

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

To Company Name/Scheme _____

ACN/ARSN _____

1. Details of substantial holder(1)

Name _____

ACN/ARSN (if applicable) _____

There was a change in the interests of the
substantial holder on

____ / ____ / ____

The previous notice was given to the company on

____ / ____ / ____

The previous notice was dated

____ / ____ / ____

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)

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

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

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/ARSN (if applicable)	Nature of association

6. Addresses

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

Name	Address

Signature

print name

capacity

sign here

date / /

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.

HUNTER HALL INVESTMENT MANAGEMENT LTD (A.C.N. 063 081 612)
ANNEXURES TO FORM 604
Redflex Holdings Limited

ANNEXURE A:

Class of Securities (4)	Previous Notice		Present Notice	
	Person's votes	Voting power (5)	Person's votes	Voting Power (5)
Ord	Thorney 8,029,106 8.72%	31.05%		
Ord	Renaissance 9,393,340 10.2%	31.05%		
Ord	Hunter Hall 8,312,327 9.03%	31.05%	Hunter Hall 8,312,327	8.35%
Ord	Debemardi Interests 2,865,286 3.1%	31.05%		
	Total 28,600,059 (31.05%)			

Date of Change	Nature of Change	Class of shares Affected	Number of Shares
23/09/2009	Dilution in voting power arising from issue of 7,500,000 ORD Shares	Ord Shares	8,312,327
Balance held as at 23 September 2009			8,312,327
*% held as at 23 September 2009			8.35%

*Based on 99,573,214 shares on issue.

ANNEXURE B:

Hunter Hall Investment Management Limited (A.C.N. 063 081 612)
 Hunter Hall International Limited (A.C.N. 059 300 426)
 Hunter Hall Global Value Limited (A.C.N. 107 462 966)
 Hampshire Assets and Services Pty Ltd (A.C.N. 059 790 395)
 Peter James Hall

ANNEXURE C:

Holder of Relevant Interest	Person registered and entitled to be Registered as Holder	Nature of relevant Interest	Class and Number of Shares
Hunter Hall Investment Management Ltd	BNP Paribas Fund Services Australasia Pty Ltd as the Custodian of the Hunter Hall Value Growth Trust, Hunter Hall Australian Value Trust and Hunter Hall Global Value Limited Bank of Ireland as the Custodian of the Hunter Hall International Ethical Fund.	Hunter Hall Investment Management Limited has the power to control the exercise of the right to vote attached to the shares, and the power to exercise control over the disposal of shares as Responsible Entity of the Hunter Hall Value Growth Trust (6,055,558 Ord Shares), Hunter Hall Australian Value Trust (554,400 Ord Shares) and Hunter Hall Global Deep Green Trust (70,000 Ord) and as Investment Manager for Hunter Hall Global Value Limited (1,480,000) Ord Shares) and the Hunter Hall International Ethical Fund (152,369 Ord Shares)	8,312,327 ORD
Hunter Hall International	As above	Hunter Hall International Ltd has a relevant interest in the said shares, as it wholly owns Hunter Hall Investment Management Limited.	As above
Hampshire Assets And Services Pty Ltd	As above	Hampshire Assets And Services Pty Ltd has a relevant interest in the said shares as it owns 45.53% of Hunter Hall International Ltd.	As above
Peter James Hall	As above	Peter Hall owns 100% of Hampshire Assets And Services Pty Ltd.	As above
Hunter Hall Global Value Limited	As above	Hunter Hall Global Value Limited is the listed investment company managed by Hunter Hall Investment Management Limited.	1,480,000 ORD

ANNEXURE D:**Changes in Association**

On 11 September 2009 Silverlene Pty Ltd made an application to the Takeovers Panel in relation to the affairs of Redflex Holdings Limited. The application was made on behalf of Silverlene Pty Ltd and separately at the request of Thorney, Renaissance and Hunter Hall who each supported the application.

For the avoidance of doubt a Form 604 was provided to Redflex and to ASX on 14 September 2009 to disclose the combined voting power of Thorney, Renaissance, Hunter Hall and Silverlene, on the basis that the above Panel application created a possible association between them under section 12(2) of the Corporations Act for the duration of the Panel proceedings. Following the conclusion of the Panel proceedings on 24 September 2009 Hunter Hall considers that the possible association between Thorney, Renaissance, Hunter Hall and Silverlene ceased on that date.

ANNEXURE E:

NAME	ADDRESS
Hunter Hall International Limited	Level 2, 60 Castlereagh Street SYDNEY NSW 2000
Hunter Hall Investment Management Limited	Level 2, 60 Castlereagh Street SYDNEY NSW 2000
Hunter Hall Global Value Limited	Level 2, 60 Castlereagh Street SYDNEY NSW 2000
Hampshire Assets And Services Pty Ltd	Level 2, 60 Castlereagh Street SYDNEY NSW 2000
Peter James Hall	Level 4, 53 Frith Street, Soho, London W1D 4SN, United Kingdom

These 3 pages comprise the Annexures A to E referred to in the Form 604, Notice of change of interests of substantial holder.



Signed

Ouafaa Karim
Company Secretary
Hunter Hall International Limited
Dated 25 September 2009