

**Form 604**  
Corporations Act 2001  
Section 671B

**Notice of change of interests of substantial holder**

To Company Name/Scheme UGL Limited (UGL)

ACN/ARSN 009 180 287

**1. Details of substantial holder (1)**

Name i) CIMIC Group Investments No. 2 Pty Ltd (**CGI2**)  
ii) CIMIC Group Limited (**CIMIC**)  
iii) Each of CIMIC's controlled entities as set out in Annexure "A" excluding CGI2 (**CIMIC Controlled Entities**)  
iv) HOCHTIEF AG (**HOCHTIEF**) and its subsidiaries  
v) Actividades de Construcción y Servicios, SA and its Group subsidiaries (**ACS**)

ACN/ARSN (if applicable) CGI2: 610 264 189  
CIM: 004 482 982

There was a change in the interests of the substantial holder on 02/12/2016

The previous disclosure was given to the company on 02/12/16

The previous disclosure was dated 02/12/16

**2. Previous and present voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

| Class of securities (4) | Previous disclosure |                  | Present notice |                  |
|-------------------------|---------------------|------------------|----------------|------------------|
|                         | Person's votes      | Voting power (5) | Person's votes | Voting power (5) |
| Ordinary shares         | 102,241,605         | 60.31%           | 103,924,336    | 61.31%           |

**3. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

| Date of change | Person whose relevant interest changed   | Nature of change (6)   | Consideration given in relation to change (7) | Class and number of securities affected | Person's votes affected |
|----------------|--|--|---|---|-------------------------|
| 02/12/2016     | CGI2<br>CIMIC and CIMIC Controlled Entities (see Annexure A)<br>HOCHTIEF and its subsidiaries<br>ACS | Increase in relevant interest as a result of CGI's receipt of acceptances to its takeover offer dated 10 October 2016 (Takeover Offer) | The offer price under the Takeover Offer.     | 1,561,821 Ordinary Shares               | 1,561,821               |

|            |   |                    |              |                            |         |
|------------|---|--------------------|--------------|----------------------------|---------|
| 02/12/2016 | CGI2<br><br>CIMIC and CIMIC<br>Controlled Entities (see<br>Annexure A)<br><br>HOCHTIEF and its<br>subsidiaries<br><br>ACS | On-market purchase | \$380,866.50 | 120,910<br>Ordinary Shares | 120,910 |
|------------|---|--------------------|--------------|----------------------------|---------|

#### 4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

| Holder of relevant interest                                | Registered holder of securities | Person entitled to be registered as holder (8) | Nature of relevant interest (6)  | Class and number of securities | Person's votes |
|--|---------------------------------|--|--|--------------------------------|----------------|
| CGI2   | CGI2                            | CGI2   | Registered holder  | 103,924,336<br>Ordinary shares | 103,924,336    |
| CIMIC and CIMIC<br>Controlled Entities<br>(see Annexure A) | CGI2                            | CGI2   | Relevant interest<br>under section<br>608(3) of the<br>Corporations Act. | 103,924,336<br>Ordinary shares | 103,924,336    |
| HOCHTIEF and<br>its subsidiaries                           | CGI2                            | CGI2   | Relevant interest<br>under section<br>608(3) of the<br>Corporations Act. | 103,924,336<br>Ordinary shares | 103,924,336    |
| ACS  | CGI2                            | CGI2   | Relevant interest<br>under section<br>608(3) of the<br>Corporations Act. | 103,924,336<br>Ordinary shares | 103,924,336    |

#### 5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

| Name and ACN/ARSN (if applicable) | Nature of association |
|-----------------------------------|-----------------------|
| Not applicable                    | Not applicable        |

#### 6. Addresses

The addresses of persons named in this form are as follows:

| Name | Address |
|------|---------|
|------|---------|

|                                     |   |
|-------------------------------------|---|
| CGI2                                | Lvl 25, 177 Pacific Highway, North Sydney, NSW 2060 |
| CIMIC and CIMIC Controlled Entities | Lvl 25, 177 Pacific Highway, North Sydney, NSW 2060 |
| HOCHTIEF AG and its subsidiaries    | Opernplatz 2, 45128 Essen, Germany                  |
| ACS                                 | Avda. Pio nº102, 28036 Madrid, Spain                |

## Signature

print name LOUISE GRIFFITHS

capacity COMPANY SECRETARY, CGI2

sign here



date 05/12/2016

### DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
  - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included on any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

## Annexure A

This is annexure A of 5 pages referred to in Form 604 Notice of change of interest of substantial holder in connection with CIMIC.



