

# LEIGHTON HOLDINGS LIMITED

A.C.N. 004 482 982

All Registry communications to:  
 C/- ASX Perpetual Registrars Limited  
 Level 8, 580 George Street, Sydney, NSW, 2000  
 Locked Bag A14, Sydney South, NSW, 1232  
 Telephone: (02) 8280 7111  
 Facsimile: (02) 8280 7646  
 ASX Code: LEI  
 Email: registrars@aprl.com.au  
 Website: www.registrars.aprl.com.au

## APPOINTMENT OF PROXY

If you propose to attend and vote at the Annual General Meeting, please bring this form with you. This will assist in registering your attendance.

I/We being a member/members of Leighton Holdings Limited hereby appoint

**A**  **OR** failing such appointment or in the absence of that person **the Chairman of the Meeting**

as my/our proxy to attend and vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at 10.00am on Thursday, 8 November 2001 or at any adjournment or postponement thereof. Where more than one proxy is to be appointed or where voting intentions cannot be adequately expressed using this form an additional form of proxy is available on request from the share registry. Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the meeting. Please forward the proxy to the Company at the address or fax number quoted above.

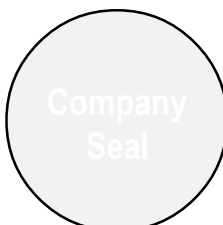
The Company has determined in accordance with section 1109N of the Corporation Act 2001 (Cwth) that for the purpose of voting at the meeting, securities will be taken to be held by those persons recorded on the Companies register as at 7.00pm on Tuesday, 6 November 2001. Should you desire to direct your proxy how to vote on any resolution please insert (X) in the appropriate box. In the absence of a direction the proxy may vote at the proxy's discretion. An abstention will not be counted for the purposes of calculating the percentage of votes cast for, or against, a motion.

<b>Business</b>	For	Against	Abstain		For	Against	Abstain
1. To adopt the Financial and other Reports	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	3. To reappoint KPMG as Auditor of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To elect Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	4. Approval for the Company to grant 600,000 options to W M King and 400,000 options to D S Adamsas	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.1 H P Keitel	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5. Approval of an increase in the maximum limit of Non-Executive Directors' fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.2 D P Robinson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
2.3 J P Morschel	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

**B SIGNATURE OF SECURITYHOLDERS - THIS MUST BE COMPLETED**

Securityholder 1 (Individual)	Joint Securityholder 2 (Individual)	Joint Securityholder 3 (Individual)
<div style="border: 1px solid black; width: 200px; height: 30px; margin: 0 auto;"></div>	<div style="border: 1px solid black; width: 200px; height: 30px; margin: 0 auto;"></div>	<div style="border: 1px solid black; width: 200px; height: 30px; margin: 0 auto;"></div>
Director	Director/Company Secretary (Delete one)	Sole Director and Sole Secretary

This form should be signed by the securityholder. If a joint holding, either securityholder can sign. If signed by the securityholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the securityholder's constitution, the Corporations Act 2001 (Cwth) or under the hand of a duly authorised officer or attorney.



/
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Date

