

11 April 2014

Singapore Exchange (SGX)
2 Shenton Way
#19-00 SGX Centre 1
Singapore 068804

**RE: Proportional takeover bid for Leighton Holdings Limited - Notice of
fulfilment of FIRB defeating condition**

Please find attached a notice issued by Ashurst Australia on behalf of HOCHTIEF
Australia Holdings Limited in relation to Leighton Holdings Limited, parent company of
Leighton Finance (USA) Pty Ltd.

Yours faithfully
LEIGHTON HOLDINGS LIMITED

VANESSA REES
Group Company Secretary

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Australia

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11 April 2014

BY ELECTRONIC LODGEMENT

Company Announcements
ASX Limited
Exchange Centre
20 Bridge Street
Sydney NSW 2000

ashurst

HOCHTIEF Australia Holdings Limited ACN 103 181 675 – Proportional takeover bid for Leighton Holdings Limited ACN 004 482 982 (ASX: LEI) – Notice of fulfilment of FIRB defeating condition

We act for HOCHTIEF Australia Holdings Limited ACN 103 181 675 (**HOCHTIEF**) in relation to its off-market proportional takeover bid for 37.5% of each Leighton Holdings Limited ACN 004 482 982 (**Leighton**) shareholder's shares in Leighton that HOCHTIEF does not already hold (**Offer**).

On behalf of HOCHTIEF, we **enclose** a notice of fulfilment of the Foreign Investment Review Board (**FIRB**) defeating condition for the Offer, being the only defeating condition for the Offer, for the purposes of section 630(4) of the *Corporations Act 2001* (Cth) as HOCHTIEF has received notification from FIRB that there are no objections to the acquisition by HOCHTIEF of all the Leighton shares to which the Offer relates under the Australian Government's foreign investment policy. The Offer is now unconditional and accordingly, any contract arising from the acceptance of the Offer is now binding.

Yours faithfully

Ashurst Australia

Ashurst Australia

AUSTRALIA BELGIUM CHINA FRANCE GERMANY HONG KONG SAR INDONESIA (ASSOCIATED OFFICE) ITALY JAPAN
PAPUA NEW GUINEA SINGAPORE SPAIN SWEDEN UNITED ARAB EMIRATES UNITED KINGDOM UNITED STATES OF AMERICA

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HOCHTIEF AUSTRALIA HOLDINGS LIMITED
ABN 17 103 181 675

**NOTICE OF FULFILMENT OF DEFEATING CONDITION UNDER SECTION 630(4) OF THE
CORPORATIONS ACT 2001 (CTH)**

TO: Leighton Holdings Limited ABN 57 004 482 982
ASX Limited ABN 98 008 624 691

This is a notice given by HOCHTIEF Australia Holdings Limited ABN 17 103 181 675 (**HOCHTIEF**) in relation to the offers dated 31 March 2014 made under its off-market proportional takeover bid to acquire 37.5% of each Leighton Holdings Limited ABN 57 004 482 982 (**Leighton**) shareholder's ordinary shares in Leighton (**Offer**) pursuant to its Bidder's Statement dated 14 March 2014 as amended by the First Supplementary Bidder's Statement dated 2 April 2014 (together, the **Bidder's Statement**).

In accordance with section 630(4) of the *Corporations Act 2001* (Cth), HOCHTIEF gives notice that the condition to the Offer contained in Section 9.8(a) of the Bidder's Statement (relating to HOCHTIEF receiving written notice issued by or on behalf of the Treasurer that there are no objections under the *Foreign Acquisitions and Takeovers Act 1975* (Cth) (as amended) or the Australian Government's foreign investment policy to the acquisition of ordinary shares in Leighton by HOCHTIEF under the Offer) has been fulfilled and, accordingly, any contract arising from the acceptance of the Offer is now binding.

Dated: 11 April 2014

Signed for and on behalf of HOCHTIEF.



David Robinson
Director