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Louise Griffiths, Company Secretary, CGI2

05/12/2016

### CIMIC Group Entities

Each of the following entities is an associate of CIMIC because CIMIC controls it (s 12(2)(a)):

| <b>CIMIC GROUP LIMITED AND CONTROLLED ENTITIES</b> | <b>Interest held</b> | <b>Place of Incorporation</b> |
|--|----------------------|-------------------------------|
| CIMIC GROUP LIMITED                                |                      | VIC                           |
| 145 ANN STREET PTY LTD                             | 100%                 | QLD                           |
| 145 ANN STREET TRUST                               | 100%                 | QLD                           |
| 512 WICKHAM STREET PTY LTD                         | 100%                 | NSW                           |
| 512 WICKHAM STREET TRUST                           | 100%                 | NSW                           |
| A.C.N. 126 130 738 PTY LTD                         | 100%                 | VIC                           |
| A.C.N. 151 868 601 PTY. LTD.                       | 100%                 | VIC                           |
| ASHMORE DEVELOPMENTS PTY LIMITED                   | 100%                 | NSW                           |
| AUSINDO HOLDINGS PTE LTD                           | 100%                 | Singapore                     |
| BCJHG NOMINEES PTY LTD                             | 100%                 | VIC                           |
| BCJHG TRUST  | 100%                 |                               |
| BOGGO ROAD PROJECT PTY LIMITED                     | 100%                 | QLD                           |
| BOGGO ROAD PROJECT TRUST                           | 100%                 | QLD                           |
| BOS AUSTRALIA PTY. LTD.                            | 100%                 | WA                            |
| BROAD CONSTRUCTION SERVICES (NSW/VIC) PTY LTD      | 100%                 | WA                            |
| BROAD CONSTRUCTION SERVICES (QLD) PTY LTD          | 100%                 | QLD                           |
| BROAD CONSTRUCTION SERVICES (WA) PTY LTD           | 100%                 | WA                            |
| BROAD GROUP HOLDINGS PTY LTD                       | 100%                 | WA                            |
| CIMIC ADMIN SERVICES PTY LIMITED                   | 100%                 | NSW                           |
| CIMIC FINANCE (USA) PTY LTD                        | 100%                 | NSW                           |
| CIMIC FINANCE LIMITED                              | 100%                 | NSW                           |
| CIMIC GROUP INVESTMENTS PTY LIMITED                | 100%                 | VIC                           |
| CIMIC RESIDENTIAL INVESTMENTS PTY LTD              | 100%                 | VIC                           |
| CONTRELEC ENGINEERING PTY LTD                      | 100%                 |                               |
| CPB CONTRACTORS (PNG) LIMITED                      | 100%                 | Papua New Guinea              |
| CPB CONTRACTORS PTY LIMITED                        | 100%                 | NSW                           |
| D.M.B. PTY. LTD.                                   | 59%                  | QLD                           |
| DEVINE BACCHUS MARSH PTY LTD                       | 59%                  | QLD                           |
| DEVINE BUILDING MANAGEMENT SERVICES PTY LTD        | 59%                  | QLD                           |
| DEVINE COLTON AVENUE PTY LTD                       | 59%                  |                               |
| DEVINE CONSTRUCTIONS PTY LTD                       | 59%                  | QLD                           |
| DEVINE FUNDS PTY LTD                               | 59%                  | VIC                           |
| DEVINE FUNDS UNIT TRUST                            | 59%                  |                               |
| DEVINE HOMES PTY LTD                               | 59%                  | QLD                           |
| DEVINE LAND PTY LTD                                | 59%                  | QLD                           |
| DEVINE LIMITED                                     | 59%                  | QLD                           |
| DEVINE MANAGEMENT SERVICES PTY LTD                 | 59%                  | QLD                           |
| DEVINE PROJECTS (VIC) PTY LTD                      | 59%                  | QLD                           |

