

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 2012 Annual General Meeting of the Company will be held:

At: Level 12, 20 Bridge Street, Sydney, NSW 2000

On: Thursday, 8 November 2012

At: 3.00 pm (Sydney time)

BUSINESS ITEMS

Item 1 – Financial Statements and 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 2012.

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 2012 on the website of the Company, www.hjb.com.au, under Investors/Annual Reports.

Item 2 – Remuneration Report (Resolution 1)

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 2012 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.

Item 3 – Re-election of Mr Jeffery Alan Goss (Resolution 2)

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

"That, Mr Jeffery Alan Goss, who retires in accordance with Article 6.1(f) of the Company's Constitution, and having offered himself for election under Article 6.1(i), and being eligible, is elected as a Director of the Company."

Item 4 – Employee Share Plan Approval (Resolution 3)

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

"That the Company approve for all purposes, including ASX Listing Rule 7.2 Exception 9, the Employee Share Plan as described in the Explanatory Notes accompanying this Notice of Meeting."

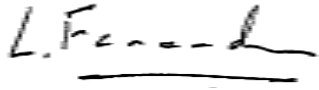
Item 5 – Issue of Shares to Mr Grahame Doyle (Resolution 4)

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

"If Resolution 3 is passed, that the Company approve for all purposes, including ASX Listing Rule 10.14, the issue of 3,846,154 ordinary fully paid shares in the Company (at an issue price of \$0.013 per share) to Mr Grahame Doyle, a Director of the Company, under the rules of the Employee Share Plan and on the terms set out in the Explanatory Notes to this Notice of Meeting."

Note: Voting exclusions for certain of the Resolutions are set out in the Explanatory Notes to this Notice of Meeting

By order of the Board and Directors of the Company

A handwritten signature in black ink, appearing to read 'L. Fernandes', with a horizontal line drawn underneath it.

Lancelot Fernandes
Company Secretary

8 October 2012

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. Definitions of key terms are set out at the end of this document.

The purpose of this Explanatory Note 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 Note before determining whether or not to support the Resolutions.

The advisory Resolution 1 is an ordinary Resolution and requires a simple majority of votes cast by Shareholders entitled to vote on the Resolution.

The Resolutions 2 to 4 are ordinary Resolutions and requires a simple majority of votes cast by Shareholders entitled to vote on the Resolution.

Item 1 – Financial Statements and Reports

The Corporations Act requires the Financial Report, Directors' Report and Independent Audit Report to be laid before the Annual General Meeting. There is no requirement either in the Corporations Act or the Company's Constitution for Shareholders to vote on, approve or adopt these reports.

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 Auditor of the Company will also be available, and the Chairman will 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.

In addition to taking questions at the Annual General Meeting, Shareholders may submit written questions to the Company Auditor with regard to the content of the Independent Audit Report or the conduct of the audit. Shareholders must email such questions to the Company Secretary at lfernandes@hjb.com.au by 5:00 pm (Sydney time) on Thursday, 1 November 2012. The Company will pass all written questions to the Auditor.

The Auditor will prepare and provide to the Company a question list which sets out the questions that the Company has passed on to the Auditor and that the Auditor considers to be relevant to the conduct of the audit of the Financial Report or the content of the Auditor's Report. Please note that a question may not be included in the question list if the question list includes a question that is substantially the same as that question or if it is not practicable to include the question in the question list as a result of the time when the question is passed on to the Auditor.

At the Annual General Meeting, the Chairman will give the Auditor a reasonable opportunity to answer written questions submitted by Shareholders. There is no requirement for the Auditor to provide written answers to the questions, however, if the Auditor chooses to prepare written answers to any of the questions, the Chairman may permit the Auditor to table the written answers at the Annual General Meeting.

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, if any, tabled by the Auditor at the Annual General Meeting will be made available as soon as practicable after the Annual General Meeting.

Item 2 – Remuneration Report (Resolution 1)

The Company's Remuneration Report (**Report**) for the financial year ended 30 June 2012 is set out in pages 15 – 18 in the Company's 2012 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 2012.

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 proposed vote on 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.

