

# Washington H. Soul Pattinson and Company Limited

A.B.N. 49 000 002 728

*Telephone:* 02 9232 7166

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**Postal Address**

*G.P.O. Box 479*

*SYDNEY. N.S.W. 2001*

**Head Office:**

First Floor,

160 Pitt Street Mall,

SYDNEY. N.S.W. 2000

## ***For Transmission by Facsimile***

15 July, 2004

The Secretary,  
Keith Harris & Co. Ltd.,  
P.O. Box 147,  
THORNLEIGH. N.S.W. 2120

Dear Sir,

### **Notice of Change of interests of substantial shareholder**

We enclose a copy of Form 604, Notice of Change of Interests of Substantial Shareholder, lodged today with the Australian Stock Exchange.

Yours faithfully,

R.A. O'Brien,

Secretary,

WASHINGTON H. SOUL PATTINSON AND COMPANY LIMITED

**Form 604**

Corporations Act 2001

Section 671B

**Notice of change of interests of substantial holder**To Company Name/Scheme KEITH HARRIS & CO. LIMITEDACN/ARSN 000 026 282**1. Details of substantial holder(s)**Name WASHINGTON H. SOUL PATTINSON AND COMPANY LIMITEDACN/ARSN (if applicable) 000 002 728There was a change in the interests of the substantial holder on 12 /05 /2004The previous notice was given to the company on 06 /09 / 2001The previous notice was dated 06 /09 / 2001**2. Previous and present voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
ORDINARY	5,984,565	84.84%	5,943,538	58.67%

**3. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
	SEE ATTACHED				
	ANNEXURE				

**4. Present relevant interests**

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
	SEE ANNEXURE				
	ATTACHED				

## 5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association

## 6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
	SEE ANNEXURE ATTACHED

## Signature

print name ROBERT ALFRED O'BRIEN

capacity SECRETARY

sign here

date 15 / 07 / 2004

### DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
  - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

# WASHINGTON H. SOUL PATTINSON & CO. LIMITED

ACN 000 002 728

## ANNEXURE 'A'

### 3. Changes In Relevant Interests

Date of Change	Person whose Relevant interest Changed	Nature of Change	Consideration	Class and Number of Securities Affected	Person's votes affected
22/09/03	W H Soul Pattinson	On market purchase	\$59,487.00	7500	7500
14/05/04	Director related Companies	Correction to previous disclosure	Nil	(48,527)	(48,527)
14/05/04	Change to issued capital of HAK following share placement				

This is Annexure 'A' of 1 page referred to in Form 604 Notice of change in interests of substantial holder in Keith Harris & Co. Ltd.

Signed: .....

R.A. O'BRIEN

Date: 15 July, 2004

**WASHINGTON H. SOUL PATTINSON & COMPANY LIMITED**  
**ACN 000 002 728**

**ANNEXURE 'B'**

**4. Present Relevant Interests**

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder	Nature of relevant interest	Class and number of securities <b>Ordinary Shares</b>	Person's votes
W H Soul Pattinson	W H Soul Pattinson	W H Soul Pattinson	Direct Holding	5,937,538	5937538
W H Soul Pattinson	P R Robinson	P R Robinson	Direct Holding	2,000	2000
W H Soul Pattinson	M J Millner	M J Millner	Direct Holding	2,000	2000

This is Annexure 'B' of 1 page referred to in Form 604 Notice of change in interests of substantial holder in Keith Harris & Co. Ltd.

Signed:.....  
R.A. O'Brien

Date: 15 July, 2004

**WASHINGTON H. SOUL PATTINSON & COMPANY LIMITED**  
**ACN 000 002 728**

**ANNEXURE 'C'**

**6. Addresses**

<b>Name</b>	<b>Address</b>
Washington H Soul Pattinson & Co Limited	1 <sup>st</sup> Floor, 160 Pitt Street, Sydney. NSW 2000
M J Millner	"Rosedale", BLAYNEY. NSW 2799
P R Robinson	8 Blue Crane Pl, WEST PENNANT HILLS NSW 2125

This is Annexure 'C' of 1 page referred to in Form 604 Notice of change in interests of substantial holder in Keith Harris & Co. Ltd.

Signed:.....  
R.A. O'Brien

Date: 15 July, 2004