



Boral Limited

ABN 13 008 421 761

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10 September 2007

Dear Shareholder

I am pleased to invite you to attend Boral's Annual General Meeting which will be held in the City Recital Hall, Angel Place, Sydney on Monday, 29 October 2007 at 10:30 am.

The Notice of Meeting which follows sets out the business to be dealt with at the Meeting.

If you are able to attend the Meeting, please bring the enclosed proxy form with you to facilitate your registration.

The plan below shows the location of the City Recital Hall.

Shareholders are encouraged to arrive before the starting time of 10:30 am to avoid any last minute congestion.

If you do not plan to attend the AGM, you may wish to appoint a proxy to attend and vote on your behalf by completing and lodging the enclosed Proxy form. Instructions on how to appoint a proxy and lodge the form are on the back of it. Proxy forms must be received by 10:30 am on Saturday, 27 October 2007 to be valid for the Meeting.

The full AGM will be webcast live on the internet at www.boral.com.au.

The Chairman's and Managing Director's Addresses to the AGM will be placed on Boral's website on the day of the Meeting.

Yours sincerely

KEN MOSS CHAIRMAN



LOCATION OF ANNUAL GENERAL MEETING

**NOTICE OF MEETING
BORAL LIMITED
ABN 13 008 421 761**

Notice is given that the Annual General Meeting of Shareholders of Boral Limited will be held in the City Recital Hall, Angel Place, Sydney, NSW on Monday, 29 October 2007 at 10:30 am

Ordinary Business

Financial Reports

To consider the financial reports, the Directors' Report and the Auditor's Reports for the year ended 30 June 2007.

Remuneration Report – Resolution 1

To adopt the Remuneration Report for the year ended 30 June 2007.

Note: The vote on this resolution is advisory only and does not bind the Directors or the Company.

Election of Directors – Resolutions 2, 3, 4 and 5

To re-elect Directors of the Company:

Richard Longes retires by rotation in accordance with the Company's Constitution and, being eligible, offers himself for re-election.

Roland Williams retires by rotation in accordance with the Company's Constitution and, being eligible, offers himself for re-election.

Brian Clark, who was appointed a Director since the last Annual General Meeting, retires and, being eligible, offers himself for election.

Bob Every, who was appointed a Director since the last Annual General Meeting, retires and, being eligible, offers himself for election.

Separate resolutions will be considered for each of the above candidates for election.

Special Business

Amendment to the Constitution – Retirement of Directors – Resolution 6

To consider and, if thought fit, to pass the following resolution as a special resolution:

"That effective at the close of the Meeting, the Company's Constitution be amended by deleting Article 6.3 and replacing it with the revised Article 6.3 set out in the Schedule to the Notice convening the Meeting."

Note: An explanation of the proposed resolution is set out in the Explanatory Notes accompanying this Notice of Meeting.

By order of the Board.



M B Scobie

Secretary
Sydney, 10 September 2007

Notes

1. The Company has determined that for the purposes of the Annual General Meeting, all shares in the Company will be taken to be held by the persons who held them as registered shareholders at 10:30am on Saturday, 27 October 2007.
2. A member entitled to attend and vote at the Annual General Meeting has the right to appoint a proxy.
3. The proxy of a member does not need to be a member of the Company.
4. A member who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of member's votes each proxy is entitled to exercise. If the appointment does not specify the proportion or number of the member's votes, each proxy may exercise one half of those votes.
5. Details for completion and lodgement of proxies are on the reverse side of the Form of Proxy. A proxy must be received by the Company C/- Link Market Services Limited, Level 12, 680 George Street, Sydney, NSW 2000 or Locked Bag A14, Sydney South, NSW 1235 by 10:30 am on Saturday, 27 October 2007. A proxy may be sent by fax to Link Market Services Limited on (02) 9287 0309 or lodged online: www.linkmarketservices.com.au (go to Proxy Voting and follow the prompts).
6. A member of the Company who is a body corporate and who is entitled to attend and vote at the Annual General Meeting, or a proxy who is a body corporate and who is appointed by a member of the Company entitled to attend and vote at the Annual General Meeting, may appoint a person to act as its representative at the Annual General Meeting by providing that person with:
 - (a) a letter or certificate, executed in accordance with the body corporate's constitution, authorising the person as the representative; or
 - (b) a copy of the resolution, certified by the secretary or a director of the body corporate, appointing the representative.