Under section 250V of the Corporations Act, if the Report receives a "no" vote of 25 per cent or more, at two consecutive Annual General Meetings held after 1 July 2011, an ordinary Resolution must then be put to Shareholders at the second Annual General Meeting as to whether another meeting should be held within 90 days at which all Directors (other than the Managing Director) who were in office when the Resolution to make the Directors' Report considered at the second Annual General Meeting was passed, must stand for re-election (**Spill Resolution**). The Shareholders unanimously approved the Report at last year's Annual General Meeting of Shareholders. Accordingly, there is no need for the Company to consider a Spill Resolution at this time.

The Directors recommend that Shareholders vote in favour of this Resolution 1.

Voting on Resolution 1 by proxy

Certain Shareholders of the Company described below in the Voting Exclusion Statement cannot vote on Resolution 1. The Australian Securities and Investments Commission (**ASIC**) identified some confusion prior to last year's Annual General Meeting as to whether the Corporations Act permitted the chairperson of the annual general meeting, whose remuneration details are included in the remuneration report, to vote, as a proxy, undirected proxies on the adoption of the remuneration report. This was identified by ASIC in Information Sheet 144 and has now been clarified by the *Corporations Amendment (Proxy Voting) Act 2012*. As a result, the Chairman of the Annual General Meeting who is a member of the Key Management Personnel or a Closely Related Party of a Key Management Personnel, is able, as a proxy, to vote undirected proxies in the vote on Resolution 1 where the Shareholder granting a proxy to the Chairman provides express authorisation for the Chairman to exercise the proxy and the Shareholder is not themselves a member of the Key Management Personnel or a Closely Related Party.

The Company's Proxy Form has been prepared on this basis and as such the Chairman will vote undirected proxies and intends to vote such proxies in favour of Resolution 1.

Voting Exclusion Statement with regard to Resolution 1

In accordance with the Corporations Act, the Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the Key Management Personnel of the Company whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member of the Key Management Personnel (each an **Excluded Shareholder**).

However, the Company will not disregard a vote if:

- (a) it is cast by:
 - (i) an Excluded Shareholder (including the Chairman) as a proxy for a Shareholder who is entitled to vote, who has been appointed in writing and where that proxy appointment specifies how the proxy is to vote on the proposed Resolution (i.e. a directed proxy); or
 - (ii) the Chairman, as a proxy for a Shareholder entitled to vote, appointed in writing by a Shareholder who is entitled to vote, that does not specify how the proxy is to vote on the proposed Resolution (i.e. undirected proxy), where that appointment as proxy expressly authorises the Chairman to exercise the proxy; and
- (b) the vote is not cast on behalf of an Excluded Shareholder.

Item 3 – Re-election of Mr Jeffery Alan Goss (Resolution 2)

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 themselves for re-election by the Shareholders of the Company.

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

Retirement and election of Mr Jeffery Alan Goss

Mr Jeffery Alan Goss who retires by rotation in accordance with the Constitution of the Company, being eligible, offers himself for re-election as a Director of the Company.

Jeff has over 36 years' experience in corporate Australia as a lawyer, in the areas of Banking and Finance Law and Corporate and Commercial Law, with an emphasis on work in the energy, resources and infrastructure sectors, and as a company director.

Jeff has twice held the position of Chairman of Partners of Middletons Moore & Bevins (Sydney) and he has also been a board member of Middletons Lawyers. From 2001 to March 2004, Jeff was National Managing Partner of KPMG Legal, responsible for all aspects of that firm's business and operations in Australia.

Jeff is managing director of Andelain Consulting, his own incorporated practice responsible for advising on the Melbourne City Link Project, The Commonwealth Patrol Boat Replacement Programme and the acquisition of Delhi Petroleum and currently consulting to Maddocks, Lawyers. He is also managing director of Capture Capital Partners Pty Limited, a boutique advisory firm. Jeff was formerly the Managing Director of Fox Legal Limited.

Jeff was the first Non Executive Director of Carson Group, a Trans-Tasman project management consultancy. He is currently Non Executive Chairman of Century Asset Management Pty Ltd Group, formerly an aggregator of renewable energy projects focused on the European markets but currently dormant.

The Directors, with Mr Goss abstaining, recommend that Shareholders vote in favour of this Resolution 2.

