

Notice of Annual General Meeting
Hamilton James & Bruce Group Limited
ABN 90 091 302 975 (Company)
Registered Office: Level 12, 20 Bridge Street, Sydney, NSW 2000

The 2010 Annual General Meeting of the Company will be held:
At: Level 12, 20 Bridge Street, Sydney, NSW 2000
On: Tuesday, 23 November 2010
At: 11.00 am (Sydney time)

A. CONSIDERATION OF REPORTS

To receive and consider the Financial Report, the Directors Report and the Independent Audit Report of the Company for the financial year ended 30 June 2010.

Unless the Company's Share Registry has been notified otherwise, Shareholders will not be sent a hard copy of the Annual Report. All Shareholders can view the Annual Report, which contains the Financial Report for the year ended 30 June 2010 on the website of the Company, www.hjb.com.au, under Investors/Annual Reports.

B. QUESTIONS AND COMMENTS

Following the consideration of Reports, the Chairman will give Shareholders a reasonable opportunity to ask questions about or comment on the management of the Company.

The Chairman will also give Shareholders a reasonable opportunity to ask the Auditor questions relevant to:

- (a) the conduct of the audit;
- (b) the preparation and content of the Independent Audit Report;
- (c) the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the Auditor in relation to the conduct of the audit.

The Chairman will also give the Auditor a reasonable opportunity to answer written questions submitted by Shareholders that are relevant to the content of the Independent Audit Report or the conduct of the audit. A list of written questions, if any so submitted by Shareholders will be made available at the start of the Annual General Meeting and any written answer tabled by the Auditor at the Annual General Meeting will be made available as soon as practicable after the Annual General Meeting.

C. ITEMS FOR APPROVAL

Resolution 1 – Adoption of Remuneration Report

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

"That the Company's Remuneration Report for the financial year ended 30 June 2010 is adopted."

Note: In accordance with section 250R of the Corporations Act, the vote on Resolution 1 will be advisory only and will not bind the Directors or the Company.

Resolution 2 – Retirement and election of Lancelot Fernandes

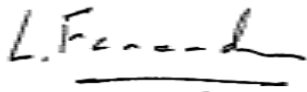
To consider and, if thought fit, to pass the following Resolution as ordinary resolution:

"That, Mr Lancelot Fernandes, who retires in accordance with clause 6.1(f) of the Company's Constitution, and having offered himself for election and being eligible, is elected as a Director of the Company."

Resolution 3 – Retirement and election of Adrian Belle

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

"That, Mr Adrian Belle, who retires in accordance with clause 6.1(f) of the Company's Constitution, and having offered himself for election and being eligible, is elected as a Director of the Company."

A handwritten signature in black ink, appearing to read "L. Fernandes", with a horizontal line underneath the name.

Lancelot Fernandes
COMPANY SECRETARY
19 October 2010

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.

The purpose of this Explanatory Statement is to provide Shareholders with information that is reasonably required by Shareholders to decide how to vote upon the Resolutions. The Directors recommend that Shareholders read this Explanatory Statement before determining whether or not to support the Resolutions.

Resolutions 1 to 3 are ordinary resolutions and require a simple majority of votes cast by Shareholders entitled to vote on the Resolutions.

Resolution 1 – Adoption of Remuneration Report

The Company's Remuneration Report (**Report**) for the financial year ended 30 June 2010 is set out in pages 19 to 24 in the Company's 2010 Annual Report (which is available on the Company's website - www.hjb.com.au under Investors / Annual Reports). The Report forms part of the Directors' Report for the financial year ended 30 June 2010.

The Report contains information required by section 300A of the Corporations Act and details the remuneration policy for the Company and reports the remuneration arrangements for Key Management Personnel (identified for the purposes of AASB 1046: Director and Executive Disclosures by Disclosing Entities) and other employees of the Company.

The Chairman will give Shareholders a reasonable opportunity to ask questions about or make comments on the Report.

Section 250R(2) of the Corporations Act requires the Shareholders to vote on an advisory resolution that the Report is adopted. The vote on proposed Resolution 1 is advisory only and will not bind the Directors or the Company, however, the Board will take the outcome of the vote into consideration when reviewing remuneration practices and policies.

The Directors recommend that Shareholders vote in favour of this Resolution.

