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Our Ref: 0900243  
Your Ref:

10 September 2009

The Manager  
Company Announcements Office  
ASX Limited

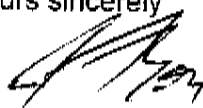
**BY FACSIMILE: 1300 135 638**

Dear Sir/Madam

**Notice of change of interests of substantial holder – Charterhouse Pte. Ltd. and Charterhouse Management Limited**

We act for Charterhouse Pte. Ltd. (**Charterhouse**) and Charterhouse Management Limited (**Charterhouse Management**) and attach an ASIC Form 604 advising that there has been a change in Charterhouse's and Charterhouse Management's holdings in Hamilton James & Bruce Group Limited ACN 091 302 975 (ASX: HJB).

Yours sincerely



 **Andrew McNee**  
Special Counsel

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**Form 604**  
Corporations Act 2001  
Section 671B

**Notice of change of interests of substantial holder**

To Company Name/Scheme Hamilton James & Bruce Group Limited (HJB)

ACN/ARSN 091 302 975

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

Name Charterhouse Pte. Ltd. (Charterhouse), Charterhouse Management Limited (Charterhouse Management) and each person referred to in Annexure A (Charterhouse Group Entities).

ACN/ARSN (if applicable)

There was a change in interests of the substantial holder on 9 September 2009

The previous notice was given to the company on 3 September 2009

The previous notice was dated 3 September 2009

**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	79,484,486	59.19%	81,422,068	60.63%

**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
9 September 2009	Charterhouse	Acquisition of a relevant interest in HJB shares arising upon acceptance of offers dated 18 August 2009 contained in the bidder's statement (and acceptance form) relating to ordinary shares in HJB which were lodged with ASIC, sent to HJB and sent to ASX on 4 August 2009, which are incorporated into this notice by reference (the <b>Offer Document</b> )	\$0.04 cash for each HJB share, subject to the terms of the offers	1,937,582 ordinary shares	1,937,582
9 September 2009	Charterhouse Management	Taken to have a relevant interest under section 608(3)(a) of the Corporations Act 2001 (Corporations Act)	Nil	1,937,582 ordinary shares	1,937,582

**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 (8)	Class and number of securities	Person's votes
Charterhouse	Various offerees who have accepted the offer contained in the Offer Document	Subject to the terms of the offer contained in the Offer Document, Charterhouse	Acquisition of a relevant interest in HJB shares under section 608(1) of the Corporations Act arising upon acceptance of offers contained in the Offer Document	81,422,068 ordinary shares	81,422,068
Charterhouse Management	Various offerees who have accepted the offer contained in the Offer Document	Subject to the terms of the offer contained in the Offer Document, Charterhouse	Taken to have a relevant interest under section 608(3)(a) of the Corporations Act	81,422,068 ordinary shares	81,422,068

**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
N/A	N/A

**6. Addresses**

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

Name	Address
Charterhouse	133 Cecil Street, #11-02, Keck Seng Tower, Singapore (069535)
Charterhouse Management	c/- Campbell Corporate Services Limited, Scotia Centre, PO Box 268GT, Grand Cayman, Cayman Islands
Each Charterhouse Group Entity	Refer to Annexure A

**Signature**

print name John Robertson

capacity Director and Secretary,  
Charterhouse

sign here

*John A. Robertson*

date 10/9/09

**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:
- 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
  - 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 on 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.

ANNEXURE A

THIS IS ANNEXURE A OF 1 PAGE TO THIS FORM 604 (NOTICE OF CHANGE OF INTERESTS OF SUBSTANTIAL HOLDER).

*John A. Robertson*

JOHN ROBERTSON, DIRECTOR AND SECRETARY, CHARTERHOUSE

DATE: 10/9/09

Company	ACN	Registered Office
Charterhouse Limited	N/A	Units Nos 6105-6107, The Centre, 99 Queen's Road, Central, Hong Kong
Robertson & Smart Pty Ltd	078 713 774	15 Northcliff Street, Milsons Point, NSW 2061

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