Item 4 – Employee Share Plan Approval (Resolution 3)

The Board has established a new Employee Share Plan (**ESP**) which conforms with the ASX Listing Rules.

The ESP will provide flexibility to the Company's remuneration arrangements and create a mutual interdependence between eligible employees and the Company for the long term benefit of both parties.

Rule 7.1 of the ASX Listing Rules restricts listed companies from issuing more than 15% of their issued capital in a 12 month period without shareholder approval, unless an exception applies. The Company has not exceeded this 15% limit.

ASX Listing Rule 7.2 contains a number of exceptions to the 15% limit in Listing Rule 7.1, allowing specified issues of shares to be excluded from the 15% limit. One exception is issues approved by shareholders under an employee share plan (exception 9(b)). The exception applies for three years from the date of approval by shareholders.

The ESP is an employee share plan of the type contemplated by exception 9(b) of ASX Listing Rule 7.2. Accordingly the Board is seeking Shareholder approval for a grant of Shares in the Company to Mr Grahame Doyle under this ESP to be excluded from the ASX Listing Rule 7.1 15% limit.

If this Resolution 3 is passed, and subject to Resolution 4 being passed, the Company will issue 3,846,154 Shares (at an issue price of \$0.013 per Share) to Mr Grahame Doyle on the third business day following such approval, and in any event, not later than 3 years from the date of this Annual General Meeting.

Other non-executive eligible employees may also be issued Shares under the ESP from time to time, subject to satisfaction of relevant financial targets and continuity of service exercise conditions.

The table below details the potential dilution to current holdings if Resolution 3 and Resolution 4 are passed and 3,846,154 Shares are issued to Mr Doyle:

Description	Number of Shares on issue	% of total number of Shares on issue
Current number of Shares on issue as at 8 October 2012	552,633,480	-
Number of Shares on issue as at 13 November 2012 (being the third business day following approval) if Resolutions 3 and 4 are approved (3,846,154 Shares will be issued)	556,479,634	3,846,154 Shares is 0.69% of Shares on issue as at 13 November 2012*

*** Assuming no other Share issues have been completed by the Company**

The ASX Listing Rules require the Notice of Meeting relating to the Annual General Meeting at which Shareholders are required to consider a resolution to approve securities issues made by the Company in respect of exception 9(b) to include certain specified information regarding those securities issues. This information is set out below and in the explanatory notes for Resolutions 3 and 4.

ESP Rules:

A summary of the main terms and conditions of the ESP appear below. Copies of the ESP Rules are available on request to the Company Secretary.

1. Offers

The Company may from time to time during the operation of the ESP make an offer in writing to any eligible employee specifying:

- the number of Shares and/or conditional shares for which the eligible employee may subscribe;
- the period during which the offer may be accepted;
- the issue price of the Shares;
- any conditions that will apply before any conditional shares will be issued to the eligible employee;
- the period (if any) that an eligible employee must wait before Shares may be disposed of;
- circumstances in which the eligible employee's right to require the Company to issue conditional shares will lapse; and
- any other matters required to be specified by the Corporations Act or the ASX Listing Rules.

2. Eligible Employee

Any employee, Director or executive, who has been a full-time or part-time employee of the Company or any Related Body Corporate for longer than 6 months; and for the purposes of the ESP a Director or executive must be in the employ of the Company or a Related Body Corporate.

3. Grant of Shares

The Shares to be granted to eligible employees will be granted for such consideration (which may be nominal) and on terms and conditions determined by the Board in its discretion and will be issued as fully paid ordinary Shares issued by the Company.

4. Grant of Conditional Shares

Conditional shares offered to an eligible employee will, if the exercise conditions are met, entitle the eligible employee to require the Company to issue the relevant number of fully paid ordinary Shares to the eligible employee for such consideration (if any) as specified in the offer.

5. Participant

An eligible employee who has accepted the offer will be a participant.

6. Exercise Conditions

The Board will determine the exercise conditions to be applied to conditional shares awards taking into account the Company's strategies and to ensure benefits are only delivered under the ESP where the Company's performance has materially improved. Generally, any conditional shares awards granted for which exercise conditions are not met, will lapse meaning the Shares will not be issued to that participant. In this way, conditional shares awards under the ESP will align eligible employees' interests with those of Shareholders of the Company.

