

# FORM 6-K

## SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### Report of Foreign Private Issuer

### Pursuant to Rule 13a-16 or 15d-16 of the Securities Exchange Act of 1934

November 15, 2002

# JAMES HARDIE INDUSTRIES N.V.

(Exact name of Registrant as specified in its charter)

4th Level, Atrium, unit 04-07  
Strawinskylaan 3077  
1077 ZX Amsterdam, The Netherlands  
(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): Not Applicable

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): Not Applicable

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes  No

(If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): Not Applicable

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**Safe Harbor Statement**

The exhibits attached to this Form 6-K contains forward-looking statements. Words such as “believe,” “anticipate,” “plan,” “expect,” “intend,” “target,” “estimate,” “project,” “predict,” “forecast,” “guideline,” “should,” “aim” and similar expressions are intended to identify forward-looking statements but are not the exclusive means of identifying such statements. Forward-looking statements involve inherent risks and uncertainties. We caution you that a number of important factors could cause actual results to differ materially from the plans, objectives, expectations, estimates and intentions expressed in such forward-looking statements. These factors, which are further discussed in our reports submitted to the Securities and Exchange Commission on Forms 20-F and 6-K and in our other filings, include but are not limited to: competition and product pricing in the markets in which we operate; general economic and market conditions; compliance with, and possible changes in, environmental and health and safety laws; dependence on cyclical construction markets; the supply and cost of raw materials; our reliance on a small number of product distributors; the consequences of product failures or defects; exposure to environmental or other legal proceedings; and risks of conducting business internationally. We caution you that the foregoing list of factors is not exclusive and that other risks and uncertainties may cause actual results to differ materially from those contained in forward-looking statements. Forward-looking statements speak only as of the date they are made.

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Media Release: 2nd quarter ended September 30, 2002
99.2	Results at a Glance - 2nd quarter and half-year ended September 30, 2002
99.3	Management's Discussion and Analysis: 2nd quarter ended September 30, 2002
99.4	Management's Discussion and Analysis: 6 months ended September 30, 2002
99.5	Management Presentation Slides on 2nd quarter and half year results for the period ended September 30, 2002
99.6	ASX Report for the 6 months ended September 30, 2002
99.7	Financial Report for the 6 months ended September 30, 2002

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: November 15, 2002

**James Hardie Industries N.V**

By: /s/ Don Cameron

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Don Cameron  
Managing Director

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

Each of the undersigned hereby certifies, in his capacity as an officer of James Hardie Industries, N.V. (the "Company"), for purposes of 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of his knowledge:

- the Report of the Company on Form 6-K dated November 15, 2002 fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934; and
- the information contained in such report fairly presents, in all material respects, the financial condition and results of operation of the Company.

Dated: November 15, 2002

/s/ Peter Macdonald

\_\_\_\_\_  
Peter Macdonald  
Chief Executive Officer

/s/ Phillip Morley

\_\_\_\_\_  
Phillip Morley  
Chief Financial Officer

**EXHIBIT INDEX**

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[JAMES HARDIE PRESS RELEASE]

MEDIA RELEASE

14 November 2002

2ND QUARTER OPERATING PROFIT US\$23.5 MILLION  
HALF YEAR OPERATING PROFIT MORE THAN TREBLES

James Hardie today announced a US\$23.5 million operating profit from continuing operations for the three months ended 30 September 2002.

The result represents a significant improvement on the US\$10.5 million profit in the second quarter last year and builds on the strong performance achieved in the first quarter of this year.

Among the second quarter highlights, sales revenue increased 34%, gross profit was up 37% and EBIT more than doubled, to US\$36.4 million. There were no restructuring or other operating expenses in the quarter.

The USA Fibre Cement business delivered a 34% increase in sales volume and a 44% increase in EBIT. In Asia Pacific, EBIT increased 32% in Australia and 20% in New Zealand.

The second quarter result lifted half-year operating profit from continuing operations to US\$46.5 million, more than three times higher than for the previous half year. EBIT from the USA Fibre Cement segment was up 52% for the half, and Asia Pacific Fibre Cement EBIT was 72% higher for the half.

The half-year bottom line profit increased from US\$9.5 million to US\$100.5 million and includes a US\$54.0 million profit, primarily due to the sale of our Gypsum operations that was completed in April 2002.

## 2ND QUARTER AND HALF YEAR AT A GLANCE

<TABLE> <CAPTION> US\$ MILLION %\ (-)	Q2FY03	Q2FY02	%\ (-)	HYFY03	HYFY02
<S> <C>	<C>	<C>	<C>	<C>	<C>
Net Sales 34	\$ 207.6	\$ 155.5	34	\$ 407.8	\$ 304.1
Gross Profit 45	76.4	55.8	37	147.5	101.6
EBIT (Operating Profit) before restructuring and other operating expenses 80	36.4	26.9	35	72.3	40.2
Restructuring and other operating expenses N/A	--	(9.1)	N/A	--	(11.1)
EBIT (Operating Profit) 148	36.4	17.8	104	72.3	29.1
Operating Profit (Income) from continuing operations 230	23.5	10.5	124	46.5	14.1
Net Operating Profit (Net Income) including discontinued operations --	24.6	10.4	137	100.5	9.5

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Media/Analysts enquiries, please call:  
Greg Baxter, Senior Vice President Corporate Affairs  
Telephone - 61 2 8274 5377 Mobile - 0419 461 368  
Email - greg.baxter@jameshardie.com.au  
Steve Ashe, Vice President Investor Relations: Telephone - 61 2 8274 5246  
Mobile - 0408 164 011  
Email - steve.ashe@jameshardie.com.au Facsimile - 61 2 8274 5218  
www.jameshardie.com

## COMMENTARY

James Hardie's CEO, Mr Peter Macdonald said: "The second quarter results mirrored the very positive first quarter performances across the organisation. Strong top line growth and further margin expansion was achieved due to both increased sales and better cost management."

"The strong growth momentum in our businesses is continuing. We continued to win market share across the USA with demand accelerating, particularly in the north where we are taking share from vinyl siding and brick. Our share of the backer and trim markets also increased nationally," said Mr Macdonald.

"Higher revenue and EBIT was also a feature of the results from Australia and

New Zealand as we continued to grow demand for our products and realise cost benefits across a wide front," said Mr Macdonald.

#### USA FIBRE CEMENT - CONTINUED STRONG VOLUME GROWTH

Sales revenue increased 36% to US\$154.7 million in the second quarter due mainly to a 34% increase in sales volume to 337.7 million square feet. The main driver was strong growth in demand for fibre cement with market share gains achieved in the siding, backer and trim segments and in both the southern and northern regions of the country.

There was also increased housing construction activity, with low mortgage rates buoying demand despite a general softening in consumer confidence.

The results were also boosted further from sales from the Cemplank operations that were acquired in December 2001.

The average selling price increased 1% for the quarter to US\$458 per thousand square feet due to an increased proportion of sales of higher-priced, differentiated products.

The strong volume growth, combined with a lower cost of sales, lifted EBIT 44% to US\$40.7 million for the quarter and 52% to US\$79.5 million for the half year. The EBIT margin improved to 26.3% for the quarter and 25.9% for the half year.

#### AUSTRALIA - HIGHER SALES, VOLUMES AND EBIT

Sales revenue increased 28% to US\$32.8 million for the quarter due to a 21% lift in sales volume and a favourable exchange difference, partly offset by a slightly lower average selling price. EBIT was up 32% to US\$7.4 million for the quarter and 57% to US\$13.8 million for the half year due to the higher volumes and a lower unit cost of sales. The EBIT margin improved to 22.6% for the quarter and 22.4% for the half year.

#### NEW ZEALAND - HIGHER SALES, VOLUMES AND EBIT

Sales revenue was up 40% for the quarter due to a 22% increase in sales volumes, partly offset by slightly lower selling prices. The increase in revenue together with lower raw material prices, partly offset by higher SG&A costs, lifted EBIT 20% to US\$1.8 million for the quarter and 44% to US\$3.6 million for the half year. The EBIT margin was down at 13.4% for the quarter due to higher SG&A costs, however, it increased to 13.7% for the half year.

#### PHILIPPINES - CASH FLOW POSITIVE

The business recorded a small operating loss for the quarter after recording small profits for the previous two quarters. The loss was due to lower than expected export sales and a loss of

MEDIA RELEASE: JAMES HARDIE - 2ND QUARTER RESULTS 2003 2  
production caused by some temporary problems in manufacturing at the Philippines plant. The business was cash flow positive for the quarter.

#### CHILE - PRODUCT RANGE EXPANDED

Both revenue and volumes were up significantly for the quarter as the business continued to penetrate its targeted market segments following the start-up of the business in March 2001. The business moved to the next stage of its market penetration strategy with the launch of new exterior and interior products for the Chilean market.

#### USA FRC PIPES - SALES GROWTH AND EFFICIENCY GAINS

Sales volumes continued to grow as awareness among construction contractors increased and as the product range was progressively expanded. Sales revenue doubled and volume nearly doubled in the second quarter compared to the first quarter and unit production costs have also started to decline as significant improvements in manufacturing efficiencies are being achieved.

#### INTERIM DIVIDEND

The Board has declared an interim dividend of US 2.5 cents a share. The dividend will be paid on 30 January 2003 to shareholders registered on 14 January 2003.

#### OUTLOOK

The healthy residential housing activity experienced in our major markets in the first half of the year has been continuing into the third quarter.

Despite slightly weaker consumer confidence, US housing market activity is expected to remain at high levels in the near-term. Mortgage rates remain low, builders have large order backlogs and the inventory of new homes for sale remains at low levels.

Third quarter results are expected to be well above the same period last year but will reflect the normal seasonal industry slowdown compared with the first two quarters of the current fiscal year.

Further penetration into the repair and remodel, and vinyl siding segments is expected and recently released products are expected to generate further growth in demand.

In Australia, the housing sector is expected to remain reasonably buoyant over the near term, although some softening is expected to emerge in the fourth quarter of this fiscal year. The introduction of new, differentiated products is expected to increase market share, and revenue is also expected to benefit from higher prices that become effective 1 January 2003.

In New Zealand, higher sales volumes are expected from steady growth in residential building activity and sales of higher margin, differentiated products. Revenue and profitability is expected to lift as a result of increased sales volumes and further manufacturing cost savings.

In the Philippines, building and construction activity is expected to increase as seasonal conditions become more favourable. The business is expected to be buoyed by stronger building activity and as demand for new products such as HardiFlex Lite(R) continues to increase. The performance of the manufacturing plant is also expected to improve.

In Chile, further market penetration and share growth is expected as awareness of the company's expanded product range continues to grow.

MEDIA RELEASE: JAMES HARDIE - 2ND QUARTER RESULTS 2003

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The US-based FRC Pipes business is continuing to increase production to meet growing demand, and further growth in sales, as well as improvements in operating efficiency are expected.

Overall, the strong growth momentum evident in the first half is continuing into the third quarter and prospects for a strong second half are encouraging, recognising the normal seasonal fluctuations in demand.

Ends.

#### NOTES

1. Unless otherwise stated, results are for continuing operations only and comparisons are of the 2nd quarter of the current fiscal year versus the 2nd quarter of the prior fiscal year; or of the first six months of the current fiscal year versus the first six months of the prior fiscal year.
2. This media release forms part of a package of information about the company's results. It should be read in conjunction with the other parts of this package, including Management's Discussion and Analysis (MD&A), a Management Presentation and a Finance Report.

#### DISCLAIMER

This press release contains forward-looking statements. Words such as "believe," "anticipate," "plan," "expect," "intend," "target," "estimate," "project," "predict," "forecast," "guideline," "should," "aim" and similar expressions are intended to identify forward-looking statements but are not the exclusive means of identifying such statements. Forward-looking statements involve inherent risks and uncertainties. We caution you that a number of important factors could cause actual results to differ materially from the plans, objectives, expectations, estimates and intentions expressed in such forward-looking statements. These factors, which are further discussed in our reports submitted to the Securities and Exchange Commission on Forms 20-F and 6-K and in our other filings, include but are not limited to: competition and product pricing in the markets in which we operate; general economic and market conditions; compliance with, and possible changes in, environmental and health and safety laws; dependence on cyclical construction markets; the supply and cost of raw materials; our reliance on a small number of product distributors; the consequences of product failures or defects; exposure to environmental or other legal proceedings; and risks of conducting business internationally. We caution you that the foregoing list of factors is not exclusive and that other risks and uncertainties may cause actual results to differ materially from those contained in forward-looking statements. Forward-looking statements speak only as of the date they are made.

MEDIA RELEASE: JAMES HARDIE - 2ND QUARTER RESULTS 2003

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[JAMES HARDIE LETTERHEAD]

## RESULTS AT A GLANCE

JAMES HARDIE  
2ND QUARTER AND HALF YEAR - 30 SEPTEMBER 2002

<TABLE>  
<CAPTION>

<S>	2ND QTR FY03 <C>	HALF YEAR FY03 <C>
JAMES HARDIE		
Net Sales	Up 34% to US\$ 207.6	Up 34% to US\$ 407.8
EBIT	Up 104% to US\$ 36.4	Up 148% to US\$ 72.3
Operating Profit	Up 124% to US\$ 23.5	Up 230% to US\$ 46.5
Net Operating Profit(1)	Up 137% to US\$ 24.6	Up 958% to US\$ 100.5
EBIT Margin(2)	Up 0.2 pts to 17.5%	Up 4.6 pts to 17.8%
USA FIBRE CEMENT		
Net Sales	Up 36% to US\$ 154.7	Up 36% to US\$ 307.2
EBIT	Up 44% to US\$ 40.7	Up 52% to US\$ 79.5
EBIT Margin	Up 1.6pts to 26.3%	Up 2.6 pts to 25.9%
Volume	Up 34% to 337.7mmsf	Up 36% to 677.5mmsf
ASIA PACIFIC FIBRE CEMENT		
Net Sales	Up 25% to US\$ 50.4	Up 26% to US\$ 96.7
EBIT	Up 33% to US\$ 8.9	Up 72% to US\$ 17.2
EBIT Margin	Up 1.0 pt to 17.7%	Up 4.8 pts to 17.8%
Volume	Up 14% to 95.5mmsf	Up 16% to 182.9mmsf
KEY RATIOS		
Earnings Per Share (Basic)		10.2cents
EBIT/Sales		17.8%
EBIT/Assets		14.8%
Return on Shareholders' Funds(1)		35.1%
Return on Capital Employed		26.3%
Gearing(1)		(24.1%)
Net Interest Cover		13.4x
ECONOMIC PROFIT		US\$25.6

</TABLE>

All comparisons are against the same quarter or half year of the previous fiscal year.

All dollar amounts are in US\$ millions.

Results are for continuing businesses only unless otherwise stated.

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(1) Includes discontinued operations

(2) Before restructuring and other operating expenses

[JAMES HARDIE LETTERHEAD]

## MANAGEMENT'S DISCUSSION AND ANALYSIS

14 November 2002

JAMES HARDIE INDUSTRIES N.V.  
RESULTS FOR 2ND QUARTER ENDED 30 SEPTEMBER 2002

<TABLE>  
<CAPTION>

USGAAP - US\$ MILLIONS	THREE MONTHS ENDED 30 SEPTEMBER		
	FY 2003	FY 2002	% CHANGE
<S>	<C>	<C>	<C>
NET SALES			
USA Fibre Cement	\$ 154.7	\$ 114.1	36
Asia Pacific Fibre Cement	50.4	40.2	25
Other Fibre Cement	2.5	1.2	108
TOTAL NET SALES	207.6	155.5	34
Net sales	\$ 207.6	\$ 155.5	34
Cost of goods sold	(131.2)	(99.7)	32
Gross profit	76.4	55.8	37
SG&A (includes R&D)	(40.0)	(28.9)	38
EBIT (Operating profit) before restructuring and other operating expenses	36.4	26.9	35
Restructuring and other operating expenses	--	(9.1)	(100)
EBIT (Operating profit)	36.4	17.8	104
Net interest expense	(2.5)	(4.1)	(39)
Other income/(expense), net	(0.2)	0.5	(140)
Operating profit (Income) from continuing operations before income taxes	33.7	14.2	137
Income tax expense	(10.2)	(3.7)	176
OPERATING PROFIT (INCOME) FROM CONTINUING OPERATIONS	\$ 23.5	\$ 10.5	124
NET OPERATING PROFIT (NET INCOME) INCLUDING DISCONTINUED OPERATIONS	\$ 24.6	\$ 10.4	137
Tax rate	30.3%	26.1%	
Volume (mmsf)			
USA Fibre Cement	337.7	252.5	34
Asia Pacific Fibre Cement	95.5	83.5	14
Average sales price per unit (per msf)			
USA Fibre Cement	US\$458	US\$452	1
Asia Pacific Fibre Cement	A\$860	A\$851	1

&lt;/TABLE&gt;

Unless otherwise stated, results are for continuing operations only and comparisons are of the 2nd quarter of the current fiscal year versus the 2nd quarter of the prior fiscal year.

Media/Analysts enquiries, please call:

Greg Baxter, Senior Vice President Corporate Affairs:

Telephone - 61 2 8274 5377

Mobile - 0419 461 368

Email - greg.baxter@jameshardie.com.au

Steve Ashe, Vice President Investor Relations: Telephone - 61 2 8274 5246

Mobile - 0408 164 011

Email - steve.ashe@jameshardie.com.au

Facsimile - 61 2 8274 5218

www.jameshardie.com

TOTAL NET SALES

Total net sales increased 34% compared to the same quarter of the previous year, from US\$155.5 million to US\$207.6 million.

Net sales from USA Fibre Cement increased 36% from US\$114.1 million to US\$154.7 million due to continued growth in sales volumes.

Net sales from Asia Pacific Fibre Cement increased 25% from US\$40.2 million to US\$50.4 million due to higher sales volumes.

Net sales from Other Fibre Cement increased 108% from US\$1.2 million to US\$2.5 million as the Chilean flat sheet business and the US-based FRC Pipes business

continued to ramp up, following their start-up early in the 2001 calendar year.

#### USA FIBRE CEMENT

Sales revenue increased 36% from US\$114.1 million to US\$154.7 million.

Sales volume increased 34% from 252.5 million square feet to 337.7 million square feet, due to strong growth in primary demand for fibre cement, increased housing construction activity and sales from the Cemplank operations acquired in December 2001.

Buoyed by low mortgage rates, housing market activity remained healthy during the quarter despite a softening in consumer confidence.

There was strong volume growth across all major markets. Market share increased in the siding, backer and trim segments, and in both the southern and northern regions of the country.

In the northern region, further market share was taken from the dominant siding material, vinyl. Market penetration strategies in the north, including the "Why Settle for Vinyl?" marketing campaign, helped to build awareness of our products' attributes among the region's builders, distributors and homeowners, and led to increased demand.

Strategies for further growth in the southern region, including an increased focus on repair and remodel markets and increased selling activity in rural areas, helped the business take additional market share from other siding materials in the region, particularly engineered wood.

In the interior cement board market, sales of Hardibacker 500(TM), our 1/2 inch backerboard that is manufactured using proprietary G2 technology, continued to grow strongly, increasing 70% compared to the same quarter of the previous year.

Other higher-priced, differentiated products, including vented soffits, Heritage(R) panels and the ColorPlus(TM) Collection of pre-finished siding, all recorded strong sales for the quarter.

The average selling price increased 1% compared to the same quarter of the previous year from US\$452 per thousand square feet to US\$458 per thousand square feet. The higher price was due to an increased proportion of sales of higher-priced, differentiated products, partly offset by sales from our Cemplank operations that have historically been at lower

#### JAMES HARDIE 2ND QUARTER FY03 MD&A

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selling prices. The average selling price of US\$458 per thousand square feet increased US\$9 or 2% compared to the previous quarter of this fiscal year.

During the quarter, we commenced construction of the 160 million square feet panel line at Waxahachie, Texas, and the pilot roofing products plant at Fontana, California. At the Peru, Illinois plant, we began to manufacture products on a newly commissioned second production line in September.

On 22 October 2002, we announced that our Blandon, Pennsylvania plant will undergo a US\$15.3 million upgrade that will increase annual production capacity from 120 million square feet to 200 million square feet to meet rapidly growing demand in the north-east region.

