

Registered Office:
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 (03) 9473 2555

Share Registrar's Postal Address:
Share Registry
Computershare Investor Services
Pty Limited
GPO Box 2975
Melbourne VIC 3001 Australia

LEIGHTON HOLDINGS LIMITED ABN 57 004 482 982

NOTICE OF ANNUAL GENERAL MEETING 2009

To: The Shareholders

Notice is hereby given that the 2009 Annual General Meeting of Leighton Holdings Limited will be held in the Grand Ballroom, Sydney Four Seasons Hotel, 199 George Street, Sydney, New South Wales, on Thursday 5 November 2009 at 10.00am to transact the following business:

To consider and if thought fit pass the following resolutions as ordinary resolutions:

1. Annual Financial Report and Directors' and Auditor's Reports

To receive and consider the Financial Report and Reports of the Directors and Auditor for the year ended 30 June 2009.

2. Remuneration Report

To adopt the Remuneration Report for the year ended 30 June 2009.

(Note: the vote on this resolution is non-binding)

3. Election of Directors

- 3.1 A Drescher retires by rotation in accordance with Clause 18 of the Company's Constitution and being eligible offers himself for re-election.
- 3.2 P A Gregg retires by rotation in accordance with Clause 18 of the Company's Constitution and being eligible offers himself for re-election.
- 3.3 W G Osborn was appointed a Non-executive Director on 6 November 2008. In accordance with Clause 17.2 of the Company's Constitution, W G Osborn holds office until the conclusion of this meeting and being eligible offers himself for election.
- 3.4 D A Mortimer retires by rotation in accordance with Clause 18 of the Company's Constitution and being eligible offers himself for re-election.

See the accompanying Explanatory Notes for information about the election of Directors.

4. Grant of Options to W M King

That approval is given for the Company to grant to Mr W M King up to 150,000 options under the Leighton Senior Executive Option Plan on the terms set out in the Explanatory Notes to this Notice of Meeting.

See the accompanying Explanatory Notes for information about the proposed grant of options to Mr W M King.

Proxies

1. A proxy form accompanies this notice. Additional proxy forms will be provided by the Share Registrar 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 10.00am (AEDT) on Tuesday 3 November 2009. See above for the fax number and address of the Share Registrar.
6. Online Lodgement: You may lodge an electronic proxy online at www.investorvote.com.au (Control Number 183860) not later than 10.00am (AEDT) on Tuesday 3 November 2009. You will need your Securityholder Reference Number (SRN) or Holder Identification Number (HIN) and to confirm your postcode if you reside in Australia or country of residence if you reside outside Australia.

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 3 November 2009. Accordingly, transactions registered after that time will be disregarded in determining shareholders entitled to attend and vote at the meeting.

Voting Exclusion

Any votes cast on Resolution 4 by Mr W M King and an associate of Mr W M King will be disregarded except where a vote is cast:

- by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- 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.

Invitation

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

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LEIGHTON HOLDINGS LIMITED

EXPLANATORY NOTES

ABN 57 004 482 982

ITEM 1

ANNUAL FINANCIAL REPORT AND DIRECTORS' AND AUDITOR'S REPORTS

Shareholders will have a reasonable opportunity at the meeting to ask questions about or make comments on the Annual Financial Report, the Directors' and Auditor's Reports and on the management of the Company. The Financial Report for consideration at the meeting will be the full Financial Report. Any shareholder wishing to receive a copy of the full Financial Report should contact the Company's share registry, Computershare Investor Services Pty Ltd, and a copy will be provided free of charge.

Shareholders will also have a reasonable opportunity at the meeting to ask questions of the Company's external auditor, KPMG relevant to:

- the conduct of the audit;
- the preparation and content of the Auditor's Report;
- the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- the independence of the auditor in relation to the conduct of the audit.

The Board recommends that shareholders vote in favour of receiving the Annual Financial Report, the Directors' Report and the Auditor's Report.

ITEM 2

REMUNERATION REPORT

Shareholders will also have a reasonable opportunity at the meeting to ask questions about or make comments on the Remuneration Report. The Remuneration Report which forms part of the Directors' Report on pages 36 to 49 of the Concise Annual Report sets out the remuneration policies of the Company and reports on the remuneration arrangements in place for Non-Executive Directors, Executive Directors and the other relevant Key Management Personnel of the Group. As prescribed by the Corporations Act, the vote on the adoption of the Remuneration Report is advisory only and does not bind the Directors or the Company.

The Board recommends that shareholders vote in favour of the adoption of the Remuneration Report.

ITEM 3

ELECTION OF DIRECTORS

The experience, qualifications and other details about the candidates for election to the office of Director are set out below. A review of each of the candidates was conducted by the Remuneration and Nomination Committee in August 2009 and, on the basis of that review, the Board endorsed each of the following candidates for election. The Board recommends that shareholders vote in favour of each nominated Director.