|  |      |                  |
|--|------|------------------|
| DEVINE QUEENSLAND NO.10 PTY LTD                          | 59%  | QLD              |
| DEVINE SA LAND PTY LTD                                   | 59%  | QLD              |
| DEVINE SPRINGWOOD NO 1 PTY LTD                           | 59%  | NSW              |
| DEVINE SPRINGWOOD NO. 2 PTY LTD                          | 59%  | QLD              |
| DEVINE SPRINGWOOD NO. 3 PTY LTD                          | 59%  | QLD              |
| DEVINE WOODFORDE PTY LTD                                 | 59%  | QLD              |
| DOUBLEONE 3 BUILDING MANAGEMENT SERVICES PTY LTD         | 59%  | QLD              |
| DOUBLEONE 3 PTY LTD                                      | 59%  | QLD              |
| EIC ACTIVITIES PTY LTD                                   | 100% | VIC              |
| FLEETCO CANADA RENTALS LTD                               | 100% | Canada           |
| FLEETCO FINANCE PTY LIMITED                              | 100% | VIC              |
| FLEETCO HOLDINGS PTY LIMITED                             | 100% | VIC              |
| FLEETCO MANAGEMENT PTY LIMITED                           | 100% | VIC              |
| FLEETCO RENTALS AN PTY LIMITED                           | 100% | VIC              |
| FLEETCO RENTALS CT PTY. LIMITED                          | 100% | VIC              |
| FLEETCO RENTALS GE PTY. LIMITED                          | 100% | VIC              |
| FLEETCO RENTALS HD PTY. LIMITED                          | 100% | VIC              |
| FLEETCO RENTALS LB PTY. LIMITED                          | 100% | VIC              |
| FLEETCO RENTALS NO. 1 PTY LIMITED                        | 100% | VIC              |
| FLEETCO RENTALS OO PTY. LIMITED                          | 100% | VIC              |
| FLEETCO RENTALS PTY LIMITED                              | 100% | VIC              |
| FLEETCO RENTALS RR PTY. LIMITED                          | 100% | VIC              |
| FLEETCO SERVICES PTY LIMITED                             | 100% | VIC              |
| GIDDENS INVESTMENT LIMITED                               | 100% | Hong Kong        |
| GIDDENS INVESTMENT LIMITED                               | 100% | Hong Kong        |
| HAMILTON HARBOUR DEVELOPMENTS PTY LTD                    | 76%  | QLD              |
| HAMILTON HARBOUR UNIT TRUST (DEVINE HAMILTON UNIT TRUST) | 76%  |                  |
| HUNTER VALLEY EARTHMOVING CO PTY LTD                     | 100% | NSW              |
| HWE COCKATOO PTY LTD                                     | 100% | NT               |
| HWE MINING PTY LIMITED                                   | 100% | VIC              |
| HWE NEWMAN ASSETS PTY LIMITED                            | 100% | VIC              |
| INTERMET ENGINEERING PTY LTD                             | 100% | QLD              |
| JARRAH WOOD PTY LTD                                      | 100% | WA               |
| JH AD HOLDINGS PTY LTD                                   | 100% | VIC              |
| JH AD INVESTMENTS PTY LTD                                | 100% | VIC              |
| JH AD OPERATIONS PTY LTD                                 | 100% | VIC              |
| JH RAIL HOLDINGS PTY LTD                                 | 59%  | VIC              |
| JH RAIL INVESTMENTS PTY LTD                              | 59%  | VIC              |
| JH RAIL OPERATIONS PTY LTD                               | 59%  | VIC              |
| JH SERVICESCO PTY LTD                                    | 100% | VIC              |
| JHAS PTY LTD   | 100% | VIC              |
| JHI INVESTMENT PTY LTD                                   | 100% | VIC              |
| JOETEL PTY. LIMITED                                      | 59%  | ACT              |
| KINGS SQUARE DEVELOPMENTS PTY LTD                        | 100% | QLD              |
| KINGS SQUARE DEVELOPMENTS UNIT TRUST                     | 100% | QLD              |
| LEGACY JHI PTY LTD                                       | 100% | VIC              |
| LEI SHUN EMPLOYMENT LIMITED                              | 100% | Macao            |
| LEIGHTON (PNG) LIMITED                                   | 100% | Papua New Guinea |
| LEIGHTON AFRICA (MAURITIUS) LIMITED                      | 100% | Mauritius        |
| LEIGHTON ASIA (CHINA) LIMITED                            | 100% | Hong Kong        |
| LEIGHTON ASIA (HONG KONG) HOLDINGS (NO. 2) LIMITED       | 100% | Hong Kong        |