EXPLANATORY NOTES

Financial Reports

While the Corporations Act requires the financial reports, the Directors' Report and the Auditor's Reports of Boral for the year to be laid before the Annual General Meeting, neither that Act nor the Company's Constitution requires shareholders to vote on, approve or adopt those reports.

Shareholders will, however, have a reasonable opportunity at the Annual General Meeting to raise questions on those reports. Shareholders will also have a reasonable opportunity to ask the auditor questions relevant to the conduct of the audit, the preparation and content of the audit report, the accounting policies adopted by the Company in relation to the preparation of the financial statements of the Company, and the independence of the auditor in relation to the conduct of the audit.

Remuneration Report – Resolution 1

The Remuneration Report for the year is part of the Directors' Report for the year and is set out on pages 37 to 43 of the Annual Review.

The Remuneration Report:

- explains the Board's policies relating to remuneration of directors, secretaries and executives within Boral;
- discusses the relationship between such policies and the Company's performance;
- provides details of the performance conditions of remuneration paid by Boral; and
- sets out remuneration details for each director and key management personnel.

The Board submits the Remuneration Report to shareholders for consideration and adoption by way of a non-binding resolution as required by the Corporations Act.

The Board recommends that shareholders vote in favour of the resolution to adopt the Remuneration Report.

Election of Directors – Resolutions 2, 3, 4 and 5

Two Directors, Richard Longes and Roland Williams, will retire by rotation at the Annual General Meeting.

In addition, Brian Clark, who was appointed as a Director in May 2007, and Bob Every, who was appointed as a Director in September 2007, will retire at the Meeting.

Richard Longes, Roland Williams, Brian Clark and Bob Every offer themselves for election. The Board supports the election of the four candidates.

The Board in the absence of Mr Longes and Dr Williams has agreed that it supports Mr Longes and Dr Williams continuing as Directors and standing for re-election.

Information about the Directors standing for election is:

Richard Longes

Mr Longes, 62 years of age, joined the Boral Board in 2004. He is a member of the Board's Audit Committee.

Mr Longes is a Director of Austbrokers Holdings Limited and Metcash Limited.

Mr Longes is a lawyer and a non-executive Director of Investec Bank (Australia) Limited. He was previously a Principal of Wentworth Associates, the corporate advisory and private equity group, and a partner of Freehills, a leading law firm.

Mr Longes' legal and advisory background and experience as a company director in the construction industry, contracting and property adds to the Board's breadth of experience and expertise.

Mr Longes was last elected as a Director at the 2004 Annual General Meeting.

Roland Williams, CBE

Dr Williams, 68 years of age, joined the Boral Board in 1999. He is a member of the Board's Audit Committee.

Dr Williams is a Director of Origin Energy Limited.

Dr Williams is a chemical engineer. He had a long career with Shell in Europe and the Asia/Pacific region before retiring as Chairman and Chief Executive of Shell Australia Limited in 1999.

Having been a senior executive of a global resource and industrial company, Dr Williams is a strong contributor to the Board's work in the areas of the Company's financial performance, operational matters including Occupational Health & Safety and environmental management, strategy and offshore investment.

Dr Williams was last elected as a Director at the 2005 Annual General Meeting.

Brian Clark

Dr Clark, 58 years of age, joined the Boral Board in May 2007. He is a member of the Board's Compensation Committee.

Dr Clark has been a non-executive Director on the Boards of listed companies in Australia and overseas including National Australia Bank Limited.

Dr Clark is a physicist. In South Africa, he was President of CSIR and CEO of Telkom SA. In 1997, he joined the UK's Vodafone Group and moved to Australia and until 2007, he held the senior executive positions of CEO Vodafone Australia, CEO Vodafone Asia Pacific and Group Human Resources Director.

Dr Clark's background brings additional experience to the Board in science and technology including research and development, international business, consumer markets and human resource management.

Bob Every

Dr Every, 62 years of age, joined the Boral Board in September 2007.

Dr Every is a Director of Wesfarmers Limited, Sims Group Limited and Iluka Resources Limited.

Dr Every is a metallurgist. He held senior executive positions with Tubemakers of Australia between 1982 and 1996 including that of Managing Director. Following BHP's acquisition of Tubemakers, he held a number of senior roles with BHP and became President of BHP Steel in 1999. He was appointed as OneSteel's Managing Director and CEO when it was spun off from BHP in 2000 and retired from that position in 2005.

Dr Every is a fellow of the Australian Academy of Technological Sciences and Engineering.

