

WOOLWORTHS LIMITED

A.B.N 88 000 014 675

3 November 2004

The Manager, Companies
Australian Stock Exchange Limited
Company Announcements Office
Exchange Centre
Level 6
20 Bridge Street
SYDNEY NSW 2000

Dear Sir/Madam

RE: BRUANDWO PTY LIMITED- ALH

Attached Notice of change of interests of substantial holder.

**For and on behalf of
WOOLWORTHS LIMITED**

A handwritten signature in black ink, appearing to read 'RKS Jeffs', written over a circular stamp or seal.

**RKS JEFFS
COMPANY SECRETARY**

Form 604Corporations Act 2001
Section 671B**Notice of change of interests of substantial holder****To** Company Name/Scheme Australian Leisure & Hospitality Group Limited ("ALH")

ABN 37 067 391 511

1. Details of substantial holder (1)

Name Each of:

- Bergam Pty Limited ACN 109 333 208 ("**Bergam**");
- BLM Holdings Pty Limited ACN 006 582 609 ("**BLMH**");
- Bruandwo Pty Limited ACN 098 212 189 ("**Bruandwo**");
- Bruand Investments Pty Limited ACN 098 212 189 ("**Bruand**");
- BLM Property Pty Limited ACN 098 212 296 ("**BLMP**");
- Wildhurst Pty Limited ACN 007 318 792 ("**Wildhurst**");
- Jillian Anne Mathieson ("**JAM**");
- Jodie Michelle Mathieson ("**JMM**");
- Woolworths Limited ABN 88 000 014 675 ("**Woolworths**"); and
- the entities listed in Annexure A to the Notice of Initial Substantial Holder dated 5 July 2004.

This notice is given by Bruandwo on behalf of itself and the other substantial holders.

ACN/ARSN (if applicable) See above

There was a change in the interests of the substantial holder on 2 November 2004

The previous notice was given to the company on 2 November 2004

The previous notice was dated 2 November 2004

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 shares	276,064,135	78.32%	277,555,286	78.74%

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
2 November 2004	Bergam, BLMH and Woolworths	Increase in relevant interest of its associate Bruandwo as a result of acceptances to the takeover offers contained in the Bidder's Statement dated 23 July 2004 issued by Bruandwo.	\$3.76 per ALH share	1,245,306	1,245,306

		Increase in relevant interest of its associate Bruandwo as a result of stock market acquisitions made by Bruandwo on 2 November 2004 pursuant to on-market transactions (as defined in the Corporations Act).	\$3.76 per ALH share	245,845	245,845
2 November 2004	Bruandwo, Bruand, BLMP, Wildhurst, JAM, JMM and Woolworths	Increase in relevant interest as a result of acceptances to the takeover offers contained in the Bidder's Statement dated 23 July 2004 issued by Bruandwo.	\$3.76 per ALH share	1,245,306	1,245,306
		Increase in relevant interest as a result of stock market acquisitions made by Bruandwo on 2 November 2004 pursuant to on-market transactions (as defined in the Corporations Act).	\$3.76 per ALH share	245,845	245,845

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
Bergam	Relevant nominee of Bergam disclosed in Annexure A of the Notice of Change of Interests of Substantial Holder given by Bruandwo and dated 12 July 2004 (Annexure A).	Relevant nominee of Bergam disclosed in Annexure A	Pursuant to s608(1) of the Corporations Act, a relevant interest in ordinary shares acquired by Bergam on the stock market pursuant to on-market transactions (as defined in the Corporations Act) the details of which are set out in Annexure A.	55,673,327	55,673,327
BLMH	Relevant nominee of Bergam disclosed in Annexure A	Relevant nominee of Bergam disclosed in Annexure A	Pursuant to s608(3) of the Corporations Act, a relevant interest in the ordinary shares that Bergam has a relevant interest in.	55,673,327	55,673,327
Bruandwo	Relevant nominee of Bergam disclosed in Annexure A.	Relevant nominee of Bergam disclosed in Annexure A.	Pursuant to s608(8) of the Corporations Act, a relevant interest in the ordinary shares that Bergam has a relevant interest in as a result of the Share Sale Agreement between Bruandwo and Bergam dated 21 June 2004 a copy of which was attached to the Notice of Initial Substantial Holder of Bruandwo dated 5 July 2004 (Share Sale Agreement).	55,673,327	55,673,327
	ALH shareholders who have accepted the takeover offers contained in the Bidder's Statement dated 23 July 2004 issued by Bruandwo.	Bruandwo	Pursuant to s608(1) of the Corporations Act, a relevant interest in ordinary shares as a result of acceptances to the takeover offers contained in the Bidder's Statement dated 23 July 2004 issued by Bruandwo.	68,920,971	68,920,971
	ALH shareholders who sold to Bruandwo on the stock market since 26 October 2004 pursuant to on-market transactions (as defined in the Corporations Act).	Bruandwo	Pursuant to section 608(1) of the Corporations Act a relevant interest in ordinary shares as a result of stock market acquisitions made by Bruandwo since 26 October 2004 pursuant to on-market transactions (as defined in the Corporations Act).	152,960,988	152,960,988

