



Appointment of Proxy

All correspondence to:

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Adelaide Brighton Ltd
 ABN 15 007 596 018

If you are attending the Annual General Meeting, please bring this form with you. This will assist in registering your attendance.

Mark this box with an "X" if you have made any changes to your address details (see reverse)

I/We being a member/s of Adelaide Brighton Ltd and entitled to attend and vote hereby appoint

the Chairman of the Meeting (mark with an 'X') **OR** Write here the name of the individual or body corporate you are appointing as proxy if you are not appointing the Chairman of the Meeting

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and 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 Ltd to be held at the Ballroom, Hyatt Regency, North Terrace, Adelaide SA 5000 on 19 May 2005 at 11:00 am and at any adjournment of that meeting.

IMPORTANT: FOR ITEM 5

If the Chairman of the Meeting is to be your proxy and you have not directed your proxy how to vote on Item 5 below, please place a mark in this box. By marking this box you acknowledge that the Chairman of the Meeting may exercise your proxy even though he has an interest in the outcome of that Item and that votes cast by him, other than as proxyholder, would be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on Item 5 and your votes will not be counted in computing the required majority if a poll is called on that Item. The Chairman of the Meeting intends to vote undirected proxies in favour of Item 5.

Voting directions to your proxy - please place a mark (for example)



in the appropriate box below to indicate your directions

	For	Against	Abstain*		For	Against	Abstain*
Resolution 2 Elect G F Pettigrew	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 5 Directors' remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Re-elect J D McNerney	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 6 Issue of Awards to the Managing Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Re-elect M A Kinnaird AO	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 7 Adoption of new constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If the Chairman of the Meeting is to be your proxy, you should be aware that he intends to vote undirected proxies in favour of all items of business.

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

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

Individual/Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date

A B C

7 P R



How to complete the Proxy Form

1 Your Name and Address

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

2 Appointment of a Proxy

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 full name of that individual or body corporate in the space provided. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a securityholder of Adelaide Brighton Ltd.

3 Votes on Items of Business

You may direct your proxy how to vote or to abstain from voting by placing a mark in the appropriate box opposite each item of business. All your securities 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 securities 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 may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

4 Appointment of a Second Proxy

If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning Adelaide Brighton Ltd or you may copy this form. If two proxies are appointed, neither is entitled to vote on a show of hands.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both 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, all of the holders must sign.

Power of Attorney: if signed under a Power of Attorney, you must have already lodged it with the Company, or alternatively, attach it to this Proxy Form when you return the Proxy Form.

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. A sole Director of a corporation without a Company Secretary can sign. Please indicate the office held by signing in the appropriate place.

A representative of a corporate securityholder or proxy attending the meeting must present satisfactory evidence of his or her appointment to attend on its behalf, unless previously lodged with Adelaide Brighton Ltd.

Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the time for holding the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Documents may be lodged:

By posting (in the reply paid envelope provided) to:

Adelaide Brighton Ltd
Reply Paid 70306
Adelaide SA 5000

or by delivery or facsimile to:

Adelaide Brighton Ltd
Level 1
157 Grenfell Street
Adelaide SA 5000

Facsimile 08 8215 0030
International +(618) 8215 0030