arthurs Trading Company Pty. Limited	G.P.O. Box 4248, Sydney 2001
Henley Underwriting and Investment Company Pty. Limited	G.P.O. Box 4248, Sydney 2001
Robert Franklin Cameron A. K. W. Investments Pty. Limited	G.P.O. Box 4248, Sydney 2001 G.P.O. Box 4248, Sydney 2001

This is the Annexure B referred to in Form
603 signed by me on 29 January 2004



Robert Franklin Cameron

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To: Company Name/Scheme

WINPAR HOLDINGS LIMITED

ACN/ARSN

003 035 523

1. Details of substantial holder(s)

Name

MONAL PTY LIMITED

ACN/ARSN (if applicable)

000 790 974

There was a change in the interests of the substantial holder on

28/01/2004

The previous notice was given to the company on

21/12/2000

The previous notice was dated

21/12/2000

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 F.P.	200,000	7.748 %	100,000	3.874 %

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
28/1/04	MONAL P/L	Sale of 100,000 Shares	\$100,000	ORD F.P. 100,000	MONAL P/L

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
MONAL P/L	MONAL P/L	MONAL P/L	Holder of ordinary Shares	ORD 100,000	3.874 %

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

6. Addresses

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

Name	Address
MONVAL Pty Limited	17 Oxford St Bondi Junction.

Signature

print name DENNIS WOODHAM capacity Company Secretary

sign here [Signature] date 29/01/2004

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 606 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.