A Drescher (69) BEc

A graduate in economics from Hamburg University, Germany. An Independent Non-executive Director since 1996.

A former Managing Director (1989 – 2002) and Chairman (2002 – 2005) of Columbus Line Australia Limited. A Non-executive Director of Leighton Contractors Pty Limited, RM Gold (Aust) Limited, Sabre Securitisation Limited, Sword Securitisation Limited and Seaswift Pty. Ltd. Chairman of the 'Young Endeavour Youth Scheme' (RAN). In 1997 Mr Drescher was awarded the 'Cross of the Order of Merit' by the Federal Republic of Germany. Mr Drescher is a member of the Remuneration and Nominations Committee.

P Gregg (54) BEc

An Independent Non-executive Director since 4 July 2006. Director of Skilled Group Limited, Skilled Rail Services Pty Ltd, Stanwell Corporation Limited and QR Limited (Queensland Railways), a Queensland Government owned Corporation. Fellow of the Finance and Treasury Association, a Member of the Australian Institute of Company Directors and holds a Bachelor of Economics degree from Queensland University. Former Chief Financial Officer and Executive General Manager Strategy for the Qantas Group. Former Director of Qantas Airways Limited. Former Chairman of the Singapore-based Jetstar, and its parent company Orangestar. Mr Gregg is the Chairman of the Audit Committee.

W G Osborn (58) Dip EE, MBA, FSTE, MIE Aust, MAICD

Appointed an Independent Non-Executive Director on 6 November 2008. A Director of Thiess Pty Ltd since 2005 (Chair since October 2008). Chair of GESB Mutual Ltd, Board Member of the Australia Business Arts Foundation, Trustee of Western Australian Museum, Fellow of Australian Academy of Technological Sciences & Engineering, Fellow of the Explorers Club - New York, Member of the Institution of Engineers Australia and former Chair Australian Aluminium Council. Mr Osborn has 35 years of experience in the Australian mining, resources and manufacturing sectors and was a former Chairman and Managing Director of Alcoa of Australia Ltd. Mr Osborn is Chairman of the Ethics and Compliance Committee.

D A Mortimer AO (64) BEc (Hons), FCPA

An Independent Non-executive Director since 1997. Elected Chairman from 1 June 2007. Chairman of Australia Post and Crescent Capital Partners. A Director of Macquarie Infrastructure Investment Management Limited and Governor of the Australia Israel Chamber of Commerce. Former Chair of the Defence Procurement Advisory Board and former Managing Director and Chief Executive Officer of TNT Limited. Mr Mortimer is the Chairman of the Remuneration and Nominations Committee and a member of the Audit Committee and Plan Committee.

EXPLANATORY NOTES CONTINUED

ITEM 4

GRANT OF OPTIONS TO W M KING

ASX Listing Rule 10.14 requires the Company to obtain shareholder approval for the issue of securities to a director under an employee incentive scheme. The Company is seeking the approval of shareholders for the proposed grant of options to the Chief Executive Officer and Managing Director, Mr King, both to preserve maximum flexibility as to how it sources any shares allocated to Mr King upon exercise of vested options (i.e. whether the shares are purchased on-market or newly issued) and as a matter of good, transparent corporate governance.

On 10 February and 27 March 2009 respectively, the Remuneration and Nominations Committee and the Plan Committee approved an offer of options under the Leighton Senior Executive Option Plan (**LSEOP**) to the Chief Executive Officer and other senior executives as the long-term incentive component of their remuneration (**2009 Options**). Senior executives who elected to participate in the offer received their 2009 Options on 4 May 2009. Mr King did not receive his 2009 Options at this time because his grant requires the prior approval of shareholders.

The Board recognises that it is desirable for the Chief Executive Officer and other members of the senior management team to be incentivised and remunerated on a consistent basis, and to be remunerated in a manner that focuses their efforts towards delivering long-term value for shareholders.

Accordingly, approval is now sought for Mr King to receive his 2009 Options, being 150,000 options to acquire fully paid ordinary shares in the Company. The terms of grant for the 2009 Options were outlined in the Company's 2009 Remuneration Report and are summarised below.

LSEOP TERMS AND CONDITIONS

The options will be granted under the LSEOP, which was approved by shareholders at the Annual General Meeting held on 9 November 2006.

Exercise Price

The 2009 Options are granted at no cost to the participant, but have an exercise price of \$19.49 which must be paid to acquire the underlying shares. This exercise price was calculated based on the weighted average market price at which the Company's shares were traded on the ASX during the 20 day period up to and including the date the Plan Committee approved the offer of 2009 Options to Mr King and other senior executives.

The Company will not provide a loan of the funds required to exercise the 2009 Options to Mr King.

