



Leighton Holdings Limited

ABN 57 004 482 982

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St Leonards NSW 2065, Australia

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2 May 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 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

2 May 2014

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225 George Street
Sydney NSW 2000
Australia

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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)

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 status of defeating condition in respect of the Offer for the purposes of section 630(3) of the *Corporations Act 2001* (Cth).

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 STATUS OF DEFEATING CONDITION UNDER SECTION 630(3) 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(3) of the Corporations Act 2001 (Cth), HOCHTIEF gives notice that on 11 April 2014 HOCHTIEF announced that the condition contained in section 9.8(a) of the Bidder's Statement had been fulfilled and, accordingly, that the Offer, and any contract arising from the acceptance of the Offer, is free from the defeating condition and binding.

As at the date of this notice HOCHTIEF's voting power in Leighton is 61.49%.

Dated: 2 May 2014

Signed for and on behalf of HOCHTIEF.



David Robinson
Director



HOCHTIEF

**AUSTRALIA HOLDINGS
LIMITED**

ABN 17 103 181 675

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Circular Quay, Sydney NSW 2000

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Sydney NSW 2001 Australia

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2 May 2014

**HOCHTIEF'S RECOMMENDED UNCONDITIONAL PROPORTIONAL OFFER FOR
SHARES IN LEIGHTON HOLDINGS IS FINAL AND WILL CLOSE ON 9 MAY 2014**

- HOCHTIEF's Offer is **final and will not be increased**
- HOCHTIEF's Offer **will close on 9 May 2014**
- HOCHTIEF's Offer is **unconditional**
- Leighton shareholders will be paid **within 7 business days** of receipt of a valid acceptance
- Leighton's Independent Directors **recommend the Offer***

HOCHTIEF Australia Holdings Limited ("HOCHTIEF") announces that its unconditional proportional offer to acquire 3 of every 8 shares in Leighton Holdings Limited ("Leighton") for \$22.50 per Leighton share that it does not already hold ("Offer") is final and will not be increased.

HOCHTIEF further announces that its Offer will not be extended and will therefore close as scheduled at 7.00pm (AEST) on 9 May 2014. Valid acceptances must be received before the end of the Offer period.

As previously announced, Leighton shareholders will now be paid within 7 business days of receipt of a valid acceptance.

The Independent Directors of Leighton **unanimously recommend** that Leighton shareholders accept the Offer* and the Independent Expert has concluded that the Offer is **fair and reasonable**.*

If Leighton shareholders require additional assistance, please contact the HOCHTIEF Offer Information Line on 1300 560 339 (for calls made within Australia) or +61 2 8011 0354 (for calls made from outside Australia) from Monday to Friday between 9:00am and 5:00pm (AEST).

— END —

* In the absence of a superior proposal.