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Adelaide Brighton Ltd
ACN 007 596 018
(Incorporated in South Australia)

18 April 2001

Dear Shareholder

I have pleasure in enclosing your Notice of Meeting for the 41st Annual General Meeting of shareholders of the Company to be held in The Ballroom, Hyatt Regency, North Terrace, Adelaide on Friday 25 May 2001 at 11.00am.

If you are attending this meeting, please bring this letter with you as it contains your shareholder reference code. We will then be able to register your attendance with a minimum of inconvenience to you.

If you are unable to attend the meeting, a Proxy Form is enclosed for your use. The Proxy Form should be completed and returned in the envelope provided or faxed to our office on (08) 8215 0030 so that it is received by 11.00am on Wednesday 23 May 2001.

If a representative of a Company is to attend the meeting the appropriate "Certificate of Appointment as a Representative" should be produced prior to admission. A form of this certificate may be obtained from our Company Secretarial office by telephoning (08) 8223 8000.

Yours sincerely

A handwritten signature in black ink that reads "Malcolm Kinnaird". The signature is written in a cursive, flowing style.

Malcolm Kinnaird AO
Chairman

Notice of Annual General Meeting

Notice is hereby given that the 41st Annual General Meeting of the members of Adelaide Brighton Limited (ACN 007 596 018) will be held in The Ballroom, Hyatt Regency, North Terrace, Adelaide on Friday 25 May 2001 at 11.00am.

Agenda

Ordinary business

Reports and financial statements

- 1 To receive and consider the financial statements of the Company and its controlled entities for the 18 month period ended 31 December 2000 and the related Directors' Report, Directors' Declaration and Auditor's Report.

2 Election of Directors

Mr MA Kinnaird AO, retires by rotation in accordance with the Company's Constitution and, being eligible, offers himself for re-election. Information about Mr Kinnaird is set out on page 20 of the 2000 Annual Report.

- 3 Mr CH Perkins AO, retires by rotation in accordance with the Company's Constitution and, being eligible, offers himself for re-election. Information about Mr Perkins is set out on page 20 of the 2000 Annual Report.
- 4 Mr JA Brooks, who was appointed as a Director since the last Annual General Meeting, retires in accordance with the Company's Constitution and, being eligible, offers himself for election.

Mr Brooks holds the position of Director Asia Pacific with the RMC Group p.l.c. Mr Brooks joined the RMC Group p.l.c. in 1970 and has held various senior management and business development roles including Head of Corporate Planning.

- 5 Mr GE Clark, who was appointed as a Director since the last Annual General Meeting, retires in accordance with the Company's Constitution and, being eligible, offers himself for election. Mr Clark holds the position of Director of International Cement Operations with the RMC Group p.l.c. Mr Clark joined the RMC Group p.l.c. in 1974 and previously held the position of Managing Director of the UK Readymix Division of RMC Group p.l.c.

Special business

Election of Director aged over 72

- 6 To consider, and if thought fit, to pass as a special resolution:

Mr David Barro AO, being a candidate for re-election as a Director who has attained the age of 72 years and is aged 79, be re-elected a Director of the Company in compliance with Section 228 of the Corporations Law, to hold office until the next Annual General Meeting of the Company.

Mr Barro is Chairman and Managing Director of the privately owned Barro Group of Companies which he founded in 1946. He has more than 50 years extensive manufacturing and operational experience particularly in the pre-mixed concrete, quarrying, cement, construction, property development and transport industries.

Mr Barro is a member of the Institute of Quarrying and Fellow of the Australian Institute of Management. He is also a Director of Steel Cement Limited.

By Order of the Board



MA Kinnaird AO
Chairman

18 April 2001

Voting entitlements

Pursuant to Section 1109N of the Corporations Law, the Directors have determined that the shareholding of each member for the purposes of ascertaining the voting entitlements for the Annual General Meeting will be as it appears in the share register at the close of business on Wednesday 23 May 2001.

Proxies

A member has the right to appoint a proxy, which need not be a member of the Company. If a member is entitled to cast two or more votes they may appoint two proxies and may specify the proportional number of votes each proxy is appointed to exercise. The Proxy Form must be lodged at the Company's registered office at Level 1, 157 Grenfell Street, Adelaide or by facsimile to the Company on (08) 8215 0030, by no later than Wednesday 23 May 2001 at 11.00am.

