

# Leighton Holdings Limited

## Proxy Form

ACN 004 482 982

**Registered Office:**

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

**Share Registrar:**

ASX Perpetual Registrars Limited,  
Level 8, 580 George Street,  
Sydney NSW 2000 Australia  
Fax number (02) 8280 7646

**Share Registrar's Postal Address:**

Share Registry,  
ASX Perpetual Registrars Limited,  
Locked Bag A14,  
Sydney South Post Office,  
Sydney 1232

**Annual General Meeting 2 November 2000**

I/We being a member/s of Leighton Holdings Limited and entitled to vote in respect of fully paid shares, hereby appoint

(name of proxy)

of

(address of proxy)

or in his/her absence, or if no person is named above, the Chairman of the meeting as my/our proxy to attend, vote and otherwise act for me/us on my/our behalf at the Annual General Meeting of the Company to be held on Thursday 2 November 2000 at 10.00 am and at any adjournment thereof.

If two proxies are being appointed, the proportion or number of my/our total votes that this proxy is authorised to exercise is  % or  Number

DATED this \_\_\_\_\_ day of \_\_\_\_\_ 2000

Signature of Shareholder(s)

(If corporation, execute in a manner mentioned in Note 4 opposite)

**Voting Instructions** If you wish to instruct your proxy how to vote insert "X" in the appropriate box below. If an 'X' is placed in a box, your total shareholding may only be voted in that manner. You may, if you wish, split your voting direction by inserting the number of votes you wish to vote in the appropriate box above. The vote will be invalid if an "X" is put in more than one box for a particular resolution or if the total number of votes shown "For", "Against" or "Abstain" for a resolution is more than the total number of votes which you are entitled to cast at the meeting. Unless otherwise instructed, the proxy may vote or abstain from voting as he/she thinks fit. See also Note 2 opposite.

	For	Against	Abstain
<b>Business</b> 1 To adopt the Financial and other Reports	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 To elect Directors:			
2.1 B Peus	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.2 A Drescher	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.3 I R Johnson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.4 D A Mortimer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval for R M Wylie to continue as a director of Leighton Holdings Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval for M A Besley to continue as a director of Leighton Holdings Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Approval for the Company to purchase 20% of the issued ordinary shares in Leighton Asia Limited from HOCHTIEF AG.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Notes**

1. 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, ASX Perpetual Registrars 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.

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 member of the Company.

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

5. Additional proxy forms will be supplied by the Company on request.

**Eligibility to Vote**

1. For the purposes of the meeting, shares will be taken to be held by persons who are registered as members as at 10.00pm on 31 October 2000. Accordingly, transactions registered after that time will be disregarded in determining shareholders entitled to attend and vote at the meeting.

2. The Company will disregard any votes cast on Resolution 5 by HOCHTIEF AG or any associate of HOCHTIEF AG. However, the Company need not disregard a vote that is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or if it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.