



Leighton Holdings Limited

ABN 57 004 482 982

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3 April 2014

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

RE: Proportional takeover bid for Leighton Holdings Limited

Please find attached two notices issued yesterday 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

Ashurst Australia
Level 36, Grosvenor Place
225 George Street
Sydney NSW 2000
Australia

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Sydney NSW 2001
Australia

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2 April 2014

BY ELECTRONIC LODGEMENT

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



HOCHTIEF Australia Holdings Limited ACN 103 181 675 – Proportional takeover bid for Leighton Holdings Limited ACN 004 482 982 (ASX: LEI)

We act for HOCHTIEF Australia Holdings Limited ACN 103 181 675 (**HOCHTIEF**) in relation to its off-market proportional takeover bid to acquire 37.5% of each Leighton Holdings Limited ACN 004 482 982 (**Leighton**) shareholder's ordinary shares in Leighton (**Offer**).

On behalf of HOCHTIEF and pursuant to item 8 of section 633(1) of the *Corporations Act 2001* (Cth), we advise that HOCHTIEF has today completed sending the Bidder's Statement (including the terms of the Offer) to Leighton shareholders. The Offer is dated 31 March 2014.

Yours faithfully



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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The logo for Ashurst, featuring the word "ashurst" in a lowercase, sans-serif font.

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On behalf of HOCHTIEF, pursuant to section 647(3)(b) of the *Corporations Act 2001* (Cth), we **enclose** by way of service HOCHTIEF's First Supplementary Bidder's Statement dated 2 April 2014 in relation to the Offer.

Yours faithfully

A handwritten signature in cursive script that reads "Ashurst Australia".

Ashurst Australia

AUSTRALIA BELGIUM CHINA FRANCE GERMANY HONG KONG SAR INDONESIA (ASSOCIATED OFFICE) ITALY JAPAN
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**FIRST SUPPLEMENTARY BIDDER'S STATEMENT
BY HOCHTIEF AUSTRALIA HOLDINGS LIMITED ABN 17 103 181 675**

This document is a supplementary bidder's statement under section 643 of the *Corporations Act 2001* (Cth).

It is the first supplementary bidder's statement (**First Supplementary Bidder's Statement**) issued by HOCHTIEF Australia Holdings Limited ABN 17 103 181 675 (**HOCHTIEF**) to the bidder's statement dated 14 March 2014 (**Original Bidder's Statement**) issued by HOCHTIEF in connection with its off-market proportional offer to acquire 37.5% of the ordinary shares held by each shareholder in Leighton Holdings Limited ABN 004 482 982 (**Leighton**) (other than HOCHTIEF) and lodged with the ASX, Leighton and ASIC on 14 March 2014.

This First Supplementary Bidder's Statement supplements, and should be read together with, the Original Bidder's Statement. This document will prevail in the event of any inconsistency with the Original Bidder's Statement. Unless the context requires otherwise, defined terms in the Original Bidder's Statement have the same meaning where used in this document.

A copy of this document was lodged with ASIC on and is dated 2 April 2014. Neither ASIC nor any of its officers takes any responsibility for the contents of this document.

If you are in doubt as to how to deal with this document, you should consult your financial or other professional adviser as soon as possible. For further information, you may also call the HOCHTIEF Offer Information Line on 1300 560 339 (or +612 8011 0354 for overseas domiciled holders) from Monday to Friday between 9:00am and 5:00pm (AEST).

Amendment to Original Bidder's Statement

The Original Bidder's Statement is amended as set out in the Schedule to this First Supplementary Bidder's Statement to correct an inconsistency in the drafting and ensure consistency with ASIC Class Order 13/521 "Takeover Bids".

This First Supplementary Bidder's Statement has been approved by a resolution passed by the directors of HOCHTIEF.

DATED 2 April 2014

SIGNED for and on behalf of HOCHTIEF Australia Holdings Limited ABN 17 103 181 675 by:



David Robinson
Director

SCHEDULE

The Original Bidder's Statement is amended so that a Marketable Parcel is determined (as referred to on pages 12 and 39) on the basis of the ASX closing price of Leighton Shares "on the most recent Trading Day before the date of the relevant acceptance of the Offer" (rather than on the date that acceptance of the Offer is received, as previously stated).