

29 October 2007

BY FAX - ORIGINAL IN POST
(61 2 9251 4845)

Downer EDI Limited
Level 3
190 George Street
Sydney NSW 2000

Re: Notice of Change in Interests of Substantial Shareholder under Section 671B

Corporate Secretary:

Enclosed is a Notice of Change in Interests of Substantial Shareholder Under Section 671B dated 26 October 2007. Please note that a copy of this report has been sent to the Australian Stock Exchange.

Neither the Capital Group Companies, Inc. nor any of its affiliates own shares of your company for its own account. Rather, the shares reported on Form 604 are owned by accounts under the discretionary investment management of one or more of the investment management companies that make up the Capital Group Companies, Inc.

For the purposes of this Notice an outstanding share balance of 323,591,028 shares was used to calculate the percentages of holdings of the relevant share capital. We believe this outstanding share balance is current; however, if this number is not accurate, please contact us as soon as possible so that we may make the necessary revisions to this Notice.

Should you have questions or require additional information, please contact Gina Martinez or Vivien Tan at (213) 615-0469, or send a fax message to (213) 486-9698. Alternatively, you may contact us via E-mail at GRGroup@capgroup.com.

Regards,

Gina Martinez
Compliance Manager

Form 604**Corporations Act 2001 Section 671B****Notice of change of interests of substantial holder**

To Company Name/Scheme Downer EDI Limited

ACN/ARSN

1. Details of substantial holder(1)

Name The Capital Group Companies, Inc.

ACN/ARSN (if applicable) n/a

There was a change in the interests of the substantial holder on 26 October 2007

The previous notice was given to the company on 20 September 2007

The previous notice was dated 19 September 2007

The shares reported were owned by accounts under the discretionary investment management of 1 investment management company (Capital Research and Management Company) which is a direct or indirect subsidiary of The Capital Group Companies, Inc., 333 South Hope Street, 55th Floor, Los Angeles, California 90071.

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary Shares {OR Stapled Securities}	20,298,175 shares	6.3214%	24,110,166 shares	7.4508%

The shares being reported under this section are owned by accounts under the discretionary investment management of 1 investment management company (Capital Research and Management Company) which is a direct or indirect subsidiary of The Capital Group Companies, Inc., 333 South Hope Street, 55th Floor, Los Angeles, California 90071.

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
20/9/2007 thru 26/10/27	The Capital Group Companies, Inc.	Acquisition of shares	Average price of 6.6517 AUD	3,811,991 Ordinary Shares	3,811,991

See Annexure A dated 19 September 2007

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
		none			
See Annexure A dated 26 October 2007 (copy attached)					

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	N/A

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
The Capital Group Companies, Inc.	333 South Hope Street, 55 th Floor Los Angeles, CA 90071

Signature

print name: Liliane Corzo

Capacity: Associate Counsel

sign here _____

date

29 October 2007

Annexure “A”

This is the Annexure of 1 page marked Annexure “A” referred to in Form 604 signed by this corporation dated 26 October 2007.

The Capital Group Companies, Inc.

By:

Liliane Corzo
Associate Counsel

**Australia Annexure
Downer EDI Limited**

26 October 2007

CG Investment Management Company
Capital Research and Management Company

<u>Account Number</u>	<u>Number of Shares</u>	<u>% Held</u>
11000014	6,097,199	
11000035	17,468,947	
11000074	261,934	
11000075	282,086	
	24,110,166	

GRAND TOTAL	24,110,166	7.45%
--------------------	-------------------	--------------

Nominee List

Downer EDI Limited 26 October 2007

Nominee Name

Chase Manhattan Bank Australia Limited
Level 36 World Trade Centre
Jamison Street
Sydney, NSW 2000 Australia
11000014

Total Shares:

6,097,199

6,097,199

Westpac Custodian Nominees
50 Pitt Street, 8th Floor
Sydney, NSW 2000
Australia

11000035

17,468,947

11000074

261,934

11000075

282,086

Total Shares:

18,012,967