

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Macmahon Holdings Limited

ACN/ARSN 007 634 406

1. Details of substantial holder (1)

Name Leighton Holdings Investments Pty Ltd (LHI)
Leighton Holdings Limited (Leighton) and each of its subsidiaries listed in Annexure "A" (Leighton Group Entities)
HOCHTIEF AG and its subsidiaries
 ACN/ARSN (if applicable) LHI 126 876 953
Leighton 004 482 982

There was a change in the interests of the substantial holder on 08/10/08
 The previous notice was given to the company on 17/08/07
 The previous notice was dated 17/08/07

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	78,283,426	14.90%	92,837,625	16.99%

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
09/10/07	LHI	Dividend Reinvestment Plan	\$1,565,668.70	Ordinary shares	1,232,810
25/01/08	LHI	On market purchase	\$695,310.00	Ordinary shares	550,000
04/02/08	LHI	On market purchase	\$1,943,348.00	Ordinary shares	1,494,998
05/02/08	LHI	On market purchase	\$852,651.00	Ordinary shares	664,887
04/04/08	LHI	Dividend Reinvestment Plan	\$1,644,522.88	Ordinary shares	1,209,208
08/10/08	LHI	On market purchase	\$3,842,348.80	Ordinary shares	2,886,163
09/10/08	LHI	On market purchase	\$2,330,930.54	Ordinary shares	1,728,664
10/10/08	LHI	On market purchase	\$3,715,875.88	Ordinary shares	2,853,537
10/10/08	LHI	Dividend Reinvestment Plan	\$2,920,237.32	Ordinary shares	1,933,932

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
Leighton and HOCHTIEF	LHI	LHI	LHI is the registered holder. Leighton and HOCHTIEF have a relevant interest in any security in which LHI holds a relevant interest, under section 608(3) of the Corporations Act 2001.	Ordinary shares 92,837,625	92,837,625

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:

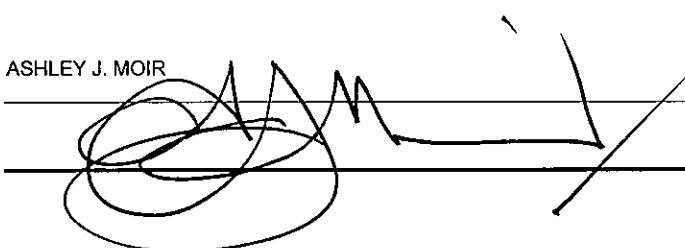
Name and ACN/ARSN (if applicable)	Nature of association
	n/a

6. Addresses

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

Name	Address
Leighton and Leighton Group Entities	472 Pacific Highway, St Leonards NSW 2065
HOCHTIEF AG and its subsidiaries	Opemplatz 2, 45128 Essen, Germany

Signature

print name	ASHLEY J. MOIR	capacity	COMPANY SECRETARY
sign here		date	10 / 10 / 2008

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and

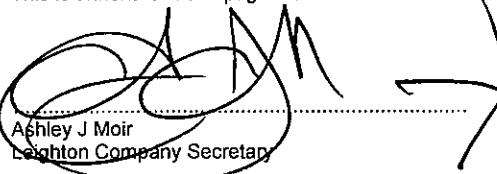
- (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.

- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included on any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.
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Annexure A

This is annexure A of 4 pages referred to in Form 604 in connection with the Leighton Holdings Limited – Notice of change of interest of substantial holder


Ashley J Moir
Leighton Company Secretary

10/10/2008
Date

Leighton Group Entities

Each of the following entities is an associate of Leighton because Leighton controls it (s 12(2)(a)):

