



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

15 March 2007

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 3B**

Please see attached an amended Appendix 3B in relation to the renounceable entitlement offer.
The amended Appendix 3B replaces the Appendix 3B issued on 20 February 2007 in respect of
the entitlement offer.

Yours faithfully
WorleyParsons

Sharon Sills
Company Secretary

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

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 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003.

Name of entity

WorleyParsons Limited

ABN

17 096 090 158

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|--|---|
| 1 | +Class of +securities issued or to be issued | Fully paid ordinary shares. |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | A total of 22,857,455 shares issued and to be issued as part of an entitlement offer by way of a prospectus lodged with ASIC on 14 February 2007 (replacing "approximately 22,852,479" referred to in Appendix 3B lodged on 20 February 2007). |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Fully paid ordinary shares.

The shares are more fully described in section 9.11 of the prospectus lodged with ASIC on 14 February 2007. |

+ See chapter 19 for defined terms.

4 Do the ⁺securities rank equally in all respects from the date of allotment with an existing ⁺class of quoted ⁺securities? If the additional securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	Yes. The ordinary shares issued as part of the entitlement offer will rank equally with all existing ordinary shares in all respects from the date of allotment.				
5 Issue price or consideration	\$21.00 per new ordinary share.				
6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	The proceeds of the issue will be used to fund WorleyParsons' acquisition of The Colt Companies, a Canadian engineering and project services partnership, as disclosed in the prospectus lodged with ASIC on 14 February 2007.				
7 Dates of entering ⁺securities into uncertificated holdings or despatch of certificates	The initial allotment of shares under the entitlement offer occurred on 21 February 2007. The final allotment of shares under the entitlement offer will occur on 15 March 2007.				
8 Number and ⁺class of all ⁺securities quoted on ASX (<i>including</i> the securities in clause 2 if applicable)	<table border="1"> <thead> <tr> <th data-bbox="686 1321 1037 1355">Number</th><th data-bbox="1037 1321 1279 1355">⁺Class</th></tr> </thead> <tbody> <tr> <td data-bbox="686 1355 1037 1632"> There will be 228,529,763 fully paid ordinary shares on issue after all the shares to be issued in the entitlement offer (replacing "approximately 228,524,787 referred to in Appendix 3B lodged on 20 February 2007). </td><td data-bbox="1037 1355 1279 1632"> Fully paid ordinary shares. </td></tr> </tbody> </table>	Number	⁺ Class	There will be 228,529,763 fully paid ordinary shares on issue after all the shares to be issued in the entitlement offer (replacing "approximately 228,524,787 referred to in Appendix 3B lodged on 20 February 2007).	Fully paid ordinary shares.
Number	⁺ Class				
There will be 228,529,763 fully paid ordinary shares on issue after all the shares to be issued in the entitlement offer (replacing "approximately 228,524,787 referred to in Appendix 3B lodged on 20 February 2007).	Fully paid ordinary shares.				

⁺ See chapter 19 for defined terms.

9 Number and ⁺class of all ⁺securities not quoted on ASX (including the securities in clause 2 if applicable)	<table border="1"> <thead> <tr> <th>Number</th><th>⁺Class</th></tr> </thead> <tbody> <tr> <td>3,066,942</td><td>Performance Rights</td></tr> <tr> <td>12,306,499</td><td>Exchangeable Shares</td></tr> </tbody> </table>	Number	⁺ Class	3,066,942	Performance Rights	12,306,499	Exchangeable Shares
Number	⁺ Class						
3,066,942	Performance Rights						
12,306,499	Exchangeable Shares						
10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Dividends may be declared by the directors out of profits. For more details in relation to dividends payable on Exchangeable Shares, refer to section 9.1 of the prospectus lodged with ASIC on 14 February 2007. Until vested and exercised, Performance Rights do not carry a right to a dividend.						

Part 2 - Bonus issue or pro rata issue

11 Is security holder approval required?	No
12 Is the issue renounceable or non-renounceable?	Renounceable
13 Ratio in which the ⁺securities will be offered	1 new ordinary share for every 9 existing ordinary shares held.
14 ⁺Class of ⁺securities to which the offer relates	Fully paid ordinary shares
15 ⁺Record date to determine entitlements	14 February 2007
16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	Yes
17 Policy for deciding entitlements in relation to fractions	Fractional entitlements rounded up to the nearest whole number.
18 Names of countries in which the entity has ⁺security holders who will not be sent new issue documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	All countries except Australia and New Zealand.

⁺ See chapter 19 for defined terms.

19	Closing date for receipt of acceptances or renunciations	The institutional part of the entitlement offer closed on 9 February 2007 (and shares were allotted on 21 February 2007). The retail part of the entitlement offer closed on 2 March 2007 (and shares will be allotted on 15 March 2007).
20	Names of any underwriters	Fully underwritten by UBS AG, Australia Branch (ABN 47 088 129 613).
21	Amount of any underwriting fee or commission	Subject to the underwriter having performed its obligations under the underwriting agreement, WorleyParsons Limited will pay to the underwriter a base fee of 1.75% of the gross proceeds and an incentive fee of 0.5% of the gross proceeds (the latter payable at WorleyParsons Limited's discretion).
22	Names of any brokers to the issue	None.
23	Fee or commission payable to the broker to the issue	Not applicable.
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	None.
25	If the issue is contingent on +security holders' approval, the date of the meeting	Not applicable.
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	Monday 19 February 2007.
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	Not applicable.
28	Date rights trading will begin (if applicable)	Not applicable.
29	Date rights trading will end (if applicable)	Not applicable.

+ See chapter 19 for defined terms.

30	How do +security holders sell their entitlements <i>in full</i> through a broker?	Not applicable.
31	How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	Not applicable.
32	How do +security holders dispose of their entitlements (except by sale through a broker)?	Not applicable.
33	+Despatch date	Initial allotment – 21 February 2007 Final allotment - 15 March 2007

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of securities
(tick one)

(a) ☒ Securities described in Part 1

(b) ☐ All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 ☐ If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36 ☐ If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over

37 ☐ A copy of any trust deed for the additional +securities

+ See chapter 19 for defined terms.

Entities that have ticked box 34(b)

38	Number of securities for which +quotation is sought					
39	Class of +securities for which quotation is sought					
40	Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities? If the additional securities do not rank equally, please state: - the date from which they do - the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment - the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment					
41	Reason for request for quotation now Example: In the case of restricted securities, end of restriction period (if issued upon conversion of another security, clearly identify that other security)					
42	Number and +class of all +securities quoted on ASX (<i>including</i> the securities in clause 38)	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <th style="width: 50%; padding: 5px;">Number</th> <th style="width: 50%; padding: 5px;">+Class</th> </tr> <tr> <td style="height: 80px;"></td> <td></td> </tr> </table>	Number	+Class		
Number	+Class					

+ See chapter 19 for defined terms.

Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

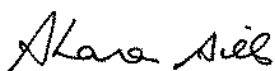
- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the +securities to be quoted, it has been provided at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here: 
(Company Secretary)

Date: 15 March 2007

Print name: Sharon Sills

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+ See chapter 19 for defined terms.