



MACMAHON HOLDINGS LIMITED
ACN 007 634 406

NOTICE OF ANNUAL GENERAL MEETING
THURSDAY, 3 NOVEMBER 2011 AT 2.00PM (WST)

at

Pan Pacific Perth (formerly the Sheraton Perth Hotel)
207 Adelaide Terrace, Perth, Western Australia

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Shareholders of Macmahon Holdings Limited will be held at the Pan Pacific Perth hotel (formerly the Sheraton Perth Hotel), 207 Adelaide Terrace, Perth, Western Australia on Thursday, 3 November 2011 at 2.00pm (WST).

Attached to, and forming part of this Notice of Meeting is an Information Memorandum that provides Shareholders with background information and further details on the Resolutions to understand the reasons for, and the effect of, the Resolutions, if approved.

This information is presented in accordance with the regulatory requirements of the Corporations Act and the ASX Listing Rules.

Terms which are defined in section 2 of the Information Memorandum and are used in this Notice of Meeting have the same meaning as in the Information Memorandum.

ORDINARY BUSINESS

DISCUSSION OF FINANCIAL STATEMENTS

To discuss the financial report, the Directors' report and the auditor's report for the year ended 30 June 2011.

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

"That for the purposes of section 250R(2) of the Corporations Act, the Remuneration Report (which forms part of the Directors' report for the year ended 30 June 2011) be adopted".

Note: Section 250R(3) of the Corporations Act provides that the vote on this Resolution is advisory only and does not bind the Directors.

Voting Prohibition Statement

A vote on Resolution 1 must not be cast (in any capacity) by or on behalf of any of the following persons:

- (a) a member of the key management personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a closely related party of such a member.

However, a person described above may cast a vote on Resolution 1 if:

- (c) both the following apply:
 - a. the person does so as a proxy appointed by writing that specifies how the proxy is to vote on Resolution 1; and
 - b. the vote is not cast on behalf of a person described in subparagraphs (a) or (b) above; or
- (d) all of the following apply:
 - a. the person is the Chairman of the Meeting; and
 - b. the Chairman does so as a proxy appointed by writing that does not specify how the proxy is to vote on Resolution 1; and
 - c. the vote is not cast on behalf of a person described in subparagraphs (a) or (b) above; and
 - d. the Shareholder/s on whose behalf the Chairman is acting as proxy marks/mark the box on the proxy form, directing the Chairman to vote in accordance with the Chairman's stated voting intentions (where the Shareholder/s has/have not indicated in the proxy form a different voting intention for Resolution 1).

RESOLUTION 2 – RE-ELECTION OF BARRY LIONEL CUSACK AS A DIRECTOR

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

“To re-elect Mr Barry Cusack, who retires from the office of Director by rotation in accordance with rule 3.6(c) of the Company's Constitution, and being eligible, offers himself for re-election”.

RESOLUTION 3 – RE-ELECTION OF VYRIL ANTHONY VELLA AS A DIRECTOR

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

“To re-elect Mr Vyril Vella, who retires from the office of Director by rotation in accordance with rule 3.6(c) of the Company's Constitution, and being eligible, offers himself for re-election”.

RESOLUTION 4 – RE-ELECTION OF EVA SKIRA AS A DIRECTOR

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

“To re-elect Ms Eva Skira, who was appointed by the Board in September 2011 and automatically retires from the office of Director in accordance with rule 3.3(a) of the Company's Constitution, and being eligible, offers herself for re-election”.

OTHER BUSINESS

To transact any other business that may be brought forward in accordance with the Company's Constitution or the law.

Determination of Shareholders' Right to Vote

For the purposes of the AGM, Shares will be taken to be held by persons who are registered as members of the Company as at 5.00pm (WST) on 1 November 2011. Accordingly, transactions registered after that time will be disregarded in determining shareholders entitled to attend and vote at the AGM.

Appointment of Proxy

A Shareholder has the right to appoint a proxy who 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 percentage of votes each proxy is appointed to exercise.

