

Notice of Annual General Meeting

Notice is hereby given that the 43rd Annual General Meeting of the members of Adelaide Brighton Ltd ABN 15 007 596 018 will be held in The Ballroom, Hyatt Regency, North Terrace, Adelaide on Wednesday 14 May 2003 at 11.00am



Adelaide Brighton Ltd

Agenda

Ordinary business

Reports and financial statements

- 1 To receive and consider the financial statements of the Company and its controlled entities for the financial year ended 31 December 2002 and the related Directors' reports, Directors' declarations and Auditor's reports.

Election of Directors

- 2 Mr JA Brooks retires by rotation in accordance with the Company's Constitution and, being eligible, offers himself for re-election. Information about Mr Brooks is set out on page 15 of the 2002 Annual Report.
- 3 Mr JD McNerney, 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. Information about Mr McNerney is set out on page 15 of the 2002 Annual Report.

Special business

Election of Director aged over 72

- 4 To consider, and if thought fit, pass the following resolution as a special resolution:

That Mr David Barro, being a candidate for re-election as a Director who has attained the age of 72 years and is aged 81, be re-elected a Director of the Company in compliance with Section 201C of the Corporations Act, 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.

Directors' remuneration

- 5 To consider, and if thought fit, pass the following resolution as an ordinary resolution:

"That the maximum aggregate amount out of which Directors' fees may be paid be increased from a total not exceeding \$400,000 to a total not exceeding \$500,000 to be divided amongst the Directors in such manner as they may determine"

Explanatory notes on special business agenda item

Resolution No 5 - Directors' remuneration

Currently, the maximum aggregate amount that may be paid as fees to Directors of the Company is \$400,000 per annum. That aggregate amount was fixed by shareholders at the 2002 Annual General Meeting.

It is recommended that there should be an increase of \$100,000 in the maximum aggregate amount that may be paid to Directors. Shareholders should note that the proposed amount of \$500,000 is a limit on the amount of fees which the Company may pay to its Directors. The actual amount which the Company will pay in total to the Directors will be determined by the Board within that limit. The Board is seeking to appoint further Directors to provide additional skills and expertise to the Company. In the absence of a material change in the Company's circumstances, it is believed that the proposed limit of \$500,000 will be sufficient for the foreseeable future.

Shareholders should also note that the resolution relates only to Directors' fees. It does not relate to salaries paid to executive Directors, in their capacity as executives of the Company. Executive Directors do not receive remuneration, in the form of Directors' fees, in addition to their salaries.

Additional information for shareholders

Voting entitlements

The voting entitlements of a shareholder at the Annual General Meeting will be determined by the shareholding of the shareholder as it appears on the register at 10.00 pm on 12 May 2003.

Proxies

A shareholder has the right to appoint a proxy, which need not be a shareholder of the Company. If a shareholder is entitled to cast two or more votes they may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. A form of appointment of proxy is attached.

To be effective, the Company must receive the completed proxy form and, if the form is signed by the shareholder's attorney, the authority under which the proxy form is signed (or a certified copy of the authority), by no later than 11.00 am (Adelaide time) on Monday 12 May 2003. Proxies may be lodged with the Company:

- > by delivery, or by mail, to the Company's registered office at Level 1, 157 Grenfell Street, Adelaide, SA 5000; or
- > by facsimile to the Company on (08) 8215 0030.

Please refer to other notes on the attached proxy form.

Voting restrictions

Voting on Resolution number 5, Directors' remuneration, will be restricted in compliance with Australian Stock Exchange Listing Rule 10.17. Listing Rule 14.11 applies such that the Company will disregard any votes cast on the resolution by:

- > any Director of the Company; and
- > any associate of a Director of the Company.

However, the Company need not disregard a vote if:

- > it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- > it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

By order of the Board

Marcus Clayton
Company Secretary

10 April 2003