MACMAHON

ASX Announcement Friday 9 November 2007

RESULTS OF RESOLUTIONS PASSED AT THE ANNUAL GENERAL MEETING HELD FRIDAY 9 NOVEMBER 2007 AT THE HYATT REGENCY HOTEL, PERTH

At the Annual General Meeting held today, all the resolutions set out in the attached Notice of Meeting were passed on a show of hands.

Set out below is a summary of proxy votes received in relation to each resolution in the Notice of Meeting:

RESOLUTION 1:	**Adoption of Remuneration Report**
For:	269,249,725
Against:	19,972,262
Abstain:	2,633,724
At the Proxies Discretion:	73,370,612

RESOLUTION 2:	**Re-Election of Richard Carter as a Director**
For:	292,407,194
Against:	875,574
Abstain:	1,718,552
At the Proxies Discretion:	70,225,003

RESOLUTION 3	**Election of Malcolm Alexander Kinnaird as a Director**
For:	292,339,303
Against:	940,465
Abstain:	1,718,552
At the Proxies Discretion:	70,228,003

RESOLUTION 4:	**Re-Election of John Clarence Massey as a Director**
For:	293,706,247
Against:	396,839
Abstain:	76,158
At the Proxies Discretion:	71,047,079

Strati Gregoriadis
Company Secretary

MACMAHON

HOLDINGS LIMITED
ACN 007 634 406

NOTICE OF FORTY FOURTH ANNUAL GENERAL MEETING

Friday, 9 November 2007 at 10.00am (WST)

at

The Hyatt Regency Hotel

99 Adelaide Terrace, Perth, Western Australia

MACMAHON HOLDINGS LIMITED
(ACN 007 634 406)

NOTICE IS HEREBY GIVEN that the Forty Fourth Annual General Meeting of Shareholders ("AGM") of Macmahon Holdings Limited (the "Company") will be held at The Hyatt Regency Hotel, 99 Adelaide Terrace, Perth, Western Australia on Friday, 9 November 2007 at 10.00am (WST).

Attached to, and forming part of this Notice of Meeting is an Information Memorandum ("Information Memorandum") that provides Shareholders with background information and further details on the Resolutions to understand the reasons for, and the effect of, the Resolutions, if approved.

This information is presented in accordance with the regulatory requirements of the Corporations Act and the ASX Listing Rules.

Terms which are defined in section 2 of the Information Memorandum and are used in this Notice of Meeting have the same meaning as in the Information Memorandum.

ORDINARY BUSINESS

DISCUSSION OF FINANCIAL STATEMENTS

To discuss the financial report, the Directors' report and the auditor's report for the year ended 30 June 2007.

RESOLUTION 1 - ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:
"That for the purposes of section 250R(2) of the Corporations Act, the Remuneration Report be adopted".

Note: Section 250R(3) of the Corporations Act provides that the vote on this Resolution is advisory only and does not bind the Directors.

RESOLUTION 2 – RE-ELECTION OF RICHARD JOHN CARTER AS A DIRECTOR

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:
"To re-elect Mr Richard John Carter, who retires from the office of Director by rotation in accordance with clause 3.6(c) of the Company's Constitution, and who, being eligible, offers himself for re-election."

RESOLUTION 3 – RE-ELECTION OF MALCOLM ALEXANDER KINNAIRD AO AS A DIRECTOR

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:
"To re-elect Mr Malcolm Alexander Kinnaird AO, who retires from the office of Director by rotation in accordance with clause 3.6(c) of the Company's Constitution, and who, being eligible, offers himself for re-election".

RESOLUTION 4 – RE-ELECTION OF JOHN CLARENCE MASSEY AS A DIRECTOR

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:
"To re-elect Mr John Clarence Massey, who was appointed by the Directors since the last annual general meeting and who automatically retires in accordance with clause 3.6(a) of the Company's Constitution, and who, being eligible, offers himself for re-election."

OTHER BUSINESS

To transact any other business that may be brought forward in accordance with the Company's Constitution.

Determination of Shareholders' Right to Vote

For the purposes of this meeting, shares will be taken to be held by persons who are registered as members as at 10.00am (WST) on 7 November 2007. Accordingly, transactions registered after that time will be disregarded in determining shareholders entitled to attend and vote at the meeting.

Appointment of Proxy

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a member of the Company;
- a Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified then in accordance with Section 249X(3) of the Corporations Act each proxy may exercise one half of the votes.

For the purposes of section 249X(1A) of the Corporations Act, Shareholders are advised that the proxy appointed may be an individual or body corporate. In accordance with section 250BA of the Corporations Act, the Company specifies the following information for the purposes of receipt of proxy appointments:

Share Registry :	Computershare Investor Services Pty Ltd Level 2, 45 St Georges Terrace Perth WA 6000
Facsimile Number :	+61 8 9323 2033
Postal Address :	GPO Box 2975 MELBOURNE VIC 3001

The completed proxy form enclosed with this Notice of Meeting must be received by the Company at the address specified above by 10.00am (WST) Wednesday, 7 November 2007. Proxy forms can be lodged by facsimile at the following number: +61 8 9323 2033.

