Rule 3.19A.2

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/9/2001.

Name of entity	**MACMAHON HOLDINGS LIMITED**
ABN	**93 007 634 406**

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	DAVID JAMES HUMANN
Date of last notice	17 DECEMBER 2004

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	INDIRECT INTEREST
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	THE ALSACE AND LORRAINE TRUST
Date of change	15 MARCH 2005
No. of securities held prior to change	2,000,000 SHARES
Class	ORDINARY
Number acquired	NIL
Number disposed	930,000 SHARES
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	$439,890.00
No. of securities held after change	1,070,000 ORDINARY SHARES

+ See chapter 19 for defined terms.

Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	ON-MARKET TRADE

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	NIL
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	
Interest acquired	
Interest disposed	
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	
Interest after change	

Explanation of the delay in lodgement

The date of change of the director's relevant interests in securities is shown as 15 March 2005.

Under Listing Rule 3.19A.2 the Company is required to advise the ASX no more than 5 business days after the change occurs.

The change of director's relevant interest relates to the sale of 930,000 fully paid ordinary shares by Asiaciti Trust Samoa Limited as trustee for the Alsace and Lorraine Trust ("**Holder**").

The Director concerned has confirmed the sell order was given by the Holder.

+ See chapter 19 for defined terms.

In accordance with Guidance Note 22 (Director Disclosure) the Company wishes to advise that it was not aware of the sale until 4 April 2005 as it has not been advised by the Holder.

These shares comprise part of Holder's 2,000,000 share holding acquired as a result of the exercise of options the subject of Appendix 3Y (Change of Director's Interest Notice) given by the Company on 17 December 2004.

+ See chapter 19 for defined terms.