	ACN/ASRN (if applicable)	Interest held	Place of incorporation
Adelaide Terrace Investments Pty Ltd	008 190 270	100%	SA
Ausindo Holdings Pte Ltd		100%	Singapore
BOS Australia Pty Ltd	009 180 616	100%	WA
Broad Construction Services (NSW) Pty Ltd	097 831 411	74%	WA
Broad Construction Services (NT) Pty Ltd	097 831 340	74%	WA
Broad Construction Services (QLD) Pty Ltd	089 532 061	74%	Qld
Broad Construction Services (SA) Pty Ltd	090 056 474	74%	SA
Broad Construction Services (VIC) Pty Ltd	097 831 297	74%	WA
Broad Construction Services (WA) Pty Ltd	106 101 893	74%	WA
Broad Group Holdings Pty Ltd (formerly Broad Construction Services Pty Ltd)	052 046 518	74%	WA
Ewenissa Pty Ltd	084 205 112	100%	ACT
Giddens Investment Ltd		100%	Hong Kong
Green Construction Company		100%	USA
GridComm Pty Ltd	103 278 815	100%	Vic
Gulf Leighton LLC	(1)	49%	UAE
Hunter Valley Earthmoving Co Pty Ltd	000 366 450	100%	NSW
HWE Cockatoo Pty Ltd	009 639 285	100%	NT
HWE Mining Pty Ltd	117 135 672	100%	Vic
HWE Newman Assets Pty Ltd	117 136 204	100%	Vic
HWE Newman Mining Pty Ltd	117 135 896	100%	Vic
HWE Newman Services Pty Ltd	117 136 053	100%	Vic
Industrial & Technical Services Pty Ltd	010 789 803	100%	Qld
Infoplex Pty Ltd	094 296 107	100%	NSW
ITS Holdings Pty Ltd	075 829 551	100%	Qld
ITS Lube Services Pty Ltd	112 801 126	100%	Qld
Jarrah Wood Pty Ltd	066 154 603	74%	WA
John Holland AD Holdings Pty Ltd	095 328 788	100%	Vic
John Holland AD Investments Pty Ltd	092 661 044	100%	Vic
John Holland AD Operations Pty Ltd	092 661 017	100%	Vic
John Holland Aviation Services Pty Ltd	123 721 317	100%	Vic
John Holland Development & Investment Pty Ltd	004 293 056	100%	Vic
John Holland Engineering Pty Ltd	103 278 824	100%	Vic
John Holland Group Pty Ltd	050 242 147	100%	Vic
John Holland Infrastructure Nominees Pty Ltd	123 866 973	100%	Vic
John Holland Infrastructure Pty Ltd	123 866 982	100%	Vic
John Holland Infrastructure Trust		100%	N/A
John Holland Investment Pty Ltd	099 412 610	100%	Vic
John Holland Mining Pty Ltd	098 539 354	100%	Vic
John Holland (NZ) Ltd	NZCN 1841226	100%	New Zealand
John Holland Pty Ltd	004 282 268	100%	Vic
John Holland Rail Pty Ltd	009 252 653	100%	WA
John Holland Services Pty Ltd	099 412 656	100%	Vic
John Holland Services No. 1 Pty Ltd	099 383 169	100%	Vic
LAS Corporate Sdn Bhd		100%	Malaysia
Leighton Admin Services Pty Ltd	086 383 977	100%	NSW
Leighton Asia (Hong Kong) Holdings (No. 2) Limited		100%	Hong Kong

