

21 April 2015

ASX Market Announcements
Australian Securities Exchange Limited
Level 4
20 Bridge Street
SYDNEY NSW 2000

RE: Results of 2015 Annual General Meeting

In accordance with Listing Rule 3.13.2 and section 251AA of the Corporations Act, we wish to advise that, at the Company's Annual General Meeting held today, all the resolutions set out in the attached Notice of Meeting were carried on a poll, and the final proxy position and voting results are attached.

Yours faithfully
LEIGHTON HOLDINGS LIMITED

VANESSA REES
Group Company Secretary

LEIGHTON HOLDINGS LIMITED
2015 Annual General Meeting
Tuesday, 21 April 2015
Voting Results

The following information is provided in accordance with section 251AA(2) of the Corporations Act 2001 (Cth).

Resolution details		Instructions given to validly appointed proxies (as at proxy close)				Number of votes cast on the poll (where applicable)			Resolution Result
Resolution	Resolution Type	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain*	Carried / Not Carried
RESOLUTION 2 Adopt the Remuneration Report	Ordinary	252,481,259 88.07%	33,547,830 11.70%	659,623 0.23%	508,565	253,256,158 88.30%	33,555,040 11.70%	508,902	Carried
RESOLUTION 3.1 To elect Mr Russell Langtry Chenu as a director	Ordinary	285,922,928 99.59%	529,057 0.18%	669,604 0.23%	81,967	286,679,328 99.80%	560,817 0.20%	87,845	Carried
RESOLUTION 3.2 To elect Mr Trevor Gerber as a director	Ordinary	285,428,974 99.42%	1,016,520 0.35%	668,843 0.23%	89,219	285,836,336 99.51%	1,407,737 0.49%	89,892	Carried
RESOLUTION 3.3 To elect Dr Kirstin Irene Ferguson as a director	Ordinary	285,998,671 99.61%	455,453 0.16%	674,365 0.23%	75,067	286,798,341 99.84%	464,162 0.16%	75,067	Carried
RESOLUTION 3.4 Re-elect Mr Peter-Wilhelm Sassenfeld as a director	Ordinary	272,031,162 94.75%	14,421,825 5.02%	667,145 0.23%	83,424	272,822,732 94.98%	14,430,342 5.02%	83,424	Carried
RESOLUTION 4 Change of company name to CIMIC Group Limited	Special	285,768,477 99.54%	679,805 0.24%	629,249 0.22%	121,246	286,474,864 99.74%	734,288 0.26%	123,639	Carried

* Votes cast by a person who abstains on an item are not counted in calculating the required majority on a poll.

Registered Office:
472 Pacific Highway
St Leonards NSW 2065 Australia
Fax number +61 2 9925 6005

Share Registrar:
Computershare Investor Services
Pty Limited
Level 4, 60 Carrington Street
Sydney NSW 2000 Australia
Fax number + 61 3 9473 2555

Share Registrar's Postal Address:
Share Registrar
Computershare Investor Services
Pty Limited
GPO Box 242
Melbourne VIC 3001 Australia

LEIGHTON HOLDINGS LIMITED ABN 57 004 482 982

NOTICE OF ANNUAL GENERAL MEETING 2015

To: The Shareholders

Notice is hereby given that the 2015 Annual General Meeting (2015 AGM) of Leighton Holdings Limited (the Company) will be held in the **Wentworth Ballroom, Sofitel Sydney Wentworth, 61-101 Phillip Street Sydney, New South Wales, on Tuesday 21 April 2015 at 10.00 am (AEST)** to transact the following business:

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

To receive the Financial Report and Reports of the Directors and Auditor for the financial year ended 31 December 2014 (2014 Financial Year).

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

2. Remuneration Report

To adopt the Remuneration Report for the 2014 Financial Year.

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

3. Election and Re-election of Directors

3.1 That Mr Russell Langtry Chenu, who was appointed as an Independent Non-executive Director of the Company on 11 June 2014 and retires in accordance with clause 17.2 of the Company's constitution, be elected as a director.

3.2 That Mr Trevor Gerber, who was appointed as an Independent Non-executive Director of the Company on 11 June 2014 and retires in accordance with clause 17.2 of the Company's constitution, be elected as a director.

