

Registered office

Level 1, 157 Grenfell Street,
Adelaide SA 5000

Telephone (08) 8223 8000

Facsimile (08) 8215 0030

Annual general meeting

The annual general meeting of shareholders will be held at the Adelaide Convention Centre, North Terrace, Adelaide, South Australia on Tuesday 23 November 1999 at 11.00 am.

Stock Exchange listing

Adelaide Brighton Ltd is listed on the Australian Stock Exchange. Adelaide is Adelaide Brighton Ltd's home exchange.

Enquiries about your shareholding

Enquiries or notifications by shareholders regarding their shareholdings or dividends should be directed to the company's share registry:

Computershare Registry Services Pty Ltd,
Level 11, 115 Grenfell Street,
Adelaide, SA 5000

Telephone: (08) 8236 2300

Facsimile (08) 8236 2305

When communicating with the share registry, shareholders should quote their current address together with their Security Reference Number (SRN) or Holder Identification Number (HIN) as it appears on their Issuer Sponsored/CHESSE statements. For security reasons, shareholders should keep their SRN confidential.

Tax file number information

Adelaide Brighton Ltd is obliged to record tax file number or exemption details provided by shareholders. While it is not compulsory to provide a tax file number or exemption details, the company will be obligated to deduct tax at the top marginal income tax rate, plus Medicare levy, from unfranked dividends paid to shareholders resident in Australia who have not supplied such information. For those shareholders who have not as yet provided this information, forms are available upon request from the company's share registry, Computershare Registry Services Pty Ltd.

Tax file numbers cannot automatically be transferred from one shareholding to another, even when registered in the same name. If you register a new shareholding account (or make a change to the kind of holding), you should notify our share registry promptly in writing of your tax file number or tax exemption details. We send tax file number forms to new shareholders.

Direct credit of dividends and interest

Dividends and interest may be paid to bank, building society or credit union accounts in Australia. Payments are electronically credited on the dividend day and subsequently confirmed by mailed payment advices. Investors who want to take advantage of this facility should advise the company's external share registry in writing of the details of their bank account.

Annual report mailing list

Shareholders not wishing to receive the annual report should advise the share registry in writing, so that their name can be removed from the mailing list.

Change of address

Shareholders should notify any change of address to the share registry promptly in writing, quoting their SRN, previous address and new address.

Uncertificated share register

The company's share register has been converted to a wholly uncertificated issuer sponsored register.

Consolidation of shareholdings

Shareholders who want to consolidate their shareholdings should advise the company's share registry in writing.

Company Secretary

(Group General Manager, Corporate Services)
CJ Foll

Auditors

KPMG, Wyatt House, 115 Grenfell Street,
Adelaide SA 5000

Adelaide Brighton Ltd communications

Requests for publications and other inquiries about Adelaide Brighton Ltd should be directed to the Group Communications Manager, Adelaide Brighton Ltd, GPO Box 2155, Adelaide SA 50001.

Telephone: (08) 8223 8000,

Facsimile: (08) 8215 0030,

e-mail address: lubap@adbri.com.au

Our Internet site address:

<http://www.adbri.com.au>

TOP TWENTY LARGEST SHAREHOLDERS AS AT 22 SEPTEMBER 1999

Shareholder	Number of shares	% of total
Rugby Holdings Limited	260 000 000	54.92
Barro Properties Pty Ltd	41 102 411	8.68
National Nominees Limited	16 700 245	3.53
Westpac Custodian Nominees Limited	14 516 786	3.07
Commonwealth Custodial	11 639 785	2.46
National Mutual Trustees Ltd	6 908 526	1.46
Chase Manhattan Nominees Ltd	4 782 861	1.01
Permanent Trustee Company Limited	4 019 088	0.85
MLC Limited	3 946 929	0.83
Perpetual Nominees Limited	3 577 123	0.76
Norwich Union Life Australia Limited	3 165 599	0.67
AMP Nominees Pty Limited	3 031 611	0.64
Australian Foundation Investment Company Limited	2 720 708	0.57
BT Custodial Services Pty Limited	2 615 201	0.55
Perpetual Nominees Limited	2 344 347	0.50
Australian Mutual Provident Society	1 626 594	0.34
Stodysd Pty Limited	1 603 454	0.34
Argo Investments Ltd	1 542 238	0.33
Gwynvill Trading Pty Ltd	1 456 000	0.31
Permanent Trustee Australia Limited	1 356 615	0.29
Total shares held by 20 largest shareholders	388 656 121	82.11

SUBSTANTIAL SHAREHOLDERS

The following interests are recorded in the company's Register of Substantial Shareholders as at 22 September 1999

Shareholder	No of ordinary shares held	% of issued capital
Rugby Holdings Limited	260 230 164	54.97
Barro Properties Pty Ltd	41 657 587	8.80
Hambros Hopkins Asset Management	29 729 722	6.28

Shares held	No. of shareholders
1 - 1,000	2 322
1,001 - 5,000	3 928
5,001 - 10,000	1 651
10,001 - 100,000	1 800
100,001 - and over	110
Total shareholders	9 811
Less than a marketable parcel	1 700

TOP TWENTY LARGEST CONVERTIBLE NOTEHOLDERS AS AT 22 SEPTEMBER 1999

Noteholder	Number of notes	% of total
Brispot Nominees Pty Ltd	577 804	1.99
Australian Foundation Investment Company Limited	500 000	1.72
Westpac Custodian Nominees Limited	485 663	1.67
Dervat Nominees Pty Limited	475 697	1.63
Austrust Limited	446 046	1.53
Perpetual Trustees Nominees Limited	423 598	1.46
Argo Investments Ltd	371 135	1.28
AMP Nominees Pty Limited	288 462	0.99
The Synod of the Diocese of Adelaide of the Anglican Church of Australia Inc	283 255	0.97
Perpetual Trustee Co Ltd	266 811	0.92
Calex Nominees Pty Limited	260 090	0.89
The Walter & Eliza Hall Institute of Medical Research	250 000	0.86
Bond Street Custodians Limited	202 409	0.70
Yuills Australia Pty Ltd	200 000	0.69
Questor Financial Services Limited	198 515	0.68
Permanent Trustee Company Ltd	197 000	0.68
Permanent Trustee Company Limited	179 400	0.62
National Nominees Limited	156 700	0.54
Ego Pty Limited	151 400	0.52
The Ballarat Diocesan Trustees	116 858	0.40
Total shares held by 20 largest noteholders	6 030 843	20.74

Notes held	No. of noteholders
1 - 1,000	1 534
1,001 - 5,000	1 884
5,001 - 10,000	823
10,001 - 100,000	448
100,001 - and over	22
Total noteholders	4 711
Less than a marketable parcel	589

RETURN ON
SHAREHOLDERS'
FUNDS

Consolidated profit
before abnormal items
to shareholders' funds:
1999: 2.7% 1998: 6.4%

VOTING RIGHTS

All shares at 22 September
1999 were of one class
with equal voting rights
and rights to full
dividend.