Proxy Form



Adelaide Brighton Limited ACN 007 596 018

Level 1, 157 Grenfell Street, Adelaide SA 5000

GPO Box 2155, Adelaide SA 5001

Telephone (08) 8223 8000

Facsimile (08) 8215 0030

Appointment of Proxy

I / we being members of Adelaide Brighton Limited hereby appoint

the Chairman of
the Meeting
(mark with an 'X')

Or

Write here the name of the person you
are appointing if this person is *someone
other than* the Chairman of the Meeting

or failing the person named, or if no person is named, the Chairman of the Meeting, as my / our proxy to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting, of Adelaide Brighton Limited to be held at the Hyatt Regency, North Terrace, Adelaide, on Friday 25 May 2001 at 11.00am and at any adjournment of that Meeting.

Voting directions to your proxy

Please mark with an 'X' to indicate your directions:

For *Against* *Abstain*

		<i>For</i>	<i>Against</i>	<i>Abstain</i>
1	Report and Accounts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Re-election of MA Kinnaird AO	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Re-election of CH Perkins AO	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Election of JA Brooks	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	Election of GE Clark	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	Re-election of D Barro AO	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

* If you mark the abstain box for a
particular item, you are directing your
proxy not to vote on that item.

Appointing a second Proxy

I / we wish to appoint a second proxy:

Indicate if you wish
to appoint a second
proxy (mark with an 'X')

And

% Or

State the percentage of your voting
rights or the number of shares for this
Proxy Form.

Authorised signature(s)

This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1

Securityholder 2

Securityholder 3

Sole Director and Sole Company Secretary

Director

Director / Company Secretary

Contact name:

Contact daytime telephone:

Date:

How to complete this Proxy Form

1 Your Name and Address

This is your name and address as it appears on the share register of Adelaide Brighton Limited. If this information is incorrect, please mark the correction on the form. Members sponsored by a broker should advise their broker of any changes. Please note, you cannot change ownership of your shares using this form.

Appointment of a Proxy

- 2 If you wish to appoint the Chairman of the meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chairman of the meeting please write the name of that person. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the meeting will be your proxy and vote on your behalf. A proxy need not be a member of Adelaide Brighton Limited.

Votes on Items of Business

- 3 You may direct your proxy how to vote by placing a mark in one of the three boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy will vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

Appointment of a Second Proxy

- 4 If you wish to appoint a second proxy, an additional proxy form may be obtained by telephoning Adelaide Brighton Limited on (08) 8223 8000 or you may copy this form. To appoint a second proxy you must:
- indicate that you wish to appoint a second proxy by marking the box;
 - on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that Proxy Form; and
 - return both Proxy Forms together in the same envelope.

5 Authorised Signature(s)

You must sign this form as follows in the spaces provided:

Joint holding: where the holding is in more than one name any joint member may sign the form.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry, or alternatively, attach a certified photocopy of the Power of Attorney to this Proxy Form when you return it.

Companies: a Director can sign jointly with another Director or a Company Secretary. A sole Director who is also a sole Company Secretary can also sign. Please indicate the office held by signing in the appropriate space.

A Proxy Form shall be signed by the member or his Attorney and in the case of joint members, any joint member may sign the proxy form. If the member is a company, two Directors or a Director and the Company Secretary must sign. If a Company is a proprietary Company that has a sole Director who is also the sole Company Secretary that Director may sign. If a representative of the Company is to attend the meeting the appropriate "Certificate of Appointment of Representative" should be produced prior to admission. A form of the certificate may be obtained from Adelaide Brighton Limited by telephoning (08) 8223 8000.

6 Lodgement of Proxy

This proxy form (and any Power of Attorney under which it is signed) must be received not later than 11.00am on Wednesday, 23 May 2001. Any proxy form received after that time will not be valid for the scheduled meeting.

Documents may be lodged using the reply paid envelope or:

- by facsimile to Adelaide Brighton Limited on (08) 8215 0030; or
- by posting or delivery to:
Adelaide Brighton Limited
Level 1, 157 Grenfell Street
Adelaide SA 5000