

# Hamilton James & Bruce Group Limited

ACN 091 302 975

Level 5, 137-139 Bathurst Street, Sydney NSW 2000

9 July 2014

Attention: Company Announcements Office  
Australian Securities Exchange  
Exchange Centre  
20 Bridge Street  
Sydney NSW 2000

## By E-Lodgement

Dear Sirs,

## Company Update

### Effectuation of DOCA

As announced to the market on 24 December 2013, the Company entered into a Deed of Company Arrangement on 24 December 2013 (**DOCA**).

The Company is pleased to announce that the DOCA was fully effectuated on 7 July 2014 and has therefore been terminated. The Company confirms that the HJB Creditors' Trust has been established.

### New Board and Management

Pursuant to the terms of the DOCA, Messrs Grahame Anthony Doyle (Director), Richard Brian Shewell Walters (Director/Joint Company Secretary), Prajval Ashral Colaco (Director) and Lancelot Christopher Fernandes (Director/Joint Company Secretary) have been removed as officers of the Company from their respective positions, with effect from 7 July 2014.

As part of the Company's recapitalisation and restructure proposal, for which shareholder approval was obtained at the Extraordinary General Meeting held on 23 June 2014 (**EGM**) pursuant to the Notice of Meeting dated 23 May 2014 (**NOM**), Messrs Michael (Mike) Hill, Brett Chenoweth, Michael Everett and Michael Pollak and have been appointed as Directors of the Company, with effect from 7 July 2014.

Andrew Whitten has also been appointed Company Secretary of the Company, with effect from 7 July 2014.

The New Board will be supported by the Advisory Committee that will initially constitute of Messrs Julian Knights, Jonathan Pager, Andrew Gray and Charbel Nader.

Profiles of the New Board, Company Secretary and the Advisory Committee are as follows:

### Mike Hill, Executive Chairman and Director

Mike is a former partner of Ernst & Young M&A Sydney, has been a senior member of the investment team at Ironbridge since 2004 and a Partner of the firm since 2009. Ironbridge is a leading domestic private equity firm with \$1.5bn of funds under management.

Mike has experience across numerous industries where he has served on boards including retail (Barbeques Galore), healthcare (Healthbridge, Repromed and Monash IVF), media (Radioworks Ltd and TVWorks Ltd), waste services (Envirowaste NZ Ltd), tourism and hospitality (RTG Group) and manufacturing (Riviera Group).

Mike is currently the non-executive Chairman of Recreational Tourism Group trading as Base Backpackers, the Executive Chairman of Rhype Limited (previously FRR Corporation Limited) and the Chairman of INT Corporation Limited (currently being recapitalised). He is a member of the Institute of Chartered Accountants Australia.

### Brett Chenoweth, Managing Director

Brett was most recently the Chief Executive Officer and Managing Director of APN News and Media Limited. He has more than 20 years of professional experience working exclusively in the areas of media, technology, telecommunications and online businesses, having also held senior executive roles at Telecom New Zealand (including Head of Group Strategy and Mergers & Acquisitions; Head of Australian Consumer Group; Director on a number of TCNZ group company Boards), the Publishing and Broadcasting Limited group (ecorp Ltd and ninemsn Pty Ltd: Head of Business Development) and Village Roadshow Pictures Pty Ltd (General Manager and Vice President).

Brett has been a director of a number of private and public companies over the past 15 years in the media, telecommunications, technology and entertainment sectors, both in Australia, New Zealand, Asia and the United States. He is currently Chairman of Yellow Pages Group (NZ).

### Michael Everett, Non-Executive Director

Mr Everett has more than 25 years of capital markets and advisory experience. Michael retired from Goldman Sachs in 2013 after 11 years where he was a Managing Director and Co-head of the Financing Group within the Investment Banking Division in Australia. Prior to joining Goldman Sachs, he also worked internationally for a large investment bank and has broad experience across the securities industry. During his career, he has advised a broad range of companies in a variety of industries. In late 2013, he established an independent capital markets advisory firm, Reunion Capital Partners. Michael is currently a director of INT Corporation Limited (currently being recapitalised) and Rhype Limited.

### Michael Pollak, Non-Executive Director

Mr Pollak holds a bachelor of Commerce, is a chartered accountant and has an MBA in strategy from the Australian Graduate School of Management. Michael commenced his career at PricewaterhouseCoopers over 15 years ago. Michael has gained valuable experience in both Sydney and London in general management, audit, insolvency, corporate advisory and strategy across a wide range of industries, including financial services, professional services, retail, mining and manufacturing. Michael is currently a director of ASX-listed Montech Holdings Limited (in the process of being recapitalised), and was previously a director of Rhype Limited, Disruptive Investment Group Limited, Prospect Resources Limited and PLD Corporation Limited, being companies he previously

recapitalised. In addition to these, Michael has been involved in the restructuring, recapitalisation and relisting of a number of other ASX listed entities.