3.3 That Dr Kirstin Irene Ferguson, who was appointed as an Independent Non-executive Director of the Company on 10 July 2014 and retires in accordance with clause 17.2 of the Company's constitution, be elected as a director.

3.4 That Mr Peter-Wilhelm Sassenfeld, a Non-executive Director of the Company, who is retiring by rotation in accordance with clause 18.2 of the Company's constitution, be re-elected as a director.

See Item 3 of the accompanying Explanatory Notes for information about the election of Directors.

To consider and if thought fit pass the following resolution as a special resolution:

4. Change of Company name

That, for the purpose of section 157(1) of the *Corporations Act 2001* (Cth) (**Corporations Act**) and for all other purposes, the Company's name be changed from Leighton Holdings Limited to *CIMIC Group Limited* and that, for the purpose of section 136(2) of the *Corporations Act* and for all other purposes, all references to "Leighton Holdings Limited" in the Company's constitution be replaced with references to "CIMIC Group Limited".

See Item 4 of the accompanying Explanatory Notes for information about the change of Company name.

Invitation

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

By Order of the Board

Vanessa Rees, Group Company Secretary
Sydney

20 March 2015

Registered Office:
472 Pacific Highway
St Leonards NSW 2065 Australia
Fax number +61 2 9925 6005

Share Registrar:
Computershare Investor Services
Pty Limited
Level 4, 60 Carrington Street
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Fax number +61 3 9473 2555

Share Registrar's Postal Address:
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Computershare Investor Services
Pty Limited
GPO Box 242
Melbourne VIC 3001 Australia

PROXIES

A proxy form accompanies this notice. Additional proxy forms will be provided by the Company's Share Registrar, Computershare Investor Services Pty Limited, on request.

As a shareholder entitled to attend and vote at the meeting, you may appoint up to 2 proxies to attend and vote for you. You may specify the proportion or number of votes that the proxy may exercise. If you appoint 2 proxies and do not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes.

A proxy need not be a shareholder of the Company.

The key management personnel (**KMP**) of the Company (which includes each of the Directors) and their closely related parties will not be able to vote your proxy on item 2 unless you have directed them how to vote. The term "closely related party" is defined in the Corporations Act and includes any of the KMP's spouse, dependants and certain other close family members, as well as any companies controlled by the KMP. If you intend to appoint a member of the KMP as your proxy, please ensure that you direct them how to vote on item 2 by marking the voting box for this item.

There is a limited carve-out from the KMP voting exclusions that applies to the Chairman of the meeting. If you appoint the Chairman of the meeting as your proxy, or the Chairman of the meeting is appointed as your proxy by default, but you do not mark any of the voting boxes for item 2, by submitting the proxy form you will be taken to have expressly authorised the Chairman of the meeting to vote in favour of item 2. The Chairman of the meeting intends to vote all available proxies in favour of all of the resolutions to be put to shareholders as set out in this notice.

The proxy form must be signed by you or your attorney. Proxies given by corporations must be executed either in accordance with section 127 of the Corporations Act or under the hand of a duly authorised officer or attorney.

The proxy form and the power of attorney or other authority under which it is signed (if any), or a certified copy of the power of attorney or authority, must be received by the Company's Share Registrar not later than **10.00 am (AEST) on Sunday 19 April 2015**. See above for the fax number and address of the Share Registrar.

Online Lodgement: You may lodge an electronic proxy online at www.investorvote.com.au (Control Number 137676) not later than 10.00 am (AEST) on Sunday 19 April 2015. You will need your Security holder 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 **10.00 am (AEST) on Sunday 19 April 2015**. Accordingly, transactions registered after that time will be disregarded in determining shareholders entitled to attend and vote at the meeting.

Voting Exclusions

Item 2

The Company will disregard any votes cast on item 2:

- by or on behalf of a member of the KMP whose remuneration is disclosed in the Remuneration Report and their closely related parties (such as close family members and any companies the person controls); and
- as a proxy by a member of the KMP and any of their closely related parties,

unless the vote is cast as proxy for a person entitled to vote on item 2 in accordance with a direction on the proxy form or by the Chairman of the meeting pursuant to an express authorisation to exercise the proxy.

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QUESTIONS FOR THE AUDITOR

Shareholders may submit written questions to the Company's Auditor, Deloitte Touche Tohmatsu, if the question is relevant to the content of Deloitte Touche Tohmatsu's Audit Report for the 2014 Financial Year or the conduct of its audit of the Company's Financial Report for the 2014 Financial Year.