Performance Hurdles

The LSEOP rules (**Rules**) give the Board a discretion to determine the exercise conditions attaching to a grant of options. The Board has determined that the following performance hurdles apply to the 2009 Options:

- 50% of each participant's options (**Parcel A**) will be subject to a total shareholder return (**TSR**) hurdle, which ranks the TSR performance of the Company against the TSR performance of the companies comprising the ASX 100 index (as at 4 May 2009) over the period from the commencement of the performance period to the test date. The percentage of Parcel A options that vest (if any) will be determined based on the Company's TSR percentile ranking as set out below:

TSR Percentile Ranking	% of Parcel A that will vest
Below 50%	Nil
50%	50%
50% - 75%	Progressive 50% to 100% (straight line)
75% or greater	100%

- The other 50% of each participant's options (**Parcel B**) will be subject to an earnings per share (**EPS**) hurdle, being the annual compound EPS growth over the period from the commencement of the performance period to the test date. The EPS vesting schedule is as follows:

EPS Growth per annum	% of Parcel B that will vest
Below 8%	Nil
8%	20%
8% - 12%	Progressive 20% to 100% (straight line)
12% or greater	100%

- Performance will be tested against these hurdles at four test dates that are 3, 3.5, 4 and 4.5 years after the commencement of the performance period (being 4 May 2009).

Rights attaching to options

Options granted under the LSEOP do not carry any dividend or voting rights until they are exercised.

Similarly, options do not entitle the holder to participate in any new issue of shares prior to exercise. However, the Rules provide for the adjustment of the option exercise price or the number of shares to be issued on exercise of the options (as applicable) in accordance with ASX Listing Rule 6.22 if, before the options are exercised, the Company makes a bonus share issue, pro rata share issue or undertakes a reorganisation of its share capital.

EXPLANATORY NOTES CONTINUED

No hedging of options

The Rules prohibit participants from creating security interests over their options. In addition, the Company's Securities Trading Policy (Policy) prohibits executives of the Leighton Group from entering into "protection arrangements" (including hedges) with regard to their options or shares acquired on exercise of the options. The Policy also restricts the times and circumstances in which shares in the Company may be bought or sold to specified short trading window periods occurring after the Company's quarterly, half-year and annual financial results are released to the Australian Securities Exchange (ASX).

Lapse of options

No options may be exercised before the third anniversary of the grant date and not more than 50% of the options may be exercised before the fourth anniversary of the grant date.

The options lapse on the earlier of:

- the fifth anniversary of the grant date; or
- termination of employment (however, exceptions may apply – see discussion below).

The LSEOP is administered by the Plan Committee, which has a number of discretions and powers under the Rules to reduce or waive exercise conditions and the lapsing of options.

Change of control

If a Corporate Control Event occurs (e.g. a change in the control of the Company) the options will become exercisable.

Treatment of options on cessation of employment

Under the Rules, the options granted to Mr King may lapse if either his employment with the Leighton Group ceases (other than due to Special Circumstances, which includes death, total and permanent disability, normal retirement or redundancy or such other circumstances as the Plan Committee may determine) or if Mr King is liable to be dismissed.

The Rules also provide that, upon cessation of employment due to Special Circumstances, the Board may reduce or waive the exercise conditions attaching to the options.

Should Mr King retire as CEO prior to the fifth anniversary of the grant date of the options (being the date upon which the options will automatically lapse), it is intended that:

- any unexercised options that he holds at the date of his retirement will not lapse; and
- unvested options will continue on foot following his departure and will remain subject to the same performance hurdles (ie vesting of the options will only occur if the performance hurdles are satisfied at the test date).

Shares allocated on exercise of options

Shares allocated to Mr King upon exercise of vested options will rank equally with other ordinary shares on issue.

APPROVAL SOUGHT

For the purposes of the ASX Listing Rules, the Company advises that:

- If approval is obtained, the Company intends to grant the 2009 Options to Mr King shortly after the Annual General Meeting (but may grant them at any time prior to 5 November 2010);
- The following directors have received options (at the price set out below) under the LSEOP since approval was last obtained at the Annual General Meeting held on 9 November 2006 (2006 AGM).
 - Mr W.M. King granted 600,000 options on 15 December 2006 for nil consideration (exercise price of \$19.89 per option)
 - Mr D.S. Adams granted 400,000 options on 15 December 2006 for nil consideration (exercise price of \$19.89 per option)

The abovementioned option grants to Mr W.M. King and Mr D.S. Adams were approved by shareholders at the 2006 AGM.

- Mr King is the only director entitled to participate in the LSEOP and the 2009 Option grant;
- The Company will disregard any votes cast on this resolution by:
 - Mr King; and
 - an associate of Mr King, except where the vote:
 - is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
 - 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.

RECOMMENDATION

The Non-Executive Directors consider the grant of options to Mr King to be appropriate in all the circumstances, in particular, to ensure that Mr King is rewarded on a consistent basis to other members of the senior management team who were granted 2009 Options under the LSEOP. The Non-Executive Directors recommend that shareholders vote in favour of Resolution 4.