Form 604

Corporations 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:

- 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 ("**Annexure A**").

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 5 January 2005

The previous notice was given to the company on 5 January 2005

The previous notice was dated 5 January 2005

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	349,244,046	99.08%	349,298,012	99.09%

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
5 January 2005	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	53,966	53,966

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
Bruandwo	Bruandwo and 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.	349,298,012	349,298,012
Bruand, BLMP, Wildhurst, JAM and JMM	Bruandwo and 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.	349,298,012	349,298,012
Woolworths	Bruandwo and 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.	349,298,012	349,298,012

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
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6. Addresses

The addresses of persons named in this form are as follows:
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Name	Address
Woolworths and the entities listed in Part 1 of Annexure A	C/- 5th Floor, 540 George Street, Sydney, NSW, 2000
Bruandwo, 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 6 January 2005

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.