

NOTICE OF ANNUAL GENERAL MEETING

HAMILTON JAMES & BRUCE GROUP LIMITED

ABN 90 091 302 975 ("Company") Registered Office Level 12, 20 Bridge Street, NSW 2000

The 2007 Annual General Meeting of the Company will be held:

At: Level 12, 20 Bridge Street, Sydney

On: Tuesday 20th November 2007

At: 10:00am, Sydney Time

BUSINESS

Item 1 – Financial and Other Reports

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 2007 together with declaration and reports of Directors and Auditors.

The Financial Statements are available on the Company's web-site www.hjb.com.au

Item 2 – Election of Director

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

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

Information about Mr Burton Taylor's qualifications and experience appears in the Explanatory Statement and Notes attached to this Notice of Meeting.

Item 3 – Adoption of Remuneration Report

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

2. 'That the remuneration report of the Company for the financial year ended 30 June 2007 is adopted'.

Note: In accordance with Section 250R of the Corporations Act 2001, the vote on resolution 2 will be advisory only and will not bind the directors or the Company.

By Order of the Board



Neil Gordon
ACTING COMPANY SECRETARY

19 October 2007

Shareholders are referred to the following documents accompanying this Notice of Meeting:

- i. Proxy Form;
- ii. Explanatory Statement and Notes;
- iii. Financial Reports, Directors' Report and Auditor's Report on the Financial Report for the period to 30 June 2007 included in the Annual Report of the Company;
- iv. Annual Report Election form;
- v. Questions from shareholders form.

EXPLANATORY STATEMENT AND NOTES

The Notice of Annual General Meeting should be read in conjunction with this Explanatory Statement and Notes, which form part of the Notice of Annual General Meeting. A Glossary of key terms is set out at the end of this document.

OVERVIEW OF BUSINESS AND RESOLUTIONS

Item 1 – Financial and Other Reports

The Annual Report to members includes the annual financial report, the report of the Auditor and the report of the Directors and the Directors' declaration for the year ended 30 June 2007.

The financial reports are tabled for consideration in accordance with Section 317 of the Corporations Act.

Item 2 – Resolution for Election of Directors

Resolution 1

Article 6.1(f) of the Company's Constitution requires that at every Annual General Meeting one third of the Directors (exclusive of the Managing Director) must retire from office and are eligible for re-election.

There are currently two Non-Executive Directors and one Executive Chairman (Chief Executive Officer) on the Board of the Company. One Director is required to retire. Mr Burton Taylor, who has been the longest in office since last being elected, retires and offers himself for re-election.

Mr Burton Taylor is a Non-Executive Director. Mr Burton Taylor has been on the HJB Board for more than three years. He is currently Chairperson of the Company's Audit Committee and a member to the Company's Remuneration Committee.

Mr Burton Taylor was the founder and Managing Director of Hays Personnel from 1976 to 1991 and is a major shareholder in Hamilton James & Bruce Group Limited, having a beneficial interest in 25.99% of the company's shares.

Mr Burton Taylor is currently the Chairman of Australian Agricultural Company Limited and Chairman of Airservices Australia.

Mr Burton Taylor holds a Bachelor of Economics degree, Fellow of Financial Services Institute of Australasia (Finsia), Fellow of Institute of Chartered Accountants, and Fellow of Australian Institute of Company Directors.

The Directors recommend that shareholders vote in favour of this resolution.

Item 3 – Adoption of Remuneration Report

The Company's remuneration report for the financial year ended 30 June, 2007 is set out in the Company's 2007 Annual Report (which is available on the Company's website – www.hjb.com.au). The Remuneration Report forms part of the Directors' Report for the financial year ended 30 June 2007.

The Remuneration Report contains information required by Section 300A of the Corporations Act 2001 and AASB 1046: Director and Executive Disclosures by Disclosing Entities.