The quantum of conditional shares awards granted to each eligible employee under the ESP will be consistent with the Company's remuneration philosophy and will be determined taking into account:

- the eligible employee's length of service with the Group;
- the eligible employee's level of responsibility and authority within the Group;
- the contribution made by the eligible employee to the Group;
- the potential contribution of the eligible employee to the Group; or
- any other matter the Board considers relevant.

The Company will also seek ASX admission for any Shares issued following satisfaction of the relevant exercise condition. All Shares allotted upon the exercise of rights will rank *pari passu* in all respects with the Company's Shares listed on ASX.

7. Cessation of Employment

If a participant ceases to be an employee before he or she has satisfied conditions attaching to an offer of the conditional shares, then all rights in respect of those conditional shares lapse.

8. Death, Permanent Disability or Bona Fide Redundancy

If a participant dies, becomes permanently disabled or is given a bona fide redundancy, and at that time the participant holds a right to have a conditional share issued to that participant, the Board may resolve that the participant's rights to have a conditional share issued will not lapse and that upon issue of conditional shares to the participant, if each relevant condition is satisfied (except continuation of employment), the Board may resolve to issue the relevant Shares.

The Board may make a similar resolution where a participant ceases to be an employee or Director of, or to render services to, a member of the Group, due to death, becoming permanently disabled or being given a bona fide redundancy, prior to the date on which issued conditional shares becomes free of all conditions (except continuation of employment).

9. Adjustments and Reorganisations

A participant has no right to any variation in the offer price or the number of Shares to be issued in an offer of conditional shares upon the occurrence of a new issue of Shares or other securities to holders of Shares.

In respect of a participant who has accepted an offer of conditional shares, if, there is a bonus issue to the Company's Shareholders prior to the time at which each condition contained in the offer of conditional shares has been satisfied, that participant will be entitled, upon later issue of the relevant Shares, to receive an issue of so many additional Shares as would have been issued to a Shareholder

who, on the record date (as defined in the ASX Listing Rules) for determining entitlements under the bonus issue, held Shares equal in number to the Shares comprised in the offer of conditional shares.

In the event of any reorganisation of the issued capital of the Company other than a bonus issue, the rights of each participant will be changed to the extent necessary to comply with the ASX Listing Rules (where relevant) applying to a reorganisation of capital of a body corporate.

10. Takeover

If a takeover bid is made to the Company's Shareholders to acquire their Shares and the Board becomes aware that a bidder who did not have a relevant interest in more than 50% of the Company's issued Shares has acquired (or become entitled to acquire) a relevant interest in more than 50% of the Company's issued Shares, or that there has been a change of control of the Company, then the Board may resolve that the Company notify each participant in writing that some or all of the conditions applying to conditional shares will be waived which may result in a participant being entitled to require the Company to issue Shares to that participant in respect of a relevant offer of conditional shares.

11. Termination or Suspension

The ESP may be terminated or suspended at any time by the Directors or amended at any time by a resolution of the Company.

The Directors recommend that Shareholders vote in favour of Resolution 3.

Voting Exclusion Statements with regard to Resolution 3

In respect of Resolution 3, the Company will disregard any votes cast on Resolution 3 by a Director or an Associate of a Director, and, any votes cast by a member of the Key Management Personnel of the Company or a Closely Related Party of such a member, as proxy (where that proxy appointment does not specify how the proxy is to vote on the resolution). However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the Chairperson as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Item 5 – Issue of Shares to Mr Grahame Doyle (Resolution 4)

The Board has established the ESP as outlined in the Explanatory Notes for Resolution 3. An issue of ordinary Shares to a Director or other related party of the Company requires your approval under ASX Listing Rule 10.14.

The HJB Remuneration and Nomination Committee has allocated the following ordinary Shares to be granted to Mr Grahame Doyle, for the consideration specified in the table below, subject to Shareholder approval:

Name	Maximum number of Shares to be acquired	Consideration	Role in Company
Mr Grahame Doyle	3,846,154	No consideration	Director

Total ordinary Shares to be granted to Mr Doyle as above is 3,846,154 (at an issue price of \$0.013 per Share).