New sections 250BB and 250BC of the Corporations Act apply to voting by proxy. Shareholders and their proxies should be aware of these changes to the Corporations Act, as they will apply to this AGM. Broadly, the changes mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

More detail on these changes is provided below.

Proxy vote if appointment specifies way to vote

Section 250BB provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does:**

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (that is, as directed);
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands;
- if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (that is, as directed); and
- if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (that is, as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at the meeting;
- the appointed proxy is not the chair of the meeting;
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting; or
 - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

Proxies on Resolution 1 (Adoption of Remuneration Report)

If you appoint the Chairman of the Meeting as your proxy, you must either direct the Chairman how to vote on Resolution 1 or mark the box on the proxy form if you want your Shares to be voted on that item of business.

If you appoint any other member of key management personnel or any closely related party of a member of key management personnel (including a closely related party of the Chairman) as your proxy, you must direct that person how to vote on Resolution 1 if you want your Shares to be voted on that item of business.

If either of the above applies to you and you do not act in accordance with the above, your proxy will not cast your votes on Resolution 1 and your votes will not be counted in calculating the required majority if a poll is called on Resolution 1.

The completed proxy form enclosed with this Notice of Meeting (and, if it is executed by an attorney, the relevant power of attorney or a certified copy of it) must be received by the Company at the address specified below by 2.00pm (WST) Tuesday, 1 November 2011.

A proxy can be appointed electronically by visiting www.investorvote.com.au and following the instructions provided. A proxy can be appointed online if they are appointed under power of attorney or similar authority.

For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting instructions.

For the purposes of section 249X(1A) of the Corporations Act, Shareholders are advised that the proxy appointed may be an individual or body corporate. A body corporate appointed as a Shareholder's proxy may appoint a representative to exercise any of the powers the body may exercise as a proxy at the AGM. The representative should bring to the AGM evidence of his or her appointment, including any authority under which the appointment is signed, unless it has been previously given to the Company.

In accordance with section 250BA of the Corporations Act, the Company specifies the following information for the purposes of receipt of proxy appointments:

Share Registry :	Computershare Investor Services Pty Ltd Level 2, 45 St George's Terrace Perth WA 6000
Facsimile Number:	(within Australia) 1800 783 447 (outside Australia) +61 3 9473 2555
Postal Address :	GPO Box 242 MELBOURNE VIC 3001

Bodies corporate

In accordance with section 250D of the Corporations Act, a body corporate may appoint an individual as its representative to exercise any of the powers the body may exercise at a meeting of a company's shareholders. The appointment may be a standing one. Unless the appointment states otherwise, the representative may exercise all of the powers that the appointing body could exercise at a meeting or in voting on a resolution.

The representative should bring to the AGM evidence of his or her appointment, including any authority under which it is signed, unless it has previously been given to the Company.

NOTICE IS ALSO GIVEN that the Company's 2011 Financial Report is now available at its website at www.macmahon.com.au

By order of the Board



CHRIS BROWN
Company Secretary
27 September 2011

INFORMATION MEMORANDUM

1. INTRODUCTION

This Information Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the AGM of Macmahon Holdings Limited (ACN 007 634 406) to be held at the Pan Pacific Perth hotel (formerly the Sheraton Perth Hotel), 207 Adelaide Terrace, Perth, Western Australia on Thursday, 3 November 2011 at 2.00pm (WST).

This Information Memorandum should be read in conjunction with the accompanying Notice of Meeting.

2. GLOSSARY

The following terms and abbreviations used in this Information Memorandum (and the Notice of Meeting to which it relates), have the following meanings:

"AGM"	The annual general meeting of the Company notified to Shareholders by this Notice of Meeting
"ASX"	ASX Limited (ACN 008 624 691)
"ASX Listing Rules"	The Official Listing Rules of the ASX, as amended from time to time
"Company" or "Macmahon"	Macmahon Holdings Limited (ACN 007 634 406)
"Company's Constitution" or "Constitution"	The constitution of Macmahon

