

13 June 2003

Dear Shareholder,

**RINKER'S ANNUAL GENERAL MEETING**

It gives me pleasure to invite you to attend Rinker's annual general meeting (AGM), to be held at: the Westin Hotel, 1 Martin Place, Sydney, at 2.00 pm on Thursday 17 July 2003.

Over the page is a notice of meeting detailing the business to be dealt with at the AGM.

If you choose to attend the meeting, please bring the attached proxy form with you to facilitate registration into the AGM.

If you do not plan to attend the AGM, you are encouraged to appoint a person to attend and vote on your behalf as your proxy by completing and returning the enclosed proxy form in the envelope provided.

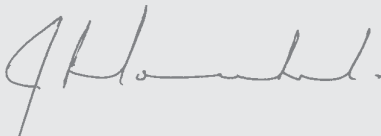
Instructions on how to appoint a proxy are detailed on the back of the proxy form. Note that you may appoint the chairman as your proxy. Proxy forms must be received by 2.00 pm Sydney time Tuesday 15 July 2003 to be valid for the meeting. Your proxy may be returned by mail or you may fax it to +61 2 8235 8220.

The full AGM will be webcast live on the internet at [www.rinker.com.au](http://www.rinker.com.au) and will be archived on this site for later viewing. Also available on the Rinker website are:

- a link to register your e-mail address to receive all shareholder information electronically
- Rinker group statutory financial report, directors' report and auditor's report for the year ended 31 March 2003
- standard shareholder forms, including a change of address advice, direct dividend advice, and a request to consolidate holdings
- copies of news releases and financial presentations.

I look forward to seeing you at the AGM.

Yours sincerely



JOHN MORSCHEL  
Chairman

Rinker Group Limited ABN 53 003 433 118  
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Chatswood, NSW 2067, Australia  
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Invitation and notice of meeting

# Notice of meeting 2003

The annual general meeting of Rinker Group Limited (ABN 53 003 433 118) (Rinker) will be held in:

The Ballroom, Westin Hotel  
1 Martin Place, Sydney  
2:00pm Thursday, 17 July 2003

## ORDINARY BUSINESS

### 1. To receive

the financial report and the reports of the directors and of the auditor for the financial year ended 31 March 2003.

### 2. To elect directors

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

- a. That Marshall Criser, who will retire at the close of the meeting, be re-elected as a director of the company.
- b. That John Arthur, who will retire at the close of the meeting in accordance with clause 56 of the company's constitution, be re-elected as a director of the company.
- c. That Walter Revell, who will retire at the close of the meeting, be re-elected as a director of the company.
- d. That David Clarke, who will retire at the close of the meeting unless re-elected, be re-elected as a director of the company.

Separate resolutions will be considered in respect of each of the above directors.

## EXPLANATORY NOTES

### Financial report, directors' report and auditor's report

On 28 March 2003 the Federal Court of Australia approved Rinker's demerger from CSR Limited (CSR). Due to significant reorganisation of businesses in the Rinker group pending demerger, the most recent statutory financial statements of Rinker are not reflective of the results of the businesses which now comprise the Rinker group. Certain businesses which now form part of the Rinker group were owned by other CSR entities for part of the financial year ended 31 March 2003 and Rinker owned certain entities which have been transferred to CSR as part of the demerger reorganisation. The Rinker group now comprises the businesses of Rinker Materials Corporation (Rinker Materials) and Readymix Holdings Pty Limited (Readymix).

For the above reasons, Rinker's financial report, directors' report and auditor's report (Reports) are of limited value to shareholders. On this basis, Rinker obtained relief from the Australian Stock Exchange Limited and the Australian Securities and Investments Commission so that it was not required to send the Reports to shareholders. Shareholders may, however, obtain a copy of the Reports at no cost by contacting Rinker's external share registrar, Computershare Investor Services, at the address on page four or by downloading them from Rinker's website, [www.rinker.com.au](http://www.rinker.com.au).

The results of the Rinker group's ongoing businesses have also been prepared on a pro-forma basis as though the Rinker group existed as a standalone entity consisting of the businesses of Rinker Materials and Readymix during the whole of the financial year ended 31 March 2003. Those pro-forma results are included as a supplement to the Reports and are also summarised in CSR's annual report for 2003, which can be downloaded from CSR's website, [www.csr.com.au](http://www.csr.com.au).

In relation to Rinker's future performance, a copy of Rinker's financial report, directors' report and auditor's report for the half year ending 30 September 2003 will be sent to shareholders in December 2003.

**Information about directors who have nominated for election.**

**MARSHALL CRISER, JD, age 74**

Joined the Rinker board on 12 April 2003. Prior to the demerger, Marshall had been a director and chairman of Rinker's US subsidiary, Rinker Materials Corporation (Rinker Materials), since 1993. Marshall is a lawyer and a director of Flagler Systems Inc. He is a former director of BellSouth Corporation and FPL Group. A former president of the University of Florida, he is now chairman of the university's board of trustees. Marshall is the chairman of Rinker's Audit Committee and a member of Rinker's Nominations and Remuneration & Human Resources committees. Resides in Florida, USA.