No consideration is payable for the acquisition of Shares by Mr Doyle.

Pursuant to Mr Doyle's Executive Service Agreement with the Company, as part of Mr Doyle's sign-on incentive, the HJB Remuneration and Nomination Committee granted Mr Doyle with Shares to the value of \$50,000. The issue price of the Shares to be granted, being \$0.013 per Share, was agreed at the time of Mr Doyle joining the Company based on the average trading price of Shares at that time. Accordingly, the number of Shares to be granted has been determined as 3,846,154.

The following ordinary Shares were issued (at an issue price of \$0.02 per Share) under a similar Employee Share Plan approved by Shareholders in 2010 (**2010 ESP**):

Name	Shares issued	Consideration	Role in Company
Mr Robin Jerome	1,500,000	No consideration	Director
Mr Lancelot Fernandes	1,000,000	No consideration	Director and Company Secretary
Mr Adrian Belle	250,000	No consideration	Director and Company Secretary

All executive Directors, being the persons referred to in Listing Rule 10.14, are entitled to participate in the ESP and be issued Shares and conditional shares subject to the terms of the ESP and the offer.

There is no loan scheme in relation to the ESP.

The date of issue of the ordinary Shares is three business days following the approval at the annual general meeting, and in any event, not later than 3 years from the date of this Annual General Meeting, subject to Shareholder approval at this meeting as required.

Details of any ordinary Shares issued under the ESP will be published in each Annual Report relating to the period in which the Shares have been issued, and that approval for the issue of the Shares was obtained under ASX Listing Rule 10.14.

Any additional persons who become entitled to participate in the ESP after the Resolutions are approved and who were not named in this Notice of Meeting will not participate until approval is obtained under ASX Listing Rule 10.14.

The Directors recommend that Shareholders vote in favour of Resolution 4.

Persons precluded from voting with regard to Resolution 4

In respect of Resolution 4, the Company will disregard any votes cast on Resolution 4 by Mr Grahame Doyle or an Associate of Mr Grahame Doyle, and, any votes cast by a member of the Key Management Personnel of the Company or a Closely Related Party of such a member, as proxy (where that proxy appointment does not specify how the proxy is to vote on the Resolution). However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the Chairperson as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

DEFINITIONS OF KEY TERMS

Annual General Meeting	the Annual General Meeting of Shareholders to be held on Thursday, 8 November 2012
Associate	has the same meaning as in the Corporations Act
ASX	ASX Limited ACN 008 624 691
ASX Listing Rules	the Listing Rules issued by ASX
Auditor	the independent auditor of the Company
Board	the Board of Directors of the Company from time to time
Chairman	the Company chairman – Mr Jeffery Goss
Closely Related Parties	a closely related party to a member of the Key Management Personnel, including the member's spouse, child, spouse's child, dependant of the member or their spouse, a company the member controls, family of a member that may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company
Company	Hamilton James & Bruce Group Limited ABN 90 091 302 975
Company Secretary	the Company secretaries – Mr Lancelot Fernandes and Mr Rasasingam Jeevakan
Corporations Act	<i>Corporations Act</i> 2001 (Cth.)
Constitution	the constitution of the Company
Director	a director of the Company
Explanatory Notes	this document which accompanies the Notice of Meeting
Group	the Company and its Related Bodies Corporate
Key Management Personnel	persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company
Managing Director	the managing Director of the Company – Mr Grahame Doyle
Registry	Link Market Services Limited ACN 083 214 537
Related Bodies Corporate	has the same meaning as in the Corporations Act
Report	the Company's Remuneration Report for the financial year ended 30 June 2012
Resolution	each resolution set out in the Notice of Meeting
Shareholder	a holder of Shares in the Company
Shares	fully paid ordinary shares in the capital of the Company

ENTITLEMENT TO VOTE

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 7:00 pm (Sydney time) on Tuesday, 6 November 2012, will be entitled to attend and vote at the Annual General Meeting.

Shareholders who are entitled to attend and vote at the Annual General Meeting may elect to vote directly or appoint an individual or body corporate as a proxy. If the Shareholder is a body corporate, they may appoint a representative.