Resolutions 2 and 3 – Retirement and election of Directors

Article 6.1(f) of the Company's Constitution prescribes that an election of Directors must take place each year and at that meeting (excluding any Directors who are required to retire at that meeting under Article 6.1(e) and the Managing Director) one-third of the remaining Directors must retire from office as Directors. Article 6.1(i) provides that a Director retiring under Article 6.1(f) may offer himself for re-election by the members of the Company at that Annual General Meeting.

If re-elected at the Annual General Meeting, the Directors' re-election will commence at the conclusion of the Annual General Meeting.

Resolution 2 – Retirement and election of Lancelot Fernandes

Lancelot is a Chartered Accountant and has been Group Finance Director of the Charterhouse Group for the past 12 years. Prior to Charterhouse, Lancelot worked for Siemens as the MIS Manager where he was responsible for the Country reporting/consolidation of the accounts for the Head Office in Germany and then for an international trading company.

The Directors, with Mr Lancelot Fernandes abstaining, recommend that Shareholders vote in favour of this Resolution.

Resolution 3 – Retirement and election of Adrian Belle

Adrian formed an integral part of the foundation team which established Charterhouse Partnership in Sydney in 2003 and he has 10 years recruitment experience.

Prior to Charterhouse, Adrian worked in London for a major UK listed finance recruitment company and a division of a Fortune 1000 recruitment company and then subsequently in the Perth WA branch with a UK listed recruitment company.

Adrian holds a B.Sc from Curtin University of Technology.

The Directors, with Mr Adrian Belle abstaining, recommend that Shareholders vote in favour of this Resolution.

GLOSSARY OF TERMS

ASIC	Australian Securities & Investments Commission
ASX	Australian Securities Exchange
ASX Listing Rules	the Listing Rules of ASX
Board	the Board of Directors of the Company from time to time
Business Day	the same meaning as in the ASX Listing Rules
Company	Hamilton James & Bruce Group Limited ABN 90 091 302 975
Corporations Act	<i>Corporations Act 2001</i> (Cth.)
Director	a Director of the Company
Explanatory Notes	means this document which accompanies the Notice of Meeting
Annual General Meeting	the Annual General Meeting of Shareholders to be held on 23 November 2010
Registry	Link Market Services Limited ACN 083 214 537
Report	means the Company's Remuneration Report for the financial year ended 30 June 2010
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 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 11:00 am (Sydney time) on Sunday, 21 November 2010 will be entitled to attend and vote at the Annual General Meeting.

If more than one joint holder of Shares is present at the Annual General Meeting (whether personally, by proxy or by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

PROXIES

Shareholders who are entitled to attend and vote at the Annual General Meeting may appoint an individual or a body corporate as a proxy. A proxy holder need not be a Shareholder of the Company.

A Shareholder may appoint up to two proxies and specify the proportion or number of votes each proxy may exercise. If the Shareholder does not specify the proportion or number of votes to be exercised, each proxy may exercise up to half of the Shareholder's votes.

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; and
- provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the Annual General Meeting.

If such evidence is not received before the Annual General Meeting, then the body corporate (through its representative) will not be permitted to act as your proxy. A form of appointment of corporate representative can be obtained by contacting the Company Secretary, Lancelot Fernandes on (02) 8248 7005.

To be effective, your 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 or authority must be lodged by 11:00 am (Sydney time) on Sunday, 21 November 2010 with the Company by one of the following methods:

Online:

Log onto the website www.linkmarketservices.com.au and follow the instructions. You will need your Securityholder Reference Number (SRN) or Holder Identification Number (HIN), personal details and postcode.

By post:

Locked Bag A14
Sydney South NSW 1235

By facsimile:

In Australia: (02) 9287 0309
From outside Australia: +61 2 9287 0309

By delivery:

Link Market Services Limited
Level 12, 680 George Street
Sydney South NSW 2000

To be valid, a proxy must be received by the Company in the manner stipulated above. The Company reserves the right to declare invalid any proxy not received in this manner.

SHAREHOLDER QUESTIONS

If you wish a question to be put to the Chairman of the Meeting or Auditor and you are not able to attend the Annual General Meeting please email your question to the Company Secretary at lfemandes@hjb.com.au.

To allow time to collate questions and prepare answers, questions are to be received by the Company Secretary by 5:00 pm (Sydney time) 16 November 2010.