GLOSSARY OF TERMS

ASIC	Australian Securities & Investment Commission
ASX	Australian Securities Exchange Limited ACN 008 624 691
ASX Listing Rules	the Listing Rules of ASX
Board	the Board of Directors of the Company from time to time
Broker	a member organisation of ASX
Business Day	the same meaning as in the ASX Listing Rules
CHESS	Clearing House Electronic Subregister System
Closing Date	the last day on which Application Forms will be accepted
Company	Hamilton James & Bruce Group Limited ACN 091 302 975
Corporations Act	Corporations Act 2001 (cth)
Director	a Director of the Company
Explanatory Notes	means this document which accompanies the Notice of Meeting
General Meeting	the General Meeting of Shareholders to be held on 20 November 2007
Registry	Link Market Services Limited ACN 083 214 537
Resolution	means each Resolution set out in the Notice of Meeting
Shares	fully paid ordinary shares in the capital of the Company
Shareholder	means a holder of Shares in the Company

VOTING

It has been determined by the Directors under 7.11.37 of the Corporations Regulations that for the purpose of voting at the Annual General Meeting, shares in the Company will be taken to be held by those persons recorded as holding shares on the Company's register as at 7:00pm on Sunday 18 November 2007. Accordingly, those persons will be entitled to attend and vote at the Annual General Meeting.

PROXIES

Members who are entitled to attend and vote at the Annual General Meeting may appoint a proxy. A proxy can, therefore, be either an individual or a body corporate. Should you appoint a body corporate as your proxy, that body corporate will need to ensure that it:

- Appoints an individual as its corporate representative to exercise its powers at meetings, in accordance with section 250D of the Corporations Act 2001 (Cth); and
- Provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the meeting.

If such evidence is not received before the meeting, then the body corporate (through its representative) will not be permitted to act as your proxy.

To be effective, a signed proxy form and the power of attorney or other authority (if any) under which the proxy form is signed or a copy of that power of authority must be lodged by 10:00am on Sunday 18 November 2007 with the Company at the following address or facsimile number.

Mail Address

Locked Bag A14
Sydney South NSW 1235

Facsimile

(02) 9287 0309

A form of appointment of corporate representative can be obtained by contacting the Acting Company Secretary, Neil Gordon on (02) 8248 7005.



WE KNOW PEOPLE

QUESTIONS FROM SHAREHOLDERS FORM 2007 ANNUAL GENERAL MEETING

Your questions, regarding any matter that may be relevant to the 2007 Hamilton James & Bruce Group Limited Annual General Meeting, are important to us. You are invited to submit any questions you may have in advance of the meeting.

If you have any questions, please return this form in the reply paid envelope provided or fax it to (02) 9287 0309. All questions must be received by 5.00pm on Tuesday, 13 November 2007.

We will respond to as many of the more frequently asked questions as possible at the AGM.

Please note that we will not be able to reply individually.

Shareholder's name:

Address:
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Security-Holder Reference Number (SRN) or Holder Identification Number (HIN):

Question(s)

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2).....
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3).....
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APPOINTMENT OF PROXY

If you would like to attend and vote at the Annual General Meeting, please bring this form with you. This will assist in registering your attendance.



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I/We being a member(s) of Hamilton James & Bruce Group Limited and entitled to attend and vote hereby appoint

A the **Chairman of the Meeting (mark box)** **OR** if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy

or failing the person/body corporate named, or if no person/body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following instructions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of the Company to be held at 10:00am on Tuesday, 20 November 2007, at Level 12, 20 Bridge Street, Sydney and at any adjournment of that meeting.

Where more than one proxy is to be appointed or where voting intentions cannot be adequately expressed using this form an additional form of proxy is available on request from the share registry. Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the meeting. The Chairman of the Meeting intends to vote undirected proxies in favour of all items of business.

B To direct your proxy how to vote on any resolution please insert in the appropriate box below.

Resolution 1
Re-election of director – Mr Nicholas Burton Taylor

	For	Against	Abstain*
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Resolution 2
Adoption of Remuneration Report

	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

C SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED

Securityholder 1 (Individual)	Joint Securityholder 2 (Individual)	Joint Securityholder 3 (Individual)
<input type="text"/>	<input type="text"/>	<input type="text"/>
Sole Director and Sole Company Secretary	Director/Company Secretary (Delete one)	Director

This form should be signed by the securityholder. If a joint holding, either securityholder may sign. If signed by the securityholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the securityholder's constitution and the *Corporations Act 2001* (Cwth).

Link Market Services Limited advises that Chapter 2C of the *Corporations Act 2001* requires information about you as a securityholder (including your name, address and details of the securities you hold) to be included in the public register of the entity in which you hold securities. Information is collected to administer your securityholding and if some or all of the information is not collected then it might not be possible to administer your securityholding. Your personal information may be disclosed to the entity in which you hold securities. You can obtain access to your personal information by contacting us at the address or telephone number shown on this form. Our privacy policy is available on our website (www.linkmarketservices.com.au).

