

Registered Office:
Level 5, 472 Pacific Highway,
St Leonards NSW 2065 Australia
Fax number (02) 9925 6005

Share Registrar:
Computershare Investor Services
Pty Limited,
Level 3, 60 Carrington Street,
Sydney NSW 2000 Australia
Fax number (02) 8235 8104

Share Registrar's Postal Address:
Share Registry
Computershare Investor Services
Pty Limited
GPO Box 4195,
Sydney NSW 2001 Australia

Leighton Holdings Limited

ACN 004 482 982
ABN 57 004 482 982

Notice of Annual General Meeting 2002

To: The Shareholders

Notice is hereby given that the Annual General Meeting of Leighton Holdings Limited will be held in the Grand Ballroom, Four Seasons Hotel, 199 George Street, Sydney, New South Wales, on Thursday 7 November 2002 at 10.00am to transact the following:

Business

1. To receive and consider the Financial Report and Reports of the Directors and Auditor for the year ended 30 June 2002.

2. To Elect Directors:

2.1 M C Albrecht AC was appointed a Non-Executive Director on 8 November 2001. In accordance with Clause 17.2 of the Company's Constitution Mr M C Albrecht AC holds office until the conclusion of this meeting and being eligible offers himself for election.

2.2 D S Adamsas retires by rotation in accordance with Clause 18 of the Company's Constitution and being eligible offers himself for re-election.

2.3 G J Ashton retires by rotation in accordance with Clause 18 of the Company's Constitution and being eligible offers himself for re-election.

2.4 G J Dixon retires by rotation in accordance with Clause 18 of the Company's Constitution and being eligible offers himself for re-election.

Information about the candidates appears overleaf.

By Order of the Board
A.J. Moir, Secretary
Sydney 1 October 2002

Invitation

After the meeting all shareholders are invited to join the Directors for light refreshments.

Proxies

1. A proxy form accompanies this notice. Additional proxy forms will be provided on request.

2. A shareholder entitled to attend and vote at the meeting may appoint up to 2 proxies to attend and vote for the shareholder. A shareholder may specify the proportion or number of votes that the proxy may exercise. If a shareholder appoints 2 proxies and does not specify the proportion or number of the shareholder's votes each proxy may exercise, each proxy may exercise half of the votes.

3. A proxy need not be a shareholder of the Company.

4. The proxy form must be signed by the shareholder or the shareholder's attorney. Proxies given by corporations must be executed either in accordance with section 127 of the Corporations Act 2001 or under the hand of a duly authorised officer or attorney.

5. The proxy form and the power of attorney or other authority (if any) under which it is signed (or a certified copy of the power of attorney or authority) must be received at or sent by fax to the Company's Share Registrar, Computershare Investor Services Pty Limited, not later than 48 hours before the time for holding the meeting. See above for the fax number and address of the Share Registrar.

Eligibility to Vote

For the purposes of the meeting, shares will be taken to be held by persons who are registered as members as at 7.00pm on 5 November 2002. Accordingly, transactions registered after that time will be disregarded in determining shareholders entitled to attend and vote at the meeting.

Resumes of the candidates for election to the office of Director are as follows:

M C Albrecht AC, (63)
B.Tech (Civil), FTSE, FIE Aust,
FAICD, FAIM, DUniv (QUT)

Appointed a Non-executive Director on 8 November 2001. Chairman of Thiess Pty Ltd and Geodynamics Ltd. A director of Portman Limited and Queensland Gas Company Limited. He is a member of the Queensland Premier's Business Round Table, a director of the Wesley Medical Research Institute Board. Chairman of Q-RAPID - Queensland Recreation and Sport Association for People with an Intellectual Disability. He is the former managing director of Thiess Pty Ltd, a position he held for 15 years before retiring in October 2000

D S Adamsas, (59)
BComm, FAICD

A graduate of the University of NSW. An Executive Director since 1988. Joined the Company in 1971 and has held various senior accounting and commercial positions within the Group. Appointed Associate Director in 1985. Responsible for overall Group management reporting, statutory accounting, auditing, treasury, taxation and insurance. Appointed Deputy Chief Executive Officer of the Leighton Group in June 2001. Director of the Committee for Economic Development of Australia (CEDA). President of the Financial Executives International of Australia. Fellow of the Australian Institute of Company Directors.

G J Ashton, (64)
FAICD, FAIM

A Non-executive Director since 1996. Chairman of the Superannuation Trust of Australia. A Director of the NSW State Transit Authority and former Managing Director of Clyde Industries Limited and Monier Limited. Immediate past National President of the Australian Industry Group. Chairman of a number of private companies.

G J Dixon, (62)

A Non-executive Director since 1999. Managing Director and Chief Executive Officer of QANTAS Airways Limited. Before joining QANTAS held senior commercial positions with both Australian Airlines and Ansett Airlines, and has served on the Commercial Board of the International Air Transport Association. A Director of Air Pacific Ltd, Fiji Resorts Ltd, Mission Australia (Sydney City Mission) and the Starlight Foundation.