#### ASIA PACIFIC FIBRE CEMENT

Sales revenue for this segment increased 25% from US\$40.2 million to US\$50.4 million. Sales volume increased 14% from 83.5 million square feet to 95.5 million square feet.

#### AUSTRALIA FIBRE CEMENT

Sales revenue increased 28% from US\$25.6 million to US\$32.8 million. In local currency, the increase was 20%.

The growth in sales revenue was due to a 21% increase in sales volume, from 56.2 million square feet to 68.1 million square feet. This was partially offset by a 1% decrease in the average selling price due to aggressive pricing in the FRC Pipes business.

Buoyant market conditions helped provide strong growth in sales volume and revenue.

Robust levels of residential building activity continued to be fuelled by low interest rates, a relatively strong economy and the Government's First Home Buyers Scheme. New housing approvals started to slow during the quarter, but did not impact demand due to the 3-6 month lag between the start of house construction and the sale of our products.

During the quarter, we relocated our corrugate production line, which manufactures HardiFence(TM), from Perth to Brisbane.

## NEW ZEALAND FIBRE CEMENT

Sales revenue increased 40% from US\$9.6 million to US\$13.4 million due to an increase in sales volume, partly offset by a small decrease in the average selling price. In local currency, sales revenue increased 24%.

Sales volume increased 22% from 9.4 million square feet to 11.5 million square feet due to stronger demand arising from increased residential building activity, which is being fuelled by low and stable interest rates, high inflation in house selling prices and a stronger economy. Residential construction for the quarter increased 26% compared to the same period last year.

Our new Linea(R) weatherboard cladding range of products continued to penetrate its targeted markets during the quarter, taking market share from alternative products such as

## JAMES HARDIE 2ND QUARTER FY03 MD&A

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brick. Linea(R) is a thicker, lightweight weatherboard that uses our proprietary low-density technology and offers a number of performance advantages, notably superior durability, over timber weatherboards. Sales of Linea(R) increased 170% over the previous quarter of this fiscal year.

In the non-residential building market, sales of panel products such as Hardipanel(TM) Titan and Hardipanel(TM) Compressed sheet were up strongly, growing approximately 150% compared to the same quarter of last year.

## PHILIPPINES FIBRE CEMENT

Sales revenue decreased by 18% from US\$5.1 million to US\$4.2 million. In local currency, sales revenue decreased 17%. This was due primarily to a 10% decrease in sales volume compared to the same quarter of the previous year, from 17.9 million square feet to 16.1 million square feet, due to weaker export sales.

Domestic sales increased compared to the same period last year as we continued to penetrate the building boards market, taking further market share from the main competing material, plywood. HardiFlex(R) lite, a thinner, lighter sheet designed for ceiling applications, continued to generate strong sales, as did Hardiflex(R) 4.5mm, used in ceiling and internal wall applications.

During the quarter, we launched our first plank product, Hardiplank(TM) Select Cedarmill, which is being marketed to architects and developers. The launch of plank is expected to increase sales to large residential projects.

The average net selling price decreased 8% compared to the same quarter of the previous year due to a decrease in sales of higher-priced exports.

## OTHER FIBRE CEMENT

## CHILE FIBRE CEMENT

Our Chilean operation, which began commercial production in March 2001, continued to penetrate the market at its targeted rate.

Despite deterioration in market conditions during the quarter, sales revenue and volumes were significantly better than the same quarter of last year and higher than the previous quarter of this year. A larger than normal decline in construction activity associated with winter weather conditions, and the impact of regional economic instability were responsible for the weaker market conditions.

The business also moved to the next stage of its market penetration strategy with the launch of new interior and exterior products. These include Hardibacker, for interior applications, and textured panels and planks, for exterior cladding, both of which are being targeted at larger scale builders working mainly in the social housing segment.

Strong sales growth continued for EconoBoard(TM), which is targeted to builders of small-scale homes and additions and the "Do-It-Yourself" market distributed through retail stores, and Duraboard(TM), which is targeted at the social housing segment.

## JAMES HARDIE 2ND QUARTER FY03 MD&A

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Highly competitive market conditions and aggressive pricing strategies continued during the quarter. Despite this, the average selling price increased compared to both the previous quarter of the current year and the same quarter of the previous year due to the inclusion of higher-priced, differentiated products.

## USA FRC PIPES

Our FRC Pipes business continued to penetrate the south-east market of the United States. Sales revenue doubled and volume nearly doubled for this quarter



compared to the first quarter of this year.

Sales volumes have continued to grow since the business began operating early in calendar year 2001, as awareness among construction contractors has increased and as the product range has been progressively expanded.

The current product range of 12" to 36" diameter drainage pipes allows us to compete for an increased number of construction projects in the south-east market. Sales of our larger diameter pipes (30" to 36") were particularly strong during the quarter.

We estimate that our share of the large diameter drainage pipes segment in the south-east has risen to 10%, from an estimated 4% in the same period of last year, and 6% in the previous quarter of this fiscal year.

Competitors have reacted to our market entry with aggressive pricing. As a result, our average net selling price decreased 15% compared to the same quarter of the previous year.

This is being offset by unit production costs which have started to decline as significant improvements in manufacturing efficiencies are being achieved.

The US civil construction market remains buoyant. In Florida, activity is increasing due to the start of projects funded by TEA-21 and the Florida State Mobility Act, both of which involve significant increases in government spending on highway construction.

#### GROSS PROFIT

Gross profit increased 37% from US\$55.8 million to US\$76.4 million due to strong improvements in USA Fibre Cement and Asia Pacific Fibre Cement. The gross profit margin increased 0.9 of a percentage point to 36.8%.

USA Fibre Cement gross profit increased 39% due to higher sales volumes, higher selling prices and lower unit cost of sales. The gross profit margin increased 0.9 of a percentage point.

Asia Pacific Fibre Cement gross profit increased 28% following strong improvements from Australia Fibre Cement and New Zealand Fibre Cement. Increased volumes, lower raw material costs and improved manufacturing efficiencies were major factors in the improved results. The gross profit margin increased 0.7 of a percentage point.

#### JAMES HARDIE 2ND QUARTER FY03 MD&A

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#### SELLING, GENERAL AND ADMINISTRATIVE (SG&A) Expenses

SG&A expenses increased 38% compared to the same quarter last year, from US\$28.9 million to US\$40.0 million. This increase was due mainly to the funding of growth initiatives in the USA and Europe, and increased bonus accruals in line with the significant improvement in operating profit. SG&A expenses were 0.7 of a percentage point higher as a percentage of sales, at 19.3%.

#### RESEARCH AND DEVELOPMENT (R&D) Expenses

Research and development includes costs associated with 'core' research projects that are aimed at benefiting all fibre cement business units. These costs are recorded as 'corporate costs' in the Research and Development segment rather than being attributed to individual business units. These costs increased 21% to US\$2.3 million due to increased project costs and intellectual property costs.

Other research and development costs associated with commercialisation projects in business units are included in the business unit segment results. In total, these costs increased 50% to US\$2.1 million, reflecting a greater number of projects in the development and commercialisation phase.

#### RESTRUCTURING AND OTHER OPERATING EXPENSES

There were no charges for restructuring and other operating expenses this quarter. In the same quarter of the previous year there was a charge of US\$9.1 million. This included a US\$4.4 million charge due to a decrease in the fair value of the pulp hedge contract that is required to be marked to market each quarter due to the implementation of a new US accounting standard on 1 April 2001, and US\$4.7 million relating to the corporate reorganisation.

#### EBIT (OPERATING PROFIT)

EBIT before restructuring and other operating expenses increased 35%, from US\$26.9 million to US\$36.4 million. The EBIT margin before restructuring and other operating expenses increased 0.2 of a percentage point compared to the same period last year, to 17.5%.

There were no charges for restructuring and other operating expenses in the quarter. As a result, EBIT increased 104% from US\$17.8 million to US\$36.4 million. The EBIT margin increased 6.1 percentage points.

USA Fibre Cement EBIT increased 44% from US\$28.2 million to US\$40.7 million due to strong sales volume growth driven by increased primary demand for fibre cement, higher average selling prices, lower unit cost of sales resulting from improved manufacturing efficiencies and lower raw material prices, partly offset by higher SG&A costs. The EBIT margin increased 1.6 percentage points to 26.3%.

Australia Fibre Cement EBIT increased 32% from US\$5.6 million to US\$7.4 million. In local currency, the increase was 24%. The stronger EBIT performance was due to higher sales

JAMES HARDIE 2ND QUARTER FY03 MD&A

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volumes and lower unit cost of sales. The EBIT margin increased 0.7 of a percentage point to 22.6%.

New Zealand Fibre Cement EBIT increased 20% from US\$1.5 million to US\$1.8 million. In local currency, the increase was 9%. The increase was primarily due to higher sales revenue and lower raw material prices, partly offset by higher SG&A costs. The EBIT margin decreased 2.2 percentage points to 13.4%.

Our Philippines business recorded a small operating loss for the quarter compared to a small profit in each of the previous two quarters. The loss was due to lower sales volumes and a decrease in manufacturing performance at the Philippines plant. The business was cash flow positive for the quarter.

Both USA FRC Pipes and Chile Fibre Cement incurred operating losses during the quarter as these businesses continued to ramp up.

General corporate costs decreased by US\$5.0 million from US\$13.2 million to US\$8.2 million. This decrease was primarily due to a US\$3.4 million charge related to our corporate restructuring and a US\$4.4 million charge for a decrease in the fair value of the pulp hedge contract incurred in the second quarter of the previous year, and not repeated in this quarter. Standard corporate costs increased primarily due to an increase in bonus accruals, in line with the significant improvement in operating profit.

#### NET INTEREST EXPENSE

Net interest expense decreased 39% from US\$4.1 million to US\$2.5 million. This was primarily due to a decrease in net borrowings following the receipt of proceeds from the sale of our Gypsum business in April 2002.

#### INCOME TAX EXPENSE

Income tax expense increased by US\$6.5 million from US\$3.7 million to US\$10.2 million, in line with with the increase in profits.

#### OPERATING PROFIT (INCOME) FROM CONTINUING OPERATIONS

Income from continuing operations increased by US\$13.0 million from US\$10.5 million in the second quarter of the previous year to US\$23.5 million in this quarter.

End.

JAMES HARDIE 2ND QUARTER FY03 MD&A

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#### NOTE

This Management's Discussion and Analysis document forms part of a package of information about the company's results. It should be read in conjunction with the other parts of this package, including a Media Release, a Management Presentation and a Finance Report.

#### DISCLAIMER

This report contains forward-looking statements. Words such as "believe," "anticipate," "plan," "expect," "intend," "target," "estimate," "project," "predict," "forecast," "guideline," "should," "aim" and similar expressions are intended to identify forward-looking statements but are not the exclusive means of identifying such statements. Forward-looking statements involve inherent risks and uncertainties. We caution you that a number of important factors could cause actual results to differ materially from the plans, objectives, expectations, estimates and intentions expressed in such forward-looking statements. These factors, which are further discussed in our reports submitted to the Securities and Exchange Commission on Forms 20-F and 6-K and in our other filings, include but are not limited to: competition and product pricing in the markets in which we operate; general economic and market conditions; compliance with, and possible changes in, environmental and health and safety laws; dependence on cyclical construction markets; the supply and cost of raw materials; our reliance on a small number of product distributors; the consequences of product failures or defects; exposure to environmental or other legal proceedings; and risks of conducting business internationally. We caution you that the foregoing list of factors is not exclusive and that other risks and uncertainties may cause actual results to differ materially from those contained

in forward-looking statements. Forward-looking statements speak only as of the date they are made.

[JAMES HARDIE LOGO]

## MANAGEMENT'S DISCUSSION AND ANALYSIS

14 November 2002

JAMES HARDIE INDUSTRIES N.V.  
RESULTS FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2002

USGAAP - US\$ MILLIONS	SIX MONTHS ENDED 30 SEPTEMBER		
	FY 2003	FY 2002	% CHANGE
<S>	<C>	<C>	<C>
NET SALES			
USA Fibre Cement	\$307.2	\$225.3	36
Asia Pacific Fibre Cement	96.7	76.8	26
Other Fibre Cement	3.9	2.0	95
	-----	-----	-----
TOTAL NET SALES	407.8	304.1	34
	=====	=====	=====
Net sales	\$407.8	\$304.1	34
Cost of goods sold	(260.3)	(202.5)	29
Gross profit	147.5	101.6	45
SG&A (includes R&D)	(75.2)	(61.4)	22
EBIT (Operating profit) before restructuring and other operating expenses	72.3	40.2	80
Restructuring and other operating expenses	--	(11.1)	(100)
EBIT (Operating profit)	72.3	29.1	148
Net interest expense	(5.4)	(9.4)	(43)
Other income/(expense), net	0.1	(0.7)	(114)
Operating profit (Income) from continuing operations before income taxes	67.0	19.0	253
Income tax expense	(20.5)	(4.9)	318
	-----	-----	-----
OPERATING PROFIT (INCOME) FROM CONTINUING OPERATIONS	\$ 46.5	\$ 14.1	230
	=====	=====	=====
NET OPERATING PROFIT (NET INCOME) INCLUDING DISCONTINUED OPERATIONS	\$100.5	\$ 9.5	--
	=====	=====	=====
Tax rate	30.6%	25.8%	
Volume (mmsf)			
USA Fibre Cement	677.5	496.5	36
Asia Pacific Fibre Cement	182.9	158.2	16
Average sales price per unit (per msf)			
USA Fibre Cement	US\$ 453	US\$ 454	--
Asia Pacific Fibre Cement	A\$ 852	A\$ 852	--

Unless otherwise stated, results are for continuing operations only and comparisons are of the first six months of the current fiscal year versus the first six months of the prior fiscal year.

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Media/Analysts enquiries, please call:

Greg Baxter, Senior Vice President Corporate Affairs: Telephone - 61 2 8274 5377  
Mobile - 0419 461 368

Email - greg.baxter@jameshardie.com.au

Steve Ashe, Vice President Investor Relations: Telephone - 61 2 8274 5246  
Mobile - 0408 164 011

Email - steve.ashe@jameshardie.com.au

Facsimile - 61 2 8274 5218

www.jameshardie.com

#### TOTAL NET SALES

Total net sales increased 34% compared to the same period of the previous year, from US\$304.1 million to US\$407.8 million.

Net sales from USA Fibre Cement increased 36% from US\$225.3 million to US\$307.2 million due to continued growth in sales volumes.

Net sales from Asia Pacific Fibre Cement increased 26% from US\$76.8 million to US\$96.7 million due to higher sales volumes.

Net sales from Other Fibre Cement increased 95% from US\$2.0 million to US\$3.9 million as the Chilean flat sheet business and the US-based FRC Pipes business continued to ramp up, following their start-up early in the 2001 calendar year.

#### USA FIBRE CEMENT

Sales revenue increased 36% from US\$225.3 million to US\$307.2 million.

Sales volume increased 36% from 496.5 million square feet to 677.5 million square feet, due to strong growth in primary demand for fibre cement, increased housing construction activity and sales from the Cemplank operations acquired in December 2001.

Buoyed by low mortgage rates, housing market activity remained healthy during the period despite a softening in consumer confidence.

There was strong volume growth across all major markets. Market share increased in the siding, backer and trim segments and in both the southern and northern regions of the country.

In the northern region, further market share was taken from the dominant siding material, vinyl. Market penetration strategies in the north, including the "Why Settle for Vinyl?" marketing campaign, helped to build awareness of our product's attributes among the region's builders, distributors and homeowners, and led to increased demand.

Strategies for further growth in the southern region, including an increased focus on repair and remodel markets and increased selling activity in rural areas, helped the business take additional market share from other siding materials in the region, particularly engineered wood.

In the interior cement board market, sales of Hardibacker 500(TM), our 1/2 inch backerboard that is manufactured using proprietary G2 technology, continued to grow strongly compared to the same period of the previous year. Sales also increased markedly for Harditrim(TM), vented soffits and Heritage(R) panels and the ColorPlus(TM) Collection of pre-finished siding.

The average selling price decreased by US\$1 compared to the same period of the previous year from US\$454 per thousand square feet to US\$453 per thousand square feet due to sales from our Cemplank operations that have historically been at lower selling prices.

#### JAMES HARDIE HALF YEAR FY03 MD&A

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During the period, we commenced construction of the 160 million square feet panel line at Waxahachie, Texas, and the pilot roofing products plant at Fontana, California. At the Peru plant in Illinois, we began to manufacture products on a newly commissioned second production line in September.

On 22 October 2002, we announced that our Blandon, Pennsylvania plant will undergo a US\$15.3 million upgrade that will increase annual production capacity from 120 million square feet to 200 million square feet to meet rapidly growing demand in the north-east region.

#### ASIA PACIFIC FIBRE CEMENT

Sales revenue for this segment increased 26% from US\$76.8 million to US\$96.7 million. Sales volume increased 16% from 158.2 million square feet to 182.9 million square feet.

#### AUSTRALIA FIBRE CEMENT

Sales revenue increased 26% from US\$48.8 million to US\$61.5 million. In local currency, the increase was 18%.

The growth in sales revenue was due to a 19% increase in sales volume, from 107.1 million square feet to 127.6 million square feet. This was partially offset by a 1% decrease in the average selling price due to aggressive pricing in the FRC Pipes business.

Demand for new residential housing remained at high levels during the period buoyed by a relatively strong economy, low interest rates and the continuation of the Government's First Home Buyer's Scheme.

The robust trading conditions led to higher sales for most products in most markets.

New housing approvals started to slow during the second half of the period, but this did not impact demand, as there is a 3-6 month lag between the start of house construction and the sale of our products.

During the period, we relocated our corrugate production line, which manufactures HardiFence(TM), from Perth to Brisbane.

#### NEW ZEALAND FIBRE CEMENT

Sales revenue increased 41% from US\$18.7 million to US\$26.3 million due to an increase in sales volume and a slight increase in the average selling price. In local currency, sales revenue increased 25%.

Sales volume increased 22% from 18.1 million square feet to 22.1 million square feet due to stronger demand arising from increased residential building activity, which is being fuelled by low and stable interest rates, high inflation in house selling prices and a stronger economy. Residential construction for the first half of the fiscal year increased 24% compared to the same period last year.

The new Linea(R) weatherboard cladding range of products launched in March 2002 continued to penetrate its targeted markets, taking market share from alternative products

#### JAMES HARDIE HALF YEAR FY03 MD&A

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such as brick. Linea(R) is a thicker, lightweight weatherboard that uses our proprietary low-density technology and offers a number of performance advantages over timber weatherboards, notably superior durability.

Despite the non-residential building market being weaker this period compared to the same period last year, sales of panel products such as Hardipanel(TM) Titan and Hardipanel(TM) Compressed sheet were up strongly during the period compared to the same period last year.

#### PHILIPPINES FIBRE CEMENT

Sales revenue decreased by 4% from US\$9.3 million to US\$8.9 million. In local currency, sales revenue decreased 5%. This was due to a decrease in the average net selling price.

Sales volume increased 1% compared to the same period of the previous year, from 33.0 million square feet to 33.4 million square feet due to increased demand in the domestic building board market, mostly offset by weaker export sales.

We continued to penetrate the domestic building boards market during the period, taking further share from the main competing material, plywood. Strong demand for HardiFlex(R) lite, a thinner, lighter sheet designed for ceiling applications, and Hardiflex(R) 4.5mm, used in ceiling and internal wall applications, continued during the period.

During the period we launched our first plank product, Hardiplank(TM) Select Cedarmill, which is being marketed to architects and developers. The launch of plank is expected to increase sales to large residential projects.

The average net selling price decreased 6% compared to the same period of the previous year due to a decrease in sales of higher-priced exports.

#### OTHER FIBRE CEMENT

#### CHILE FIBRE CEMENT

Our Chilean operation, which began commercial production in March 2001, continued to penetrate the market at its targeted rate.

Despite deterioration in market conditions during the period, sales revenue and volumes were significantly better than the same period of last year. A larger than normal decline in construction activity in the second half of the period associated with winter weather conditions and the impact of regional economic instability were responsible for the weaker market conditions.

The business also moved to the next stage of its market penetration strategy

with the launch of new interior and exterior products. These include Hardibacker, for interior applications, and textured panels and planks, for exterior cladding, both of which are targeted at larger scale builders working mainly in the social housing segment.

