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Our Ref: 0900243

Your Ref:

**FOR IMMEDIATE RELEASE**

14 September 2009

The Manager  
Company Announcements Office  
ASX Limited

**BY FACSIMILE: 1300 135 638**

Dear Sir/Madam

**Takeover bid by Charterhouse Pte. Ltd. for Hamilton James & Bruce Group Limited (ASX: HJB): Notice of Status of Defeating Conditions**

We act for Charterhouse Pte. Ltd. (**Charterhouse**).

References below to the Bidder's Statement, is a reference to the Replacement Bidder's Statement, dated 13 August 2009 (**Bidder's Statement**).

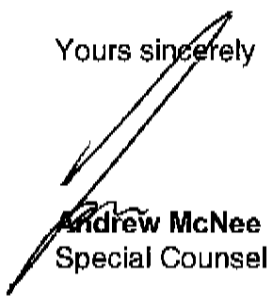
As required by section 630(3) of the *Corporations Act 2001* (Cth.), we confirm that the Offer is free of the following defeating conditions even though they may not have been fulfilled:

- (a) the defeating condition at section 7.6(b) of the Bidder's Statement, convertible notes resolutions withdrawn or defeated;
- (b) the defeating condition at section 7.6(c) that none of the prescribed occurrences have occurred between the date the Bidder's Statement is given to HJB and the end of the Offer Period;
- (c) the defeating condition at section 7.6(d) that none of the prescribed occurrences have occurred between the Announcement Date and the end of the day before the Bidder's Statement is given to HJB;
- (d) the defeating condition at section 7.6(e) that no action by a Public Authority adversely affecting the Bid has occurred during the Condition Period; and
- (e) the defeating condition at section 7.6(f) that no material adverse change has occurred during the Condition Period.

As further required by section 630(3) of the *Corporations Act 2001* (Cth.), we confirm that the defeating condition in section 7.6(a) of the Bidder's Statement that Charterhouse has a relevant interest in more than 50.1% (by number) of the HJB Shares has been fulfilled.

At the date of this notice Charterhouse's voting power in HJB is 60.88%.

Yours sincerely

A handwritten signature in black ink, appearing to read "Andrew McNee", is written over the typed name and title.

**Andrew McNee**  
Special Counsel

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