	ACN/ASRN (if applicable)	Interest held	Place of incorporation
Leighton Asia Limited (formerly Leighton Asia (Northern) Ltd)		100%	Hong Kong
Leighton Asia Southern Pte Ltd		100%	Singapore
Leighton Contracting (Qatar) WLL	(1)	49%	Qatar
Leighton Contractors (Asia) Ltd		100%	Hong Kong
Leighton Contractors (China) Ltd		100%	Hong Kong
Leighton Contractors Inc. (formerly Leighton Investment Inc.)		100%	USA
Leighton Contractors (India) Private Ltd		100%	India
Leighton Contractors (Indo-China) Ltd		100%	Hong Kong
Leighton Contractors Infrastructure Nominees Pty Ltd	124 180 632	100%	Vic
Leighton Contractors Infrastructure Pty Ltd	124 180 623	100%	Vic
Leighton Contractors Infrastructure Trust		100%	N/A
Leighton Contractors Lanka (Private) Ltd		100%	Sri Lanka
Leighton Contractors (Laos) Co Ltd		100%	Laos
Leighton Contractors (Malaysia) Sdn Bhd		100%	Malaysia
Leighton Contractors (Mauritius) Ltd		100%	Mauritius
Leighton Contractors (Philippines) Inc	(1)	40%	Philippines
Leighton Contractors Pty Ltd	000 893 667	100%	NSW
Leighton Contractors (Singapore) Pte Ltd		100%	Singapore
Leighton Finance Ltd	002 323 373	100%	NSW
Leighton Finance International Ltd	115 834 609	100%	NSW
Leighton Foundation Engineering (Asia) Ltd (formerly Lai Lap)		100%	Hong Kong
Leighton Foundation Engineering Ltd		100%	Hong Kong
Leighton Funds Management Pty Ltd	010 581 503	100%	Qld
Leighton Geotech Ltd	(1)	49%	Thailand
Leighton Holdings Infrastructure Nominees Pty Ltd	123 608 462	100%	Vic
Leighton Holdings Infrastructure Pty Ltd	123 608 408	100%	Vic
Leighton Holdings Infrastructure Trust		100%	N/A
Leighton International (Australia) Pty Ltd	124 963 275	100%	Vic
Leighton International Ltd (formerly Leighton Asia (Southern) Ltd)		100%	Cayman Islands
Leighton Investments Malaysia (L) Ltd		100%	Malaysia
Leighton Investments Mauritius Ltd		100%	Mauritius
Leighton Investments Mauritius Ltd No. 2		100%	Mauritius
Leighton Investments Singapore Pte Ltd		100%	Singapore
Leighton Infrastructure Investments Pty Ltd (formerly Leighton Motorway Investments Pty Ltd)	079 054 505	100%	NSW
Leighton Motorway Investments No. 2 Pty Ltd	103 136 545	100%	Vic
Leighton Office Trust (4)		100%	N/A
Leighton Office Trust No. 2		100%	N/A
Leighton Portfolio Services Pty Ltd	089 253 065	100%	ACT
Leighton Projects Consulting (Shanghai) Limited		100%	China
Leighton Properties (Brisbane) Pty Ltd	009 871 603	100%	Qld
Leighton Properties Pty Ltd	009 765 379	100%	Qld
Leighton Properties (Vic) Pty Ltd	086 206 813	100%	Vic
Leighton Property Development Pty Ltd	001 046 395	100%	NSW
Leighton Property Funds Management Limited	079 662 874	100%	NSW
Leighton Property Management Pty Ltd	074 623 420	100%	NSW
Leighton Residential Investments Pty Ltd	124 839 069	100%	Vic
Leighton Services Australia Pty Ltd	097 568 799	100%	NSW
Leighton Staff Shares Pty Ltd	004 986 976	100%	Vic
Leighton Superannuation Pty Ltd	001 002 035	100%	NSW
Leighton USA Inc.		100%	USA
Lewis Scott Enterprises Pty Ltd	003 238 382	100%	NSW