“Corporations Act”	<i>Corporations Act 2001 (Cth)</i> as amended from time to time
“Directors” or “Board”	The directors of the Company in office at the date of the Notice of Meeting
"Notice of Meeting"	This notice of meeting incorporating the Information Memorandum
“Resolution”	A resolution contained in the Notice of Meeting to which this Information Memorandum relates
“Shareholder”	Person registered as the holder of Shares in the register of members of the Company

3. SHAREHOLDER APPROVALS REQUIRED

RESOLUTION 1 – REMUNERATION REPORT

Section 300A of the Corporations Act requires the Directors to include in their report for a financial year, a Remuneration Report. Section 250R requires that the Remuneration Report be put to the vote at the Company's AGM. The vote on the Resolution is advisory only and does not bind the Directors.

Recent changes to the Corporations Act state that, if a company's remuneration report receives a 'no' vote of 25 per cent or more at two consecutive annual general meetings, a resolution must then be put to shareholders at the second annual general meeting as to whether another meeting should be held (within 90 days) at which all directors (other than the managing director) who were in office at the date of approval of the applicable directors' report must stand for re-election. So, in summary, Shareholders will be entitled to vote in favour of holding a general meeting to re-elect the board if the Remuneration Report receives "2 strikes".

The Board recommends that Shareholders vote in favour of the adoption of the Remuneration Report. The Chairman intends to vote all undirected proxies in favour of this Resolution 1 where he is permitted to do so (that is, where Shareholders have marked the box on the proxy form).

RESOLUTION 2 – RE-ELECTION OF BARRY LIONEL CUSACK AS A DIRECTOR

Mr Barry Cusack joined the Board as a Non-executive Director in June 2002 and was appointed Deputy Chairman in September 2009. Mr Cusack retires at the AGM by rotation and, being eligible, offers himself for re-election as Director.

Mr Cusack is an honorary life member of the Chamber of Minerals and Energy of Western Australia Inc. He joined CRA Limited (now Rio Tinto Limited) in 1966 and retired from the position of Managing Director of Rio Tinto Australia in December 2001. Mr Cusack was President of the Minerals Council of Australia from 2001 to 2003 (member since 1996).

Mr Cusack is currently a Non-executive Director of Toll Holdings Limited (appointed October 2007). Mr Cusack was also a Director and Chairman of OZ Minerals Limited from April 2002 to April 2010, a Director and Chairman of Brockman Resources Limited from June 2010 to September 2011 and a Director of Smorgon Steel Group Ltd from June 2002 to August 2007.

Mr Cusack is currently the Chairman of the Board's Audit Committee and a member of the Board's Remuneration & Nomination Committee.

The Board is of the view that Mr Cusack, as a result of his distinguished career in the mining industry and his extensive experience as a director, continues to add considerable value to the Board. Consequently, the Board recommends that Shareholders vote in favour of this Resolution. Mr Cusack does not make a recommendation in relation to Resolution 2 because he has an interest in the outcome of the Resolution.

RESOLUTION 3 – RE-ELECTION OF VYRIL ANTHONY VELLA AS A DIRECTOR

Mr Vyril Vella joined the Board as a Non-independent Non-executive Director in November 2007. Mr Vella retires at the AGM by rotation and, being eligible, offers himself for re-election as Director.

Mr Vella has over 40 years experience in the civil engineering, building, property and construction industries. During Mr Vella's 34 years with the Leighton Group he held various positions including General Manager NSW, Director of Leighton Contractors Pty Ltd, Founding Director of Welded Mesh Pty Ltd, Managing Director of Leighton Properties and Associate Director of Leighton Holdings. Mr Vella is a consultant to Leighton Holdings, where he advises that group on investment in the residential market, general property issues and major construction and infrastructure projects.

Mr Vella is currently a Non-executive Director of Devine Limited.

Mr Vella is currently the Chairman of the Board's Remuneration & Nomination Committee and a member of the Board's Corporate Governance Committee.

The Board is of the view that Mr Vella continues to add considerable value to the Board as a result of his knowledge and experience in construction contracting, and his contacts in the industry. Consequently, the Board recommends that Shareholders vote in favour of this Resolution. Mr Vella does not make a recommendation in relation to Resolution 3 because he has an interest in the outcome of this Resolution.