Relevant written questions for the Auditor must be received by the Company by no later than **5.00 pm, Tuesday 14 April 2015**. Please send any written questions to the Company's Share Registry:

- By hand:** Computershare Investor Services Pty Limited
Level 4, 60 Carrington Street
Sydney NSW 2000
Australia
- By mail:** Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia
- By email:** www.investorcentre.com/contact
- By facsimile:** Within Australia: (03) 9473 2500
From outside Australia: +61 3 9473 2500

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LEIGHTON HOLDINGS LIMITED ABN 57 004 482 982

EXPLANATORY NOTES

ITEM 1

ANNUAL FINANCIAL REPORT AND DIRECTORS' AND AUDITOR'S REPORTS

Shareholders will have the opportunity at the meeting to ask questions about or make comments on the Financial Report and the Directors' and Auditor's Reports as well as on the management of the Company.

Shareholders will also have the opportunity at the meeting to ask questions of the Company's external auditor, Deloitte Touche Tohmatsu, 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.

ITEM 2

REMUNERATION REPORT

Shareholders will have a reasonable opportunity at the meeting to ask questions about or make comments on the Remuneration Report. The Remuneration Report on pages 27 to 43 of the Company's 2014 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 KMP of the Group during the 2014 Financial Year.

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. However, the Board does take the outcome of the vote and discussion at the meeting into account in setting remuneration policy for future years.

Recommendation

The Board unanimously recommends that shareholders vote **in favour** of Resolution 2.

ITEM 3

ELECTION AND RE-ELECTION OF DIRECTORS

Mr Russell Langtry Chenu and Mr Trevor Gerber were appointed by the Board as Independent Non-executive Directors on 11 June 2014. Dr Kirstin Irene Ferguson was appointed by the Board as an Independent Non-executive Director on 10 July 2014. In accordance with clause 17.2 of the constitution of the Company (**Constitution**), these directors hold office as Directors until the conclusion of the 2015 AGM and offer themselves for election at this meeting.

Mr Peter-Wilhelm Sassenfeld will retire by rotation in accordance with clause 18.2 of the Constitution and offers himself for re-election at this meeting.

The experience, qualifications and other details about the candidates for election to the office of Director are set out below.

Item 3.1 Election of Russell Langtry Chenu

Mr Russell Langtry Chenu (65)

Independent Non-executive Director
BCom, MBA, CPA

Appointed an Independent Non-executive Director on 11 June 2014. Mr Chenu is the Chairman of the Audit and Risk Committee and a member of the Remuneration and Nominations Committee and the Ethics and Compliance Committee.

Mr Chenu has a Bachelor of Commerce from the University of Melbourne and an MBA from Macquarie Graduate School of Management, Australia. Mr Chenu is an experienced corporate and finance executive who has held senior finance and management positions with a number of Australian publicly listed companies. In a number of these senior roles, he has been engaged in significant strategic business planning and business change, including several turnarounds, new market expansions and management leadership initiatives.

Mr Chenu was appointed as interim CFO of James Hardie Industries Plc in October 2004 and was appointed as CFO in February 2005 before retiring in November 2013. As CFO, he was responsible for accounting, treasury, taxation, corporate finance, information technology and systems, and procurement.

Mr Chenu is a Director of the following additional ASX listed entities: Metro Performance Glass Limited (since July 2014) and James Hardie Industries Plc (since August 2014).

Recommendation

The Board (excluding Mr Chenu) unanimously recommends that shareholders vote **in favour** of Resolution 3.1.

Item 3.2 Election of Trevor Gerber

Mr Trevor Gerber (59)

Independent Non-executive Director
BAcc, CA, SA

Appointed an Independent Non-executive Director on 11 June 2014. Mr Gerber is the Chairman of the Remuneration and Nominations Committee and a member of the Audit and Risk Committee.

Mr Gerber was an executive at Westfield Holdings Limited until 1999. During his 14 year career at Westfield, Mr Gerber's roles included Group Treasurer and Director of Funds Management responsible for Westfield Trust and Westfield America Trust. Mr Gerber has been a professional director since 2000. His board experience has been varied and includes property, funds management, hotels/tourism, infrastructure, aquaculture and aged care.