Strong sales growth continued for EconoBoard(TM), which is targeted to builders of small-scale homes and additions and the "Do-It-Yourself" market distributed through retail stores, and Duraboard(TM), also targeted to the social housing segment.

JAMES HARDIE HALF YEAR FY03 MD&A

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Highly competitive market conditions and aggressive pricing strategies continued during the period. Despite this, sales of higher-priced, differentiated products helped increase the average selling price compared to the same period last year.

USA FRC PIPES

Our FRC Pipes business continued to penetrate the south-east market of the United States and improve its operational efficiencies. Sales revenue and volumes more than doubled compared to the same period last year.

Sales volumes have continued to grow since the business began operating early in calendar year 2001, as awareness among construction contractors has increased and as the product range has been progressively expanded.

The current product range of 12" to 36" diameter drainage pipes allows us to compete for an increased number of construction projects in the south-east market. Sales of our larger diameter pipes (30" to 36") continued to grow strongly, in particular, during the second half of the period.

We estimate that our share of the large diameter drainage pipes in the south-east has lifted to 10%.

Competition has reacted to our market entry with aggressive pricing. As a result, our average net selling price decreased 19% compared to the same period of the previous year.

This is being offset by unit production costs which have started to decline as significant improvements in manufacturing efficiencies are being achieved.

The US civil construction market remains buoyant. In Florida, activity is increasing due to the start of projects funded by TEA-21 and the Florida State Mobility Act, both of which involve significant increases in government spending on highway construction.

GROSS PROFIT

Gross profit increased 45% from US\$101.6 million to US\$147.5 million due to strong improvements in USA Fibre Cement and Asia Pacific Fibre Cement. The gross profit margin increased 2.8 percentage points to 36.2%.

USA Fibre Cement gross profit increased 44% due to higher sales volumes and lower unit cost of sales. The gross profit margin increased 2.0 percentage points.

Asia Pacific Fibre Cement gross profit increased 43% following strong improvements from all businesses. Increased volumes, lower raw material costs and improved manufacturing efficiencies were major factors in the improved results. The gross profit margin increased 4.4 percentage points.

JAMES HARDIE HALF YEAR FY03 MD&A

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SELLING, GENERAL AND ADMINISTRATIVE (SG&A) EXPENSES

SG&A expenses increased 22% compared to the same period last year from US\$61.4 million to US\$75.2 million. This increase was mainly due to the funding of growth initiatives in the USA and Europe, and an increase in bonus accruals in line with the significant improvement in operating profit. However, SG&A expenses were 1.8 percentage points lower as a percentage of sales at 18.4%.

RESEARCH AND DEVELOPMENT (R&D) EXPENSES

Research and development includes costs associated with 'core' research projects that are aimed at benefiting all fibre cement business units. These costs are recorded as 'corporate costs' in the Research and Development segment rather than being attributed to individual business units. These costs were flat at US\$4.1 million compared to the same period in the prior year.

Other research and development costs associated with commercialisation projects in business units are included in the business unit segment results. In total, these costs increased 20% to US\$3.6 million, reflecting a greater number of projects in the development and commercialisation phase.

RESTRUCTURING AND OTHER OPERATING EXPENSES

There were no charges for restructuring and other operating expenses in the current period. In the same period of the previous year, there was a charge of US\$11.1 million. This included a US\$6.4 million charge for the decrease in the fair value of the company's pulp hedge contract, required to be marked to market each quarter due to the implementation of a new US accounting standard on 1 April 2001, and US\$4.7 million relating to the corporate reorganisation.

#### EBIT (OPERATING PROFIT)

EBIT before restructuring and other operating expenses increased 80% from US\$40.2 million to US\$72.3 million. The EBIT margin before restructuring and other operating expenses increased 4.6 percentage points compared to the same period last year, to 17.8%.

There were no charges for restructuring and other operating expenses in the period. As a result, EBIT increased 148% from US\$29.1 million to US\$72.3 million. The EBIT margin increased 8.3 percentage points.

USA Fibre Cement EBIT increased 52% from US\$52.4 million to US\$79.5 million due to strong sales volume growth driven by increased primary demand for fibre cement, lower unit cost of sales from improved manufacturing efficiencies and lower raw material prices, partly offset by higher SG&A costs. The EBIT margin increased 2.6 percentage points to 25.9%.

Australia Fibre Cement EBIT increased 57% from US\$8.8 million to US\$13.8 million. In local currency, the increase was 47%. The stronger EBIT performance was due to higher sales volume and lower unit cost of sales, partly offset by higher SG&A costs. The EBIT margin increased 4.4 percentage points to 22.4%.

#### JAMES HARDIE HALF YEAR FY03 MD&A

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New Zealand Fibre Cement EBIT increased 44% from US\$2.5 million to US\$3.6 million. In local currency, the increase was 31%. The increase was primarily due to higher sales revenue and lower raw material prices, partly offset by higher SG&A costs. The EBIT margin increased 0.3 of a percentage point to 13.7%.

Our Philippines business recorded a small operating loss for the half year. The loss was primarily due to a decrease in manufacturing performance at the Philippines plant in the second quarter. The business was cash flow positive for the period.

Both USA FRC Pipes and Chile Fibre Cement incurred operating losses during the period as these businesses continued to ramp up.

General corporate costs decreased by US\$9.6 million from US\$24.3 million to US\$14.7 million. This decrease was primarily due to a US\$4.7 million charge related to our corporate restructuring and a US\$6.4 million charge for a decrease in the fair value of the pulp hedge contract incurred in the six months ended 30 September 2001, and not repeated in the current period. Standard corporate costs increased primarily due to an increase in bonus accruals, in line with the significant improvement in operating profit.

#### NET INTEREST EXPENSE

Net interest expense decreased 43% from US\$9.4 million to US\$5.4 million. This was primarily due to a decrease in net borrowings following the receipt of proceeds from the sale of our Gypsum business in April 2002.

#### INCOME TAX EXPENSE

Income tax expense increased by US\$15.6 million from US\$4.9 million to US\$20.5 million, in line with the increase in profits.

#### OPERATING PROFIT (INCOME) FROM CONTINUING OPERATIONS

Income from continuing operations increased by US\$32.4 million from US\$14.1 million in the six months ended 30 September 2001 to US\$46.5 million in the current period.

#### DISCONTINUED OPERATIONS

In fiscal year 2002, we successfully completed the transformation of our company into a purely fibre cement business when we sold our Windows business and signed a definitive agreement to sell our US-based Gypsum operations. We completed the sale of our Gypsum operations on 25 April 2002. We recorded a net profit from discontinued operations of US\$54.0 million in the current period, primarily due to the sale of our Gypsum operations.

#### JAMES HARDIE HALF YEAR FY03 MD&A

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#### LIQUIDITY AND CAPITAL RESOURCES

We have historically met our working capital needs and capital expenditure requirements through a combination of cash flow from operations, proceeds from the divestiture of businesses, credit facilities, proceeds from the sale of property, plant and equipment and proceeds from the redemption of investments.



Seasonal fluctuations in working capital generally have not had a significant impact on our short-term or long-term liquidity. We believe that we can meet our present working capital requirements for at least the next 12 months based on our current capital resources.

We had cash and cash equivalents of US\$321.8 million as of 30 September 2002. This amount will decrease after the following have been paid: the shareholder approved capital return of the Euro equivalent of 20 cents per share, rounded upwards to the nearest whole Euro cent; the dividend declared of US 5.0 cents per share; taxes on the gain on sale of our Gypsum operations, which is being paid over four instalments; and an estimated prepayment of US\$60.0 million of notes and any make-whole payments of approximately \$5.0 million to \$6.0 million (US\$3.1 million to US \$3.7 million after tax). At 30 September 2002, we also had credit facilities totalling US\$458.4 million of which US\$231.1 million was outstanding.

<TABLE>  
<CAPTION>

DESCRIPTION	EFFECTIVE INTEREST	TOTAL FACILITY AT	PRINCIPAL
	RATE AT 30 SEP 2002	30 SEP 2002	OUTSTANDING AT 30 SEP 2002
	-----	-----	-----
	(In millions of US\$)		
<S>	<C>	<C>	<C>
US\$ notes, fixed interest, repayable annually in varying tranches from 2004 through 2013	7.09%	\$ 225.0	\$ 225.0
A\$ revolving loan, can be drawn down in either US\$ or A\$, variable interest based on US\$ LIBOR or A\$ bank bill rate plus margin, can be repaid and redrawn until maturity, where US\$87.2 has a maturity of November 2005, with the extension of the balance still in process	N/A	108.9	--
US\$ stand-by loan, can be drawn down in either US\$ or A\$, variable interest based on US\$ LIBOR or A\$ bank bill rate plus margin, until maturity, where US\$102.5 has a maturity of October 2003, with the extension of the balance still in process	N/A	117.5	--
US\$ line of credit, can be drawn down in Chilean Pesos, variable interest based on Chilean Tasa Activa Bancaria rate plus margin, maturity December 2003	5.52%	7.0	6.1
		-----	-----
TOTAL		\$ 458.4	\$ 231.1
		=====	=====

</TABLE>

JAMES HARDIE HALF YEAR FY03 MD&A

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As a result of the completion of the sale of our Gypsum business on 25 April 2002, we were not technically in compliance as of that date with certain pre-approval covenants of our US\$ non-collateralised note agreements. We are currently in discussions with the note holders with respect to either the waiver or the renegotiation of such covenants.

#### CASH FLOW

Net operating cash inflows increased by US\$56.3 million to US\$72.6 million for the six months ended 30 September 2002 compared to the same period in the prior year. The increase in cash flow was primarily due to the increase in operating profit in this period, excluding the gain on disposal of our Gypsum business.

Net investing activities produced a cash inflow of US\$310.6 million for the six months ended 30 September 2002 compared to a cash outflow of US\$33.3 million for the same period in the prior year. The six-month period ended 30 September 2002 reflects proceeds received from the sale of our Gypsum business and lower capital expenditures compared to the same period in the prior year.

Net financing produced a cash outflow of US\$93.4 million for the six months ended 30 September 2002 compared to a cash inflow of US\$28.7 million for the same period in the prior year. The cash outflow in the current period was mainly due to repayment of borrowings from proceeds received from the sale of our Gypsum business in April 2002. In the same period last year, proceeds from the issuance of shares more than offset the net repayment of borrowings and payment of a dividend.

End.

This Management's Discussion and Analysis document forms part of a package of information about the company's results. It should be read in conjunction with the other parts of this package, including a Media Release, a Management Presentation and a Finance Report.

DISCLAIMER

This report contains forward-looking statements. Words such as "believe," "anticipate," "plan," "expect," "intend," "target," "estimate," "project," "predict," "forecast," "guideline," "should," "aim" and similar expressions are intended to identify forward-looking statements but are not the exclusive means of identifying such statements. Forward-looking statements involve inherent risks and uncertainties. We caution you that a number of important factors could cause actual results to differ materially from the plans, objectives, expectations, estimates and intentions expressed in such forward-looking statements. These factors, which are further discussed in our reports submitted to the Securities and Exchange Commission on Forms 20-F and 6-K and in our other filings, include but are not limited to: competition and product pricing in the markets in which we operate; general economic and market conditions; compliance with, and possible changes in, environmental and health and safety laws; dependence on cyclical construction markets; the supply and cost of raw materials; our reliance on a small number of product distributors; the consequences of product failures or defects; exposure to environmental or other legal proceedings; and risks of conducting business internationally. We caution you that the foregoing list of factors is not exclusive and that other risks and uncertainties may cause actual results to differ materially from those contained in forward-looking statements. Forward-looking statements speak only as of the date they are made.



# 2<sup>nd</sup> Quarter & Half Year Results

14 November 2002

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## Agenda

- > **Overview – Peter Macdonald, CEO**
- > **Financial Review – Phillip Morley, CFO**
- > **Operating Review – Peter Macdonald, CEO**
- > **Questions and Answers**



## Very Positive 2nd Quarter and Half Year Performance

### 2nd Quarter and Half Year FY'03

		<u>Q2 '03</u>		<u>HY '03</u>
Net Sales*	up	34%	up	34%
Gross Profit*	up	37%	up	45%
EBIT*	up	104%	up	148%
Operating Profit*	up	124%	up	230%
Net Operating Profit	up	137%	up	958%

\* Continuing businesses only  
All results are versus PCP



## Strong Growth Momentum Continued

### 2nd Quarter

- > USA Fibre Cement EBIT up 44%
- > Solid performance in Asia Pacific Fibre Cement
  - Australia EBIT up 32%
  - New Zealand EBIT up 20%
  - Philippines – small loss



# Financial Review

Phillip Morley, CFO

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## Income Statement

US\$ Million	Q2 '03	Q2 '02	% Change
Net Sales	207.6	155.5	34
Gross Profit	76.4	55.8	37
SG&A	(40.0)	(28.9)	38
EBIT before restructuring and other operating expenses	36.4	26.9	35
Restructuring and other operating expenses	-	(9.1)	(100)
EBIT	36.4	17.8	104
Net Interest Expense	(2.5)	(4.1)	(39)
Other Income (Expense), Net	(0.2)	0.5	(140)
Income Tax Expense	(10.2)	(3.7)	176
Operating Profit	23.5	10.5	124

Continuing businesses only





## Income Statement

US\$ Million	<u>HY '03</u>	<u>HY '02</u>	<u>% Change</u>
Net Sales	407.8	304.1	34
Gross Profit	147.5	101.6	45
SG&A	(75.2)	(61.4)	22
EBIT before restructuring and other operating expenses	72.3	40.2	80
Restructuring and other operating expenses	-	(11.1)	(100)
EBIT	72.3	29.1	148
Net Interest Expense	(5.4)	(9.4)	(43)
Other Income (Expense), Net	0.1	(0.7)	(114)
Income Tax Expense	(20.5)	(4.9)	318
Operating Profit	46.5	14.1	230

Continuing businesses only



## Segment Sales

US\$ Million	<u>Q2 '03</u>	<u>Q2 '02</u>	<u>% Change</u>
USA Fibre Cement	154.7	114.1	36
Asia Pacific Fibre Cement	50.4	40.2	25
Other Fibre Cement	2.5	1.2	108
Total	<u>207.6</u>	<u>155.5</u>	<u>34</u>

Continuing businesses only



## Segment Sales

US\$ Million	<u>HY '03</u>	<u>HY '02</u>	<u>% Change</u>
USA Fibre Cement	307.2	225.3	36
Asia Pacific Fibre Cement	96.7	76.8	26
Other Fibre Cement	3.9	2.0	95
Total	<u>407.8</u>	<u>304.1</u>	<u>34</u>

Continuing businesses only



# EBIT

US\$ Million	Q2 '03	Q2 '02	% Change
USA Fibre Cement	40.7	28.2	44
Asia Pacific Fibre Cement	8.9	6.7	33
Other Fibre Cement	(2.1)	(1.9)	11
R & D	(2.9)	(2.0)	45
Total Segment EBIT	44.6	31.0	44
Corporate Costs	(8.2)	(13.2)	(61)
Total EBIT	36.4	17.8	104

Continuing businesses only



# EBIT

US\$ Million	<u>HY '03</u>	<u>HY '02</u>	<u>% Change</u>
USA Fibre Cement	79.5	52.4	52
Asia Pacific Fibre Cement	17.2	10.0	72
Other Fibre Cement	(4.3)	(4.4)	(2)
R & D	(5.4)	(4.6)	17
Total Segment EBIT	87.0	53.4	63
Corporate Costs	(14.7)	(24.3)	(40)
Total EBIT	72.3	29.1	148

Continuing businesses only



## Net Interest Expense

US\$ Million	<u>Q2 '03</u>	<u>Q2 '02</u>	<u>% Change</u>
Net Interest Expense	2.5	4.1	(39)
	<u>HY '03</u>	<u>HY '02</u>	<u>% Change</u>
Net Interest Expense	5.4	9.4	(43)

Average net borrowings decreased following receipt of proceeds from the sale of Gypsum business in April 2002

Note: Estimated "make-whole" fees of approximately US\$5-US\$6M (US\$3.1M-US\$3.7M after tax) as a result of gypsum sale, expected to be incurred in Q3'03



## Income Tax Expense

US\$ Million	<u>Q2 '03</u>	<u>Q2 '02</u>	<u>% Change</u>
Income Tax Expense	10.2	3.7	176
	<u>HY '03</u>	<u>HY '02</u>	<u>% Change</u>
Income Tax Expense	20.5	4.9	318



# EBITDA

US\$ Million	Q2 '03	Q2 '02	% Change
USA Fibre Cement	45.2	31.8	42
Asia Pacific Fibre Cement	10.8	9.1	19
Other Fibre Cement	(2.0)	(1.9)	5
R & D	(2.9)	(2.0)	45
Total Segments	51.1	37.0	38
Corporate	(8.2)	(13.2)	(38)
Total	42.9	23.8	80

EBITDA = EBIT before depreciation and amortisation  
Continuing businesses only





## EBITDA

US\$ Million	<u>HY '03</u>	<u>HY '02</u>	<u>% Change</u>
USA Fibre Cement	88.8	59.3	50
Asia Pacific Fibre Cement	21.3	14.7	45
Other Fibre Cement	(4.2)	(4.4)	(5)
R & D	(5.4)	(4.6)	17
Total Segments	100.5	65.0	55
Corporate	(14.7)	(24.1)	(39)
Total	85.8	40.9	110

EBITDA = EBIT before depreciation and amortisation  
Continuing businesses only



## Capital Expenditure

US\$ Million	Capital Expenditure		Depreciation	
	<u>Q2 '03</u>	<u>Q2 '02</u>	<u>Q2 '03</u>	<u>Q2 '02</u>
USA Fibre Cement	12.6	10.8	4.4	3.5
Asia Pacific Fibre Cement	3.2	1.6	1.9	2.4
Other Fibre Cement	0.5	0.4	0.1	-
<b>Total Segments</b>	<b>16.3</b>	<b>12.8</b>	<b>6.4</b>	<b>5.9</b>

Continuing businesses only



## Capital Expenditure

US\$ Million	Capital Expenditure		Depreciation	
	<u>HY '03</u>	<u>HY '02</u>	<u>HY '03</u>	<u>HY '02</u>
USA Fibre Cement	19.2	32.3	9.2	6.9
Asia Pacific Fibre Cement	4.2	3.6	4.1	4.7
Other Fibre Cement	0.7	2.6	0.1	0.1
Total Segments	24.1	38.5	13.4	11.7

Continuing businesses only



## Key Ratios

	<u>HY '03</u>	<u>FY '02</u>	<u>FY '01</u>	<u>FY '00</u>	
EPS (Basic) *	10.2c	6.1c	7.2c	6.0c	
Return on Shareholders Funds	35.1%	9.0%	14.5%	58.0%	
Return on Capital Employed *	26.3%	8.3%	8.5%	14.0%	
EBIT/Sales *	17.8%	7.7%	7.6%	11.7%	
EBIT/Assets *	14.8%	6.7%	6.1%	9.0%	
Gearing	$\frac{\text{Net debt}}{\text{Net debt \& Equity}}$	(24.1%)	44.7%	56.1%	48.8%
Net Interest Cover *	13.4x	2.9x	3.1x	2.9x	

\*Continuing businesses only  
EBIT/Assets: EBIT for HY03 annualised



## Economic Profit

US\$ Million	<u>HY'03</u>	<u>FY'02*</u>
NOPAT	56.1	53.5
Average Capital	622.4	583.7
WACC Rate	9.8%	9.8%
Capital Charge	30.5	57.2
Economic Profit	25.6	(3.7)

\*Restated using updated WACC Rate for FY'03; USGAAP; excluding Gypsum



# Operating Review

Peter Macdonald, CEO

---



# USA Fibre Cement





### Strong 2nd Quarter Result

Net Sales	up	36% to US\$154.7 million
Sales Volume	up	34% to 337.7 mmsf
Average Prices	up	1% to US\$458 per msf
EBIT	up	44% to US\$40.7 million
EBIT Margin	up	1.6 pts to 26.3%





## 2nd Quarter Trading Conditions

- > Softer consumer confidence but increased housing construction activity
- > Strong demand across all major markets
- > Low housing inventory levels
- > Low interest rates