RESOLUTION 4 – RE-ELECTION OF EVA SKIRA AS A DIRECTOR

Ms Eva Skira was appointed a Non-executive Director by the Board in September 2011. Ms Skira automatically retires from the office of Director in accordance with rule 3.3 of the Company's Constitution. Being eligible, Ms Skira offers herself for re-election as a Director.

Ms Skira has a background in banking, capital markets, stockbroking and the financial markets, previously holding executive positions at Commonwealth Bank in the Corporate Banking/Capital Markets divisions, and later with stockbroker Barclays de Zoete Wedd.

Ms Skira has served on a number of boards in business, government and the not-for-profit sectors across a range of industries, including engineering, construction, health, education and infrastructure. Ms Skira is currently a director of RCR Tomlinson and MDA National Insurance and has recently completed appointments as a director of Doric Construction Group and as Chairman of Westscheme Superannuation Fund. She is also Deputy Chancellor of Murdoch University (non-executive appointment). As a director, Ms Skira has chaired a number of Audit, Compliance and Risk Committees.

Ms Skira completed her BA (1st Class Honours, Economic History) at the University of New South Wales, and obtained her Masters of Business Administration (Dux and Distinction) at the International Management Institute (University of Geneva), now called IMD International in Switzerland, one of the premier business schools in Europe.

The Board is of the view that it will benefit from the skills, knowledge and experience that Ms Skira brings to a directorship. Consequently, the Board recommends that Shareholders vote in favour of this Resolution. Ms Skira does not make a recommendation in relation to Resolution 4 because she has an interest in the outcome of the Resolution.



MACMAHON

ABN: 93 007 634 406

000001 000 MAH
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Lodge your vote:



Online:

www.investorvote.com.au



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form



Vote online or view the annual report, 24 hours a day, 7 days a week:

www.investorvote.com.au



Cast your proxy vote



Access the annual report



Review and update your securityholding

Your secure access information is:

Control Number: 999999

SRN/HIN: 1999999999

PIN: 99999



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.



For your vote to be effective it must be received by 2.00pm (WST) Tuesday 1 November 2011

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the information tab, "Downloadable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form** ➔

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

☐

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

IND

Proxy Form

Please mark ☒ to indicate your directions

STEP 1

Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Macmahon Holdings Limited hereby appoint

☐ the Chairman of the meeting

OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

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 Macmahon Holdings Limited to be held at Pan Pacific Perth, 207 Adelaide Terrace, Perth, Western Australia on Thursday 3 November at 2.00pm (WST) and at any adjournment of that meeting.

Important for Item 1 - If the Chairman of the Meeting is your proxy or is appointed as your proxy by default
By marking this box, you are directing the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Item 1 as set out below and in the Notice of Meeting. If you do not mark this box, and you have not directed your proxy how to vote on Item 1, the Chairman of the Meeting will not cast your votes on Item 1 and your votes will not be counted in computing the required majority if a poll is called on this item. If you appoint the Chairman of the Meeting as your proxy you can direct the Chairman how to vote by either marking the boxes in Step 2 below (for example if you wish to vote against or abstain from voting) or by marking this box (in which case the Chairman of the Meeting will vote in favour of Item 1).

The Chairman of the Meeting intends to vote all available proxies in favour of Item 1 of business.

☐

I/We direct the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Item 1 (except where I/we have indicated a different voting intention below) and acknowledge that the Chairman of the Meeting may exercise my proxy even though Item 1 is connected directly or indirectly with the remuneration of a member of key management personnel.

STEP 2

Items of Business

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

ORDINARY BUSINESS		For	Against	Abstain
Item 1	Adoption of Remuneration Report	☐	☐	☐
Item 2	Re-Election of Barry Lionel Cusack as a Director	☐	☐	☐
Item 3	Re-Election of Vyril Anthony Vella as a Director	☐	☐	☐
Item 4	Re-Election of Eva Skira as a Director	☐	☐	☐

The Chairman of the Meeting intends to vote all available proxies in favour of each item of business.

SIGN

Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date / /