|  |      |                                  |
|--|------|----------------------------------|
| LEIGHTON ASIA LIMITED                                      | 100% | Hong Kong                        |
| LEIGHTON ASIA SOUTHERN PTE. LTD.                           | 100% | Singapore                        |
| LEIGHTON COMMERCIAL PROPERTIES PTY LIMITED                 | 100% | VIC                              |
| LEIGHTON COMPANIES MANAGEMENT GROUP LLC                    | 49%  | United Arab Emirates             |
| LEIGHTON CONTRACTORS (ASIA) LIMITED                        | 100% | Hong Kong                        |
| LEIGHTON CONTRACTORS (CHINA) LIMITED                       | 50%  | Hong Kong                        |
| LEIGHTON CONTRACTORS (INDO-CHINA) LIMITED                  | 100% | Hong Kong                        |
| LEIGHTON CONTRACTORS (LAOS) SOLE CO., LIMITED              | 100% | Lao People's Democratic Republic |
| LEIGHTON CONTRACTORS (MALAYSIA) SDN. BHD.                  | 100% | Malaysia                         |
| LEIGHTON CONTRACTORS (PHILIPPINES), INC.                   | 40%  | Philippines                      |
| LEIGHTON CONTRACTORS ASIA (CAMBODIA) CO., LTD              | 100% | Cambodia                         |
| LEIGHTON CONTRACTORS ASIA (VIETNAM) LIMITED                | 100% | Vietnam                          |
| LEIGHTON CONTRACTORS INC.                                  | 100% | United States                    |
| LEIGHTON CONTRACTORS INFRASTRUCTURE NOMINEES PTY LTD       | 100% | VIC                              |
| LEIGHTON CONTRACTORS INFRASTRUCTURE PTY LTD                | 100% | VIC                              |
| LEIGHTON CONTRACTORS INFRASTRUCTURE TRUST                  | 100% |                                  |
| LEIGHTON CONTRACTORS LANKA (PRIVATE) LIMITED               | 100% | Sri Lanka                        |
| LEIGHTON CONTRACTORS PTY LIMITED                           | 100% | NSW                              |
| LEIGHTON ENGINEERING & CONSTRUCTION (SINGAPORE) PTE LTD    | 100% | Singapore                        |
| LEIGHTON ENGINEERING SDN BHD                               | 100% | Malaysia                         |
| LEIGHTON EQUITY INCENTIVE PLAN TRUST                       | 100% | NSW                              |
| LEIGHTON FOUNDATION ENGINEERING (ASIA) LIMITED             | 100% | Hong Kong                        |
| LEIGHTON FUNDS MANAGEMENT PTY LIMITED                      | 100% | QLD                              |
| LEIGHTON GBS SDN. BHD.                                     | 100% | Malaysia                         |
| LEIGHTON GROUP PROPERTY SERVICES PTY LTD                   | 100% | VIC                              |
| LEIGHTON HARBOUR TRUST                                     | 100% |                                  |
| LEIGHTON HOLDINGS INFRASTRUCTURE NOMINEES PTY LTD          | 100% | VIC                              |
| LEIGHTON HOLDINGS INFRASTRUCTURE PTY LTD                   | 100% | VIC                              |
| LEIGHTON HOLDINGS INFRASTRUCTURE TRUST                     | 100% |                                  |
| LEIGHTON INDIA CONTRACTORS PRIVATE LIMITED                 | 100% | India                            |
| LEIGHTON INFRASTRUCTURE INVESTMENTS PTY LIMITED            | 100% | NSW                              |
| LEIGHTON INTERNATIONAL LIMITED                             | 100% | Cayman Islands                   |
| LEIGHTON INTERNATIONAL MAURITIUS HOLDINGS LIMITED NO. 4    | 100% | Mauritius                        |
| LEIGHTON INVESTMENTS MAURITIUS LIMITED                     | 100% | Mauritius                        |
| LEIGHTON INVESTMENTS MAURITIUS LIMITED NO. 2               | 100% | Mauritius                        |
| LEIGHTON INVESTMENTS MAURITIUS LIMITED NO. 4               | 100% | Mauritius                        |
| LEIGHTON JOINT VENTURE                                     | 100% | Hong Kong                        |
| LEIGHTON M&E LIMITED                                       | 100% | Hong Kong                        |
| LEIGHTON MIDDLE EAST AND AFRICA (HOLDING) LIMITED          | 100% | Cayman Islands                   |
| LEIGHTON OFFSHORE / LEIGHTON ENGINEERING & CONSTRUCTION JV | 100% | Singapore                        |
| LEIGHTON OFFSHORE ECLIPSE PTE. LTD.                        | 100% | Singapore                        |
| LEIGHTON OFFSHORE FAULKNER PTE. LTD.                       | 100% | Singapore                        |
| LEIGHTON OFFSHORE MYNX PTE. LTD.                           | 100% | Singapore                        |
| LEIGHTON OFFSHORE PTE. LTD.                                | 100% | Singapore                        |
| LEIGHTON OFFSHORE SDN BHD                                  | 100% | Malaysia                         |
| LEIGHTON OFFSHORE STEALTH PTE. LTD.                        | 100% | Singapore                        |
| LEIGHTON PACIFIC ST LEONARDS PTY LIMITED                   | 100% | VIC                              |
| LEIGHTON PACIFIC ST LEONARDS UNIT TRUST                    | 100% |                                  |
| LEIGHTON PORTFOLIO SERVICES PTY LIMITED                    | 100% | ACT                              |
| LEIGHTON PROJECTS CONSULTING (SHANGHAI) LIMITED            | 100% | China                            |
| LEIGHTON PROPERTIES (BRISBANE) PTY LIMITED                 | 100% | QLD                              |

