



Dear Sir/Madam

## **Potential entitlement to receive a cash amount in relation to previous ownership of shares in Rinker Group Limited**

You have received this letter because, based on our share registry records, you may be entitled to receive a cash payment in respect of your previous ownership of shares in Rinker Group Limited ("**Rinker**"). Alternatively, you have received this letter in response to a request received from you.

Your potential entitlement arises from orders made by the Takeovers Panel (the "**Panel**") in September 2007 in relation to the takeover offer (the "**Takeover Offer**") for Rinker made by CEMEX Australia Pty Limited (now called CEMEX Australia Holdings Pty Limited) ("**CEMEX**") in 2007.<sup>1</sup> CEMEX's challenge to these orders was recently dismissed by the Federal Court of Australia.

This letter explains the Panel's orders and how you can, using the enclosed Claim Form, claim any cash payment to which you are entitled.

### **1. Background information**

During the second half of 2007, the Panel made a declaration of unacceptable circumstances in relation to the Takeover Offer. The declaration was made because the Panel considered that CEMEX's announcement at 9.07am (AEST) on 7 May 2007 that it would allow Rinker shareholders to retain the A\$0.25 dividend declared by Rinker on 27 April 2007 was a departure from its announcement at 10.59am (AEST) on 10 April 2007 that its Takeover Offer consideration of US\$15.85 was its "best and final offer, in the absence of a superior proposal".

The Panel found that Rinker shareholders who sold their shares (other than by accepting the Takeover Offer) between the times of the announcements on 10 April 2007 and 7 May 2007 did not have an equal opportunity to share in the benefits arising from the Takeover Offer (ie. the increase in the Takeover Offer resulting from the amount of the \$A0.25 Rinker dividend not being deducted from the Takeover Offer consideration).

### **2. Cash payment of A\$0.2571 per Rinker share**

The Panel's orders were made following the declaration of unacceptable circumstances described above. The orders require CEMEX to pay to each person who **disposed** of a **beneficial interest** in a **net number of Rinker shares** between 10.59am (AEST) on 10 April 2007 and 9.07am (AEST) on 7 May 2007 (the "**Relevant Period**"), other than by accepting the Takeover Offer, a cash amount of A\$0.2571 per share for such net number of Rinker shares.

<sup>1</sup> A copy of the Panel orders is available online at [http://www.takeovers.gov.au/content/DisplayDoc.aspx?doc=reasons\\_for\\_decisions/2007/019.htm&pageID=&Year=2007](http://www.takeovers.gov.au/content/DisplayDoc.aspx?doc=reasons_for_decisions/2007/019.htm&pageID=&Year=2007).

## NOTES:

- (1) A person can **dispose** of a beneficial interest in shares in various ways. A common way is sale of the shares on-market (ie. on the ASX).
- (2) In most cases, if a person was the registered holder of the relevant shares the person will also have held a **beneficial interest** in those relevant shares. However, if a person held the relevant shares on behalf of someone else, then it is unlikely that such person also held a beneficial interest. For example, if another person had the right to the benefits associated with a share (eg. the right to be paid dividends and to direct the voting of the share) then that other person would have held the beneficial interest.
- (3) A person is taken to have disposed of a beneficial interest in a **net number of Rinker shares** during the Relevant Period if, during such period, the number of Rinker shares in which the person disposed of a beneficial interest (other than by accepting the Takeover Offer) exceeded the number of Rinker shares in which the person acquired a beneficial interest.
- (4) The A\$0.2571 amount is inclusive of accrued interest of A\$0.0071 which has been calculated in accordance with orders made by the Federal Court representing 3.71% per annum for the period from 23 October 2008 to 28 July 2009 (both dates inclusive).

### 3. Are you entitled to a cash payment?

You will be entitled to receive a cash payment if:

- you are an **“Affected Shareholder”**, meaning that you disposed of a beneficial interest in a net number of Rinker shares during the Relevant Period (such shares being the **“Relevant Shares”**), **and** you were the beneficial owner of the Relevant Shares at the commencement of the Relevant Period **and** at the time of disposal of your beneficial interest in those Relevant Shares; **and**
- you complete and return a Claim Form together with any required documentary evidence to support your claim (see sections 4 and 5 of this letter).

If you submit a Claim Form you will be taken to have given the warranties specified in that Claim Form regarding the truth of the information contained in your Claim Form and your previous beneficial ownership of the Relevant Shares.

