

11 April 2014

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

**Re: Proportional Takeover Bid by HOCHTIEF Australia Holdings Limited –
Notice of fulfilment of FIRB defeating condition**

HOCHTIEF has notified Leighton today that the Foreign Investment Review Board has no objections to the HOCHTIEF offer to acquire 3 out of every 8 of your shares in Leighton for \$22.50 cash per share (the Offer). A copy of the letter is attached.

The Offer is now unconditional and accordingly, any contract arising from the acceptance of the Offer is now binding.

The Offer, unless extended, will remain open **until 7.00pm (AEST) on 9 May 2014**. Shareholders should be mindful of the tight timeframe for considering the Offer and, if accepting, completing the necessary paperwork. Given the Easter and ANZAC Day long weekends will fall during the Offer period, shareholders may have limited time to consider the documentation from Leighton and HOCHTIEF.

Shareholders are encouraged to read both Leighton's and HOCHTIEF's documents. If you have any questions in relation to the Offer, you should obtain professional advice from your broker, financial advisor, accountant or other professional adviser. You may also call the Leighton Shareholder Information Line on 1300 388 415 (within Australia) or +61 3 9415 4032 (outside Australia) between 8.30am and 5.30pm (AEST) Monday to Friday.

Leighton Holdings Limited is the parent company of Leighton Finance (USA) Pty Ltd.

Yours faithfully
LEIGHTON HOLDINGS LIMITED

VANESSA REES
Group Company Secretary

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11 April 2014

Ms Vanessa Rees
Company Secretary
Leighton Holdings Limited
472 Pacific Highway
St Leonards NSW 2065

ashurst

Dear Ms Rees

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 fulfilment of defeating condition under section 630(4) of the *Corporations Act 2001* (Cth) in respect of the Offer.

Yours faithfully

Ashurst Australia

Ashurst Australia

AUSTRALIA BELGIUM CHINA FRANCE GERMANY HONG KONG SAR INDONESIA (ASSOCIATED OFFICE) ITALY JAPAN PAPUA NEW GUINEA
SAUDI ARABIA 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