WorleyParsons

resources & energy

Level 7, 116 Miller Street
North Sydney NSW 2060 Australia
Telephone +61 2 8923 6866
Facsimile +61 2 8923 6877
www.worleyparsons.com
WorleyParsons Ltd
ABN 17 096 090 158

Ref:
File:

18 September 2006

Ms Eve Roberts
Adviser, Issuers (Sydney)
Australian Stock Exchange
Exchange Centre
20 Bridge St
Sydney NSW 2000

Via fax: (2) 9241 7620

Dear Eve

RE: YOUR LETTER DATED 15 SEPTEMBER 2006

We refer to your letter dated 15 September 2006 in relation to the change in the price of WorleyParsons Limited' securities from $17.48 on 4 September 2006 to $16.68 on 15 September 2006 and the volume of trading in the securities over this period.

WorleyParsons takes its continuous disclosure obligations seriously. The Board is committed to ensuring that the market remains fully informed about WorleyParsons' operations and is keen to ensure that its shareholders, the ASX and the market in general is confident that the Company is complying with its obligations in this regard.

In relation to the specific questions you raised, we respond as follows:

(1) No. There is no information which has not been announced, which could be an explanation for recent trading in the Company's securities.

WorleyParsons released its financial, audit and directors' reports for the year ended 30 June 2006 on 29 August 2006. These reports contained a comprehensive overview of the Company's operations throughout the year, as well as outlook statements for the forthcoming year. The market is fully informed of all material matters requiring disclosure under the Listing Rules and the Corporations Act.

(2) Not applicable.

(3) WorleyParsons does not generally comment on trade in its shares or possible reasons for the trade, as this would require speculation. However, we note that over the past few weeks the Company's securities have tracked the general trade in resources and oil stocks. We note further that this trade has been widely reported in the media.

(4) WorleyParsons confirms its compliance with the Listing Rules, including Listing Rule 3.1.

Yours faithfully
WorleyParsons

Sharon Sills
Company Secretary

ASX
AUSTRALIAN STOCK EXCHANGE

Australian Stock Exchange Limited
ABN 98 008 624 691
Exchange Centre
Level 6, 20 Bridge Street
Sydney NSW 2000

PO Box H224
Australia Square
NSW 1215

Telephone 61 (02) 9227 0892
Facsimile 61 (02) 9241 7620
Internet http://www.asx.com.au
DX 10427 Stock Exchange Sydney

15 September 2006

Sharon Sills
Company Secretary
WorleyParsons Limited
Level 7, 116 Miller Street
North Sydney NSW 2060

By Email: sharon.sills@worleyparsons.com

Dear Sharon

WorleyParsons Limited (the "Company")

RE: PRICE QUERY

We have noted a change in the price of the Company's securities from a closing price of $17.48 on 4 September 2006 to a price of $16.68 at the time of writing today. We have also noted an increase in the volume of trading in the securities over this period.

In light of the price change and increase in volume, please respond to each of the following questions.

1. Is the Company aware of any information concerning it that has not been announced which, if known, could be an explanation for recent trading in the securities of the Company?

2. If the answer to question 1 is yes, can an announcement be made immediately? If not, why not and when is it expected that an announcement will be made?

   Please note, if the answer to question 1 is yes and an announcement cannot be made immediately, you need to contact us to discuss this and you need to consider a trading halt (see below).

3. Is there any other explanation that the Company may have for the price change and increase in volume in the securities of the Company?

4. Please confirm that the Company is in compliance with the listing rules and, in particular, listing rule 3.1.

Your response should be sent to me by e-mail at eve.roberts@asx.com.au or by facsimile on **facsimile number (02) 9241 7620.** It should <u>not</u> be sent to the Company Announcements Office.

Unless the information is required immediately under listing rule 3.1, a response is requested as soon as possible and, in any event, not later than half an hour before the start of trading (ie before 9.30 a.m. E.S.T.) on Monday, 18 September 2006.

Under listing rule 18.7A, a copy of this query and your response will be released to the market, so your response should be in a suitable form and separately address each of the questions asked. If you have any queries or concerns, please contact me immediately.

Listing rule 3.1

Listing rule 3.1 requires an entity to give ASX immediately any information concerning it that a reasonable person would expect to have a material effect on the price or value of the entity's securities. The exceptions to this requirement are set out in listing rule 3.1A.

In responding to this letter you should consult listing rule 3.1 and Guidance Note 8 – Continuous Disclosure: listing rule 3.1.

If the information requested by this letter is information required to be given to ASX under listing rule 3.1 your obligation is to disclose the information immediately.

Your responsibility under listing rule 3.1 is not confined to, or necessarily satisfied by, answering the questions set out in this letter.

Trading halt

If you are unable to respond by the time requested, or if the answer to question 1 is yes and an announcement cannot be made immediately, you should consider a request for a trading halt in the Company's securities. As set out in listing rule 17.1 and Guidance Note 16 – Trading Halts we may grant a trading halt at your request. We may require the request to be in writing. We are not required to act on your request. You must tell us each of the following.

- The reasons for the trading halt.
- How long you want the trading halt to last.
- The event you expect to happen that will end the trading halt.
- That you are not aware of any reason why the trading halt should not be granted.
- Any other information necessary to inform the market about the trading halt, or that we ask for.

The trading halt cannot extend past the commencement of normal trading on the second day after the day on which it is granted. If a trading halt is requested and granted and you are still unable to reply to this letter before the commencement of trading, suspension from quotation would normally be imposed by us from the commencement of trading if not previously requested by you. The same applies if you have requested a trading halt because you are unable to release information to the market, and are still unable to do so before the commencement of trading.

If you have any queries regarding any of the above, please let me know.

Yours sincerely,

ERoberts

Eve Roberts
Adviser, Issuers (Sydney)
Direct Line: (02) 9227 0892