

# Appendix 3Y

## Change of Director's Interest Notice

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/9/2001.

|                       |                           |
|-----------------------|---------------------------|
| <b>Name of entity</b> | MACMAHON HOLDINGS LIMITED |
| <b>ABN</b>            | 93 007 634 406            |

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

|                            |                      |
|----------------------------|----------------------|
| <b>Name of Director</b>    | David Marshall Smith |
| <b>Date of last notice</b> | 1 April 2010         |

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

|                                                                                                                                                                         |                                                                                                                                             |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Direct or indirect interest</b>                                                                                                                                      | Indirect Interest                                                                                                                           |
| <b>Nature of indirect interest<br/>(including registered holder)</b><br><small>Note: Provide details of the circumstances giving rise to the relevant interest.</small> | Shonberg Pty Ltd as trustee for Smith Family Trust - David Marshall Smith is a director of Shonberg Pty Ltd and a beneficiary of the trust. |
| <b>Date of change</b>                                                                                                                                                   | 09 June 2011                                                                                                                                |
| <b>No. of securities held prior to change</b>                                                                                                                           | NIL                                                                                                                                         |
| <b>Class</b>                                                                                                                                                            | Ordinary                                                                                                                                    |
| <b>Number acquired</b>                                                                                                                                                  | 30,000 Ordinary Shares                                                                                                                      |
| <b>Number disposed</b>                                                                                                                                                  | NIL                                                                                                                                         |
| <b>Value/Consideration</b><br><small>Note: If consideration is non-cash, provide details and estimated valuation</small>                                                | \$17,250                                                                                                                                    |
| <b>No. of securities held after change</b>                                                                                                                              | 30,000 Ordinary Shares                                                                                                                      |

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+ See chapter 19 for defined terms.

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| <b>Nature of change</b><br>Example: on-market trade, off-market trade, exercise of options,<br>issue of securities under dividend reinvestment plan,<br>participation in buy-back | ON – MARKET TRADE |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|

**Part 2 – Change of director's interests in contracts**

|                                                                                                                                                                                         |     |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|
| <b>Detail of contract</b>                                                                                                                                                               | NIL |
| <b>Nature of interest</b>                                                                                                                                                               |     |
| <b>Name of registered holder<br/>(if issued securities)</b>                                                                                                                             |     |
| <b>Date of change</b>                                                                                                                                                                   |     |
| <b>No. and class of securities to<br/>which interest related prior to<br/>change</b><br>Note: Details are only required for a contract in<br>relation to which the interest has changed |     |
| <b>Interest acquired</b>                                                                                                                                                                |     |
| <b>Interest disposed</b>                                                                                                                                                                |     |
| <b>Value/Consideration</b><br>Note: If consideration is non-cash, provide<br>details and an estimated valuation                                                                         |     |
| <b>Interest after change</b>                                                                                                                                                            |     |

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