#### Andrew Whitten, Company Secretary

Mr Whitten is a Solicitor Director of Whittens & McKeough, where he specialises in corporate finance and securities law. Andrew has been involved in a comprehensive range of corporate and investment transactions including numerous initial public offerings on the ASX and NSX, corporate reconstructions, reverse mergers and takeovers. At present, Andrew is the company secretary of a number of publicly listed companies.

#### Julian Knights, Advisory Committee Member

Julian is a Founding Partner of leading Australian Private Equity firm Ironbridge Capital. Julian has 15 years of private equity experience and 17 years international investment banking experience.

After moving to Australia from the United Kingdom in 1998, Julian was the Founding Managing Director of Gresham Private Equity. In 2003 Julian became one of the Founding Partners of Ironbridge and he was responsible for strategic development. Julian has sat on the Ironbridge Investment Committee since inception and has represented the Ironbridge Funds on the Boards of a number of investee companies. He is also a board and investment committee member of specialist mining fund Pacific Road Capital Management.

Julian qualified as a solicitor and holds BComm and LLB degrees from the University of the Witwatersrand. In 2008 Julian was the Chairman of AVCAL (Australian Private Equity and Venture Capital Association), having served four terms on the Council. In May 2013, Julian was appointed as the Chair of the Major Performing Arts Board of the Australia Council.

#### Jonathan Pager, Advisory Committee Member

Mr Pager has over 20 years' experience as a management consultant across a wide range of industries in Australia and overseas and is currently Managing Director of Pager Partners Business Consultants and Pager Partners Corporate Advisory. He has a Masters of Economics and qualified as a chartered accountant with Deloitte, where he commenced his career. Jonathan has recapitalised several ASX-listed companies across both the resources and industrial sectors. He is currently a director of INT Corporation Limited and Montech Holdings Limited (both currently being recapitalised) and was previously a director of Rhye Limited (formerly FRR Corporation Limited), PLD Corporation Limited and Prospect Resources Limited.

#### Andrew Gray, Advisory Committee Member

Mr. Gray is a professional investor with investment interests spanning technology, healthcare, HCIT and growth businesses globally.

Most recently he was the Managing Director of Archer Capital, an Australian based private equity firm with in excess of \$3 billion in capital under management. At Archer, Mr. Gray led that firm's largest investment into software business MYOB and also realized Archer's largest ever return to investors in the subsequent sale of MYOB to Bain Capital.

Prior to joining Archer, Mr. Gray was a Partner with Francisco Partners, a private equity firm with US\$5 billion in capital under management specializing in technology related buyouts, where he headed their efforts in Europe and led numerous transactions including Australian

software firm Mincom Ltd, Aderant, CMAC, and Ex Libris amongst others. From 1999 to 2002, Mr. Gray co-founded and was the COO of Abilizer Solutions, Inc., a software firm specializing in J2EE platform infrastructure technologies based in San Francisco. Prior to Abilizer, Mr. Gray spent several years as a private equity investor focused on generalist mid-market buyouts at Genstar Capital. During his career at Genstar Mr. Gray executed numerous successful transactions including NEN Life Sciences.

Earlier in his career, Mr. Gray was an investment banker with James D. Wolfensohn Inc. and a consultant with McKinsey & Co. Mr. Gray currently serves on the board of directors of TIG and holds a B.Eng (Aeronautical) degree from The University of Sydney, with First Class Honors, and a Masters of Business Administration from the Harvard Business School.

#### Charbel Nader, Advisory Committee Member

Charbel is founding Chairman of Metro Media Publishing. He is an investment banker with a background in finance, media and mergers and acquisitions.

He established and led the Melbourne office of Pitt Capital Partners Ltd, and has worked with News Corp's venture capital vehicle e-Ventures and PBL/Nine Network where he was responsible for the Macquarie Nine Film raising, a joint venture between the Nine Network and Macquarie Bank. He is a Founder and Executive Vice President of Australia Acquisition Corporation, Deputy Chairman of ASX-listed b2b media and events company Aspermont Ltd.

#### **Consolidation of Issued Capital**

As part of the Company's recapitalisation and restructure proposal, in accordance with Resolution 1 of the NOM, the Board of the Company is pleased to announce that the issued capital of the Company has been consolidated on a one (1) for thirty-three (33) basis.

Following the consolidation, the capital structure of the Company is at present:

<b>Description</b>	<b>Number of Securities</b>
Fully paid ordinary shares	16,876,788

#### **Change of Registered Address**

As of 7 July 2014, the Company has changed its registered address to: Level 5, 137-139 Bathurst Street, Sydney NSW 2000.

#### **Continued restructure of the Company**

The Company's New Board and management are currently working towards implementation of all the remaining Resolutions passed by HJB Shareholders at the EGM which includes the issue of a Prospectus for the offer of securities and liaising with the ASX in relation to reinstatement of HJB's securities for trading on the ASX.

If you have any queries, please contact the undersigned on (02) 8072 1400.



**Andrew Whitten**  
Company Secretary