Bruand, BLMP, Wildhurst, JAM and JMM	Relevant nominee of Bergam disclosed in Annexure A	Relevant nominee of Bergam disclosed in Annexure A	Pursuant to s608(3) of the Corporations Act, a relevant interest in the ordinary shares that Bruandwo has a relevant interest in as a result of the Share Sale Agreement.	55,673,327	55,673,327
	ALH shareholders who have accepted the takeover offers contained in the Bidder's Statement dated 23 July 2004 issued by Bruandwo.	Bruandwo	Pursuant to s608(3) of the Corporations Act, a relevant interest in the ordinary shares that Bruandwo has a relevant interest in as a result of acceptances to the takeover offers contained in the Bidder's Statement dated 23 July 2004 issued by Bruandwo.	68,920,971	68,920,971
	ALH shareholders who sold to Bruandwo on the stock market since 26 October 2004 pursuant to on-market transactions (as defined in the Corporations Act).	Bruandwo	Pursuant to section 608(3) of the Corporations Act a relevant interest in ordinary shares that Bruandwo has a relevant interest in as a result of stock market acquisitions made by Bruandwo since 26 October 2004 pursuant to on-market transactions (as defined in the Corporations Act).	152,960,988	152,960,988
Woolworths	Relevant nominee of Bergam disclosed in Annexure A	Relevant nominee of Bergam disclosed in Annexure A	Pursuant to s608(3) of the Corporations Act, a relevant interest in the ordinary shares that Bruandwo has a relevant interest in as a result of the Share Sale Agreement.	55,673,327	55,673,327
	ALH shareholders who have accepted the takeover offers contained in the Bidder's Statement dated 23 July 2004 issued by Bruandwo.	Bruandwo	Pursuant to s608(3) of the Corporations Act, a relevant interest in the ordinary shares that Bruandwo has a relevant interest in as a result of acceptances to the takeover offers contained in the Bidder's Statement dated 23 July 2004 issued by Bruandwo.	68,920,971	68,920,971
	ALH shareholders who sold to Bruandwo on the stock market since 26 October 2004 pursuant to on-market transactions (as defined in the Corporations Act).	Bruandwo	Pursuant to section 608(3) of the Corporations Act a relevant interest in ordinary shares that Bruandwo has a relevant interest in as a result of stock market acquisitions made by Bruandwo since 26 October 2004 pursuant to on-market transactions (as defined in the Corporations Act).	152,960,988	152,960,988

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 persons named in paragraph 4 in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
None	None

6. Addresses

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

c

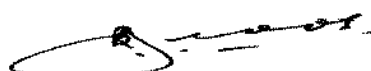
Name	Address
Bergam, Woolworths and the entities listed in Part 1 of Annexure A	C/- 5th Floor, 540 George Street, Sydney, NSW, 2000
Bruandwo, BLMH, Bruand, BLMP, Wildhurst, JAM, JMM and the entities listed in Parts 2 and 3 of Annexure A	C/- Level 2, 56-58 Claremont Street, South Yarra, Victoria, 3141

Signature

print name **Rohan K S Jeffs**

capacity **Secretary of Bruandwo Pty Limited**

sign here



date **3 November 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.