As indicated in the scheme booklet for Rinker's demerger from the CSR group (Scheme Booklet), Marshall will retire as a director at the close of the meeting and is standing for re-election. Although he is not required to retire at this time under Rinker's constitution, his retirement gives shareholders the ability to consider his continued directorship. Marshall and the board consider that following this procedure is consistent with best corporate governance practices, as he was not elected to the board of CSR by its shareholders prior to the demerger.

If re-elected, Marshall will continue as a director and will be subject to retirement by rotation under Rinker's constitution.

**JOHN ARTHUR, LLB, age 48**

Joined the Rinker board on 3 February 2003. Prior to the demerger, John had been a member of the CSR board since 2001. He is a senior partner at law firm Freehills and was formerly general counsel at Lend Lease Group. He is a director of Investa Properties Limited. John is a commercial lawyer with extensive experience in property development and construction, information technology, e-commerce and the financial sector. John is chairman of Rinker's Safety, Health & Environment committee and a member of Rinker's Audit and Nominations committees. Resides in Sydney.

John will retire as a director at the close of the meeting in accordance with clause 56 of Rinker's constitution, which deals with retirement of non-executive directors by rotation, and is standing for re-election.

If re-elected, John will continue as a director and will be subject to retirement by rotation under Rinker's constitution.

**WALTER REVELL, BS, age 68**

Joined the Rinker board on 12 April 2003. Prior to the demerger, Walter had been a director of Rinker Materials since 2000. He is former secretary for transportation for the State of Florida, a former chairman of the Florida Chamber of Commerce and the former chairman of the Florida 2020 Energy Commission. Walter is a director of a number of listed and closely held US companies and chairman of the Greater Miami Foreign Trade Zone. Walter is a member of Rinker's Audit, Safety, Health & Environment and Nominations committees. Resides in Florida, USA.

As indicated in the Scheme Booklet, Walter will retire as a director at the close of the meeting and is standing for re-election. Although he is not required to retire at this time under Rinker's constitution, his retirement gives shareholders the ability to consider his continued directorship. Walter and the board consider that following this procedure is consistent with best corporate governance practices as he was not elected to the board of CSR by its shareholders prior to the demerger.

If re-elected, Walter will continue to be a director and will be subject to retirement by rotation under Rinker's constitution.

**DAVID CLARKE, DipEng, age 59**

Joined the Rinker board on 3 February 2003. Prior to the demerger, David had been an executive director of CSR since 1996. He has been chief executive officer of Rinker Materials since 1992 and a director of Rinker Materials since 1987. David has had senior management experience with CSR in quarrying and concrete in the US, South East Asia and Australia. Resides in Florida, USA.

As indicated in the Scheme Booklet, David will retire as a director at the close of the meeting unless he is re-elected. Although David is not required to retire at this time under Rinker's constitution, in accordance with best corporate governance practices, David and the board wish to give shareholders the ability to consider his appointment in his new role as Rinker's Managing Director.

If re-elected, David will continue to be a director until he ceases to be Managing Director and will not be subject to retirement by rotation.



PETER ABRAHAM  
Company secretary

13 June 2003

### Admission to meeting

Members who will be attending the meeting and who will not be appointing a proxy, are asked to bring the proxy form to the meeting to help speed admission.

Members who do not plan to attend the meeting are encouraged to complete and return the proxy form for each of their holdings of Rinker shares.

A replacement proxy form may be obtained from Rinker's external share registry on: + 61 3 9615 5970

### Questions and comments by members at the meeting

In accordance with the Corporations Act 2001, a reasonable opportunity will be given to members – as a whole – to ask questions about or make comments on the management of Rinker at the meeting.

Similarly, a reasonable opportunity will also be given to members – as a whole – to ask the auditor, or their representative, questions relevant to the conduct of the audit and the preparation and content of the auditor's report.

### Determination of entitlement to attend and vote

For the purposes of the meeting, shares will be taken to be held by the persons who are registered as members as at 7.00 pm Sydney time on 15 July 2003.

### Proxies

If you are a member entitled to attend and vote, you are entitled to appoint one or two proxies. Where two proxies are appointed, you may specify the number or proportion of votes that each may exercise, failing which each may exercise half of the votes. A proxy need not be a member of Rinker.

If you want to appoint one proxy, please use the form provided. If you want to appoint two proxies, please follow the instructions in point four on the reverse side of the proxy form.

Rinker's constitution provides that, on a show of hands, every person present and qualified to vote shall have one vote. If you appoint one proxy, that proxy may vote on a show of hands, but if you appoint two proxies, neither proxy may vote on a show of hands.

If you appoint a proxy who is also a member or is also a proxy for another member, your directions may not be effective on a show of hands. But your directions will be effective if a poll is required and your proxy votes.

To be effective, the proxy form must be received by Computershare Investor Services, at the address or facsimile number below, or by Rinker at our registered office, Level 8, Tower B, 799 Pacific Highway, Chatswood, NSW, not later than 2:00pm Sydney time on Tuesday 15 July 2003.

### Rinker Group Limited Share Registry

Computershare Investor Services Pty Limited  
GPO Box 242  
Melbourne, Victoria 8060 Australia

Facsimile + 61 2 8235 8220