NOTICE IS ALSO GIVEN that the Company's 2007 Annual Report is now available on its website at www.macmahon.com.au/AR07.asp

By order of the Board

STRATI GREGORIADIS
Company Secretary
10 October 2007

INFORMATION MEMORANDUM

1. INTRODUCTION

This Information Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Annual General Meeting of Macmahon Holdings Limited (ACN 007 634 406) to be held at The Hyatt Regency Hotel, 99 Adelaide Terrace, Perth, Western Australia on Friday 9 November 2007 at 10.00am (WST).

This Information Memorandum should be read in conjunction with the accompanying Notice of Meeting.

2. GLOSSARY

The following terms and abbreviations used in this Information Memorandum (and the Notice of Meeting to which it relates), have the following meanings:

"ASX"	ASX Limited (ACN 008 624 691)
"ASX Listing Rules"	The Official Listing Rules of the ASX, as amended from time to time
"Company"	Macmahon Holdings Limited
"Company's Constitution"	The Constitution of Macmahon Holdings Limited approved at the Company's 2005 Annual General Meeting.
"Corporations Act"	Corporations Act 2001 (Cth) as amended from time to time
"Directors" or "Board"	The directors of the Company in office at the date of the Notice of Meeting
"Resolution"	A Resolution on the Notice of Meeting to which this Information Memorandum relates
"Shares"	Fully paid ordinary shares in the Company
"Shareholder"	Person registered as the holder of Shares in the register of members of the Company

3. SHAREHOLDER APPROVALS REQUIRED

RESOLUTION 1 – REMUNERATION REPORT

Section 300A of the Corporations Act requires the Directors to include in their report for a financial year, a Remuneration Report. Section 250R requires that that report be put to the vote at the Company's Annual General Meeting. The vote on the resolution is advisory only and does not bind the Directors.

The Board recommends that Shareholders vote in favour of the adoption of the Remuneration Report.

RESOLUTION 2 – RE-ELECTION OF RICHARD JOHN CARTER AS A DIRECTOR

Mr Richard John Carter was appointed a Non-executive Director in October 2001 and Chairman of the Company in December 2004. He is a member of the Audit Committee. Mr Carter retires at the AGM by rotation and being eligible offers himself for re-election as Director.

Mr Carter is a company director and business adviser with special interests in the minerals industry, corporate governance, strategy formulation and occupational health and safety. His executive career spanned 37 years with the BHP Group, from which he retired in 1997 as BHP Minerals Executive General Manager and Chief Executive Officer. Mr Carter is currently Chairman of ASX listed company Consolidated Minerals Limited and director of Energy Resources of Australia Limited.

The Board recommends that Shareholders vote in favour of this resolution.

RESOLUTION 3 – RE-ELECTION OF MALCOLM ALEXANDER KINNAIRD AO AS A DIRECTOR

Mr Malcolm Alexander Kinnaird AO was appointed a Non-executive Director in June 2004. He is a member of the Audit Committee. Mr Kinnaird retires at the AGM by rotation and being eligible offers himself for re-election as Director.

Mr Kinnaird founded the consulting engineering firm, Kinnaird Hill de Rohan and Young, which grew into the very successful Kinhill Pty Ltd. Kinhill was acquired by Brown & Root (now KBR) in 1997 and Mr Kinnaird continues as a consultant to the organisation. A distinguished civil engineer and industrialist, Mr Kinnaird has been recognised by domestic and overseas governments for his contributions to the field of engineering and the wider community, and the development of Australian industry abroad. He holds a number of other board and government advisory positions.

The Board recommends that Shareholders vote in favour of this resolution.

RESOLUTION 4 – RE-ELECTION OF JOHN CLARENCE MASSEY AS A DIRECTOR

Mr John Clarence Massey was appointed a Non-executive Director of the Company in September 2007. He automatically retires from the office of Director in accordance with clause 3.3 of the Company's Constitution. Being eligible, Mr. Massey offers himself for re-election as a Director.

Mr Massey became a non-executive director in December 1997, bringing extensive and broadly-based commercial experience, leadership and strategic development skills developed over many years as a chairman, director and chief executive spanning different industries. Mr Massey is a Certified Practising Accountant and a Fellow of both the Australian Institute of Company Directors and the Australian Institute of Management. Mr Massey's current appointments include Chairman of ASX listed companies Ventracor Limited and Cardno Limited. He is also Chairman of Symbiosis Group Limited.

The Board recommends that Shareholders vote in favour of this resolution.