



# WorleyParsons

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WorleyParsons Ltd  
ABN 17 096 090 158

1 June 2005

Manager, Company Announcements Office  
Australian Stock Exchange Limited  
Level 4, Exchange Centre  
20 Bridge Street  
SYDNEY NSW 2000

Dear Sir/Madam

**WORLEYPARSONS LIMITED (WOR)  
APPENDIX 3Y**

We attach revised Appendix 3Ys in respect of Performance Rights granted to the Chief Executive Officer and the Chief Financial Officer. These Appendix 3Ys supersede the version submitted on 9 December 2004.

Yours faithfully  
WorleyParsons

Sharon Sills  
Company Secretary

# 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.

<b>Name of entity</b>	WorleyParsons Limited
<b>ABN</b>	17 096 090 158

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.

<b>Name of Director</b>	John Grill
<b>Date of last notice</b>	9 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.

<b>Direct or indirect interest</b>	Direct and indirect
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	
<b>Date of change</b>	12 October 2004
<b>No. of securities held prior to change</b>	Ordinary shares = 3,041,603 – John Grill 28,329,483 - Wilaci Pty Ltd 1,053,136 - Evenrose Pty Ltd  Performance Rights = 343,011
<b>Class</b>	Performance Rights
<b>Number acquired</b>	
<b>Number disposed</b>	Nil
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	Nil

+ See chapter 19 for defined terms.

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<b>No. of securities held after change</b>	<b>Total Performance Rights held = 343,011</b>  <b>Ordinary shares held =</b> <b>3,041,603 – John Grill</b> <b>28,329,483 - Wilaci Pty Ltd</b> <b>1,053,136 - Evenrose Pty Ltd</b>
<b>Nature of change</b> <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	<b>Correction to number of Performance Rights granted as equity compensation benefits for the Chief Executive Officer pursuant to the WorleyParsons Performance Rights Plan.</b>

**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.

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

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## Change of Director's Interest Notice

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Introduced 30/9/2001.

<b>Name of entity</b>	<b>WorleyParsons Limited</b>
<b>ABN</b>	<b>17 096 090 158</b>

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.

<b>Name of Director</b>	<b>David Joseph Housego</b>
<b>Date of last notice</b>	<b>9 December 2004</b>

### 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.

<b>Direct or indirect interest</b>	<b>Direct</b>
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	<b>N/A</b>
<b>Date of change</b>	<b>12 October 2004</b>
<b>No. of securities held prior to change</b>	<b>Ordinary shares = 366,667 Performance Rights = 144,416</b>
<b>Class</b>	<b>Performance Rights</b>
<b>Number acquired</b>	
<b>Number disposed</b>	<b>Nil</b>
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	<b>Nil</b>
<b>No. of securities held after change</b>	<b>Ordinary shares = 366,667 Total Performance Rights held = 144,416</b>
<b>Nature of change</b> <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	<b>Correction to number of Performance Rights granted as equity compensation benefits for the Chief Financial Officer pursuant to the WorleyParsons Performance Rights Plan.</b>

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**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.

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

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