|  |      |                      |
|--|------|----------------------|
| LEIGHTON PROPERTIES (NSW) PTY LTD                        | 100% | NSW                  |
| LEIGHTON PROPERTIES (VIC) PTY LTD                        | 100% | VIC                  |
| LEIGHTON PROPERTIES (WA) PTY LIMITED                     | 100% | NSW                  |
| LEIGHTON PROPERTIES PTY LIMITED                          | 100% | QLD                  |
| LEIGHTON PROPERTY FUNDS MANAGEMENT LIMITED               | 100% | ACT                  |
| LEIGHTON PROPERTY MANAGEMENT PTY LIMITED                 | 100% | NSW                  |
| LEIGHTON U.S.A. INC.                                     | 100% | United States        |
| LEIGHTON-LNS JOINT VENTURE                               | 80%  | Hong Kong            |
| LH HOLDINGS CO PTY LTD                                   | 100% | VIC                  |
| LMENA NO. 1 PTY. LIMITED                                 | 100% | VIC                  |
| LMENA PTY LIMITED  | 100% | VIC                  |
| LNWR PTY LIMITED   | 100% | VIC                  |
| LNWR TRUST   | 100% | NSW                  |
| LPWRAP PTY LTD   | 100% | VIC                  |
| MARTOX PTY. LIMITED                                      | 59%  | NSW                  |
| MOOROOKYLE DEVINE PTY LTD                                | 59%  | VIC                  |
| MOVING MELBOURNE TOGETHER FINANCE PTY LIMITED            | 100% | VIC                  |
| NEXUS POINT SOLUTIONS PTY. LTD.                          | 100% | NSW                  |
| OPAL INSURANCE (SINGAPORE) PTE LTD                       | 100% | Singapore            |
| PACIFIC PARTNERSHIPS HOLDINGS PTY LTD                    | 100% | VIC                  |
| PACIFIC PARTNERSHIPS INVESTMENT TRUST                    | 100% |                      |
| PACIFIC PARTNERSHIPS INVESTMENTS PTY LTD                 | 100% | VIC                  |
| PACIFIC PARTNERSHIPS PTY LTD                             | 100% | VIC                  |
| PACIFIC PARTNERSHIPS SERVICES NZ LIMITED                 | 100% | New Zealand          |
| PACIFIC PARTNERSHIPS SERVICES PTY LIMITED                | 100% | VIC                  |
| PIONEER HOMES AUSTRALIA PTY LTD                          | 59%  | QLD                  |
| PT LEIGHTON CONTRACTORS INDONESIA                        | 100% | Indonesia            |
| PT THIESS CONTRACTORS INDONESIA                          | 100% | Indonesia            |
| QUEENS SQUARE PTY LTD                                    | 100% | VIC                  |
| RIVERSTONE RISE GLADSTONE PTY LTD                        | 59%  | QLD                  |
| RIVERSTONE RISE GLADSTONE UNIT TRUST                     | 59%  |                      |
| SEDGMAN ASIA LTD   | 100% | Hong Kong            |
| SEDGMAN BOTSWANA (PTY) LTD                               | 100% | Botswana             |
| SEDGMAN CANADA LIMITED                                   | 100% | Canada               |
| SEDGMAN CHILE SPA  | 100% | Chile                |
| SEDGMAN CONSULTING PTY LTD                               | 100% |                      |
| SEDGMAN CONSULTING UNIT TRUST                            | 100% |                      |
| SEDGMAN EMPLOYMENT SERVICES PTY LTD                      | 100% |                      |
| SEDGMAN ENGINEERING TECHNOLOGY (BEIJING) COMPANY LIMITED | 100% | China                |
| SEDGMAN INTERNATIONAL EMPLOYMENT SERVICES PTY LTD        | 100% |                      |
| SEDGMAN LLC  | 100% | Mongolia             |
| SEDGMAN MALAYSIA SDN BHD                                 | 100% | Malaysia             |
| SEDGMAN MOZAMBIQUE LIMITADA                              | 100% | Mozambique           |
| SEDGMAN OPERATIONS EMPLOYMENT SERVICES PTY LTD           | 100% |                      |
| SEDGMAN OPERATIONS PTY LTD                               | 100% |                      |
| SEDGMAN PTY LIMITED                                      | 100% | QLD                  |
| SEDGMAN SAS (COLUMBIA)                                   | 100% | Colombia             |
| SEDGMAN SOUTH AFRICA (PTY) LTD                           | 100% | South Africa         |
| SEDGMAN SOUTH AFRICA INVESTMENTS LIMITED (BVI)           | 100% | British Virgin Isles |
| SILVERTON GROUP PTY LTD                                  | 100% | WA                   |
| SUSTAINING WORKS PTY LIMITED                             | 100% | QLD                  |