## USA Fibre Cement

### Key Points

- > Continued growth in primary demand
- > Strong growth in northern and southern regions
- > Further penetration of siding, backer and trim segments
- > Growth in sales of higher-priced differentiated products
- > Commenced construction of panel line at Waxahachie, Texas plant and roofing pilot plant in California
- > Commissioned 2<sup>nd</sup> line at Peru, Illinois plant



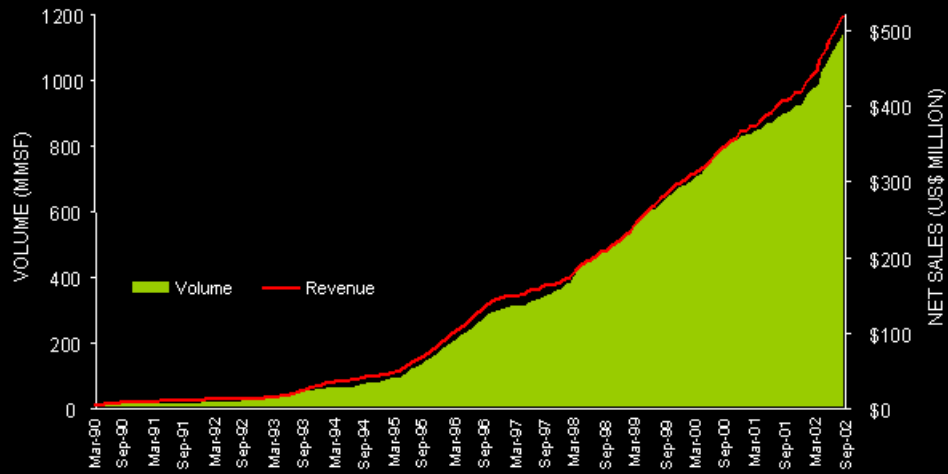
### **Bandon, Pennsylvania Plant Expansion**

- > US\$15.3 million upgrade to accommodate growing demand in north-east
- > Capacity being boosted from 120 mmsf to 200 mmsf
- > Removal of 40 mmsf line
- > Cost savings and operating efficiencies
- > Completion expected mid-2003



# USA Fibre Cement

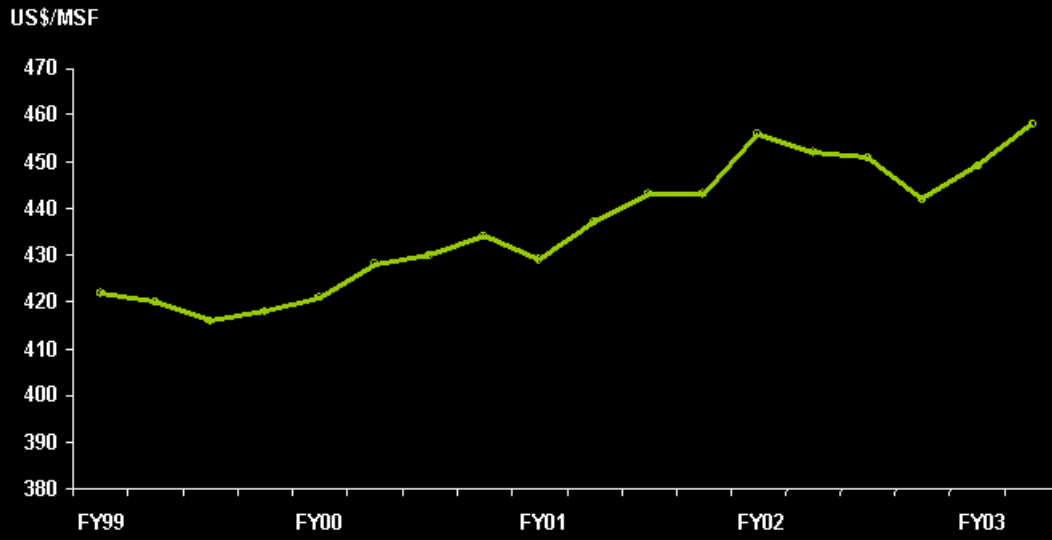
## Continued Strong Revenue and Volume Growth – Revenue Growth Outstripping Volume Growth





# USA Fibre Cement

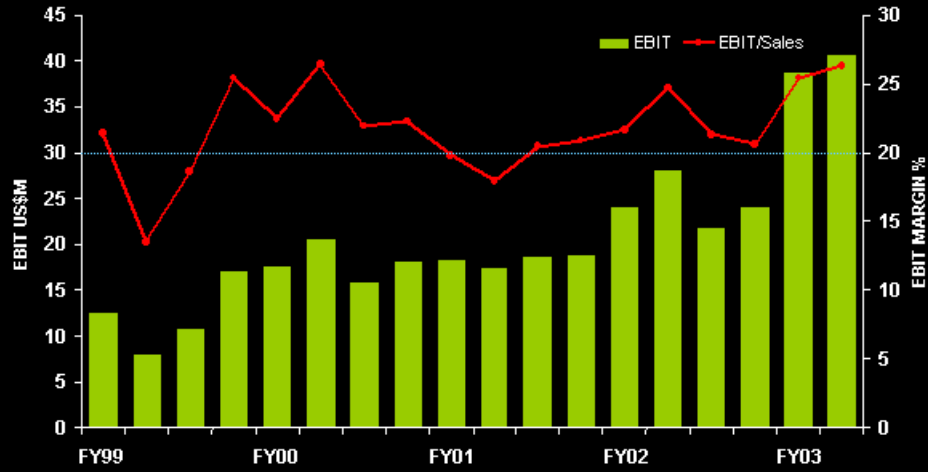
## Average Quarterly Selling Price





# USA Fibre Cement

## EBIT and EBIT Margin \*



\*Excluding restructuring and other operating expenses



## USA Fibre Cement

### Strategy

- > Aggressively grow market for fibre cement
- > Grow our overall market position while defending our share in existing market segments
- > Offer products with superior value to that of competitors, introducing differentiated products to reduce direct price competition
- > Optimise earnings with desired rate of market penetration



## USA Fibre Cement

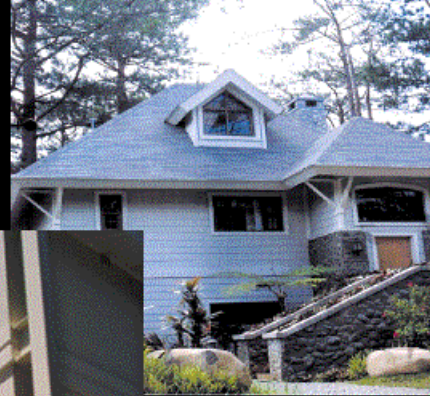
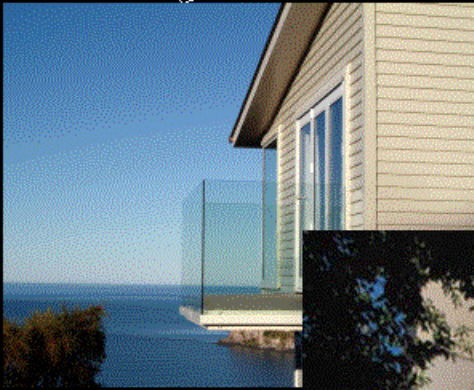
### Outlook

- Continued growth in primary demand
- Strong penetration and market share growth
  - Further penetration of southern and northern regions
  - Continued growth for differentiated products
- Housing activity to continue at high levels
  - Low interest rates
  - Low inventory levels
  - Long order backlogs
- Strong EBIT performance expected, but will reflect normal seasonal slowdown





# Asia Pacific Fibre Cement





## Asia Pacific Fibre Cement

### 2nd Quarter Result

Net Sales	up	25% to US\$50.4 million
Sales Volume	up	14% to 95.5 mmsf
EBIT	up	33% to US\$8.9 million
EBIT Margin	up	1.0 pt to 17.7%



## Asia Pacific Fibre Cement

### Strategy

- > Grow primary demand for fibre cement
- > Focus on supply chain efficiencies across the region
- > Ongoing manufacturing improvements to further lower cost of production
- > Introduce new differentiated products to increase share in existing markets
- > Grow the Asian market through participation in strategic markets



## Asia Pacific Fibre Cement

### Australia - Key Points

- > Volume up 21% buoyed by strong building activity
- > Low interest rates and Government's First Home Owners Scheme helped fuel demand
- > Gross profit up 24%, EBIT up 32%
- > EBIT margin improved to 22.6%
- > Corrugate line relocated from Perth to Brisbane



## Asia Pacific Fibre Cement

### Australia - Outlook

- > Housing market to remain healthy but some softening expected
- > Continued growth in volumes and category share
- > New products introduced
- > Higher prices



## Asia Pacific Fibre Cement

### New Zealand - Key Points

- > Volume up 22%, revenue up 24% in local currency
- > Increased residential building activity helped lift demand
- > New products penetrating targeted markets at fast rate
- > Strong panel sales in non-residential sector
- > Increased SG&A costs due to new products
- > Gross Profit up 48%, EBIT up 20%, EBIT margin at 13.4%



## **New Zealand - Outlook**

- > Increased residential building activity
- > Strong demand may slow in short term from adverse spring weather
- > Growth in sales of higher priced products
- > Improved profitability



## Asia Pacific Fibre Cement

### Philippines - Key Points

- > Volume down 10% due to weaker export sales
- > Severe typhoon season but domestic sales continued to improve
- > Further market share taken from plywood
- > Strong demand for new products such as HardiFlex<sup>®</sup> lite
- > Plank product launched – Hardiplank<sup>™</sup> Select Cedarmill
- > Temporary decline in manufacturing performance
- > Small operating loss, cash flow positive





## Asia Pacific Fibre Cement

### Philippines - Outlook

- > Improved seasonal conditions to lift building and construction activity
- > Increased domestic demand for new products
- > Further market penetration against plywood targeted
- > Plant manufacturing performance to lift
- > Soft export sales expected in short term



### Chile Fibre Cement – Key Points

- > Continued to penetrate market at targeted rate
- > Revenue and volumes up significantly despite softer economic conditions
- > New exterior and interior products launched
- > Highly competitive market conditions



### Chile Fibre Cement – Outlook

- > Further market penetration and share growth expected from:
  - > Superior products
  - > New products
  - > Growing brand awareness
  - > Distribution relationships
- > Intense price competition to continue
- > Higher average price from growth in sales of new products



## Other Fibre Cement

### FRC Pipes – Key Points

- > Sales growth and market penetration continued
- > Revenue doubled and volume almost doubled against Q1 of FY03
- > Strong growth in sales of largest diameter pipes (30" – 36")
- > Lifted share to 10% of large diameter drainage pipes segment in south-east
- > Intense competition continued – prices down 15% against last year
- > Unit costs reducing



### **FRC Pipes – Outlook**

- > Continued market penetration as awareness increases
- > Further improvements to plant performance
- > Lower unit costs
- > Competitive pressures expected to keep pricing weak



## Research & Development

- > Key driver of growth
- > Core projects
  - engineered raw materials
  - product formulations
  - engineering and process technologies
  - lightweight and durable products for all climates
- > Sustainable competitive advantage continuing to be built



- > Relatively healthy trading conditions in our major markets expected to continue in near term
- > Strong growth momentum in major businesses is continuing
  - > USA – strong penetration and market share growth
  - > Asia Pacific – revenue growth and operating efficiency
  - > Entering slower building seasons in major markets



# Questions and Answers





## Disclaimer

### Notes

1. *Unless otherwise stated, results are for continuing operations only and comparisons are of the 2nd quarter of the current fiscal year versus the 2nd quarter of the prior fiscal year.*
2. *This Management Presentation forms part of a package of information about the company's results. It should be read in conjunction with the other parts of this package, including Management's Discussion and Analysis (MD&A), a Media Release and a Finance Report.*

### Disclaimer

*This presentation contains forward-looking statements. Words such as "believe," "anticipate," "plan," "expect," "intend," "target," "estimate," "project," "predict," "forecast," "guideline," "should," "aim" and similar expressions are intended to identify forward-looking statements but are not the exclusive means of identifying such statements. Forward-looking statements involve inherent risks and uncertainties. We caution you that a number of important factors could cause actual results to differ materially from the plans, objectives, expectations, estimates and intentions expressed in such forward-looking statements. These factors, which are further discussed in our reports submitted to the Securities and Exchange Commission on Forms 20-F and 6-K and in our other filings, include but are not limited to: competition and product pricing in the markets in which we operate; general economic and market conditions; compliance with, and possible changes in, environmental and health and safety laws; dependence on cyclical construction markets; the supply and cost of raw materials; our reliance on a small number of product distributors; the consequences of product failures or defects; exposure to environmental or other legal proceedings; and risks of conducting business internationally. We caution you that the foregoing list of factors is not exclusive and that other risks and uncertainties may cause actual results to differ materially from those contained in forward-looking statements. Forward-looking statements speak only as of the date they are made.*

James Hardie Industries N.V.  
ARBN 097 829 895

## ASX Report

30 SEPTEMBER 2002  
APPENDIX 4B (RULE 4.13(B))

## HALF YEARLY REPORT

Name of entity

JAMES HARDIE INDUSTRIES N.V.  
INCORPORATED IN THE NETHERLANDS  
(THE LIABILITY OF THE MEMBERS IS LIMITED)

INCORPORATED IN THE NETHERLANDS (THE LIABILITY OF THE MEMBERS IS LIMITED)

<TABLE>  
<CAPTION>

ARBN	Half yearly	Preliminary final	Half year/financial year ended ( 'current period' )
----	-----	-----	-----
<S>	<C>	<C>	<C>
097 829 895	X		30-SEPTEMBER-02

&lt;/TABLE&gt;

FOR ANNOUNCEMENT TO THE MARKET

US\$ MILLION

<TABLE>	
<S>	<C>
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Sales revenue (item 1.23)	Up 34.1% to
407.8	
Revenues from ordinary activities (item 1.1)	Up 34.3% to
410.2	
Profit (loss) from continuing, ordinary operations after tax (item 1.7a)	Up 229.8% to
46.5	
Profit (loss) from discontinued operations after tax (item 1.7b)	Up \$58.6 million to
54.0	
Profit (loss) from ordinary activities after tax attributable to members (item 1.22)	Up 957.9% to
100.5	
Profit (loss) from extraordinary items after tax attributable to members (item 2.5)	Gain (loss) of
--	
Net profit (loss) for the period attributable to members (item 1.11)	Up 957.9% to
100.5	

&lt;/TABLE&gt;

<TABLE>  
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per	Amount per security	Franked amount
DIVIDENDS (DISTRIBUTIONS)	cents	security
-----	-----	-----
<S>	<C>	<C>
Final dividend (Preliminary final report only - item 15.4)	--	--
Interim dividend (Half yearly report only - item 15.6)		
- Declared September 2002	US 5.0 (cent)	--
- Declared November 2002	US 2.5 (cent)	--
Total	US 7.5 (cent)	--
Previous corresponding period		
Final dividend (Preliminary final report - item 15.5)	--	--
Interim dividend (Half yearly report only - item 15.7)	--	--

&lt;/TABLE&gt;

<TABLE>  
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 Record date for determining entitlements to the  
 dividend, (in the case of a trust, distribution)  
 (see item 15.2)  
 </TABLE>

<C>

14 January 2003

Brief explanation of omission of directional and percentage changes to profit in  
 accordance with Note 1 and short details of any bonus or cash issue or other  
 item(s) of importance not previously released to the market:

Not applicable

1  
 JAMES HARDIE INDUSTRIES N.V.

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL PERFORMANCE

<TABLE>  
 <CAPTION>

Previous corresponding period 30 Sep 01 A\$ million		Current period 30 Sep 02 US\$ MILLION	Previous corresponding period 30 Sep 01 US\$ MILLION	Current period 30 Sep 02 A\$ million
<S>	<C>	<C>	<C>	<C>
1.0a 592.3	Sales revenue (see item 1.23)	407.8	304.1	742.0
1.0b 2.7	Other revenues from ordinary activities (see items 1.24-- 1.25)	2.4	1.4	4.4
1.1 595.0	Revenues from ordinary activities (see items 1.23-- 1.25)	410.2	305.5	746.4
1.2 (537.0)	Expenses from ordinary activities (see items 1.26a-- 1.26e)	(335.4)	(275.7)	(610.2)
1.3 (21.0)	Borrowing costs (excluding interest revenue-- item 1.24)	(7.8)	(10.8)	(14.2)
1.4 --	Share of net profits (losses) of associates and joint venture entities (see item 16.7)	--	--	--
1.5 37.0	PROFIT (LOSS) FROM CONTINUING, ORDINARY ACTIVITIES BEFORE TAX	67.0	19.0	122.0
1.6 (9.5)	Income tax on continuing ordinary activities	(20.5)	(4.9)	(37.3)
1.7a 27.5	PROFIT (LOSS) FROM CONTINUING, ORDINARY ACTIVITIES AFTER TAX	46.5	14.1	84.7
1.7b (9.0)	Profit (loss) from ordinary activities of discontinued operations after tax	54.0	(4.6)	98.3
1.7c 18.5	PROFIT (LOSS) FROM ORDINARY ACTIVITIES AFTER TAX	100.5	9.5	183.0
1.8a --	Profit (loss) from extraordinary items after tax (see item 2.5)	--	--	--
1.8b --	Cumulative effect of a change in accounting principle after tax	--	--	--

1.9	NET PROFIT (LOSS)	100.5	9.5	183.0
18.5				
1.10	Net profit (loss) attributable to outside equity interests	--	--	--
--		-----	-----	-----
1.11	NET PROFIT (LOSS) FOR THE PERIOD ATTRIBUTABLE TO MEMBERS	100.5	9.5	183.0
18.5		-----	-----	-----

</TABLE>

NON-OWNER TRANSACTION CHANGES IN EQUITY

<TABLE>			
<S>	<C>	<C>	<C>
1.12	Increase (decrease) in revaluation reserves	--	--
1.13	Net exchange differences recognized in equity	14.7	(4.9)
1.14a	Stock compensation	1.1	0.6
1.14b	Employee loans	0.1	2.4
1.14c	Unrealised transition loss on derivative instruments classified as cash flow hedges	--	(4.9)
1.14d	Amortization of unrealised transition loss on derivative instruments	0.6	0.5
1.14e	Net unrealised gains on available-for-sale securities	0.1	1.3
1.15	Initial adjustments from UIG transitional provisions	N/A	N/A
1.16	Total transactions and adjustments recognized directly in equity (items 1.12 to 1.15)	16.6	(5.0)
1.17	TOTAL CHANGES IN EQUITY NOT RESULTING FROM TRANSACTIONS WITH OWNERS AS OWNERS	117.1	4.5

</TABLE>

EARNINGS PER SECURITY (EPS)

<TABLE>			
<S>	<C>	<C>	<C>
1.18	Basic EPS	0.22	0.02
1.19	Diluted EPS	0.22	0.02

</TABLE>

NOTES TO THE CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL PERFORMANCE

PROFIT (LOSS) FROM ORDINARY ACTIVITIES ATTRIBUTABLE TO MEMBERS

<TABLE>  
<CAPTION>

Previous		Current
corresponding		period
period		30 Sep 02
30 Sep 01		US\$ million
US\$ million		-----
<S>	<C>	<C>
<C>		
1.20	Profit (loss) from ordinary activities after tax (item 1.7c)	100.5
9.5		
1.21	Less (plus) outside equity interests	--
--		-----

1.22	PROFIT (LOSS) FROM ORDINARY ACTIVITIES AFTER TAX, ATTRIBUTABLE TO MEMBERS	100.5
9.5		

</TABLE>

REVENUE AND (EXPENSES) FROM CONTINUING, ORDINARY ACTIVITIES

<TABLE>  
<CAPTION>

Previous		Current
corresponding		period
period		30 Sep 02
30 Sep 01		US\$ million
US\$ million		

<S>	<C>	<C>
1.23	Revenues from sales or services	407.8
304.1		
1.24	Interest revenue	2.4
1.4		
1.25	Other relevant revenue	--
--		
1.26a	Cost of goods sold	(260.3)
(202.5)		
1.26b	Selling, general and administrative expenses	(67.5)
(54.3)		
1.26c	Research and development expenses	(7.7)
(7.1)		
1.26d	Restructuring and other operating expenses	--
(11.1)		
1.26e	Other income (expense), net	0.1
(0.7)		
1.27	Depreciation and amortisation excluding amortization of intangibles (included in items 1.26a & 1.26b)	(13.4)
(11.8)		

CAPITALIZED OUTLAYS

<S>	<C>	<C>
1.28	Interest costs capitalized in asset values	0.7
3.4		
1.29	Outlays capitalized in intangibles (unless arising from an acquisition of a business)	--
--		

CONSOLIDATED RETAINED PROFITS

<TABLE>  
<CAPTION>

Previous		Current
corresponding		period
period		30 Sep 02
30 Sep 01		US\$ million
US\$ million		

<S>	<C>	<C>
1.30	Retained profits (accumulated losses) at the beginning of the financial period	(94.8)
(103.8)		

1.31	Net profit (loss) attributable to members (item 1.11)	100.5
9.5		
1.32	Net transfers from (to) reserves	--
--		
1.33	Net effect of changes in accounting policies	--
--		
1.34	Dividends and other equity distributions paid or payable	(22.8)
(20.3)		
-----		
1.35	RETAINED PROFITS (ACCUMULATED LOSSES) AT END OF FINANCIAL PERIOD	(17.1)
(114.6)		
-----		

3

JAMES HARDIE INDUSTRIES N.V.