	ACN/ASRN (if applicable)	Interest held	Place of incorporation
LMI Westlink Partner Holding No. 1 Pty Ltd	103 141 500	100%	Vic
LMI Westlink Partner Holding No. 2 Pty Ltd	103 141 537	100%	Vic
LMI Westlink Partner No. 1 Pty Ltd	102 790 063	100%	NSW
LMI Westlink Partner No. 2 Pty Ltd	103 147 717	100%	Vic
LMI WSO Holding No. 1 Pty Ltd	103 141 699	100%	Vic
LMI WSO Holding No. 2 Pty Ltd	103 141 733	100%	Vic
London Circuit No. 1 Trust		100%	N/A
LSE Antenna Services Pty Ltd	052 138 413	100%	Qld
LSE Technology (Australia) Pty Ltd	069 616 002	100%	NSW
LSE Technology Pty Ltd	001 702 156	100%	NSW
Lucon Pty Ltd	101 760 445	100%	Vic
Lyndhurst Business Park Sub Trust No. 1		100%	N/A
Lyndhurst Business Park Sub Trust No. 2		100%	N/A
Lyndhurst Business Park Sub Trust No. 3		100%	N/A
Lyndhurst Business Park Trust No. 1		100%	N/A
Lyndhurst Business Park Trust No. 2		100%	N/A
Lyndhurst Business Park Trust No. 3		100%	N/A
Makamatta Pty Ltd	085 278 075	100%	NSW
Mayfield Engineering Pty Ltd	112 829 624	100%	NSW
MCA Joint Venture Subic Inc		56%	Philippines
Metro Developments Australia Pty Ltd	102 746 878	74%	WA
Metronode Pty Ltd	094 277 675	100%	Vic
Moorabbin Trust		100%	N/A
Nestdeen Pty Ltd	090 486 678	100%	Qld
Nextgen Networks Pty Ltd	094 147 403	100%	ACT
Nextgen Pure Data Pty Ltd	121 379 539	100%	Vic
Nexus Point Solutions Pty Ltd (formerly AAECventure Pty Ltd)	094 296 429	100%	NSW
Onopthic Pty Ltd	096 097 773	100%	NSW
Opal Insurance (Singapore) Pte Ltd		100%	Singapore
Plant & Equipment Leasing Pty Ltd	111 142 191	100%	NSW
Portside Fabrication Pty Ltd	055 405 699	74%	Vic
PT Leighton Contractors Indonesia		95%	Indonesia
PT Thiess Contractors Indonesia		100%	Indonesia
Quantum Explosives Pty Ltd	104 364 525	100%	Qld
Quintelgic Pty Ltd	096 097 755	100%	NSW
Ridgewood Development Pty Ltd	009 784 230	100%	Qld
Silverton Group (Aust) Pty Ltd	121 058 704	59%	WA
Silverton Group Pty Ltd	109 702 507	59%	WA
SMgP Construction Services Pty Ltd	101 795 126	100%	NSW
Swan Water Services Pty Ltd	070 955 074	100%	NSW
Technical Resources Pty Ltd	002 938 687	100%	NSW
Telecommunication Infrastructure Pty Ltd	095 983 207	100%	Vic
Tensacciai Pty Ltd	080 749 417	100%	WA
Thai Leighton Ltd		49%	Thailand
Thiess Contractors (Malaysia) Sdn Bhd		100%	Malaysia
Thiess Contractors (PNG) Ltd		100%	Papua New Guinea
Thiess Golding Joint Venture		67%	N/A
Thiess India Pvt Ltd		100%	India
Thiess Infracore (Bayside) Pty Ltd	088 461 750	100%	Vic
Thiess Infracore (Swanston) Pty Ltd	088 461 714	100%	Vic
Thiess Infrastructure Nominees Pty Ltd	123 866 955	100%	Vic
Thiess Infrastructure Pty Ltd	123 866 964	100%	Vic
Thiess Infrastructure Trust		100%	N/A
Thiess Investments Pty Ltd	009 673 018	100%	Qld
Thiess John Holland joint venture (Eastlink)		100%	N/A
Thiess John Holland joint venture (Lane Cove Tunnel)		100%	N/A
Thiess Mauritius Pty Ltd		100%	Mauritius
Thiess Minecs India Pvt Ltd		90%	India
Thiess NC		100%	New Caledonia

(1)

	ACN/ASRN (if applicable)	Interest held	Place of incorporation
Thiess NZ Ltd		100%	New Zealand
Thiess Pty Ltd	010 221 486	100%	Qld
Thiess Q Pty Ltd	087 119 515	100%	Qld
Thiess S.A. Pty Ltd	054 327 892	100%	Vic
Thiess Services Ltd		100%	New Zealand
Thiess Services Pty Ltd	010 725 247	100%	Qld
Thiess Southland Pty Ltd	053 356 193	100%	NSW
Thiess Superannuation Nominees No. 2 Pty Ltd	061 948 203	100%	Qld
Thiess Superannuation Nominees Pty Ltd	009 861 885	100%	Qld
Vision Hold Pty Ltd	737 948 942	100%	NSW
Visionstream Australia Pty Ltd	093 384 680	100%	NSW
Visionstream Pty Ltd	062 604 193	100%	Qld
Visionstream Services Pty Ltd	093 394 186	100%	NSW
Vytel Admin Pty Ltd	092 710 391	100%	NSW
Vytel Investments Pty Ltd	093 112 620	100%	NSW
Vytel Pty Ltd	088 704 269	100%	NSW
Yandina Ethanol Pty Ltd	101 271 621	100%	Vic
Yifta Pty Ltd	008 645 609	100%	ACT
Zanofile Trust		100%	N/A
512 Wickham Street Pty Ltd	126 451 381	100%	NSW
512 Wickham Street Trust		100%	N/A

(1) Entities controlled under shareholder agreements