

# Bruandwo Pty Ltd

ABN 68 098 212134

2 March 2005

The Manager  
Company Announcements Office  
Australian Stock Exchange Limited  
20 Bridge Street  
Sydney NSW 2000

Dear Sir/Madam

## TAKEOVER BID FOR AUSTRALIAN LEISURE & HOSPITALITY GROUP LIMITED

### NOTICE UNDER LISTING RULE 3.3

Bruandwo Pty Limited's (**Bruandwo**) off-market takeover offer for all of the shares in Australian Leisure & Hospitality Group Limited (**ALH**) closed at 6.00 pm Eastern Standard Time on 1 March 2005.

At the close of the offer period, Bruandwo had a relevant interest in approximately 99.3% of ALH shares, and had otherwise satisfied the Corporations Act pre-requisites for compulsory

acquisition of the remaining ALH shares.

Bruandwo intends to compulsorily acquire the remaining ALH shares under section 661A(1) of the Corporations Act.

Yours faithfully



**BRUANDWO PTY LIMITED**

R K S Jeffs  
Secretary

**BRUANDWO PTY LIMITED**  
**(ACN 098 212 135)**

**WRITTEN RESOLUTION OF DIRECTORS PURSUANT TO RULE 116 OF THE COMPANY'S  
CONSTITUTION**

**1. BACKGROUND**

The off-market takeover offer for all shares in Australian Leisure & Hospitality Group Limited (**ALH**) closed at 6.00 pm Eastern Standard Time on 1 March 2005.

At the close of the offer period, Bruandwo Pty Limited (**Bruandwo**) had a relevant interest in approximately 99.3% of ALH shares, and had satisfied the Corporations Act pre-requisites for compulsory acquisition of the remaining ALH shares.

Bruandwo now intends to compulsorily acquire the remaining ALH shares under section 661A(1) of the Corporations Act and to advise ASX of its intention to do so pursuant to an announcement, a draft of which is attached to this written resolution.

**2. RESOLUTION**

**IT WAS RESOLVED THAT:** the attached draft announcement to the ASX be approved, and authorise the Company Secretary to sign the Announcement and lodge it with the ASX as soon as practicable today.

**IT WAS NOTED THAT:** the documentation to be sent to ALH Shareholders who have not accepted the offer, to compulsorily acquire their outstanding ALH shares, will be prepared by the Company's lawyers and presented to the Board for approval prior to dispatch.

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Signature of **Roger Corbett**  
Date:

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Signature of **Leon L'Huillier**  
Date:

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Signature of **Bruce Mathieson**  
Date:

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Signature of **Ross Blair-Holt**  
Date: