

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Devine Limited (DVN)

ACN/ARSN 010 769 365

1. Details of substantial holder (1)

Name Leighton Residential Investments Pty Ltd (LRIP)
Leighton Holdings Limited (Leighton) and each of its subsidiaries listed in Annexure "A" (Leighton Group Entities)
HOCHTIEF AG and its subsidiaries

ACN/ARSN (if applicable) LRIP 124 839 069
Leighton 004 482 982

There was a change in the interests of the substantial holder on 01/03/2010 The holder became aware of the change of interest following the lodgement of Appendix 3B by Devine Limited on 01/03/2010

The previous notice was given to the company on 28/05/09

The previous notice was dated 28/05/09

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 (held by LRIP)	137,813,995	43.68%	137,813,995	37.99%
Ordinary Shares (resulting from pre-emptive rights)	42,367,463	13.43%	42,367,463	11.67%
Total ordinary shares	180,181,458	57.11%	180,181,458	49.66%

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	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
01/03/2010	LRIP	Relevant interest in voting securities of DVN decreased due to the issue of 47,323,031 securities by DVN under an institutional placement	Not applicable as the change in relevant interest is due to issue of new securities by DVN		
01/03/2010	Devine Industries Pty Ltd	Relevant interest in voting securities of DVN decreased due to the issue of 47,323,031 securities by DVN under an institutional placement	Not applicable as the change in relevant interest is due to issue of new securities by DVN		
01/03/2010	Devine Superannuation Pty Ltd	Relevant interest in voting securities of DVN decreased due to the issue of 47,323,031 securities by DVN under an institutional placement	Not applicable as the change in relevant interest is due to issue of new securities by DVN		
01/03/2010	Larrapinta Pty Ltd	Relevant interest in voting securities of DVN decreased due to the issue of 47,323,031 securities by DVN under an institutional placement	Not applicable as the change in relevant interest is due to issue of new securities by DVN		
01/03/2010	David HT Devine	Relevant interest in voting securities of DVN decreased due to the issue of 47,323,031 securities by DVN under an institutional placement	Not applicable as the change in relevant interest is due to issue of new securities by DVN		

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
Leighton and HOCHTIEF	LRIP	LRIP	LRIP is the registered holder. Leighton and HOCHTIEF have a relevant interest in any security in which LRIP holds a relevant interest, under section 608(3) of the Corporations Act 2001.	137,813,995	137,813,995
	Devine Industries Pty Ltd	Devine Industries Pty Ltd	Leighton and HOCHTIEF have a relevant interest by virtue of pre-emptive rights over shares held by Devine Industries Pty Ltd, David HT Devine, Devine Superannuation Pty Ltd and Larrapinta Pty Ltd.	31,620,357	31,620,357
	David HT Devine	David HT Devine		619,010	619,010
	Devine Superannuation Pty Ltd	Devine Superannuation Pty Ltd		440,004	440,004
	Larrapinta Pty Ltd	Larrapinta Pty Ltd		9,688,092	9,688,092
Total				180,181,458	180,181,458

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
	n/a

6. Addresses

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

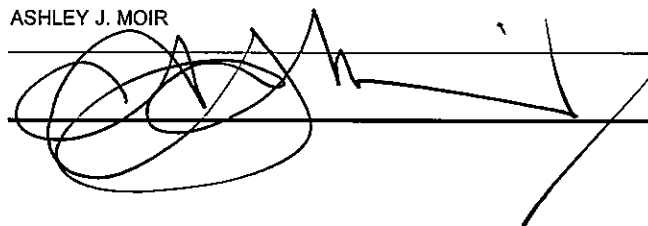
Name	Address
Leighton and Leighton Group Entities	472 Pacific Highway, St Leonards NSW 2065
HOCHTIEF AG and its subsidiaries	Opernplatz 2, 45128 Essen, Germany

Signature

print name ASHLEY J. MOIR

capacity COMPANY SECRETARY

sign here



date 03/03/2010

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 on 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 5 pages referred to in Form 604 in connection with Devine Limited – Notice of change of interests of substantial holder


 Ashley J Moir
 Leighton Company Secretary

03/03/2010
 Date

Leighton Group Entities

Each of the following entities is an associate of Leighton because Leighton controls it (s 12(2)(a)):

LEIGHTON HOLDINGS LIMITED AND CONTROLLED ENTITIES	A.C.N. If applicable	Interest held	Place of Incorporation
145 ANN STREET PTY LTD	131 692 914	100%	
21 HARRIS STREET PYRMONT PTY LTD	133 139 796	100%	NSW
512 WICKHAM STREET PTY LTD	125 451 381	100%	NSW
512 WICKHAM STREET TRUST		100%	
A.C.N. 126 130 738 PTY LTD	126 130 738	100%	VIC
	008 190 270		
ADELAIDE TERRACE INVESTMENTS PTY. LIMITED		100%	SA
AUSINDO HOLDINGS PTE LTD		100%	Singapore
BOS AUSTRALIA PTY. LTD.	009 180 616	100%	WA
	097 831 411		
BROAD CONSTRUCTION SERVICES (NSW/VIC) PTY LTD		90%	WA
	097 831 340		
BROAD CONSTRUCTION SERVICES (NT) PTY LTD		90%	WA
	089 532 061		
BROAD CONSTRUCTION SERVICES (QLD) PTY LTD		90%	QLD
	090 056 474		
BROAD CONSTRUCTION SERVICES (SA) PTY LTD		90%	SA
	097 831 297		
BROAD CONSTRUCTION SERVICES (VIC) PTY LTD		90%	WA
	106 101 893		
BROAD CONSTRUCTION SERVICES (WA) PTY LTD		90%	WA
BROAD GROUP HOLDINGS PTY LTD	052 046 518	90%	WA
EWENISSA PTY. LIMITED	084 205 112	100%	ACT
GIDDENS INVESTMENT LIMITED		100%	Hong Kong
GREEN CONSTRUCTION COMPANY		100%	United States
GRIDCOMM PTY LTD		100%	VIC
HONG KONG TELECOMMUNICATIONS HOLDINGS (AUSTRALIA) PTY LTD	117 392 926	100%	VIC
HUNTER VALLEY EARTHMOVING CO PTY LTD	000 366 450	100%	NSW
HWE COCKATOO PTY LIMITED	009 639 285	100%	NT
HWE MAINTENANCE SERVICES PTY LTD	103 487 074	100%	WA
HWE MINING PTY LIMITED	117 135 672	100%	VIC
HWE NEWMAN ASSETS PTY LIMITED	117 136 204	100%	VIC
HWE NEWMAN MINING PTY LIMITED	117 135 896	100%	VIC
HWE NEWMAN SERVICES PTY LIMITED	117 136 053	100%	VIC
INDUSTRIAL & TECHNICAL SERVICES PTY LTD	010 789 803	100%	QLD
INFOPLEX PTY LTD	094 296 107	100%	NSW
ITS HOLDINGS PTY LTD	075 829 551	100%	QLD
ITS LUBE SERVICES PTY LTD	112 801 126	100%	QLD
JARRAH WOOD PTY LTD	066 154 603	90%	WA
JH RAIL HOLDINGS PTY LTD	096 330 479	59%	VIC
JH RAIL INVESTMENTS PTY LTD	096 330 700	59%	VIC
JH RAIL OPERATIONS PTY LTD	096 330 728	59%	VIC
JHG MUTUAL LIMITED	132 160 331	100%	NSW

JOETEL PTY. LIMITED	096 451 786	59%	ACT
JOHN HOLLAND (NZ) LTD		100%	New Zealand
JOHN HOLLAND AD HOLDINGS PTY LTD	095 328 788	100%	VIC
JOHN HOLLAND AD INVESTMENTS PTY LTD	092 661 044	100%	VIC
JOHN HOLLAND AD OPERATIONS PTY LTD	092 661 017	100%	VIC
JOHN HOLLAND AVIATION SERVICES PTY LTD	123 721 317	100%	VIC
	004 293 056		
JOHN HOLLAND DEVELOPMENT AND INVESTMENT PTY LTD		100%	VIC
JOHN HOLLAND ENGINEERING PTY LTD	103 278 824	100%	VIC
JOHN HOLLAND GROUP PTY LTD	050 242 147	100%	VIC
	123 866 973		
JOHN HOLLAND INFRASTRUCTURE NOMINEES PTY LTD		100%	VIC
JOHN HOLLAND INFRASTRUCTURE PTY LTD	123 866 982	100%	VIC
JOHN HOLLAND INFRASTRUCTURE TRUST		100%	
JOHN HOLLAND INVESTMENT PTY LTD	099 412 610	100%	VIC
	135 975 610		
JOHN HOLLAND MELBOURNE RAIL FRANCHISE PTY LTD		100%	VIC
JOHN HOLLAND MINING PTY LTD	098 539 354	100%	ACT
JOHN HOLLAND PTY LTD	004 282 268	100%	VIC
JOHN HOLLAND QUEENSLAND PTY LTD	133 069 280	100%	VIC
JOHN HOLLAND RAIL PTY LTD	009 252 653	100%	WA
JOHN HOLLAND SERVICES NO. 1 PTY LTD	099 383 169	100%	VIC
JOHN HOLLAND SERVICES PTY LTD	099 412 656	100%	VIC
KINGSCLIFF RESORT TRUST		100%	QLD
LEIGHTON ADMIN SERVICES PTY. LIMITED	086 383 977	100%	NSW
LEIGHTON ARRANGING PTY. LTD.	132 009 360	100%	NSW
LEIGHTON ASIA (CHINA) LIMITED		100%	Hong Kong
LEIGHTON ASIA (HONG KONG) HOLDINGS (NO. 2) LIMITED		100%	Hong Kong
LEIGHTON ASIA LIMITED		100%	Hong Kong
LEIGHTON ASIA SOUTHERN PTE LTD		100%	Singapore
LEIGHTON CONTRACTORS (ASIA) LIMITED		100%	Hong Kong
LEIGHTON CONTRACTORS (CHINA) LIMITED		100%	Hong Kong
LEIGHTON CONTRACTORS (INDIA) PVT LTD		100%	India
LEIGHTON CONTRACTORS (INDO-CHINA) LIMITED		100%	Hong Kong
LEIGHTON CONTRACTORS (LAOS) COMPANY LIMITED		100%	Lao People's Democratic Republic
LEIGHTON CONTRACTORS (MALAYSIA) SDN BHD		80%	Malaysia
LEIGHTON CONTRACTORS (PHILIPPINES), INC.		100%	Philippines
LEIGHTON CONTRACTORS (SINGAPORE) PTE LTD		100%	Singapore
LEIGHTON CONTRACTORS ASIA (CAMBODIA) CO. LIMITED		100%	Cambodia
LEIGHTON CONTRACTORS ASIA (VIETNAM) LIMITED		100%	Viet Nam
LEIGHTON CONTRACTORS INC.		100%	United States
	124 180 632		
LEIGHTON CONTRACTORS INFRASTRUCTURE NOMINEES PTY LTD		100%	VIC
	124 180 623		
LEIGHTON CONTRACTORS INFRASTRUCTURE PTY LTD		100%	VIC
LEIGHTON CONTRACTORS INFRASTRUCTURE TRUST		100%	
LEIGHTON CONTRACTORS LANKA (PRIVATE) LIMITED		100%	Sri Lanka
LEIGHTON CONTRACTORS MAURITIUS LIMITED		100%	Mauritius
LEIGHTON CONTRACTORS PTY LIMITED	000 893 667	100%	NSW

LEIGHTON FINANCE (USA) PTY. LTD.	132 500 684	100%	NSW
LEIGHTON FINANCE INTERNATIONAL LIMITED	115 834 609	100%	NSW
LEIGHTON FINANCE LIMITED	002 323 373	100%	NSW
LEIGHTON FOUNDATION ENGINEERING (ASIA) LIMITED		100%	Hong Kong
LEIGHTON FUNDS MANAGEMENT PTY LIMITED	010 581 503	100%	QLD
LEIGHTON GEOTECH LIMITED		100%	Thailand
LEIGHTON HOLDINGS INFRASTRUCTURE NOMINEES PTY. LTD.	123 608 462	100%	VIC
LEIGHTON HOLDINGS INFRASTRUCTURE PTY. LTD	123 608 408	100%	VIC
LEIGHTON HOLDINGS INFRASTRUCTURE TRUST		100%	
LEIGHTON HOLDINGS INVESTMENTS PTY. LIMITED	126 876 953	100%	VIC
LEIGHTON INDIA AND SOUTH EAST ASIA SDN BHD		100%	Malaysia
LEIGHTON INDUSTRIAL SERVICES PTY LIMITED	119 590 493	100%	VIC
LEIGHTON INFRASTRUCTURE INVESTMENTS PTY LIMITED	079 054 505	100%	NSW
LEIGHTON INTERNATIONAL FZ LLC		100%	United Arab Emirates
LEIGHTON INTERNATIONAL LIMITED		100%	Cayman Islands
LEIGHTON INVESTMENTS MAURITIUS LIMITED		100%	Mauritius
LEIGHTON INVESTMENTS MAURITIUS LIMITED NO. 2		100%	Mauritius
LEIGHTON JOHN HOLLAND JOINT VENTURE (Lai Chi Kok)		100%	Hong Kong
LEIGHTON KOREA LIMITED		100%	Korea, Democratic People's Republic of
LEIGHTON LLC		100%	Mongolia
LEIGHTON MOTORWAY INVESTMENTS NO. 2 PTY LIMITED	103 136 545	100%	VIC
LEIGHTON OFFICE TRUST		100%	VIC
LEIGHTON OFFSHORE AUSTRALIA PTY LTD	124 963 275	100%	VIC
LEIGHTON PACIFIC ST LEONARDS PTY LIMITED	133 520 368	100%	VIC
LEIGHTON PORTFOLIO SERVICES PTY LIMITED	089 253 065	100%	ACT
LEIGHTON PROJECT MANAGEMENT SDN BHD		80%	Malaysia
LEIGHTON PROJECTS CONSULTING (SHANGHAI) LIMITED		100%	China
LEIGHTON PROPERTIES (BRISBANE) PTY LIMITED	009 871 603	100%	QLD
LEIGHTON PROPERTIES (VIC) PTY LTD	086 206 813	100%	VIC
LEIGHTON PROPERTIES (WA) PTY LIMITED	132 787 476	100%	NSW
LEIGHTON PROPERTIES PTY LIMITED	009 765 379	100%	QLD
LEIGHTON PROPERTY DEVELOPMENT PTY LIMITED	001 046 395	100%	NSW
LEIGHTON PROPERTY FUNDS MANAGEMENT LIMITED	079 662 874	100%	ACT
LEIGHTON PROPERTY MANAGEMENT PTY LIMITED	074 623 420	100%	NSW
LEIGHTON RAILWAY STREET PTY LIMITED	133 207 235	100%	NSW
LEIGHTON RESIDENTIAL INVESTMENTS PTY. LTD.	124 839 069	100%	VIC
LEIGHTON SERVICES AUSTRALIA PTY LIMITED	097 568 799	100%	NSW

LEIGHTON STAFF SHARES PTY. LTD.	004 986 976	100%	VIC
LEIGHTON SUPERANNUATION PTY. LTD.	001 002 035	100%	NSW
LEIGHTON USA INC.		100%	United States
LEWIS SCOTT ENTERPRISES PTY LIMITED	003 238 382	100%	NSW
LMENA NO. 1 PTY. LIMITED	126 563 344	100%	VIC
LMENA PTY. LIMITED	126 493 945	100%	VIC
LONDON CIRCUIT NO.1 TRUST		100%	
LSE ANTENNA SERVICES PTY LIMITED	052 138 413	51%	QLD
LSE TECHNOLOGY (AUSTRALIA) PTY LIMITED	069 616 002	100%	NSW
LSE TECHNOLOGY PTY LTD	001 702 156	51%	NSW
LUCON PTY LTD	101 760 445	100%	VIC
MARTOX PTY. LTD	096 287 339	59%	NSW
MAYFIELD ENGINEERING PTY LIMITED	112 829 624	100%	NSW
MENETTE PTY. LTD.	061 939 599	100%	VIC
METRO DEVELOPMENTS AUSTRALIA PTY LTD	102 746 878	90%	WA
METRONODE PTY. LTD.	094 277 675	100%	VIC
MOORABBIN TRUST		100%	
NESTDEEN PTY. LTD.	090 486 678	100%	QLD
NEXTGEN NETWORKS PTY LIMITED	094 147 403	100%	ACT
NEXTGEN PURE DATA PTY LTD	121 379 539	100%	VIC
NEXUS POINT HONG KONG COMPANY LIMITED		100%	Hong Kong
NEXUS POINT SOLUTIONS PTY. LTD.	094 296 429	100%	NSW
ONOPTIC PTY LIMITED	096 097 773	100%	NSW
OPAL INSURANCE (SINGAPORE) PTE LTD		100%	Singapore
OZ SOLAR POWER PTY LTD	136 578 035	100%	VIC
	111 142 191		
PLANT AND EQUIPMENT LEASING PTY LIMITED		100%	NSW
PORTSIDE FABRICATION PTY LTD	055 405 699	100%	VIC
PT CINERE SERPONG JAYA		80%	Indonesia
PT LEIGHTON CONTRACTORS INDONESIA		95%	Indonesia
PT NGAWI KERTOSONO JAYA		95%	Indonesia
PT SOLO NGAWI JAYA		95%	Indonesia
PT THIESS CONTRACTORS INDONESIA		100%	Indonesia
RIDGEWOOD DEVELOPMENT PTY. LTD.	009 784 230	100%	QLD
RIVER LINKS DEVELOPMENTS PTY LTD	099 629 115	100%	QLD
SA HEALTH PARTNERSHIP PTY LTD	135 088 854	100%	VIC
SILK TELECOM (WA) PTY LTD	103 173 440	100%	WA
SILK TELECOM PTY LTD	095 420 616	100%	VIC
SILVERTON GROUP (AUST) PTY LTD	121 058 704	90%	WA
SILVERTON GROUP PTY LTD	109 702 507	90%	WA
	101 795 126		
SMGP CONSTRUCTION SERVICES PTY LIMITED		100%	NSW
SWAN WATER SERVICES PTY LTD	070 955 074	100%	NSW
TECHNICAL RESOURCES PTY. LTD.	002 938 687	100%	NSW
	095 983 207		
TELECOMMUNICATION INFRASTRUCTURE PTY LTD		100%	VIC
TENSACCIAI PTY. LTD.	080 749 417	100%	WA
THAI LEIGHTON LIMITED		100%	Thailand
THIESS (MAURITIUS) PTY LTD		100%	Mauritius
THIESS CONTRACTORS (MALAYSIA) SDN. BHD.		100%	Malaysia
THIESS CONTRACTORS (PNG) LIMITED		100%	Papua New Guinea
THIESS INDIA PVT LTD		100%	India
THIESS INFRACO PTY LTD	104 364 525	100%	QLD
	123 866 955		
THIESS INFRASTRUCTURE NOMINEES PTY LTD		100%	VIC
THIESS INFRASTRUCTURE PTY LTD	123 866 964	100%	VIC
THIESS INFRASTRUCTURE TRUST		100%	