Dr Every's career in management and as a non-executive director gives him experience relevant to the Boral Board in building materials businesses, international operations, highly competitive markets and new investment including plant construction in capital intensive industries.

The Board recommends that shareholders vote in favour of each of the four resolutions for the election of Directors.

**Amendment to the Constitution
– Retirement of Directors –
Resolution 6**

The proposed amendment to the Article in the Company's Constitution regarding retirement of Directors (other than the Managing Director) at Annual General Meetings will bring the Constitution into line with the ASX Listing Rules which require that a Director must not hold office (without re-election) past the longer of the third Annual General Meeting following the Director's appointment or three years and that an election of Directors must be held each year.

The Constitution provides currently for the retirement of Directors at Annual General Meetings by rotation through the requirement that one third of the Directors (rounded down to the nearest whole number) must retire each year. As a consequence of rotation, Directors are often required to retire only two years after last being elected instead of serving the anticipated three years.

The Board considers that it is appropriate for the Constitution to be consistent with the ASX Listing Rules in relation to the retirement of Directors and to facilitate this, for the relevant Article to be amended to provide that a Director must retire the longer of the third Annual General Meeting or three years following that Director's last election or appointment. The position of any Director who has been appointed by the Board to fill a casual vacancy on the Board since the last Annual General Meeting remains unchanged and he or she must retire, and is eligible to stand for election, at the next Annual General Meeting.

In addition, the amended Article provides to the effect required by the ASX Listing Rules that there is always at least one Director facing election each year. As a result, it is still possible for circumstances to arise where a Director may be required to retire before the anticipated three year term has expired.

The power of shareholders to remove and appoint Directors at general meetings is not affected by the proposed amendment.

The current Article on retirement of Directors is numbered 6.3 and the proposed Article 6.3 as amended is set out in full in the Schedule below. Sub-clauses (b) and (c) contain the revised retirement requirements and replace the sub-clauses which provided for retirement by rotation. The amended Article is otherwise unchanged from the current Article except for re-numbering of sub-

clauses and the addition of the words "until the end of the annual general meeting at which the Director retires and" in sub-clause (d). For information, Articles 6.2(a) and 6.2(c), which are referred to in Article 6.3, relate to an appointment of a Director by the Board to fill a casual vacancy and a Director's share qualification respectively.

The Board recommends that shareholders vote in favour of the special resolution amending the Company's Constitution.

**SCHEDULE TO NOTICE
OF MEETING**

Revised Article 6.3 of the Company's Constitution

- (a) Articles 6.3(b), 6.3(c), 6.3(g) and 6.3(h) do not apply to the managing director of the Company, or if more than one, the managing director of the Company determined by the Directors.
- (b) A Director must retire from office no later than the longer of:
 - (i) the third annual general meeting of the Company; or
 - (ii) 3 years, following that Director's last election or appointment.
- (c) If no Director would otherwise be required to retire under Article 6.3(b) but the Listing Rules require that an election of Directors be held at an annual general meeting, the Director to retire at that meeting is:
 - (i) the Director who has held office as Director the longest period of time since their last election or appointment to that office; or
 - (ii) if two or more Directors have held office for the same period of time, the Director determined by lot, unless those Directors agree otherwise.
- (d) A Director who retires under Article 6.3(b) or 6.3(c) holds office as a Director until the end of the annual general meeting at which the Director retires and is eligible for re-election.
- (e) A Director may resign from office by giving the Company notice in writing.
- (f) Subject to the Corporations Act, the Company may by ordinary resolution passed at a general meeting remove any Director, and if thought fit, appoint another person in place of that Director.

- (g) A Director appointed under Article 6.2(a) may retire at the next general meeting of the Company and is eligible for re-election at that meeting.
- (h) Unless a Director appointed under Article 6.2(a) has retired under Article 6.3(g), that Director must retire at the next annual general meeting of the Company, and is eligible for re-election at that meeting.
- (i) A Director ceases to be a Director if:
 - (i) the Director becomes of unsound mind or a person whose property is liable to be dealt with under a law about mental health;
 - (ii) the Director is absent without the consent of the Directors from all meetings of the Directors held during a period of 6 months;
 - (iii) the Director resigns or is removed under this Constitution;
 - (iv) the Director is an Executive Director and ceases to be an employee of the Company or of a related body corporate of the Company;
 - (v) the Director becomes an insolvent under administration;
 - (vi) the Director is not qualified as required under Article 6.2(c); or
 - (vii) the Corporations Act so provides.