INTANGIBLE AND EXTRAORDINARY ITEMS

<TABLE>  
<CAPTION>

		CONSOLIDATED Current period to 30 September 2002			
		Before Tax	Related Tax	Related outside	
Amount (after				+equity interests	tax)
attributable					
to members					
million (d)		US\$ million (a)	US\$ million (b)	US\$ million (c)	US\$
		-----	-----	-----	-
<S>	<C>	<C>	<C>	<C>	<C>
2.1	Amortisation of goodwill	--	--	--	
--					
2.2	Amortisation of other intangibles	0.1	--	--	
0.1					
2.3	TOTAL AMORTISATION OF INTANGIBLES	0.1	--	--	
0.1					
2.4	Extraordinary items	--	--	--	
--					
2.5	TOTAL EXTRAORDINARY ITEMS	--	--	--	
--					

<TABLE>  
<CAPTION>

Previous

corresponding  
COMPARISON OF HALF YEAR PROFITS  
period

Current period

30 Sep 01

30 Sep 02

US\$ million

US\$ million

<S>

<C>

<C>

(Preliminary final report only)

3.1 Consolidated profit (loss) from ordinary activities after tax attributable to members reported for the 1st half year (item 1.22 in the half yearly report)

--

--

3.2 Consolidated profit (loss) from ordinary activities after tax attributable to members for the 2nd half year

--

--

## JAMES HARDIE INDUSTRIES N.V.

## CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

		At end of	As shown in	As in last	At end	As shown in	As
in last		current	last annual	half yearly	of current	last annual	
half yearly		period	report	report	period	report	
report		30 Sep 02	31 Mar 02	30 Sep 01	30 Sep 02	31 Mar 02	30
Sep 01		US\$ million	US\$ million	US\$ million	A\$ million	A\$ million	A\$
million		-----	-----	-----	-----	-----	-----
<S>	<C>	<C>	<C>	<C>	<C>	<C>	
<C>							
CURRENT ASSETS							
4.1	Cash	321.8	31.1	86.4	591.0	58.5	
176.4							
4.2	Receivables	86.6	80.3	65.9	159.1	151.0	
134.5							
4.3	Investments	--	--	--	--	--	
--							
4.4	Inventories	50.6	65.4	67.7	92.9	123.0	
138.2							
4.5	Tax assets	22.5	32.5	32.9	41.3	61.1	
67.2							
4.6a	Other - prepayments	7.3	7.2	12.8	13.4	13.5	
26.1							
4.6b	Other - net current assets of discontinued operations	--	21.6	18.9	--	40.6	
38.7							
-----							
4.7	TOTAL CURRENT ASSETS	488.8	238.1	284.6	897.7	447.7	
581.1							
-----							
NON-CURRENT ASSETS							
4.8	Receivables	5.7	5.5	5.5	10.5	10.3	
11.2							
4.9	Investments (equity accounted)	--	--	--	--	--	
--							
4.10	Other investments	6.6	6.7	7.6	12.1	12.6	
15.5							
4.11	Inventories	--	--	--	--	--	
--							
4.12	Exploration and evaluation expenditure capitalised	--	--	--	--	--	
--							
4.13	Development properties (mining entities)	--	--	--	--	--	
--							
4.14	Other Property, plant, equipment (net)	463.4	451.0	416.6	851.1	848.2	
850.5							
4.15	Intangibles (net)	3.3	3.6	3.0	6.1	6.8	
6.1							
4.16	Tax assets	2.1	5.5	5.3	3.9	10.3	
10.8							
4.17a	Other - prepaid pension	9.3	8.9	8.4	17.1	16.7	
17.1							
4.17b	Other - net non-current assets of discontinued operations	--	194.2	208.2	--	365.3	
425.2							
-----							
4.18	TOTAL NON-CURRENT ASSETS	490.4	675.4	654.6	900.8	1,270.2	
1,336.4							
-----							
4.19	TOTAL ASSETS	979.2	913.5	939.2	1,798.5	1,717.9	
1,917.5							
-----							

CURRENT LIABILITIES						
4.20a	Payables	74.3	59.7	50.1	136.5	112.3
102.3						
4.20b	Book overdraft	--	--	1.1	--	--
2.2						
4.20c	Dividends payable	22.8	--	--	41.9	--
--						
4.21	Interest bearing liabilities	6.1	4.9	59.1	11.2	9.2
120.7						
4.22	Tax liabilities	36.0	18.2	2.5	66.1	34.2
5.1						
4.23	Provisions exc. tax liabilities	36.4	40.3	26.7	66.9	75.8
54.5						
4.24	Other - net current liabilities of discontinued operations	--	--	--	--	--
--						
-----						
4.25	TOTAL CURRENT LIABILITIES	175.6	123.1	139.5	322.6	231.5
284.8						
-----						
NON-CURRENT LIABILITIES						
4.26	Payables	--	--	--	--	--
--						
4.27	Interest bearing liabilities	225.0	325.0	323.0	413.2	611.3
659.4						
4.28	Tax liabilities	32.7	23.0	39.8	60.1	43.3
81.3						
4.29a	Provisions exc. tax liabilities	27.6	21.8	20.9	50.7	41.0
42.6						
4.29b	Liability to Medical Research & Compensation Foundation	51.4	50.2	49.4	94.4	94.4
100.9						
4.30	Other - net non-current liabilities - discontinued operations	--	--	--	--	--
--						
-----						
4.31	TOTAL NON-CURRENT LIABILITIES	336.7	420.0	433.1	618.4	790.0
884.2						
-----						
4.32	TOTAL LIABILITIES	512.3	543.1	572.6	941.0	1,021.5
1,169.0						
-----						
4.33	NET ASSETS	466.9	370.4	366.6	857.5	696.4
748.5						
-----						
EQUITY						
4.34	Capital/contributed equity	534.8	531.5	538.9		
4.35a	Accumulated other comprehensive income (loss)	(46.1)	(61.5)	(52.2)		
4.35b	Employee loans	(4.7)	(4.8)	(5.5)		
4.36	Retained profits (Accumulated losses)	(17.1)	(94.8)	(114.6)		
		-----	-----	-----		
4.37	EQUITY ATTRIBUTABLE TO MEMBERS OF THE PARENT ENTITY	466.9	370.4	366.6		
4.38	Outside equity interests in controlled entities	--	--	--		
		-----	-----	-----		
4.39	TOTAL EQUITY	466.9	370.4	366.6		
		-----	-----	-----		
4.40	Preference capital included as part of 4.37	--	--	--		
		-----	-----	-----		

</TABLE>



<TABLE>  
<CAPTION>

		Current period 30 Sep 02 US\$ million -----	Previous corresponding period 30 Sep 01 US\$ million -----
<S>	<C>	<C>	<C>
5.1	Opening balance	--	--
5.2	Expenditure incurred during current period	--	--
5.3	Expenditure written off during current period	--	--
5.4	Acquisitions, disposals, revaluation increments, etc.	--	--
5.5	Expenditure transferred to Development Properties	--	--
5.6	CLOSING BALANCE AS SHOWN IN THE CONSOLIDATED BALANCE SHEET (item 4.12)	--	--

</TABLE>

#### DEVELOPMENT PROPERTIES

To be completed only by entities with mining interests if amounts are material.

<TABLE>  
<CAPTION>

		Current period 30 Sep 02 US\$ million -----	Previous corresponding period 30 Sep 01 US\$ million -----
<S>	<C>	<C>	<C>
6.1	Opening balance	--	--
6.2	Expenditure incurred during current period	--	--
6.3	Expenditure transferred from exploration and evaluation	--	--
6.4	Expenditure written off during current period	--	--
6.5	Acquisitions, disposals, revaluation increments, etc.	--	--
6.6	Expenditure transferred to mine properties	--	--
6.7	CLOSING BALANCE AS SHOWN IN THE CONSOLIDATED BALANCE SHEET (item 4.13)	--	--

</TABLE>

6

#### JAMES HARDIE INDUSTRIES N.V.

#### CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

<TABLE>  
<CAPTION>

Previous corresponding period 30 Sep 01 million	A\$ million	Current period 30 Sep 02 US\$ million -----	Previous corresponding period 30 Sep 01 US\$ million -----	Current period 30 Sep 02 A\$ -----
<S>	<C>	<C>	<C>	<C>
7.1a	CASH FLOWS RELATED TO OPERATING ACTIVITIES			
18.5	Net Income	100.5	9.5	183.0
	Adjustments to reconcile net income to net cash provided by operating activities:			
7.2a	(Gain)/Loss on disposal of subsidiaries and business	(50.8)	--	(92.4)

--				
7.3a	Depreciation and amortization	14.5	20.2	26.4
39.3				
7.4a	Deferred income taxes	(8.0)	1.0	
(14.6)	1.9			
7.5a	Prepaid pension cost	(0.2)	0.4	(0.4)
0.8				
7.6a	Tax benefit from stock options exercised	0.6	--	1.1
--				
7.6b	Other	0.5	1.7	0.9
3.3				
	Changes in operating assets/liabilities:			
7.7a	Accounts receivable, prepaids, and other current assets	(12.4)	(18.4)	(22.6)
(35.8)				
7.8a	Inventories	13.4	4.7	24.4
9.2				
7.8b	Accounts payable, accrued liabilities and other liabilities	14.5	(2.8)	26.4
(5.5)				
		-----	-----	-----
-	-----			
7.9	NET OPERATING CASH FLOWS	72.6	16.3	132.2
31.7				
		-----	-----	-----
-	-----			
	CASH FLOWS RELATED TO INVESTING ACTIVITIES			
7.10	Payment for purchases of property, plant and equipment	(24.0)	(40.1)	(43.7)
(78.1)				
7.11	Proceeds from sale of property, plant and equipment	--	0.2	--
0.4				
7.12	Payment for purchases of equity investments and businesses	--	--	--
--				
7.13	Proceeds from sale of equity investments and businesses	334.5	3.3	608.7
6.4				
7.14	Loans to other entities	--	--	--
--				
7.15	Loans repaid by other entities	0.1	3.3	0.2
6.4				
7.16	Other (Cash transferred and costs of Medical Research Foundation)	--	--	--
--				
		-----	-----	-----
-	-----			
7.17	NET INVESTING CASH FLOWS	310.6	(33.3)	565.2
(64.9)				
		-----	-----	-----
-	-----			
	CASH FLOWS RELATED TO FINANCING ACTIVITIES			
7.18	Proceeds from issues of securities (shares, options, etc)	2.2	101.3	4.0
197.3				
7.19	Proceeds from borrowings	4.4	27.2	8.0
53.0				
7.20	Repayment of borrowings	(100.0)	(79.6)	(182.0)
(155.0)				
7.21	Dividends paid	--	(20.2)	--
(39.3)				
7.22	Other - Repayments of capital	--	--	--
--				
		-----	-----	-----
-	-----			
7.23	NET FINANCING CASH FLOWS	(93.4)	28.7	(170.0)
56.0				
		-----	-----	-----
-	-----			
7.24	NET INCREASE (DECREASE) IN CASH HELD	289.8	11.7	527.4
22.8				
7.25	Cash at beginning of period	31.1	75.1	58.5
153.3	(see Reconciliation of cash)			
7.26	Exchange rate adjustments to item 7.25	0.9	(0.4)	5.1
0.3				
		-----	-----	-----
-	-----			

7.27	CASH AT END OF PERIOD	321.8	86.4	591.0
176.4		-----	-----	-----
-	-----			
	(see Reconciliation of cash)			

7  
JAMES HARDIE INDUSTRIES N.V.

NON-CASH FINANCING AND INVESTING ACTIVITIES

Details of financing and investing transactions which have had a material effect on consolidated assets and liabilities but did not involve cash flows are as follows. If an amount is quantified, show comparative amount.

Not applicable

RECONCILIATION OF CASH

<TABLE>  
<CAPTION>

		Current	Previous
corresponding		period	period
Reconciliation of cash at the end of the period (as shown in the consolidated statement of cash flows) to the related items in the accounts is as follows:		30 Sep 02	30 Sep 01
million		US\$ million	US\$
-----		-----	-----
<S>	<C>	<C>	<C>
8.1	Cash on hand and at bank	17.0	5.6
8.2	Deposits at call	304.8	80.8
8.3	Bank overdraft (excluded from reconciliation under US GAAP)	--	--
8.4	Other (provide details)	--	--
-		-----	-----
8.5	TOTAL CASH AT END OF PERIOD (item 7.27)	321.8	86.4
-		-----	-----

<TABLE>  
<CAPTION>

		Current	Previous
corresponding		period	period
RATIOS		30 Sep 02	30 Sep 01
-----		-----	-----
<S>	<C>	<C>	<C>
PROFIT BEFORE TAX / REVENUE			
9.1	Consolidated operating profit (loss) from continuing, ordinary activities before tax (item 1.5) as a percentage of revenue (item 1.1)	16.3%	6.2%
-		-----	-----
PROFIT AFTER TAX / EQUITY INTERESTS			
9.2	Consolidated net profit (loss) from ordinary activities after tax attributable to members (item 1.11) as a percentage of equity (similarly attributable) at the end of the period (item 4.37)	21.5%	2.6%
-		-----	-----

EARNINGS PER SECURITY (EPS)

<TABLE>  
<CAPTION>

10.1	Calculation of the following in accordance with SFAS 128: Earnings per Share	US\$	US\$
<S>	<C>	<C>	<C>
	(a) Basic EPS	\$0.22	\$0.02
	(b) Diluted EPS (if materially different from (a))	\$0.22	\$0.02

(c) Weighted average number of ordinary shares outstanding during the period used in the calculation of the Basic EPS

456,152,613

425,716,437

(d) Weighted average number of ordinary shares outstanding during the period used in the calculation of the Diluted EPS

458,583,318

425,983,907

</TABLE>

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JAMES HARDIE INDUSTRIES N.V.

<TABLE>  
<CAPTION>

NTA BACKING		Current period 30 Sep 02 US\$	Previous corresponding period 30 Sep 01 US\$
<S>	<C>	<C>	<C>
11.1	Net tangible asset backing per ordinary security	\$0.96	\$0.65

</TABLE>

DISCONTINUING OPERATIONS

<TABLE>  
<CAPTION>

12.1 Discontinuing Operations (USGAAP)		Current period 30 Sep 02 US\$ million	Previous corresponding period 30 Sep 01 US\$ million
<S>	<C>	<C>	<C>
	Gypsum		
	Net sales	--	118.6
	Income (loss) before income taxes	--	(7.9)
	Income tax benefit (expense)	--	3.3
	Net Income (loss)	--	(4.6)
	Gain (loss) on disposal, net of income taxes	54.0	--
	Income (loss) from discontinued operations	54.0	(4.6)

</TABLE>

Gypsum

On 13 March 2002, the Company announced that it had signed an agreement to sell its US-based Gypsum operations to a third party. The transaction was completed on 25 April 2002. A pre-tax gain of \$83.0 million represented the excess of net proceeds from the sale of \$334.4 million over the net book value of assets sold of \$253.0 million and income from operations from 1 April through 25 April 2002 of \$1.6 million. The sale resulted in an income tax expense of \$28.4 million. In the second quarter of fiscal year 2003, the initial estimated tax expense of \$30.1 million was reduced by \$1.7 million. The proceeds from the sale were comprised of cash of \$345.0 million less selling costs of \$10.6 million.

Windows

On 15 August 2000, the Company approved a plan to dispose of its Windows business. For the year ended 31 March 2001, the Company recorded a loss on disposal of \$17.4 million, net of an income tax benefit of \$0.6 million. This loss on disposal consisted of \$17.2 million for a write down of assets to their expected net realisable value on disposal and transaction costs expected to be incurred on disposal. At 31 March 2001, operating losses from 15 August 2000 to the final disposal date were estimated at \$0.8 million and were included in fiscal year 2001's loss on disposal for the Windows segment. During the second quarter of fiscal year 2002, the total estimated operating losses net of tax from 15 August 2000 to the final disposal date were increased by \$0.3 million.

Building Services

In the second quarter of fiscal year 2003, the Company recorded a loss of \$0.6 million, net of an income tax benefit of \$0.4 million relating to its Building Services business which was disposed of in November 1996. The loss consisted of expenses of \$0.5 million and a \$0.5 million write down of an outstanding receivable that was retained as part of the sale.

CONTROL GAINED OVER ENTITIES HAVING MATERIAL EFFECT

<TABLE>		
<S>	<C>	<C>
-----		
13.1	Name of entity (or group of entities) applicable	Not
-----		
13.2	Consolidated profit (loss) from ordinary activities and extraordinary items after tax of the entity (or group of entities) since the date in the current period on which control was acquired	Not
-----		
13.3	Date from which such profit has been calculated	Not
-----		
13.4	Profit (loss) from ordinary activities and extraordinary items after tax of the controlled entity (or group of entities) for the whole of the previous corresponding period	Not
-----		
</TABLE>		

LOSS OF CONTROL OF ENTITIES HAVING MATERIAL EFFECT

<TABLE>		
<S>	<C>	<C>
-----		
14.1	Name of entity (or group of entities) applicable	James Hardie Western Mining
-----		
</TABLE>		
<TABLE>		
<S>	<C>	<C>
-----		
14.2	Consolidated profit (loss) from ordinary activities and extraordinary items after tax of the controlled entity (or group of entities) for the current period to the date of loss of control	Pre-tax Tax
	US\$1.6 million	
	US\$0.6 million	
-----		
	tax US\$1.0 million	After-
-----		
14.3	Date to which the profit (loss) in item 14.2 has been calculated	25
	April 2002	
-----		
14.4	Consolidated profit (loss) from ordinary activities and extraordinary items after tax of the controlled entity (or group of entities) while controlled during the whole of the previous corresponding period	US\$ (4.6)
	million	
-----		
14.5	Contribution to consolidated profit (loss) from ordinary activities and extraordinary items from sale of interest leading to loss of control	US\$53.6
	million	
-----		

</TABLE>

DIVIDENDS

<TABLE>

<S> <C> <C>

15.1 Date the dividend (distribution) is payable 30  
January 2003

15.2 Record Date to determine entitlements to the dividend (distribution) (ie, on the basis  
of proper instruments of transfer received by the Company's registrar by 5:00 pm if  
securities are not CHESS approved, or security holding balances established by 5:00 pm or such later time permitted by SCH Business Rules if securities are CHESS approved) 14  
January 2003

The Company registrar is Computershare Investor Services Pty Ltd at Level 3,  
60 Carrington Street, Sydney NSW, Australia

As the Company is incorporated in The Netherlands it is required to  
withhold 25% withholding tax from dividends. However, only 15%  
withholding tax will be withheld for eligible Australian holders who  
lodge a completed Company Declaration Form A with the Company's  
registrar by 5:00 pm on Record Date, 14 January 2003. Information on  
withholding tax can be found on the Company's website,  
www.jameshardie.com.au

The Australian equivalent of US 2.5 cents will be announced on 15  
January 2003.

15.3 If it is a final dividend, has it been declared ? Not  
Applicable  
(Preliminary final report only)

</TABLE>

JAMES HARDIE INDUSTRIES N.V.