### 4. How can you claim a cash payment?

In order to claim any cash payment to which you are entitled, you need to do the following:

- **complete and sign the enclosed Claim Form** in accordance with the instructions on the back of the Claim Form; and
- if either:
  - the Claim Form which is enclosed with this letter contains pre-completed “Registered Name and Address” and “Shareholding Details” *and* you have made any changes to the “Shareholding Details”;
  - or**
  - the Claim Form which is enclosed with this letter does not contain pre-completed “Registration Details” and “Shareholding Details” and you are required to insert all the relevant details,you must **attach documentary evidence** (see next page) to support your claim; and
- **return the Claim Form and any required documentary evidence** to Computershare at:

Computershare Investor Services Pty Limited  
GPO Box 7115  
SYDNEY NSW 2001  
AUSTRALIA

A reply-paid envelope has been enclosed for your convenience.

Acceptable “documentary evidence” in support of a claim entitlement includes:

- in the case of an on-market transfer, the original (or a certified copy of) a contract note; or
- in the case of an off-market transfer, the original (or a certified copy of) a share transfer form; or
- in circumstances where you are unable to locate documents of the type described above, a statutory declaration completed and signed by you (using the form of statutory declaration enclosed with this letter).

In order for a document to be properly certified as a true copy, the copy must show clearly:

- the words “certified as a true copy of the original”;
- the signature of the certifying person; and
- the name of the certifying person, legibly printed below the signature.

Please note that CEMEX may, as permitted by the Panel orders, request a claimant to provide further information to support a claim.

Any claims which cannot be verified by the information held by Computershare or included with your Claim Form may be disputed by CEMEX in accordance with the Panel orders. All disputed claims will in the first instance be referred to the Australian Securities and Investments Commission (“ASIC”) for determination.

## **5. Deadline for return of Claim Forms**

Your completed Claim Form must be returned so that it is received by Computershare by **22 September 2009**.

Claim Forms received after that date will not be considered for payment unless:

- it can be established that special circumstances exist, which demonstrate that:
  - it was not unreasonable that the Claim Form was not submitted so that it was received by Computershare by 22 September 2009; and
  - there was no unreasonable delay in submitting the Claim Form; **and**
- the Claim Form is received by Computershare by no later than 11 August 2010.

## **6. How to obtain additional Claim Forms**

You can obtain an additional Claim Form by:

- downloading a copy from [www.cemexpanelorders.com.au](http://www.cemexpanelorders.com.au) or [www.rinker.com.au](http://www.rinker.com.au); or
- contacting Computershare on 1300 009 182 (within Australia) or +61 3 9415 4376 (outside Australia).

## **7. Payment**

Once your Claim Form is properly completed and returned to Computershare and provided your claim is not disputed, a cheque for the cash amount to which you are entitled will be mailed to the address specified on your Claim Form.

When your cheque will be mailed to you depends on when your Claim Form is received and whether or not it is disputed by CEMEX, as explained below.

**(a) If your Claim Form is received by Computershare on or before 22 September 2009**

- If your claim is not disputed by CEMEX, then Computershare will mail your cheque to you by 20 October 2009.
- If your claim is disputed by CEMEX and CEMEX is notified by ASIC or the Takeovers Panel by 13 October 2009 that the dispute has been resolved in your favour, then Computershare will mail your cheque to you by 20 October 2009.
- If your claim is disputed by CEMEX and CEMEX is notified by ASIC or the Takeovers Panel after 13 October 2009 that the dispute has been resolved in your favour, then Computershare will mail your cheque to you within 2 weeks after CEMEX receives such notification.

**(b) If your Claim Form is received by Computershare after 22 September 2009 and you have established that “special circumstances” exist**

- If your claim is not disputed by CEMEX and your Claim Form is received by Computershare by 11 August 2010, then Computershare will mail your cheque to you by the later of:
  - 20 October 2009; and
  - 2 weeks after Computershare receives your Claim Form; and
- If your Claim Form is disputed by CEMEX and your Claim Form is received by Computershare by 11 August 2010 and CEMEX is notified by ASIC or the Takeovers Panel that the dispute has been resolved in your favour, then Computershare will mail your cheque to you by the later of:
  - 20 October 2009; and
  - 2 weeks after CEMEX receives such notification.

If you have any questions or require any assistance, please contact Computershare on 1300 009 182 (within Australia) or +61 3 9415 4376 (outside Australia).

Yours faithfully

**CEMEX Australia Holdings Pty Limited**

**(formerly called CEMEX Australia Pty Ltd)**