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.

VOTING BY PROXY

1. A Shareholder entitled to attend and vote, is entitled to appoint a proxy.
2. A person who is entitled to cast two or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy appointed is entitled to 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.
3. A proxy need not be a Shareholder.
4. To be effective, the SecurityHolder Voting Form (attached to the Notice of Meeting) must be received by the Company as outlined below.

5. The appointment of proxy is not revoked by the appointer attending the Annual General Meeting. However, if the appointer votes on a Resolution, the proxy is not entitled to vote.

Shareholders should refer to the SecurityHolder Voting Form for further instructions on appointing a proxy.

Should you appoint a body corporate as your proxy, that body corporate will need to ensure that:

- a) in accordance with section 250D of the Corporations Act, it appoints an individual as its corporate representative to exercise its powers at the Annual General Meetings; and
- b) it 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.

DIRECTING YOUR PROXY

Shareholders who submit proxies are encouraged to direct their proxy how to vote on each Resolution. If you wish to direct a proxy on how to vote on any Resolution, you should place a mark (e.g. a cross) in the appropriate box in the SecurityHolder Voting Form, by marking either "**For**", "**Against**" or "**Abstain**" for each of those items of business for a valid direct vote to be recorded on those items.

If a Shareholder does not direct the proxy as to how to vote (i.e. an undirected proxy), the proxy appointed by the Shareholders may vote as he or she thinks sees fit, subject to the following:

- a) if the Chairperson of the Meeting is appointed as proxy, the Chairperson will vote undirected proxies in the following way on the Resolutions as put to this Annual General Meeting:
 - (i) in favour of Resolution 1;
 - (ii) in favour of Resolution 2;
 - (iii) in favour of Resolution 3; and
 - (iv) in favour of Resolution 4;
- b) if any member of the Company's Key Management Personnel whose remuneration details are included in the Remuneration Report or any of their Closely Related Parties, except the Chairperson, is appointed as proxy, that person will not vote your proxy on the following Resolutions as put to the meeting:
 - (i) Resolution 1; and
- c) if any member of the Company's Key Management Personnel or any of their Closely Related Parties, except the Chairperson, is appointed as proxy, that person will not vote your proxy on the following Resolutions as put to the meeting:
 - (i) Resolution 3; and
 - (ii) Resolution 4.

The above information on directing your proxy should be read together with any Voting Exclusion Statement relevant to a particular Resolution as the Voting Exclusion Statement for a particular Resolution might mean that the proxy vote must be disregarded and the relevant directions in the proxy form.

If you do not wish for your vote to be cast at the discretion of your proxy in respect of any Resolutions put to the vote at the Annual General Meeting, you should direct your proxy how to vote on these Resolutions.

RECEIPT OF SECURITYHOLDER VOTING FORM

To be effective, your signed SecurityHolder Voting Form and the power of attorney or other authority (if any) under which the SecurityHolder Voting Form is signed or a copy of that power of authority must be lodged by 3:00 pm (Sydney time) on Tuesday, 6 November 2012, 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.

CORPORATE REPRESENTATIVES ATTENDING

If your Shareholding is registered in a company name and you would like to attend the Annual General Meeting (and do not intend to return a proxy form), please bring with you to the Annual General Meeting a duly completed Certificate of Appointment of Corporate Representative to enable you to attend and vote at the Annual General Meeting. Alternatively contact the Registry, Link Market Services Limited, on numbers set out below, who will forward to you a form for completion

SHAREHOLDER QUESTIONS

If you wish a question to be put to the Chairman of the Annual General Meeting or Auditor and you are not able to attend the Annual General Meeting please email your question to the Company Secretary at lfernandes@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) on Thursday, 1 November 2012.

Hamilton James & Bruce Group Limited

ABN 90 091 302 975

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



By mail:

Hamilton James & Bruce Group Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



By fax: +61 2 9287 0309



All enquiries to: Telephone: +61 2 8280 7111



X99999999999

SHAREHOLDER VOTING FORM

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

STEP 1

APPOINT A PROXY

☐

**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 shareholder) you are appointing as your proxy. I/we appoint the Chairman of the Meeting as an alternate proxy to the person named.

