

Level 1  
157 Grenfell Street  
Adelaide SA 5000

GPO Box 2155  
Adelaide SA 5001



**Adelaide Brighton Ltd**  
ACN 007 596 018

Telephone (08) 8223 8000  
International +618 8223 8000  
Facsimile (08) 8215 0030  
[www.adbri.com.au](http://www.adbri.com.au)

7 January 2004

**ASX AND MEDIA RELEASE**

**Independent Directors of Adelaide Brighton recommend acceptance  
of increased offer by Boral, in the absence of a superior proposal**

Adelaide Brighton Ltd (Adelaide Brighton) announced today that it has reached agreement with Boral Limited (Boral) whereby Boral has agreed to increase the value of its offer for Adelaide Brighton shares by 5 cents to \$1.60 per Adelaide Brighton share upon obtaining a relevant interest in at least 90% of the shares in Adelaide Brighton and Boral's offer becoming unconditional.

The Independent Directors of Adelaide Brighton (being Malcolm Kinnaird AO (Chairman), Chris Harris, Mark Chellew (Managing Director) and Les Hosking) also announced today that they intend to unanimously recommend acceptance of Boral's offer, in the absence of a superior offer. All Independent Directors intend accepting Boral's offer in respect of their personal shareholdings, in the absence of a superior offer.

Boral's increased offer represents a significant premium to Adelaide Brighton's recent trading price and is above the highest price that Adelaide Brighton shares have traded at since the company's restructuring in March 1999.

The increased offer capitalises Adelaide Brighton at \$867m and represents a premium of:

- 40.4% to the closing price of Adelaide Brighton shares on 15 December 2003, the day before the announcement of the offer by Boral; and
- 33.2% to the volume weighted average trading price of Adelaide Brighton shares for the month ending on 15 December 2003.

Adelaide Brighton has also agreed with Boral to provide certain information and assistance in relation to the offer and has entered into a non-solicitation agreement.

The Chairman of Adelaide Brighton, Mr Malcolm Kinnaird AO said:

"The Independent Directors of Adelaide Brighton and our advisers have negotiated an improved offer which we believe is in the best interests of Adelaide Brighton's shareholders, in the absence of a superior offer."

Mr Mark Chellew, Managing Director of Adelaide Brighton, said:

"Boral's offer recognises the growth that Adelaide Brighton's Board and management has achieved in the last few years for our shareholders. It confirms the soundness and success of our corporate strategy and its implementation. The increased offer provides a good result for our shareholders."

The Target's Statement is expected to be despatched to shareholders later in January.

Adelaide Brighton is being advised by Caliburn Partnership as financial adviser and Freehills as legal adviser.

**Mark Chellew**  
Managing Director

For further information:      Ms Luba Przedworski  
Group Corporate Affairs Adviser  
Telephone 08 8223 8005 or 0418 535 636