THIESS INVESTMENTS PTY LIMITED	009 673 018	100%	QLD
THIESS JOHN HOLLAND JOINT VENTURE (Airport Link)		100%	QLD
THIESS JOHN HOLLAND JOINT VENTURE (Airport Link)		100%	VIC
THIESS JOHN HOLLAND JOINT VENTURE (Eastlink)		100%	VIC
THIESS JOHN HOLLAND JOINT VENTURE (Lane Cove Tunnel)		100%	NSW
THIESS JOHN HOLLAND MOTORWAY SERVICES		100%	QLD
THIESS LEIGHTON INDIA PVT LTD		100%	India
THIESS MINECS INDIA PVT LTD		90%	India
THIESS NC		100%	New Caledonia
THIESS NZ LIMITED		100%	New Zealand
THIESS PTY LTD	010 221 486	100%	QLD
THIESS SERVICES JOHN HOLLAND SERVICES JOINT VENTURE		100%	QLD
THIESS SERVICES LIMITED		100%	New Zealand
THIESS SERVICES PTY LTD	010 725 247	100%	QLD
THIESS SOUTHLAND PTY LTD	053 356 193	100%	NSW
THINK CONSULTING GROUP PTY. LTD.	126 129 226	100%	VIC
VICTORIAN WAVE PARTNERS PTY LTD	136 578 044	100%	VIC
VISION HOLD PTY LIMITED	093 256 289	100%	NSW
VISIONSTREAM AUSTRALIA PTY LIMITED	093 384 680	100%	NSW
VISIONSTREAM PTY LIMITED	062 604 193	100%	QLD
VISIONSTREAM SERVICES PTY LIMITED	093 394 186	100%	NSW
VYTEL ADMIN PTY LIMITED	092 710 391	100%	NSW
VYTEL INVESTMENTS PTY LIMITED	093 112 620	100%	NSW
VYTEL PTY LIMITED	088 704 269	100%	NSW
YANDINA ETHANOL PTY LTD	101 271 621	100%	VIC
YIFTA PTY. LIMITED	008 645 609	100%	ACT
YOLTAX PTY. LIMITED	096 287 348	59%	NSW
ZANGOFIL TRUST		100%	
ZELMEX PTY. LIMITED	096 451 848	59%	ACT