

Hamilton James & Bruce Limited
ABN 90 091 302 975
The 9th Annual General Meeting
On 18th November, 2008
At 10:00am
Level 11, 20 Bridge Street
Sydney

Chairman's Address

Opening Remarks	Good morning Ladies and Gentlemen. Welcome to the 9 th Annual General Meeting of Hamilton James & Bruce Group Limited. My name is Tim Burton-Taylor and I am the Non Executive Chairman of HJB.
Quorum and Proxies	A quorum is present and the proxies have been inspected and all those validly lodged have been accepted so I declare the meeting open.
Board Introduction	<p>First of all let me introduce my fellow directors.</p> <p>(Introduce Deborah Wilson and Mohit Prasad)</p> <p>Deborah Wilson is also our Chief Executive Officer and Managing Director. Mohit Prasad is also the Chief Financial Officer and Company Secretary for Hamilton James and Bruce.</p> <p>I would also like to welcome representatives from our Auditors, PwC; our legal representation, Holding Redlich; our Bankers, ANZ; our Share Registry, Link Market Services and representatives from other professional advisers to the Company.</p> <p>Following the formal business of the Meeting there will be an opportunity for you to join Directors for light refreshments.</p> <p>Today our items of business include laying before you the Financial Statements, together with the declarations of the directors and auditors and three matters on which we seek your vote.</p> <p>These matters are:</p> <ol style="list-style-type: none"> 1) That the remuneration report of the Company for the financial year ended 30 June, 2008 is adopted. 2) That Mr Timothy Burton-Taylor (an existing Director) who retires in accordance with Article 6.1 (e) of the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company. 3) That Mr Mohit Prasad (an existing Director) who retires in accordance with Article 6.1 (e) of the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company.

	<p>In presenting the Financial Statements I shall present a brief review of operations over the last year. Whilst there is no requirement of shareholders to approve these reports management and the auditors are present and may be questioned concerning the reports and the conduct of the audit.</p> <p>Ladies and gentleman the Notice of Meeting dated 17th October was forwarded to all shareholders on (or about) that date. Copies of the Notice are available and if there are no objections, I propose that the Notice of Meeting be taken as read.</p> <ul style="list-style-type: none"> • Would someone care to second the motion? <p>Thank you.</p>
	<p>When shareholders vote, on this and subsequent motions, can you please raise your yellow card. If there are any shareholders eligible to vote at this meeting who have not received their yellow card, please see Link at the registration desk outside.</p> <p>Those present holding a red (non-voting) card are able to speak at the meeting but are not eligible to vote, those present holding a blue (visitor) card are not eligible to either speak or vote at the meeting.</p> <ul style="list-style-type: none"> • All those in favour of the motion please raise their yellow cards. <p>I declare the motion carried</p>
<p>Chairman's Address</p>	<p>Introduction</p> <p>I commenced in the Non Executive Chairman role in August 2008.</p> <p>My observations about the business are that it has key strengths that will help to carry it forward through the challenges of the year to come:</p> <ol style="list-style-type: none"> 1. The HJB business name carries high brand recognition and strong associations with professionalism in the executive recruiting space; 2. HJB has a proud history of nearly 30 years experience in recruiting within the Australian market; 3. The HJB Way, is a 10 Step Methodology that is the result of substantial investment and is unique to HJB. The HJB Way forms the cornerstone of how we do business and is a key differentiator of HJB in the Recruitment Industry; 4. HJB is ISO 9001 accredited in the majority of its offices showing a commitment to quality and service excellence; 5. Longstanding client relationships and the strength of numerous Preferred Supplier Agreements give a reliable source of business

	<p>and revenue; and</p> <p>6. Lastly my confidence in this new management team, that demonstrates HJB's commitment to hire the "best of breed" to ensure a motivated, experienced and energetic approach to the challenges that they will face over the coming year.</p>
	<p>Financials</p> <p>In the financial year 2008 a loss after tax of \$10.179 million or pre tax loss of \$10.058 million was recorded (2007: \$0.23 million profit after tax).</p> <p>This result included non-cash balance sheet write-offs which are detailed thoroughly in the Annual Report.</p> <p>Revenues from continuing business operations of \$78.837 million were down on the corresponding period by 1.6%.</p> <p>Permanent revenues declined by 8.2% and temporary revenues increased by 0.2%</p>
	<p>Key Events and Milestones of the Last Year</p> <p>The last few months of the year have been marked by the economic downturn. This has impacted greatly on the markets in which HJB operates.</p> <p>Many of the recent events have impacted on our customer's hiring strategies and have hit some of our key business areas, such as Banking & Finance, harder than others.</p> <p>HJB has endeavored to re-align their staffing structure in response to this situation and key consultants have been refocused on more buoyant sectors such as Government and Engineering.</p> <p>Whilst some of our more established offices struggled during the year, we were pleased with the performance of our new offices, particularly Canberra and the Gold Coast. Our newest office in Wacol, Queensland opened in April 2008.</p> <p>We experienced a drop in permanent revenue, specifically during the last 6 months of the financial year and predominantly in our two largest offices Sydney and Melbourne. We are confident that our new leadership team has the right level of experience to address these problems and turn the situation around over the coming months.</p> <p>Focus on cost reduction throughout the business has been a key initiative over the past few months to prepare our business for difficult times ahead. Staffing levels have been reduced across the board, and we continue to review all costs to ensure we can maintain a strong business capability should the economic situation improve.</p>

