

# 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.

Name of entity

Adelaide Brighton Ltd

ABN

15 007 596 018

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   | Ordinary                       |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | 67,672,713 subject to rounding |
| 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     |

+ See chapter 19 for defined terms.

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<p>4 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>Yes</p>				
<p>5 Issue price or consideration</p>	<p>\$0.75 per ordinary share</p>				
<p>6 Purpose of the issue          (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>To strengthen Adelaide Brighton's balance sheet, reduce gearing and better position Adelaide Brighton to take advantage of opportunities for growth and expansion, as they arise, consistent with Adelaide Brighton's recently announced strategy.</p>				
<p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p>	<p>Allotment and issue of New Shares and dispatch of shareholding statements for New Shares on 18 June 2002.</p>				
<p>8 Number and +class of all +securities quoted on ASX (<i>including</i> the securities in clause 2 if applicable)</p>	<table border="1"> <thead> <tr> <th data-bbox="695 1350 995 1384">Number</th> <th data-bbox="995 1350 1294 1384">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="695 1384 995 1509">541,381,705 subject to rounding</td> <td data-bbox="995 1384 1294 1509">Ordinary</td> </tr> </tbody> </table>	Number	+Class	541,381,705 subject to rounding	Ordinary
Number	+Class				
541,381,705 subject to rounding	Ordinary				
<p>9 Number and +class of all +securities not quoted on ASX (<i>including</i> the securities in clause 2 if applicable)</p>	<table border="1"> <thead> <tr> <th data-bbox="695 1552 995 1585">Number</th> <th data-bbox="995 1552 1294 1585">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="695 1585 995 1771"></td> <td data-bbox="995 1585 1294 1771"></td> </tr> </tbody> </table>	Number	+Class		
Number	+Class				
<p>10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)</p>	<p>No change in the Company's dividend policy is contemplated.</p>				

**Part 2 - Bonus issue or pro rata issue**

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+ See chapter 19 for defined terms.

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 for 7
14	+Class of +securities to which the offer relates	Ordinary
15	+Record date to determine entitlements	8 May 2002
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 to shares will be rounded up to the nearest whole number of shares for each class of qualifying share held.
18	Names of countries in which the entity has +security holders who will not be sent new issue documents  <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	Any country other than Australia and New Zealand. Holders in other jurisdictions will have their entitlements dealt with in accordance with ASX LR7.7.1
19	Closing date for receipt of acceptances or renunciations	3 June 2002
20	Names of any underwriters	Macquarie Equity Capital Markets Ltd
21	Amount of any underwriting fee or commission	0.95% of total amount raised under the issue
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	0.75% up to a maximum of \$200 per shareholder

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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	13 May 2002
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)	2 May 2002
29	Date rights trading will end (if applicable)	27 May 2002
30	How do +security holders sell their entitlements <i>in full</i> through a broker?	Complete the section on the back of the Entitlement and Acceptance form marked "Instructions to your Stockbroker" and lodge the form with your stockbroker. The sale of your Rights must be completed by 27 May 2002, when the Rights trading ceases.
31	How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	Complete the Entitlement and Acceptance Form in accordance with the instructions set out in that form for the New Shares that you wish to take up and also complete the section on the back of that form marked "Instructions to Your Stockbroker". Lodge the form with your stockbroker together with your cheque or bank draft for the amount due in respect of the New Shares you wish to take up.
32	How do +security holders dispose of their entitlements (except by sale through a broker)?	Standard renunciation forms must be used to dispose of your entitlement other than through your stockbroker. These forms may be obtained from your stockbroker or Computershare Investor Services Pty Ltd and must be completed and returned to the above together with the Entitlement and Acceptance Form not later than 5.00pm CST on 3 June 2002.
33	+Despatch date	18 June 2002

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### 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

*(If the additional securities do not form a new class, go to 43)*

*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

*(now go to 43)*

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**Entities that have ticked box 34(b)**

38 Number of securities for which  
 +quotation is sought 

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39 Class of +securities for which  
 quotation is sought 

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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

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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)

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	Number	+Class
42 Number and +class of all +securities quoted on ASX (including the securities in clause 38)		

(now go to 43)

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+ See chapter 19 for defined terms.

## All entities

### Fees

43 Payment method (tick one)

Cheque attached

Electronic payment made

Note: Payment may be made electronically if Appendix 3B is given to ASX electronically at the same time.

Periodic payment as agreed with the home branch has been arranged

Note: Arrangements can be made for employee incentive schemes that involve frequent issues of securities.

### 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.

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- 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 not available now, 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: ..... Date: 29 April 2002  
(Company secretary)

Print name: Mark Hoad

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