If no person/body corporate is named, the Chairman of the Meeting, is appointed as my/our proxy and to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at **3:00pm on Thursday, 8 November 2012, at Level 12, 20 Bridge Street, Sydney, NSW**, and at any adjournment or postponement of the meeting.

Chairman authorised to exercise proxies on remuneration related matters: If I/we have appointed the Chairman of the Meeting as my/our proxy or the Chairman of the Meeting becomes my/our proxy by default, I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy even though the Chairman is a member of the key management personnel of the Company, and each of Resolutions 1, 3 and 4 is connected directly or indirectly with the remuneration of a member of the key management personnel of the Company.

I/we acknowledge that the Chairman of the Meeting intends to vote undirected proxies in favour of all items of business. If you do not wish your vote to be cast in favour of Resolutions 1, 2, 3 and 4, you should direct your proxy how to vote.

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

STEP 2

VOTING DIRECTIONS

Resolution 1**

Remuneration Report

☐ For

☐ Against

☐ Abstain*

Resolution 3**

Employee Share Plan Approval

☐ For

☐ Against

☐ Abstain*

Resolution 2

Re-election of Mr Jeffery Alan Goss

☐ For

☐ Against

☐ Abstain*

Resolution 4**

Issue of Shares to Mr Grahame Doyle

☐ For

☐ Against

☐ Abstain*


* 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.

** If the Chairman of the Meeting is appointed as your proxy under this form or becomes your proxy by default, and you do not direct your proxy how to vote in Step 2: (i) the Chairman will vote as he sees fit; (ii) you are expressly authorising the Chairman to exercise your proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel; and, (iii) you acknowledge that the Chairman intends to vote in favour of Resolutions 1, 3 and 4. If you do not wish your vote to be cast in this way, you should direct your proxy how to vote on Resolutions 1, 3 and 4.

If any member of the Company's Key Management Personnel or their Closely Related Parties (see Notice of Annual General Meeting for further details on these persons), other than the Chairman, is appointed as your proxy under this form, and you do not direct your proxy how to vote in Step 2, your proxy will not be voted on Resolutions 1, 3 and 4.

STEP 3

SIGNATURE OF SHAREHOLDERS - THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder'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 company's constitution and the *Corporations Act 2001* (Cth).

HJB PRX201R



HOW TO COMPLETE THIS PROXY FORM

Your Name and Address

This is your name and address as it appears on the company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. Please note: you cannot change ownership of your shares using this form.

Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in Step 1. If you appoint someone other than the Chairman of the Meeting as your proxy, you will also be appointing the Chairman of the Meeting as your alternate proxy to act as your proxy in the event the named proxy does not attend the meeting.

Votes on Items of Business - Proxy Appointment

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

If the Chairman of the Meeting is your proxy, and you do not direct the Chairman how to vote in Step 2, the Chairman may vote as he sees fit (and the Chairman intends to vote in favour of all Resolutions).

If any member of the Company's Key Management Personnel or their Closely Related Parties (see Notice of Annual General Meeting for further details on these persons), other than the Chairman, is your proxy, that person will not vote your shares on each of Resolution 1 (Remuneration Report), Resolution 3 (Employee Share Plan Approval) or Resolution 4 (Issue of Shares to Mr Grahame Doyle) if you do not direct them how to vote on those Resolutions in Step 2. Should you choose to appoint one of these persons as your proxy, you are encouraged to direct that proxy as to how to vote, in particular in respect of Resolution 1, 3 and 4, by marking either For, Against or Abstain in Step 2.

Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's share registry or you may copy this form and return them both together. The appointment of the Chairman of the Meeting as your alternate proxy also applies to the appointment of the second proxy.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together.

Signing Instructions

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

Corporate Representatives

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the company's share registry.

Lodgement of a Proxy Form

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **3:00pm on Tuesday, 6 November 2012**, being not later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE  www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the proxy form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the proxy form).



by mail:

Hamilton James & Bruce Group Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



by fax:

+61 2 9287 0309



by hand:

delivering it to Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138 or Level 12, 680 George Street, Sydney NSW 2000.

**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.**