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## NOTICE UNDER SECTION 708AA of the Corporations Act 2001 (Cth)

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**Issuer:** Hamilton James and Bruce Group Limited ACN 071 781 363

### Notice

Hamilton James & Bruce Group Limited (**Company**) is pleased to announce that it has today lodged an Appendix 3B with Australian Stock Exchange Limited in relation to a fully underwritten pro-rata non renounceable rights issue of approximately 67,141,685 ordinary shares (**Offer Shares**).

The issue price for the Offer Shares is \$0.03 each on the basis of 1 Offer Share for every ordinary shares held by Shareholders at 5pm on 1 December 2008 (**Record Date**) to raise \$2,041,250 before expenses (**Rights Issue**).

The Rights Issue is fully underwritten by Victor John Plummer (**Underwriter**) up to a maximum amount of \$2,014,250 (**Underwritten Amount**). The Company will pay the Underwriter a fee of 2% on the Underwritten Amount.

The Company confirms that the rights Offer is being made without a disclosure document, pursuant to section 708AA of the Corporations Act 2001 (Cth) (Corporations Act).

Pursuant to Section 708AA of the Act, the Company provides the following information:

- 1 the Company will offer the Offer Shares for issue without disclosure to investors under Part 6D.2 of the Act;
- 2 the Company is providing this notice under paragraph 2(f) of Section 708AA of the Act;
- 3 as at the date of this notice, the Company has complied with the provisions of Chapter 2M and Section 674 of the Act as they apply to the Company;
- 4 as at the date of this notice there is no information:
  - (a) that has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules; and
  - (b) that investors and their professional advisers would reasonably require for the purposes of making an informed assessment of:
    - (i) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; or
    - (ii) the rights and liabilities attaching the Shares;

- 5 as the Rights Offer is a pro-rate non –renounceable entitlements issue to ordinary shareholders (other than a small number of shareholders with a registered address outside Australia or New Zealand), if all Registered Shareholders take up their entitlements under the offer, then the issue of the Offer Shares will have no effect to the control of the Company; and
- 6 if Registered Shareholders do not take up their entitlements then the Rights Offer will have an effect on control of the Company in that Victor John Plummer, has agreed to act as underwriter of the Rights Offer and in the event of a shortfall, the shareholding of Victor John Plummer would increase.

**Signed** for and on behalf of the Issuer:

A handwritten signature in blue ink, appearing to read 'Mohit Prasad', with a long horizontal flourish underneath.

Mohit Prasad  
Company Secretary  
20 November 2008