AMOUNT PER SECURITY

<TABLE>

<CAPTION>

Amount per security of foreign source dividend	Amount per security cents	Franked amount per security	
<S>	<C>	<C>	<C>
(Preliminary final report only)			
15.4 FINAL DIVIDEND: Current Year	N/A	N/A	
N/A			
15.5 Previous Year	N/A	N/A	
N/A			
(Half yearly and preliminary final reports)			
15.6 INTERIM DIVIDEND: Current Year:			
Declared September 2002	US 5.0(cent)	--	
--			
Declared November 2002	US 2.5(cent)	--	
--			
Total	US 7.5(cent)	--	
--			

15.7 Previous Year -- --  
 --  
 </TABLE>

TOTAL DIVIDEND (DISTRIBUTION) PER SECURITY (INTERIM PLUS FINAL)  
 (Preliminary final report only)

<TABLE>  
 <CAPTION>

		Current year -----	Previous year -----
<S>	<C>	<C>	<C>
15.8	Ordinary securities	--	--
15.9	Preference securities	--	--

</TABLE>

HALF YEARLY REPORT - INTERIM DIVIDEND (DISTRIBUTION) ON ALL SECURITIES OR  
 PRELIMINARY FINAL REPORT - FINAL DIVIDEND (DISTRIBUTION) ON ALL SECURITIES

<TABLE>  
 <CAPTION>

Previous

corresponding  
 period

30 Sep 01

US\$ million

Current period

30 Sep 02

US\$ million

			<C>
15.10	Ordinary securities		
--	Declared September 2002		22.8
--	Declared November 2002		11.4
----			-----
--	Total		34.2
15.11	Preference securities		--
15.12	Other equity instruments		--
----			-----
15.13	TOTAL		34.2
----			-----

</TABLE>

The dividend or distribution plans shown below are in operation

Not applicable

The last date(s) for receipt of election notices for the dividend or  
 distribution plans

Not applicable

Any other disclosures in relation to dividends (distributions)

(i) It is anticipated that future dividends will be unfranked.

<TABLE>  
<CAPTION>

		Current period	Previous
		30 Sep 02	period
		US\$ million	30 Sep 01
		-----	US\$ million
		-----	-----
corresponding			
GROUP'S SHARE OF ASSOCIATES' AND JOINT VENTURE ENTITIES:			
-			
<S>	<C>	<C>	<C>
16.1	Profit (loss) from ordinary activities before income tax	--	--
16.2	Income tax on ordinary activities	--	--
		-----	-----
16.3	PROFIT (LOSS) FROM ORDINARY ACTIVITIES AFTER INCOME TAX	--	--
16.4	Extraordinary items net of tax	--	--
		-----	-----
16.5	NET PROFIT (LOSS)	--	--
16.6	Adjustments	--	--
		-----	-----
16.7	SHARE OF NET PROFIT (LOSS) OF ASSOCIATES AND JOINT VENTURE ENTITIES	--	--
		-----	-----

</TABLE>

MATERIAL INTERESTS IN ENTITIES WHICH ARE NOT CONTROLLED ENTITIES

The economic entity has an interest (that is material to it) in the following entities:

<TABLE>  
<CAPTION>

profit		Percentage of ownership interest	Contribution to net	
NAME OF ENTITY		held at end of period or date of disposal	(loss) (item 1.9)	
-----		-----	-----	
-----		-----	-----	
Previous		Previous	Previous	
corresponding		corresponding	corresponding	
17.1 EQUITY ACCOUNTED		Current period	period	Current period
period		30 Sep 02	30 Sep 01	30 Sep 02
30 Sep 01		%	%	US\$ million
US\$ million		-----	-----	-----
-----		-----	-----	-----
<S>		<C>	<C>	<C>
<C>		-----	-----	-----
-----		-----	-----	-----
17.2	TOTAL	--	--	--
--		-----	-----	-----
17.3	Other material interests			
		-----	-----	-----
17.4	TOTAL	--	--	--
--		-----	-----	-----

</TABLE>

ISSUED AND QUOTED SECURITIES AT END OF CURRENT PERIOD

<TABLE>  
<CAPTION>

Amount paid	CATEGORY OF SECURITIES	Total Number	Number quoted	Issue price
-------------	------------------------	--------------	---------------	-------------



up per				per security
				A\$
security A\$				
<S>	<C>	<C>	<C>	<C>
<C>				
18.1	PREFERENCE SECURITIES	--	--	--
--				
18.2	Changes during current period			
	(a) Increases through issues			
	(b) Decreases through returns of capital, buybacks, redemptions	--	--	--
--				
18.3	ORDINARY SECURITIES			
	Ordinary Shares	456,516,345	456,516,345	N/A
N/A				
18.4	Changes during current period			
	(a) Increases through issues	1,077,826	1,077,826	A\$3.74
A\$3.74				
	(b) Decreases through returns of capital, buybacks	--	--	--
--				
18.5	CONVERTIBLE DEBT SECURITIES			
--				
18.6	Changes during current period			
	(a) Increases through issues			
	(b) Decreases through securities matured, converted	--	--	--
--				
18.7	OPTIONS			Exercise
Expiry				Price
Date				-----
----				
<S>		<C>	<C>	<C>
<C>				
	Options over Ordinary Shares			
	PD Macdonald	1,200,000	--	A\$3.77
Nov-09				
	PD Macdonald	624,000	--	A\$5.35
Jul-11				
	KMEIP November 1999	1,313,699	--	A\$3.72
Nov-09				
	KMEIP November 2000	2,385,717	--	A\$3.68
Nov-10				
	2001 Equity Incentive Plan	3,361,195	--	A\$5.65
Dec-11				
	PD Macdonald	1,950,000	--	A\$6.30
Jul-12				
18.8	Issued during current period			
	PD Macdonald	1,950,000	--	A\$6.30
Jul-12				
18.9	Exercised during current period	1,061,626		A\$3.70
N/A				
18.10	Expired during current period	1,023,325	--	A\$5.23
N/A				
18.11	DEBENTURES	--	--	
18.12	Changes during current period			
	(a) Increases through issues			
	(b) Decreases through securities matured, converted	--	--	
18.13	UNSECURED NOTES	--	--	
18.14	Changes during current period			
	(a) Increases through issues			

(b) Decreases through securities  
matured, converted

--

--

</TABLE>

13

JAMES HARDIE INDUSTRIES N.V.

SEGMENT INFORMATION US\$ MILLION

ASSETS	SALES		PROFIT/(LOSS) BEFORE TAX AND ABNORMALS		TOTAL
	6 MTHS 30.09.02	6 mths 30.09.01	6 MTHS 30.09.02	6 mths 30.09.01	
-----	-----	-----	-----	-----	-----
31.03.02	30.09.02	30.09.01	30.09.02	30.09.01	30.09.02
-----	-----	-----	-----	-----	-----
<S>	<C>	<C>	<C>	<C>	<C>
<C>					
INDUSTRY SEGMENTS					
USA Fibre Cement	307.2	225.3	79.5	52.4	419.6
420.3					
Asia Pacific Fibre Cement	96.7	76.8	17.2	10.0	151.7
147.6					
Research & Development	--	--	(5.4)	(4.6)	--
--					
Other Fibre Cement	3.9	1.5	(4.3)	(4.4)	45.4
45.5					
-----	-----	-----	-----	-----	-----
Segments total	407.8	303.6	87.0	53.4	616.7
613.4					
General Corporate	--	0.5	(14.7)	(24.3)	362.5
84.3					
Interest	--	--	(5.4)	(9.4)	--
--					
Other income (expense)	--	--	0.1	(0.7)	--
--					
-----	-----	-----	-----	-----	-----
Worldwide total from continuing operations	407.8	304.1	67.0	19.0	979.2
697.7					
-----	=====	=====	=====	=====	-----
Discontinued operations					--
215.8					
-----					-----
Worldwide total					979.2
913.5					
-----					=====

</TABLE>

TOTAL ASSETS	SALES		TOTAL
	6 MTHS 30.09.02	6 mths 30.09.01	
-----	-----	-----	-----
31.03.02	30.09.02	30.09.01	30.09.02
-----	-----	-----	-----
<S>	<C>	<C>	<C>
<C>			
GEOGRAPHIC SEGMENTS			
United States	309.4	226.3	455.3
456.0			
Australia	61.5	48.8	83.5
80.6			
New Zealand	26.3	18.7	27.6
24.7			
Other Countries	10.6	9.8	50.3
52.1			
-----	-----	-----	-----

Segments total	407.8	303.6	616.7
613.4			
General Corporate	--	0.5	362.5
84.3			
-----			
Worldwide total from continuing operations	407.8	304.1	979.2
697.7			
	=====	=====	
Discontinued operations			--
215.8			
-----			
Worldwide total			979.2
913.5			
			=====
=====			

</TABLE>

#### COMPILATION OF SEGMENTAL INFORMATION

James Hardie's operations are organised into the following four segments: (1) USA Fibre Cement, which manufactures and sells fibre cement flat sheet products in the United States; (2) Asia Pacific Fibre Cement, which manufactures and sells fibre cement products in Australia, New Zealand, the Philippines and Asian export markets; (3) Research and Development, which includes the research and development centre in Sydney, Australia; and (4) Other Fibre Cement, which includes the fibre reinforced cement pipes operations in the United States and the Chile fibre cement operations.

Research and development assets are included in the Asia Pacific Fibre Cement segment.

In the analysis of total assets all deferred taxes are included in General Corporate.

Prior year segmental information has been restated to reflect current industry segments.

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JAMES HARDIE INDUSTRIES N.V.

#### COMMENTS BY DIRECTORS

#### BASIS OF ACCOUNTING PREPARATION

##### BACKGROUND

On 2 July 1998, ABN 60 000 009 263 Pty Ltd, formerly James Hardie Industries Limited ("JHIL"), a public company organised under the laws of Australia and listed on the Australia Stock Exchange, announced a plan of reorganisation and capital restructuring (the "1998 Reorganisation"). James Hardie N.V. ("JHNV") was incorporated in August 1998, as an intermediary holding company, with all of its common stock owned by indirect subsidiaries of JHIL. On 16 October 1998, JHIL's shareholders approved the 1998 Reorganisation. Effective as of 1 November 1998, JHIL contributed its fibre cement businesses, its US gypsum wallboard business, its Australian and New Zealand building systems businesses and its Australian windows business (collectively, the "Transferred Businesses") to JHNV and its subsidiaries. In connection with the 1998 Reorganisation, JHIL and its non-transferring subsidiaries retained certain unrelated assets and liabilities.

On 24 July 2001, JHIL announced a further plan of reorganisation and capital restructuring (the "2001 Reorganisation"). Completion of the 2001 Reorganisation occurred on 19 October 2001. In connection with the 2001 Reorganisation, James Hardie Industries N.V. ("JHI NV"), formerly RCI Netherlands Holdings B.V., issued common shares represented by CHES Units of Foreign Securities ("CUFS") on a one for one basis to existing JHIL shareholders in exchange for their shares in JHIL such that JHI NV became the new ultimate holding company for JHIL and JHNV.

Following the 2001 Reorganisation, JHI NV controls the same assets and liabilities as JHIL controlled immediately prior to the 2001 Reorganisation.

##### BASIS OF PRESENTATION

The consolidated financial statements represent the financial position and results of operations of JHINV and its wholly owned subsidiaries, collectively referred to as either the "Company" or "James Hardie", unless the context indicates otherwise. For the periods prior to 19 October 2001, the effective date of the 2001 Reorganisation, the consolidated financial statements represent the financial position and results of operations of

JHIL and its wholly owned subsidiaries.

In accordance with accounting principles generally accepted in the United States of America, the transfers to JHINV have been accounted for on a historical cost basis using the "as-if" pooling method on the basis that the transfers are between companies under common control.

The profit and loss account, assets, liabilities and statement of cash flows of the Company have been presented with accompanying Australian dollar (A\$) convenience translations. These A\$ convenience translations are not prepared in accordance with accounting principles generally accepted in the United States of America. The exchange rates used to calculate the convenience translations are as follows (US\$1=A\$ ):

<TABLE>  
<CAPTION>

	30 September		31 March
	2002	2001	2002
	----	----	----
<S>	<C>	<C>	<C>
Assets and liabilities	1.8359	2.0416	1.8808
Profit and loss account	1.8196	1.9476	n/a
Statement of cash flows - beginning cash	1.8808	2.0408	n/a
Statement of cash flows - ending cash	1.8359	2.0416	n/a
Statement of cash flows - current period movements	1.8196	1.9476	n/a

</TABLE>

- 19.1 If this report is a half yearly report, it is a general purpose financial report prepared in accordance with USGAAP. It should be read in conjunction with the last annual report and any announcements to the market made by the entity during the period. This report does not include all the notes of the type normally included in an annual financial report. [Delete if preliminary final report]
- 19.2 Material factors affecting the revenues and expenses of the economic entity for the current period. In a half yearly report, provide explanatory comments about any seasonal or irregular factors affecting operations.

Refer to attached Results Announcement and Managements Discussion and Analysis.

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JAMES HARDIE INDUSTRIES N.V.

- 19.3 A description of each event since the end of the current period which has had a material effect and which is not already reported elsewhere in this Appendix or in attachments, with financial effect quantified (if possible).

On 28 June 2001, the Company entered into an agreement to sell its gypsum mine property in Las Vegas, Nevada to a developer for approximately \$50.0 million. The carrying value of the mine at 30 September 2002 is \$0.7 million. In September 2002, the Company agreed to consent to the developer's assignment of its interest in the agreement to another third party developer. Concurrent with the transfer, the 28 June 2001 agreement was amended by all parties to, among other things, provide for liquidated damages in the amount of \$7.5 million should the sale of the gypsum mine property not close on 14 March 2003. The liquidated damages consist of a non-refundable deposit in the amount of \$4.5 million that was received by the Company on 2 October 2002 and \$3.0 million that would be paid to the Company on 14 March 2003 should the sale not close.

As a result of the completion of the sale of its Gypsum business on 25 April 2002, the Company is not technically in compliance as of that date with certain pre-approval covenants of its US\$ non-collateralised note agreements. The Company is currently in discussions with the note holders with respect to either the waiver or the renegotiation of such covenants.

In July 2002, a capital return of the Euro equivalent of US 20 cents per share, rounded upwards to the nearest whole Euro cent, was approved by the Board of Directors and shareholders. The capital return is contingent upon the Company receiving the necessary Dutch regulatory approval. On 7 October 2002, the Company received Dutch regulatory approval.

- 19.4 Franking credits available and prospects for paying fully or partly franked dividends for at least the next year.

There are no franking credits available. It is anticipated that future dividends will be unfranked.

19.5 Unless disclosed below, the accounting policies, estimation methods and measurement bases used in this report are the same as those used in the last annual report. Any changes in accounting policies, estimation methods and measurement bases since the last annual report are disclosed as follows.

None material.

19.6 Revisions in estimates of amounts reported in previous interim periods. For half yearly reports the nature and amount of revisions in estimates of amounts reported in previous annual reports if those revisions have a material effect in this half year.

None material.

19.7 Changes in contingent liabilities or assets. For half yearly reports, changes in contingent liabilities and contingent assets since the last annual report.

None material.

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ADDITIONAL DISCLOSURES FOR TRUSTS

20.1 Number of units held by the management company or responsible entity or their related parties. Not applicable.

20.2 A statement of the fees and commissions payable to the management company or responsible entity. Not applicable.

Identify:

- initial service charges
- management fees
- other fees

ANNUAL MEETING

(Preliminary final report only)

The annual meeting will be held as follows:

Place	-----
Date	-----
Time	-----
Approximate date the annual report will be available	-----

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COMPLIANCE STATEMENT

1 This report has been prepared in accordance with AASB Standards, other AASE authoritative pronouncements and Urgent issues Group Consensus Views or other standards acceptable to ASX

Identify other standards used	-----	USGAAP	-----
-------------------------------	-------	--------	-------

2 This report, and the accounts upon which the report is based (if separate), use the same accounting policies.

3 This report does give a true and fair view of the matters disclosed.

4 This report is based on accounts to which one of the following applies. (Tick one)

<TABLE>  
<S>

The accounts have been audited.

<C>

X

The accounts have been subject to review

----

The accounts are in the process  
of being audited or subject to review

----

-----

The accounts have not yet been  
audited or reviewed

-----

</TABLE>

- 5 If the audit report or review by the auditor is not attached, details of any qualifications are attached. There were no qualifications.
- 6 The entity has a formally constituted audit committee.

Sign here:            /s/ PETER SHAFRON  
 ..... Date: 14 November 2002  
 (Company Secretary)

Print name: PETER SHAFRON  
 .....

[JAMES HARDIE LOGO]  
 James Hardie Industries N.V.  
 and  
 Subsidiaries  
 Financial Report  
 30 September 2002

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ITEM 1. FINANCIAL STATEMENTS

JAMES HARDIE INDUSTRIES N.V. AND SUBSIDIARIES  
 CONSOLIDATED BALANCE SHEETS

<TABLE>  
 <CAPTION>

	(Millions of US Dollars)		(Millions of
Australian Dollars)			Australian Dollars)
-----	-----	-----	-----
	30 September	31 March	30 September
	2002	2002	2002
-----	-----	-----	-----
<S>	<C>	<C>	<C>
<C>			
ASSETS	(Unaudited)		(Unaudited)
(Unaudited)			
Current assets:			
Cash and cash equivalents	\$321.8	\$ 31.1	A\$ 591.0
A\$ 58.5			
Accounts and notes receivable, net of allowance for doubtful accounts of \$0.9 million (A\$1.7 million) and \$0.7 million (A\$1.3 million) as of 30 September and 31 March 2002, respectively	86.6	80.3	159.1
151.0			
Inventories	50.6	65.4	92.9
123.0			
Refundable income taxes	-	9.9	-
18.6			
Prepaid expenses and other current assets	7.3	7.2	13.4
13.5			
Deferred tax assets	22.5	22.6	41.3
42.5			
Net current assets - discontinued operations	-	21.6	-
40.6			
-----	-----	-----	-----
Total current assets	488.8	238.1	897.7

447.7			
Long-term receivables	5.7	5.5	10.5
10.3			
Investments	6.6	6.7	12.1
12.6			
Property, plant and equipment, net	463.4	451.0	851.1
848.2			
Intangible assets, net	3.3	3.6	6.1
6.8			
Prepaid pension cost	9.3	8.9	17.1
16.7			
Deferred tax assets	2.1	5.5	3.9
10.3			
Net non-current assets - discontinued operations	-	194.2	-
365.3			
	-----	-----	-----
Total assets	\$ 979.2	\$913.5	A\$ 1,798.5
A\$ 1,717.9	=====	=====	=====
=====			
LIABILITIES AND SHAREHOLDERS' EQUITY			
Current liabilities:			
Accounts payable and accrued liabilities	\$ 74.3	\$ 59.7	A\$ 136.5
A\$ 112.3			
Short-term debt	6.1	4.9	11.2
9.2			
Dividends payable	22.8	-	41.9
-			
Accrued payroll and employee benefits	21.1	25.7	38.8
48.3			
Accrued product warranties	9.4	8.7	17.3
16.4			
Income taxes payable	36.0	18.2	66.1
34.2			
Other liabilities	5.9	5.9	10.8
11.1			
	-----	-----	-----
Total current liabilities	175.6	123.1	322.6
231.5			
Long-term debt	225.0	325.0	413.2
611.3			
Deferred tax liabilities	32.7	23.0	60.1
43.3			
Liability to Medical Research and Compensation Foundation	51.4	50.2	94.4
94.4			
Other liabilities	27.6	21.8	50.7
41.0			
	-----	-----	-----
Total liabilities	512.3	543.1	A\$ 941.0
A\$ 1,021.5	-----	-----	-----
Commitments and contingencies (Note 8)	-	-	-
-			
Shareholders' equity:			
Common stock, Euro dollar 0.50 par value, 2.0 billion shares authorized; 456,516,345 shares and 455,438,519 shares issued and outstanding at 30 September and 31 March 2002, respectively	205.9	205.4	
Additional paid-in capital	328.9	326.1	
Accumulated deficit	(17.1)	(94.8)	
Employee loans	(4.7)	(4.8)	
Accumulated other comprehensive loss	(46.1)	(61.5)	
	-----	-----	
Total shareholders' equity	466.9	370.4	
	-----	-----	
Total liabilities and shareholders' equity	\$ 979.2	\$913.5	
	=====	=====	

</TABLE>

The accompanying notes are an integral part of these interim consolidated condensed financial statements.



