

Freehills**Fax****Takeover bid by Chandler Macleod Group Limited ACN 090 555 052
for Ross Human Directions Limited**

From Sheena Loi 13 January 2011
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To Company Announcements Manager
ASX Limited
Fax 1300 135 638

Dear Sir/Madam

We act for Chandler Macleod Group Limited (**Chandler Macleod**) in relation to its takeover bid for all the ordinary shares in Ross Human Directions Limited (**RHD**).

We attach a Notice of Change of Interests of Substantial Holder (Form 604) in respect of RHD.

Yours faithfully



Sheena Loi

Senior Associate
Freehills

If you are not the intended recipient:

- please phone the sender immediately (reverse charges)
- you must not disclose or use the information

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Form 604Corporations Act 2001
Section 671B**Notice of change of interests of substantial holder**

To Company Name/Scheme Ross Human Directions Limited (RHD)

ACN/ARSN 003 758 709

1. Details of substantial holder (1)Name Chandler Macleod Group Limited (ACN 090 555 052) (**Chandler Macleod**) and each of the entities listed on pages 56 and 57 of Chandler Macleod's annual report for the 2010 financial year that are related bodies corporate of Chandler Macleod (**Chandler Macleod Group Entities**).

ACN (if applicable) 090 555 052

There was a change in the interests of the substantial holder on See Annexure 'A'

The previous notice was given to the company on 11 January 2011

The previous notice was dated 11 January 2011

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interest 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	54,225,410	64.94% (based on 83,498,383 ordinary shares on issue)	55,198,673	66.11% (based on 83,498,383 ordinary shares on issue)

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 Annexure A	Chandler Macleod and each of the Chandler Macleod Group Entities	Acquisition of relevant interests in ordinary shares in RHD as a result of acceptances of takeover offers made pursuant to the bidder's statement lodged with ASX on 8 December 2010 (the Offers).	See Annexure A	See Annexure A	See Annexure A

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
Chandler Macleod and each of the Chandler Macleod Group Entities	Various offerees who have accepted an offer	Subject to the terms of the Offers, Chandler Macleod	Relevant interest under section 608(1) and/or section 608(8) of the Corporations Act 2001 pursuant to acceptances of the Offers. The shares which are the subject of the acceptances have not yet been transferred into the name of Chandler Macleod. The power of Chandler Macleod to vote or dispose of the shares that are the subject of acceptances of the Offers is qualified as the Offers have not been declared unconditional and Chandler Macleod is not presently registered as the holder of the shares.	55,198,673 ordinary shares	Each ordinary share confers one vote.

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 (if applicable)	Nature of association
Not applicable	Not applicable

6. Addresses

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

Name	Address
Chandler Macleod	Level 8, 32 Walker Street, North Sydney NSW 2060
Each Chandler Macleod Group Entity	Level 8, 32 Walker Street, North Sydney NSW 2060

Signature

print name **Sheena Loi**

capacity **Authorised Attorney**

sign here



date 13 January 2011

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 trustees 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.

Annexure 'A'

This is Annexure 'A' of 2 pages referred to in the Form 604 (Notice of Change of Interests of Substantial Holder), signed by me and dated 13 January 2011.



Signed: Sheena Loi

Attorney

Details of changes in relevant interests pursuant to acceptances of the Offers

Shareholders who have elected to receive the cash consideration (\$0.73 cash for each RHD ordinary share)

DATE OF CHANGE	CLASS AND NUMBER OF SECURITIES AFFECTED	PERSON'S VOTES AFFECTED
15 December 2010	34,936,281 ordinary shares	Each ordinary share confers one vote.
16 December 2010	2,921,461 ordinary shares	Each ordinary share confers one vote.
20 December 2010	848,605 ordinary shares (Note: the Form 604 dated 21 December and 22 December 2010 inadvertently stated this number as 1,184,087.)	Each ordinary share confers one vote.
21 December 2010	1,691,449 ordinary shares	Each ordinary share confers one vote.
22 December 2010	4,106,635 ordinary shares	Each ordinary share confers one vote.
24 December 2010	3,781,453 ordinary shares	Each ordinary share confers one vote.
30 December 2010	1,151,128 ordinary shares	Each ordinary share confers one vote.
5 January 2011	1,049,989 ordinary shares (Note: the Form 604 dated 5 January 2011 inadvertently stated this number as 1,049,989.)	Each ordinary share confers one vote.
7 January 2011	997,592 ordinary shares	Each ordinary share confers one vote.
11 January 2011	1,510,084 ordinary shares	Each ordinary share confers one vote.
13 January 2011	695,310 ordinary shares	Each ordinary share confers one vote.

Shareholders who have elected to receive the scrip consideration (1.759 Chandler Macleod ordinary shares for each RHD ordinary share)

DATE OF CHANGE	CLASS AND NUMBER OF SECURITIES AFFECTED	PERSON'S VOTES AFFECTED
20 December 2010	411,669 ordinary shares (Note: the Form 604 dated 20 December 2010 inadvertently stated this number as 76,187.)	Each ordinary share confers one vote.
21 December 2010	134,887 ordinary shares	Each ordinary share confers one vote.
22 December 2010	145,038 ordinary shares	Each ordinary share confers one vote.
24 December 2010	121,783 ordinary shares	Each ordinary share confers one vote.
30 December 2010	73,629 ordinary shares	Each ordinary share confers one vote.
5 January 2011	100,957 ordinary shares	Each ordinary share confers one vote.
7 January 2011	162,087 ordinary shares	Each ordinary share confers one vote.

DATE OF CHANGE	CLASS AND NUMBER OF SECURITIES AFFECTED	PERSON'S VOTES AFFECTED
11 January 2011	80,683 ordinary shares	Each ordinary share confers one vote.
13 January 2011	277,953 ordinary shares	Each ordinary share confers one vote.