|  |      |                  |
|--|------|------------------|
| TALCLIFF PTY. LTD.                           | 59%  | QLD              |
| TAMBALA PTY LTD                              | 100% | Mauritius        |
| TELECOMMUNICATION INFRASTRUCTURE PTY LTD     | 100% | VIC              |
| THAI LEIGHTON LIMITED                        | 49%  | Thailand         |
| THIESS (MAURITIUS) PTY LTD                   | 100% | Mauritius        |
| THIESS AFRICA INVESTMENTS PTY LTD            | 100% | South Africa     |
| THIESS BOTSWANA (PROPRIETARY) LIMITED        | 100% | Botswana         |
| THIESS CHILE SPA                             | 100% | Chile            |
| THIESS CONTRACTORS CANADA OIL SANDS NO.1 LTD | 100% | Canada           |
| THIESS CONTRACTORS (MALAYSIA) SDN. BHD.      | 100% | Malaysia         |
| THIESS CONTRACTORS (PNG) LIMITED             | 100% | Papua New Guinea |
| THIESS CONTRACTORS CANADA LTD                | 100% | Canada           |
| THIESS INDIA PVT LTD                         | 100% | India            |
| THIESS INFRACO PTY LTD                       | 100% | QLD              |
| THIESS INFRASTRUCTURE NOMINEES PTY LTD       | 100% | VIC              |
| THIESS INFRASTRUCTURE PTY LTD                | 100% | VIC              |
| THIESS INFRASTRUCTURE TRUST                  | 100% | VIC              |
| THIESS KHISHIG ARVIN JV LLC                  | 100% | Mongolia         |
| THIESS MINECS INDIA PVT LTD                  | 90%  | India            |
| THIESS MINING MAINTENANCE PTY LTD            | 100% | QLD              |
| THIESS MONGOLIA LLC                          | 100% | Mongolia         |
| THIESS MOZAMBIQUE, LIMITADA                  | 100% | Mozambique       |
| THIESS NC                                    | 100% | New Caledonia    |
| THIESS NZ LIMITED                            | 100% | New Zealand      |
| THIESS PTY LTD                               | 100% | QLD              |
| THIESS SEDGMAN JOINT VENTURE                 | 100% | NSW              |
| THIESS SOUTH AFRICA (PTY ) LTD               | 100% | South Africa     |
| THIESS SOUTHLAND PTY LTD                     | 100% | NSW              |
| THINK CONSULTING GROUP PTY LTD               | 100% | VIC              |
| TOWNSVILLE CITY PROJECT PTY LTD              | 76%  | NSW              |
| TOWNSVILLE CITY PROJECT TRUST                | 76%  | QLD              |
| TRAFALGAR EB PTY LTD                         | 59%  | QLD              |
| TRIBUNE SB PTY LTD                           | 59%  | QLD              |
| VICTORIA POINT DOCKLANDS PTY LTD             | 59%  | VIC              |
| WESTERN PORT HIGHWAY TRUST                   | 100% |                  |
| YOLTAX PTY. LIMITED                          | 59%  | NSW              |
| ZELMEX PTY. LIMITED                          | 59%  | ACT              |