Mr Gerber is a Director of the following additional ASX listed entities: Sydney Airport Limited (since April 2002), Tassal Group Limited (since April 2012), Novion Property Group Limited (since April 2014) and Regis Healthcare Limited (since October 2014).

Recommendation

The Board (excluding Mr Gerber) unanimously recommends that shareholders vote **in favour** of Resolution 3.2.

Item 3.3 Election of Kirstin Irene Ferguson

Dr Kirstin Irene Ferguson (41)

Independent Non-executive Director
PhD LLB (Hons) BA (Hons) FAICD

Appointed an Independent Non-executive Director on 10 July 2014. Dr Ferguson is the Chairman of the Ethics and Compliance Committee and a member of the Audit and Risk Committee and Remuneration and Nominations Committee.

Dr Ferguson has a PhD in Business (Queensland University of Technology) and Honours degrees in Law (Queensland University of Technology) and Arts (University of New South Wales). Dr Ferguson is a Fellow of the Australian Institute of Company Directors, a Graduate of the AICD Company Directors Course and

a Graduate of the AICD International Company Directors Course. During her executive career, Dr Ferguson was CEO of the global workplace health and safety organisation, Sentis, and Director of Corporate Services of Deacons (now Norton Rose Fulbright).

Dr Ferguson is a Director of the following additional ASX listed entity: SCA Property Group (since January 2015).

Dr Ferguson is also a Non-executive Director of SunWater Limited (since October 2008), Hyne & Sons Pty Limited (since August 2013) and the Queensland Theatre Company (since May 2013). Previously, Dr Ferguson was the Independent Chairman of the Thiess Advisory Board (between February 2013 and June 2014), and a Non-executive Director of Dart Energy Limited (between November 2012 and March 2013) and the Queensland Rugby Union (between April 2011 and April 2013).

Recommendation

The Board (excluding Dr Ferguson) unanimously recommends that shareholders vote **in favour** of Resolution 3.3.

Item 3.4 Re-election of Peter-Wilhelm Sassenfeld

Mr Peter-Wilhelm Sassenfeld (48)

Non-executive Director
MBA

Appointed a Non-executive Director on 29 November 2011. Mr Sassenfeld is a member of the Audit and Risk Committee.

Mr Sassenfeld has an MBA from the University of Saarland, Germany.

Mr Sassenfeld was appointed as the CFO of HOCHTIEF AG in November 2011. Prior to this role he was the CFO of Ferrostaal AG. Mr Sassenfeld has previously worked as the CFO of Krauss Maffei AG and in senior finance roles at Bayer AG and the Mannesmann Group. Mr Sassenfeld is also a Director of HOCHTIEF Australia.

Recommendation

The Board (excluding Mr Sassenfeld) unanimously recommends that shareholders vote **in favour** of Resolution 3.4.

EXPLANATORY NOTES (continued)

ITEM 4

CHANGE OF COMPANY NAME

In accordance with section 157(1) of the Corporations Act, if a company wants to change its name, it must pass a special resolution adopting a new name.

It is proposed that shareholders approve the Company's name being changed from Leighton Holdings Limited to CIMIC Group Limited. The Board has approved this change of name subject to the approval of shareholders.

In June 2014, Leighton Holdings announced a Strategic Review of its operations which included a transformation of the operating model and the role of Leighton Holdings. The Leighton Group will now deliver its services through four specialised businesses focused on construction, contract mining, PPPs, and engineering.

The Board considers that the change of name is appropriate to support the transformation to the new operating model. The new name intends to provide a better representation of what we are and do and this will closely reflect our core activities. The new name, CIMIC Group Limited in particular stands for Construction, Infrastructure, Mining and Concessions.

Resolution 4 is a special resolution and, therefore, requires approval of 75% or more of all votes cast by shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a member which is a corporation, by a representative).

In accordance with section 157(3) of the Corporations Act, the change of name will take effect when ASIC alters the details of the Company's registration. The name CIMIC Group Limited has been reserved by the Company.

The Board will also request that ASX change the Company's ASX listing code from "LEI" to "CIM" after the change of name takes effect. The ASX listing code "CIM" has been reserved by the Company.

Recommendation

The Board unanimously recommends that shareholders vote **in favour** of Resolution 4.

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NOTICE OF ANNUAL GENERAL MEETING 2015