<TABLE>  
<CAPTION>

Months	Three Months		Six
	Ended 30 September		Ended 30
September	-----		-----
2001	2002	2001	2002
-----	-----	-----	-----
<S>	<C>	<C>	<C>
<C>			
Net sales	\$ 207.6	\$ 155.5	\$ 407.8
\$ 304.1			
Cost of goods sold	(131.2)	(99.7)	(260.3)
(202.5)			
-----	-----	-----	-----
Gross profit	76.4	55.8	147.5
101.6			
Selling, general and administrative expenses	(35.6)	(25.6)	(67.5)
(54.3)			
Research and development expenses	(4.4)	(3.3)	(7.7)
(7.1)			
Restructuring and other operating expenses	-	(9.1)	-
(11.1)			
-----	-----	-----	-----
Operating profit	36.4	17.8	72.3
29.1			
Interest expense	(3.8)	(4.9)	(7.8)
(10.8)			
Interest income	1.3	0.8	2.4
1.4			
Other income (expense), net	(0.2)	0.5	0.1
(0.7)			
-----	-----	-----	-----
Income from continuing operations before			
income taxes	33.7	14.2	67.0
19.0			
Income tax expense	(10.2)	(3.7)	(20.5)
(4.9)			
-----	-----	-----	-----
Income from continuing operations	23.5	10.5	46.5
14.1			
-----	-----	-----	-----
Discontinued operations:			
Income (loss) from discontinued			
operations, net of income tax			
benefit (expense) of (\$0.5) million			
and \$3.2 million for the three and			
six months ended 30 September 2001,			
respectively	-	0.2	-
(4.6)			
Gain(loss) on disposal of discontinued			
operations, net of income tax			
benefit of \$2.1 million and \$0.1			
million for the three months ended			
30 September 2002 and 2001,			
respectively, and net of income tax			
expense of \$28.0 million for the			
six months ended 30 September 2002	1.1	(0.3)	54.0
-			
-----	-----	-----	-----
Income (loss) from discontinued			
operations	1.1	(0.1)	54.0
(4.6)			
-----	-----	-----	-----
Net income	\$ 24.6	\$ 10.4	\$ 100.5
\$ 9.5			
=====	=====	=====	=====
=====			

Income (loss) per share - basic:			
Income from continuing operations	\$ 0.05	\$ 0.02	\$ 0.10
\$ 0.03			
Income (loss) from discontinued operations	-	-	0.12
(0.01)			
-----			
Net income per share - basic	\$ 0.05	\$ 0.02	\$ 0.22
\$ 0.02			
=====			
Income (loss) per share - diluted:			
Income from continuing operations	\$ 0.05	\$ 0.02	\$ 0.10
\$ 0.03			
Income (loss) from discontinued operations	-	-	0.12
(0.01)			
-----			
Net income per share - diluted	\$ 0.05	\$ 0.02	\$ 0.22
\$ 0.02			
=====			
Weighted average common shares outstanding (in millions):			
Basic	456.5	435.6	456.2
425.7			
Diluted	459.1	435.9	458.6
426.0			

</TABLE>

The accompanying notes are an integral part of these interim consolidated condensed financial statements.

2  
JAMES HARDIE INDUSTRIES N.V. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF INCOME

(MILLIONS OF AUSTRALIAN DOLLARS, EXCEPT PER SHARE DATA)  
(UNAUDITED)

Months	Three Months		Six
	Ended 30 September		Ended 30
September			
-----			-----
	2002	2001	2002
2001	-----	-----	-----
-----			
<S>	<C>	<C>	<C>
<C>			
Net sales	A\$ 377.7	A\$ 302.9	A\$ 742.0
A\$ 592.3			
Cost of goods sold	(238.7)	(194.2)	(473.6)
(394.4)			
-----			-----
Gross profit	139.0	108.7	268.4
197.9			
Selling, general and administrative expenses	(64.8)	(49.9)	(122.8)
(105.8)			
Research and development expenses	(8.0)	(6.4)	(14.0)
(13.8)			
Restructuring and other operating expenses	-	(17.7)	-
(21.6)			
-----			-----
Operating profit	66.2	34.7	131.6
56.7			
Interest expense	(6.9)	(9.5)	(14.2)
(21.0)			
Interest income	2.4	1.6	4.4
2.7			
Other income (expense), net	(0.4)	1.0	0.2

(1.4)			
	Income from continuing operations before income taxes	61.3	27.8
37.0			122.0
	Income tax expense	(18.6)	(7.2)
(9.5)			(37.3)
	Income from continuing operations	42.7	20.6
27.5			84.7
	Discontinued operations:		
	Income (loss) from discontinued operations, net of income tax benefit (expense) of (A\$1.0) million and A\$6.2 million for the three and six months ended 30 September 2001, respectively	-	0.3
(9.0)			-
	Gain(loss) on disposal of discontinued operations, net of income tax benefit of A\$3.8 million and A\$0.2 million for the three months ended 30 September 2002 and 2001, respectively, and net of income tax expense of A\$50.9 million for the six months ended 30 September 2002	2.0	(0.6)
-			98.3
	Income (loss) from discontinued operations	2.0	(0.3)
(9.0)			98.3
	Net income	A\$ 44.7	A\$ 20.3
A\$ 18.5			A\$ 183.0
	Income (loss) per share - basic:		
	Income from continuing operations	A\$ 0.10	A\$ 0.05
A\$ 0.06			A\$ 0.19
	Income (loss) from discontinued operations	-	-
(0.02)			0.21
	Net income per share - basic	A\$ 0.10	A\$ 0.05
A\$ 0.04			A\$ 0.40
	Income (loss) per share - diluted:		
	Income from continuing operations	A\$ 0.10	A\$ 0.05
A\$ 0.06			A\$ 0.19
	Income (loss) from discontinued operations	-	-
(0.02)			0.21
	Net income per share - diluted	A\$ 0.10	A\$ 0.05
A\$ 0.04			A\$ 0.40
	Weighted average common shares outstanding (in millions):		
	Basic	456.5	435.6
425.7			456.2
	Diluted	459.1	435.9
426.0			458.6

</TABLE>

The accompanying notes are an integral part of these interim consolidated condensed financial statements.

(MILLIONS OF US DOLLARS)  
(UNAUDITED)

<TABLE>  
<CAPTION>

Months	Six
September	Ended 30
-----	-----
2001	2002
-----	-----
<S>	<C>
<C>	
Cash flows from operating activities:	
Net income	\$ 100.5
\$ 9.5	
Adjustments to reconcile net income to net cash provided by operating activities:	
Gain on disposal of subsidiaries and businesses	(50.8)
-	
Depreciation and amortisation	14.5
20.2	
Deferred income taxes	(8.0)
1.0	
Prepaid pension cost	(0.2)
0.4	
Tax benefit from stock options exercised	0.6
-	
Other	0.5
1.7	
Changes in operating assets and liabilities:	
Accounts receivable, prepaids and other current assets	(12.4)
(18.4)	
Inventories	13.4
4.7	
Accounts payable, accrued liabilities and other liabilities	14.5
(2.8)	
-----	-----
Net cash provided by operating activities	72.6
16.3	
-----	-----
Cash flows from investing activities:	
Purchases of property, plant and equipment	(24.0)
(40.1)	
Proceeds from sale of property, plant and equipment	-
0.2	
Proceeds from disposal of subsidiaries and businesses, net	334.4
-	
Proceeds from sale and maturity of investments	0.1
3.3	
Loans repaid by other entities	0.1
3.3	
-----	-----
Net cash provided by (used in) investing activities	310.6
(33.3)	
-----	-----
Cash flows from financing activities:	
Proceeds from borrowings	4.4
27.2	
Repayments of borrowings	(100.0)
(79.6)	
Proceeds from issuance of shares	2.2
101.3	
Dividends paid	-
(20.2)	
-----	-----
Net cash provided by (used in) financing activities	(93.4)
28.7	
-----	-----
Effects of exchange rate changes on cash	0.9
(0.4)	
-----	-----

Net increase in cash and cash equivalents	290.7
11.3	
Cash and cash equivalents at beginning of period	31.1
75.1	
-----	
Cash and cash equivalents at end of period	321.8
86.4	
=====	
Components of cash and cash equivalents:	
Cash at bank and on hand	17.0
5.6	
Deposits	304.8
80.8	
-----	
Cash and cash equivalents at end of period	\$ 321.8
\$ 86.4	
=====	

</TABLE>

The accompanying notes are an integral part of these interim consolidated condensed financial statements.

4  
JAMES HARDIE INDUSTRIES N.V. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
(MILLIONS OF AUSTRALIAN DOLLARS)  
(UNAUDITED)

<TABLE>  
<CAPTION>

	Six Months Ended 30 September	
	2002	2001
	-----	-----
	<C>	<C>
<b>Cash flows from operating activities:</b>		
Net income	A\$ 183.0	A\$ 18.5
Adjustments to reconcile net income to net cash provided by operating activities:		
Gain on disposal of subsidiaries and businesses	(92.4)	--
Depreciation and amortisation	26.4	39.3
Deferred income taxes	(14.6)	1.9
Prepaid pension cost	(0.4)	0.8
Tax benefit from stock options exercised	1.1	--
Other	0.9	3.3
Changes in operating assets and liabilities:		
Accounts receivable, prepaids and other current assets	(22.6)	(35.8)
Inventories	24.4	9.2
Accounts payable, accrued liabilities and other liabilities	26.4	(5.5)
	-----	-----
Net cash provided by operating activities	132.2	31.7
	-----	-----
<b>Cash flows from investing activities:</b>		
Purchases of property, plant and equipment	(43.7)	(78.1)
Proceeds from sale of property, plant and equipment	--	0.4
Proceeds from disposal of subsidiaries and businesses, net	608.5	--
Proceeds from sale and maturity of investments	0.2	6.4
Loans repaid by other entities	0.2	6.4
	-----	-----
Net cash provided by (used in) investing activities	565.2	(64.9)
	-----	-----
<b>Cash flows from financing activities:</b>		
Proceeds from borrowings	8.0	53.0
Repayments of borrowings	(182.0)	(155.0)
Proceeds from issuance of shares	4.0	197.3
Dividends paid	--	(39.3)
	-----	-----
Net cash provided by (used in) financing activities	(170.0)	56.0
	-----	-----
Effects of exchange rate changes on cash	5.1	0.3
Net increase in cash and cash equivalents	532.5	23.1
Cash and cash equivalents at beginning of period	58.5	153.3
	-----	-----
Cash and cash equivalents at end of period	591.0	176.4
	=====	=====
Components of cash and cash equivalents:		
Cash at bank and on hand	31.2	11.4
Deposits	559.8	165.0

Cash and cash equivalents at end of period

A\$ 591.0

A\$ 176.4

</TABLE>

The accompanying notes are an integral part of these interim consolidated condensed financial statements.

5

JAMES HARDIE INDUSTRIES N.V. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY  
(MILLIONS OF US DOLLARS)

<TABLE>  
<CAPTION>

	Common Stock	Additional Paid-in Capital	Accumulated Deficit	Employee Loans	Accumulated Other Comprehensive Income (Loss)	
Total	-----	-----	-----	-----	-----	---
--						
<S>	<C>	<C>	<C>	<C>	<C>	<C>
Balances as of 31 March 2002	\$205.4	\$326.1	\$ (94.8)	\$ (4.8)	\$ (61.5)	\$370.4
Comprehensive income (loss):						
Net income	--	--	100.5	--	--	
100.5						
Other comprehensive income:						
Amortisation of unrealised transition loss on derivative instruments	--	--	--	--	0.6	
0.6						
Foreign currency translation gain	--	--	--	--	14.7	14.7
Unrealised gain on available-for-sale securities	--	--	--	--	0.1	
0.1						
--	-----	-----	-----	-----	-----	----
Other comprehensive income	--	--	--	--	15.4	
15.4						
--						----
Total comprehensive income						
115.9						
Dividends declared	--	--	(22.8)	--	--	
(22.8)						
Stock compensation	--	1.1	--	--	--	
1.1						
Employee loans repaid	--	--	--	0.1	--	
0.1						
Stock options exercised	0.5	1.7	--	--	--	
2.2						
--	-----	-----	-----	-----	-----	----
Balances as of 30 September 2002	\$205.9	\$328.9	\$ (17.1)	\$ (4.7)	\$ (46.1)	\$466.9
	=====	=====	=====	=====	=====	

</TABLE>

The accompanying notes are an integral part of these interim consolidated condensed financial statements.

6

JAMES HARDIE INDUSTRIES N.V. AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. BACKGROUND AND BASIS OF PRESENTATION

BACKGROUND

On 2 July 1998, ABN 60 000 009 263 Pty Ltd, formerly James Hardie Industries Limited ("JHIL"), a public company organised under the laws of Australia and listed on the Australia Stock Exchange, announced a plan of reorganisation and capital restructuring (the "1998 Reorganisation"). James Hardie N.V. ("JHNV") was incorporated in August 1998, as an intermediary holding company, with all of its common stock owned by indirect subsidiaries of JHIL. On 16 October 1998, JHIL's shareholders approved the 1998 Reorganisation. Effective as of 1 November 1998, JHIL contributed its fibre cement businesses, its US gypsum wallboard business, its Australian and New Zealand building systems businesses and its

Australian windows business (collectively, the "Transferred Businesses") to JHNV and its subsidiaries. In connection with the 1998 Reorganisation, JHIL and its non-transferring subsidiaries retained certain unrelated assets and liabilities.

On 24 July 2001, JHIL announced a further plan of reorganisation and capital restructuring (the "2001 Reorganisation"). Completion of the 2001 Reorganisation occurred on 19 October 2001. In connection with the 2001 Reorganisation, James Hardie Industries N.V. ("JHI NV"), formerly RCI Netherlands Holdings B.V., issued common shares represented by CHES Units of Foreign Securities ("CUFS") on a one for one basis to existing JHIL shareholders in exchange for their shares in JHIL such that JHI NV became the new ultimate holding company for JHIL and JHNV.

Following the 2001 Reorganisation, JHI NV controls the same assets and liabilities as JHIL controlled immediately prior to the 2001 Reorganisation.

#### BASIS OF PRESENTATION

The consolidated financial statements represent the financial position and results of operations of JHI NV and its wholly owned subsidiaries, collectively referred to as either the "Company" or "James Hardie," unless the context indicates otherwise. For the periods prior to 19 October 2001, the effective date of the 2001 Reorganisation, the consolidated financial statements represent the financial position and results of operations of JHIL and its wholly owned subsidiaries.

In accordance with accounting principles generally accepted in the United States of America, the transfers to JHI NV have been accounted for on a historical cost basis using the "as-if" pooling method on the basis that the transfers are between companies under common control.

The interim consolidated condensed financial statements and related notes are unaudited and have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission. In the opinion of management, the accompanying financial statements reflect all adjustments, which are of a normal recurring nature, necessary for a fair statement of financial position as of 30 September and 31 March 2002 and the results of operations for the three and six months ended 30 September 2002 and 2001, and cash flows for the six months ended 30 September 2002 and 2001. These financial statements and notes are to be read in conjunction with the audited consolidated financial statements of James Hardie Industries N.V. and Subsidiaries for the three years ended 31 March 2002. The results of operations for the six months ended 30 September 2002 are not necessarily indicative of the results to be expected for the full fiscal year ending 31 March 2003.

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#### JAMES HARDIE INDUSTRIES N.V. AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

The assets, liabilities, income statement and cash flows of the Company have been presented with accompanying Australian dollar (A\$) convenience translations. These A\$ convenience translations are not prepared in accordance with accounting principles generally accepted in the United States of America. The exchange rates used to calculate the convenience translations are as follows (US\$1 = A\$):

<TABLE>

<CAPTION>

	30 September		31 March
	2002	2001	2002
	----	----	----
<S>	<C>		<C>
Assets and liabilities	1.8359	n/a	1.8808
Income statement	1.8196	1.9476	n/a
Cash flows - beginning cash	1.8808	2.0408	n/a
Cash flows - ending cash	1.8359	2.0416	n/a
Cash flows - current period movements	1.8196	1.9476	n/a

</TABLE>

#### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

##### RECLASSIFICATIONS

Certain prior year balances have been reclassified to conform with the current year presentation.

##### EARNINGS PER SHARE

The Company is required to disclose basic and diluted earnings per share ("EPS"). Basic EPS is calculated using income divided by the weighted average number of common shares outstanding during the period. Diluted EPS is similar to basic EPS except that the weighted average number of common shares outstanding is increased to include the number of additional common shares that would have been outstanding if the dilutive potential common shares, such as options, had

been issued. Accordingly, basic and dilutive common shares outstanding used in determining net income (loss) per share are as follows (in millions):

<TABLE>  
<CAPTION>

	Three Months Ended 30 September		Six Months Ended 30 September	
	2002	2001	2002	2001
<S>	<C>	<C>	<C>	<C>
Basic common shares outstanding	456.5	435.6	456.2	425.7
Dilutive effect of stock options	2.6	0.3	2.4	0.3
Diluted common shares outstanding	459.1	435.9	458.6	426.0

</TABLE>

Potential common shares of 2.0 million for the six months ended 30 September 2002 have been excluded from the calculation of diluted shares outstanding because the effect of their inclusion would be antidilutive.

#### RECENT ACCOUNTING PRONOUNCEMENTS

##### Goodwill

In July 2001, the Financial Accounting Standards Board ("FASB") issued Statement of Financial Accounting Standards ("SFAS") No. 142, "Goodwill and Other Intangible Assets." SFAS No. 142, which changes the accounting for goodwill and indefinite-lived intangible assets from an amortisation method to an impairment-only approach, is effective for fiscal years beginning after 15 December 2001. The adoption of this standard had no material impact on the Company's consolidated financial statements. The Company's selling, general and administrative expenses were reduced by approximately \$0.1 million for the six months ended 30 September 2002 due to the discontinuance of goodwill amortization as required by SFAS No. 142.

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#### JAMES HARDIE INDUSTRIES N.V. AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

##### Asset Retirement Obligations

In June 2001, the FASB issued SFAS No. 143, "Accounting for Asset Retirement Obligations." This standard applies to legal obligations associated with the retirement of long-lived assets that result from the acquisition, construction, development and/or the normal operation of a long-lived asset, except for certain obligations of lessees. The statement requires that the fair value of a liability for an asset retirement obligation be recognised in the period in which it is incurred if a reasonable estimate of fair value can be made. The associated asset retirement costs are capitalised as part of the carrying amount of the long-lived asset. This statement is effective for financial statements issued for fiscal years beginning after 15 June 2002. The adoption of this standard is not expected to have a material impact on the Company's consolidated financial statements.

##### Impairment or Disposal of Long-Lived Assets

In August 2001, the FASB issued SFAS No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets." Based upon the framework established in SFAS No. 121, "Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to Be Disposed Of," this statement establishes one accounting model for long-lived assets to be disposed of by sale and addresses significant SFAS No. 121 implementation issues. The accounting model defined in SFAS No. 144 applies to all long-lived assets to be disposed of whether reported in continuing operations or in discontinued operations and requires that those long-lived assets be measured at the lower of carrying amount or fair value less costs to sell. Consequently, discontinued operations will no longer be measured at net realisable value or include amounts for operating losses that have not yet occurred. This statement is effective for financial statements issued for fiscal years beginning after 15 December 2001 and interim periods within those fiscal years. The provisions of SFAS No. 144 generally are to be applied prospectively. The adoption of this standard had no material impact on the Company's consolidated financial statements.

##### Extinguishments of Debt

In May 2002, the FASB issued SFAS No. 145, "Rescission of SFAS Nos. 4, 44 and 64, Amendment of SFAS No.13, and Technical Corrections." Among other things, SFAS No. 145 rescinds various pronouncements regarding early extinguishment of debt and allows extraordinary accounting treatment for early extinguishment only when the provisions of Accounting Principles Board Opinion No. 30, "Reporting the Results of Operations - Reporting the Effects of Disposal of a Segment of a



Business, and Extraordinary, Unusual and Infrequently Occurring Events and Transactions" are met. SFAS No. 145 provisions regarding early extinguishment of debt are generally effective for fiscal years beginning after 15 May 2002. The Company does not believe that the adoption of this statement will have a material impact on the consolidated financial statements.