	<p>Staff have embraced our “Green and Lean” approach to business, which is a practical and environmentally way to do business by cutting down on paper, taxis, and other non core activities.</p> <p>At the last AGM we announced that the company would be interested in growing via merger or acquisition. During the year we have had a number of discussions with interested parties. We have nothing to report at this stage but discussions are continuing.</p>
	<p>Focus for the rest of the financial year</p> <p>With further consolidation expected in the economy and the industry, productivity and cost reduction will continue to be a key focus across the business.</p> <p>We will continue to move resources and key personnel to service more active industry segments, and Non-performers will continue to be performance managed out of the business.</p> <p>A key business strategy will be our focus on increasing our temp / contracting revenue. Past experience shows that temp / contracting business is more resilient in tougher times, and can cushion the blow to Permanent revenue streams.</p> <p>We will continue to focus our management resources on extracting value from our newer offices and existing larger offices.</p>
	<p>Other Announcements</p> <p>It is HJB’s intention to lodge within the next 24 hours a Capital Raising which has been fully underwritten. The reason for the capital raising is to shore up HJB’s capital base.</p> <p>We appreciate and thank the shareholders for their continued support.</p>
<p>Items of Business</p>	<p><i>To receive and consider the financial statements for the Company containing the Income Statement, Balance Sheet, Statement of Changes in Equity and the Cash Flow Statement of the reporting entity for the financial year ended 30 June 2008 together with declaration and reports of Directors and Auditors.</i></p> <p>I now propose that the financial statements of the Company for the year ended 30 June 2008 together with the directors’ declaration and auditors’ reports thereon be received.</p> <ul style="list-style-type: none"> • Do I have a seconder? <p>Are there any questions regarding the financial statements?</p> <p>Ordinary business.</p> <p>I will now move to other matters of ordinary business as outlined in the Notice of Meeting.</p>

I shall read out each of the resolutions in turn and after each resolution will give details of the number of valid proxies received and how the voting has been directed on each resolution.

After I have read out all the resolutions I shall ask members present to indicate their vote by raising their yellow voting card.

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions:

Resolution 1. That the remuneration report of the Company for the financial year ended 30 June 2008 is adopted.

The remuneration report has been forwarded and shareholders are invited to comment on the report.

- Do I have a proposer for this resolution?

Thank you

- Do I have a seconder?

Thank you

Are there any comments or questions on this?

If there are no further comments I shall put the resolution. Please note that under s 250R of the Corporations Act 2001, the vote on this resolution is advisory only and does not bind the directors or company.

The Resolution is that “the company remuneration report required by s.300A of the Corporations Act as contained in the directors report for the year to 30 June 2008 be approved. “

The total number of valid proxies exercisable in respect of this item of business is **50** representing **22,123,414** shares or **32.95%** of the issued share capital eligible to vote on this item - of these **21,783,911** have been directed for the item of business, **314,253** against and **28,250** are open.

All those in favour please raise your yellow voting card.

All those against.

I now declare the Motion carried.

I will hand over to Deborah Wilson, Managing Director, to preside over Resolution 2.

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

Resolution 2. That Mr. Timothy Burton-Taylor (an existing Director) who retires in accordance with Article 6.1(e) of the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company.

- Do I have a proposer for this resolution?

Thank you

- Do I have a seconder?

Thank you

Are there any comments or questions on this?

I therefore put the motion to approve the election of Mr Timothy Burton-Taylor as a director of the Company.

The total number of valid proxies exercisable in respect of this item of business is **50** representing **22,123,414** shares or **32.95%** of the issued share capital eligible to vote on this item - of these **21,904,498** have been directed for the item of business, **190,666** against and **28,250** are open.

All those in favour please raise your yellow voting card.

All those against.

I now declare the Motion carried.

I now hand back to Tim Burton-Taylor, Chairman of the Board.

Resolution 3. That Mr. Mohit Prasad (an existing Director) who retires in accordance with Article 6.1(e) of the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company.

- Do I have a proposer for this resolution?

Thank you

- Do I have a seconder?

Thank you

Are there any comments or questions on this?

I therefore put the motion to approve the election of Mr Mohit Prasad as a director of the Company.

	<p>The total number of valid proxies exercisable in respect of this item of business is 50 representing 22,123,414 shares or 32.95% of the issued share capital eligible to vote on this item - of these 21,798,311 have been directed for the item of business, 296,853 against and 28,250 are open.</p> <p>All those in favour please raise your yellow voting card.</p> <p>All those against.</p> <p>I now declare the Motion carried.</p>
	<p>All proxy forms and voting cards shall be retained for 3 months and then destroyed.</p> <p>I note that we have not received any other questions by mail or email - are there any other matters of a general nature those present wish to raise?</p>
	<p>Closure</p> <p>There being no further business I declare the 9th AGM of HJB closed. Finally thanks for your attendance and on to morning tea.</p>