#### Costs Associated with Exit or Disposal Activities

In July 2002, the FASB issued SFAS No. 146, "Accounting for Costs Associated with Exit or Disposal Activities." This statement nullifies Emerging Issues Task Force (EITF) Issue No. 94-3, "Liability Recognition for Certain Employee Termination Benefits and Other Costs to Exit an Activity (including Certain Costs Incurred in a Restructuring)." It requires companies to recognize costs associated with exit or disposal activities when they are incurred rather than at the date of a commitment to an exit or disposal plan. SFAS No.146 is to be applied prospectively to exit or disposal activities initiated after 31 December 2002. The Company does not expect that adoption of this standard will have a material effect on the Company's consolidated results of operations or financial position.

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JAMES HARDIE INDUSTRIES N.V. AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

### 3. INVENTORIES

Inventories consist of the following components (in millions of US dollars):

<TABLE>  
<CAPTION>

	30 September 2002	31 March 2002
	-----	-----
<S>	<C>	<C>
Raw materials and supplies	\$ 17.7	\$ 22.1
Work-in-process	4.2	4.1
Finished goods	28.7	39.2
Contracts-in-progress less advance billings	--	--
	-----	-----
Total inventories	\$ 50.6	\$ 65.4
	=====	=====

</TABLE>

Work-in-process includes amounts related to construction contracts. The net amount of contracts-in-progress less advance billings was determined after deducting payments and progress billings of \$1.6 million and \$2.9 million as of 30 September and 31 March 2002, respectively.

### 4. RESTRUCTURING AND OTHER OPERATING EXPENSES AND OTHER INCOME (EXPENSE), NET

Restructuring and other operating expenses consist of the following amounts (in millions of US dollars):

<TABLE>  
<CAPTION>

	Three Months Ended 30 September		Six Months Ended 30 September	
	2002	2001	2002	2001
	-----	-----	-----	-----
<S>	<C>	<C>	<C>	<C>
Decrease in fair value of derivative contract	\$ --	\$ 4.4	\$ --	\$ 6.4
Corporate reorganisation expenses	--	4.7	--	4.7
	-----	-----	-----	-----
	\$ --	\$ 9.1	\$ --	\$ 11.1
	=====	=====	=====	=====

</TABLE>

The following table displays the activity and balances of the restructuring accrual account, which is included in other liabilities, from 1 April 2002 to 30 September 2002 (in millions of US dollars):

<TABLE>  
<CAPTION>

				30 September 2002
	1 April 2002 Balance	Additions	Deductions	Balance
	-----	-----	-----	-----
<S>	<C>	<C>	<C>	<C>
Employee terminations	\$0.9	\$ --	\$(0.1)	\$0.8
Surplus lease space	2.1	0.1	(0.6)	1.6
	----	----	----	----
Total	\$3.0	\$0.1	\$(0.7)	\$2.4

</TABLE>

Additions reflect foreign currency movements and deductions reflect cash payments.

Other income (expense), net consists of investment income (expense), net of (\$0.2) million and \$0.5 million for the three months ended 30 September 2002 and 2001, respectively, and \$0.1 million and (\$0.7) million for the six months ended 30 September 2002 and 2001, respectively.

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JAMES HARDIE INDUSTRIES N.V. AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

5. DISCONTINUED OPERATIONS

GYPSUM

On 13 March 2002, the Company announced that it had signed an agreement to sell its US-based Gypsum operations to a third party. The transaction was completed on 25 April 2002. A pre-tax gain of \$83.0 million represented the excess of net proceeds from the sale of \$334.4 million over the net book value of assets sold of \$253.0 million and income from operations from 1 April through 25 April 2002 of \$1.6 million. The sale resulted in an income tax expense of \$28.4 million. In the second quarter of fiscal year 2003, the initial estimated tax expense of \$30.1 million was reduced by \$1.7 million. The proceeds from the sale were comprised of cash of \$345.0 million less selling costs of \$10.6 million.

WINDOWS

On 15 August 2000, the Company approved a plan to dispose of its Windows business. For the year ended 31 March 2001, the Company recorded a loss on disposal of \$17.4 million, net of an income tax benefit of \$0.6 million. This loss on disposal consisted of \$17.2 million for a write down of assets to their expected net realisable value on disposal and transaction costs expected to be incurred on disposal. At 31 March 2001, operating losses from 15 August 2000 to the final disposal date were estimated at \$0.8 million and were included in fiscal year 2001's loss on disposal for the Windows segment. During the second quarter of fiscal year 2002, the total estimated operating losses net of tax from 15 August 2000 to the final disposal date were increased by \$0.3 million.

BUILDING SERVICES

In the second quarter of fiscal year 2003, the Company recorded a loss of \$0.6 million, net of an income tax benefit of \$0.4 million relating to its Building Services business which was disposed of in November 1996. The loss consisted of expenses of \$0.5 million and a \$0.5 million write down of an outstanding receivable that was retained as part of the sale.

The following are the results of operations of discontinued businesses (in millions of US dollars):

<TABLE>  
<CAPTION>

	Three Months Ended 30 September		Six Months Ended 30 September	
	2002	2001	2002	2001
	-----	-----	-----	-----
<S>	<C>	<C>	<C>	<C>
Gypsum				
Net sales	\$ --	\$ 63.9	\$ --	\$ 118.6
Income (loss) before income taxes	--	0.6	--	(7.9)
Income tax benefit (expense)	--	(0.4)	--	3.3
Net income (loss)	--	0.2	--	(4.6)
Gain (loss) on disposal, net of income taxes	1.1	(0.3)	54.0	--
Income (loss) from discontinued operations	\$ 1.1	\$ (0.1)	\$ 54.0	\$ (4.6)
	=====	=====	=====	=====

</TABLE>

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JAMES HARDIE INDUSTRIES N.V. AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

6. OPERATING SEGMENT INFORMATION AND CONCENTRATIONS OF RISK

The Company has reported its operating segment information in the format that the operating segment information is available to and evaluated by the Board of Directors. USA Fibre Cement manufactures and sells fibre cement flat sheet products in the United States. Asia Pacific Fibre Cement manufactures and sells

fibre cement products in Australia, New Zealand and the Philippines. Research and Development is the Research and Development centre in Sydney, Australia. Other Fibre Cement includes the manufacture and sale of fibre cement products in Chile and the manufacture and sale of fibre reinforced cement pipes in the United States. The Company's reportable operating segments are strategic operating units that are managed separately due to their different products and/or geographical location.

OPERATING SEGMENTS

The following are the Company's operating segments and geographical information (in millions of US dollars):

<TABLE>  
<CAPTION>

	Net Sales to Customers Three Months Ended 30 September		Net Sales to Customers Six Months Ended 30 September	
	2002	2001	2002	2001
	-----	-----	-----	-----
<S>	<C>	<C>	<C>	<C>
USA Fibre Cement	\$ 154.7	\$ 114.1	\$ 307.2	\$ 225.3
Asia Pacific Fibre Cement	50.4	40.2	96.7	76.8
Other Fibre Cement	2.5	0.9	3.9	1.5
	-----	-----	-----	-----
Segments total	207.6	155.2	407.8	303.6
General Corporate	--	0.3	--	0.5
	-----	-----	-----	-----
Worldwide total from continuing operations	\$ 207.6	\$ 155.5	\$ 407.8	\$ 304.1
	=====	=====	=====	=====

</TABLE>

<TABLE>  
<CAPTION>

	Income (Loss) from Continuing Operations Before Income Taxes Three Months Ended 30 September		Income (Loss) from Continuing Operations Before Income Taxes Six Months Ended 30 September	
	2002	2001	2002	2001
	-----	-----	-----	-----
<S>	<C>	<C>	<C>	<C>
USA Fibre Cement	\$ 40.7	\$ 28.2	\$ 79.5	\$ 52.4
Asia Pacific Fibre Cement	8.9	6.7	17.2	10.0
Research and Development	(2.9)	(2.0)	(5.4)	(4.6)
Other Fibre Cement	(2.1)	(1.9)	(4.3)	(4.4)
	-----	-----	-----	-----
Segments total	44.6	31.0	87.0	53.4
General Corporate	(8.2)	(13.2)	(14.7)	(24.3)
	-----	-----	-----	-----
Total operating profit	36.4	17.8	72.3	29.1
Net interest expense	(2.5)	(4.1)	(5.4)	(9.4)
Other income (expense), net	(0.2)	0.5	0.1	(0.7)
	-----	-----	-----	-----
Worldwide total from continuing operations	\$ 33.7	\$ 14.2	\$ 67.0	\$ 19.0
	=====	=====	=====	=====

</TABLE>

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JAMES HARDIE INDUSTRIES N.V. AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

<TABLE>  
<CAPTION>

	Total Identifiable Assets	
	30 September 2002	31 March 2002
	-----	-----
<S>	<C>	<C>
USA Fibre Cement	\$ 419.6	\$ 420.3
Asia Pacific Fibre Cement	151.7	147.6
Other Fibre Cement	45.4	45.5
	-----	-----
Segments total	616.7	613.4
General Corporate	362.5	84.3
Discontinued operations	--	215.8
	-----	-----
Worldwide total	\$ 979.2	\$ 913.5
	=====	=====

</TABLE>

<TABLE>  
 <CAPTION>  
 GEOGRAPHIC AREAS

	Net Sales to Customers Three Months Ended 30 September		Net Sales to Customers Six Months Ended 30 September	
	2002	2001	2002	2001
<S>	<C>	<C>	<C>	<C>
United States	\$ 156.2	\$ 114.7	\$ 309.4	\$ 226.3
Australia	32.8	25.5	61.5	48.8
New Zealand	13.4	9.6	26.3	18.7
Other Countries	5.2	5.4	10.6	9.8
Segments total	207.6	155.2	407.8	303.6
General Corporate	--	0.3	--	0.5
Worldwide total from continuing operations	\$ 207.6	\$ 155.5	\$ 407.8	\$ 304.1

</TABLE>

<TABLE>  
 <CAPTION>

	Total Identifiable Assets	
	30 September 2002	31 March 2002
<S>	<C>	<C>
United States	\$ 455.3	\$ 456.0
Australia	83.5	80.6
New Zealand	27.6	24.7
Other Countries	50.3	52.1
Segments total	616.7	613.4
General Corporate	362.5	84.3
Discontinued operations	--	215.8
Worldwide total	\$ 979.2	\$ 913.5

</TABLE>

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 JAMES HARDIE INDUSTRIES N.V. AND SUBSIDIARIES  
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

7. COMPREHENSIVE INCOME (LOSS)

The following are the components of total accumulated other comprehensive income (loss), net of related tax, which is displayed in the balance sheet (in millions of US dollars):

<TABLE>  
 <CAPTION>

	30 September 2002	31 March 2002
<S>	<C>	<C>
Net unrealised gain on available-for-sale securities	\$ 0.2	\$ 0.1
Unrealised transition loss on derivative instruments classified as cash flow hedges	(4.9)	(4.9)
Accumulated amortisation of unrealised transition loss on derivative instruments	1.7	1.1
Foreign currency losses on translation of foreign subsidiaries	(43.1)	(57.8)
Total accumulated other comprehensive loss	\$ (46.1)	\$ (61.5)

</TABLE>

8. COMMITMENTS AND CONTINGENCIES

On 28 June 2001, the Company entered into an agreement to sell its gypsum mine property in Las Vegas, Nevada to a developer for approximately \$50.0 million. The carrying value of the mine at 30 September 2002 is \$0.7 million. In September 2002, the Company agreed to consent to the developer's assignment of its interest in the agreement to another third party developer. Concurrent with the transfer, the 28 June 2001 agreement was amended by all parties to, among other things, provide for liquidated damages in the amount of \$7.5 million should the sale of the gypsum mine property not close on 14 March 2003. The liquidated damages consist of a non-refundable deposit in the amount of \$4.5 million that was received by the Company on 2 October 2002 and \$3.0 million that would be paid to the Company on 14 March 2003 should the sale not close.

As a result of the completion of the sale of its Gypsum business on 25 April

2002, the Company is not technically in compliance as of that date with certain pre-approval covenants of its US\$ non-collateralised note agreements. The Company is currently in discussions with the note holders with respect to either the waiver or the renegotiation of such covenants.

#### 9. SUBSEQUENT EVENT

In July 2002, a capital return of the Euro equivalent of US 20 cents per share, rounded upwards to the nearest whole Euro cent, was approved by the Board of Directors and shareholders. The capital return is contingent upon the Company receiving the necessary Dutch regulatory approval. On 7 October 2002, the Company received Dutch

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#### ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

In this report, James Hardie Industries N.V. and its subsidiaries are collectively referred to as "we," "us," or "our," the term "NZ\$" refers to New Zealand dollars and the term "PHP" refers to Philippine pesos.

This report contains forward-looking statements. Words such as "believe," "anticipate," "plan," "expect," "intend," "target," "estimate," "project," "predict," "forecast," "guideline," "should," "aim" and similar expressions are intended to identify forward-looking statements but are not the exclusive means of identifying such statements. Forward-looking statements involve inherent risks and uncertainties. We caution you that a number of important factors could cause actual results to differ materially from the plans, objectives, expectations, estimates and intentions expressed in such forward-looking statements. These factors, which are further discussed in our reports submitted to the Securities and Exchange Commission on Forms 20-F and 6-K and in our other filings, include but are not limited to: competition and product pricing in the markets in which we operate; general economic and market conditions; compliance with, and possible changes in, environmental and health and safety laws; dependence on cyclical construction markets; the supply and cost of raw materials; our reliance on a small number of product distributors; the consequences of product failures or defects; exposure to environmental or other legal proceedings; and risks of conducting business internationally. We caution you that the foregoing list of factors is not exclusive and that other risks and uncertainties may cause actual results to differ materially from those contained in forward-looking statements. Forward-looking statements speak only as of the date they are made.

#### THREE MONTHS ENDED 30 SEPTEMBER 2002 COMPARED TO THREE MONTHS ENDED 30 SEPTEMBER 2001

Unless otherwise stated, results are for continuing operations only and comparisons are of the 2nd quarter of the current fiscal year versus the 2nd quarter of the prior fiscal year.

#### Total Net Sales

Total net sales increased 34% compared to the same quarter of the previous year, from \$155.5 million to \$207.6 million. Net sales from USA Fibre Cement increased 36% from \$114.1 million to \$154.7 million due to continued growth in sales volumes. Net sales from Asia Pacific Fibre Cement increased 25% from \$40.2 million to \$50.4 million due to higher sales volumes. Net sales from Other Fibre Cement increased 108% from \$1.2 million to \$2.5 million as the Chilean flat sheet business and the US-based FRC Pipes business continued to ramp up, following their start-up early in the 2001 calendar year.

#### USA Fibre Cement Sales

Sales revenue increased 36% from \$114.1 million to \$154.7 million. Sales volume increased 34% from 252.5 million square feet to 337.7 million square feet, due to strong growth in primary demand for fibre cement, increased housing construction activity and sales from the Cemplant operations acquired in December 2001. Buoyed by low mortgage rates, housing market activity remained healthy during the quarter despite a softening in consumer confidence. There was strong volume growth across all major markets. Market share increased in the siding, backer and trim segments, and in both the southern and northern regions of the country. In the northern region, further market share was taken from the dominant siding material, vinyl. Market penetration strategies in the north, including the "Why Settle for Vinyl?" marketing campaign, helped to build awareness of our products' attributes among the region's builders, distributors and homeowners, and led to increased demand. Strategies for further growth in the southern region, including an increased focus on repair and remodel markets and increased selling activity in rural areas, helped the business take additional market share from other siding materials in the region,

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particularly engineered wood. In the interior cement board market, sales of

Hardibacker 500(TM), our 1/2 inch backerboard that is manufactured using proprietary G2 technology, continued to grow strongly, increasing 70% compared to the same quarter of the previous year. Other higher-priced, differentiated products, including vented soffits, Heritage(R) panels and the ColorPlus(TM) Collection of pre-finished siding, all recorded strong sales for the quarter. The average selling price increased 1% compared to the same quarter of the previous year from \$452 per thousand square feet to \$458 per thousand square feet. The higher price was due to an increased proportion of sales of higher-priced, differentiated products, partly offset by sales from our Cemplank operations that have historically been at lower selling prices. The average selling price of \$458 per thousand square feet increased \$9 or 2% compared to the previous quarter of this fiscal year. During the quarter, we commenced construction of the 160 million square feet panel line at Waxahachie, Texas, and the pilot roofing products plant at Fontana, California. At the Peru, Illinois plant, we began to manufacture products on a newly commissioned second production line in September. On 22 October 2002, we announced that our Blandon, Pennsylvania plant will undergo a \$15.3 million upgrade that will increase annual production capacity from 120 million square feet to 200 million square feet to meet rapidly growing demand in the north-east region.

#### Asia Pacific Fibre Cement Sales

Sales revenue for this segment increased 25% from \$40.2 million to \$50.4 million. Sales volume increased 14% from 83.5 million square feet to 95.5 million square feet.

#### Australia Fibre Cement Sales

Sales revenue increased 28% from \$25.6 million to \$32.8 million. In local currency, the increase was 20%. The growth in sales revenue was due to a 21% increase in sales volume, from 56.2 million square feet to 68.1 million square feet. This was partially offset by a 1% decrease in the average selling price due to aggressive pricing in the FRC Pipes business. Buoyant market conditions helped provide strong growth in sales volume and revenue. Robust levels of residential building activity continued to be fuelled by low interest rates, a relatively strong economy and the Government's First Home Buyers Scheme. New housing approvals started to slow during the quarter, but did not impact demand due to the 3-6 month lag between the start of house construction and the sale of our products. During the quarter, we relocated our corrugate production line, which manufactures HardiFence(TM), from Perth to Brisbane.

#### New Zealand Fibre Cement Sales

Sales revenue increased 40% from \$9.6 million to \$13.4 million due to an increase in sales volume, partly offset by a small decrease in the average selling price. In local currency, sales revenue increased 24%. Sales volume increased 22% from 9.4 million square feet to 11.5 million square feet due to stronger demand arising from increased residential building activity, which is being fuelled by low and stable interest rates, high inflation in house selling prices and a stronger economy. Residential construction for the quarter increased 26% compared to the same period last year. Our new Linea(R) weatherboard cladding range of products continued to penetrate its targeted markets during the quarter, taking market share from alternative products such as brick. Linea(R) is a thicker, lightweight weatherboard that uses our proprietary low-density technology and offers a number of performance advantages, notably superior durability, over timber weatherboards. Sales of Linea(R) increased 170% over the previous quarter of this fiscal year. In the non-residential building market, sales of panel products such as Hardipanel(TM) Titan and Hardipanel(TM) Compressed sheet were up strongly, growing approximately 150% compared to the same quarter of last year.

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#### Philippines Fibre Cement Sales

Sales revenue decreased by 18% from \$5.1 million to \$4.2 million. In local currency, sales revenue decreased 17%. This was due primarily to a 10% decrease in sales volume compared to the same quarter of the previous year, from 17.9 million square feet to 16.1 million square feet, due to weaker export sales. Domestic sales increased compared to the same period last year as we continued to penetrate the building boards market, taking further market share from the main competing material, plywood. HardiFlex(R) lite, a thinner, lighter sheet designed for ceiling applications, continued to generate strong sales, as did Hardiflex(R) 4.5mm, used in ceiling and internal wall applications. During the quarter, we launched our first plank product, Hardiplank(TM) Select Cedarmill, which is being marketed to architects and developers. The launch of plank is expected to increase sales to large residential projects. The average net selling price decreased 8% compared to the same quarter of the previous year due to a decrease in sales of higher-priced exports.

#### Other Fibre Cement Sales

#### Chile Fibre Cement Sales

Our Chilean operation, which began commercial production in March 2001, continued to penetrate the market at its targeted rate. Despite deterioration in market conditions during the quarter, sales revenue and volumes were significantly better than the same quarter of last year and higher than the previous quarter of this year. A larger than normal decline in construction activity associated with winter weather conditions, and the impact of regional economic instability were responsible for the weaker market conditions. The business also moved to the next stage of its market penetration strategy with the launch of new interior and exterior products. These include Hardibacker, for interior applications, and textured panels and planks, for exterior cladding, both of which are being targeted at larger scale builders working mainly in the social housing segment. Strong sales growth continued for EconoBoard(TM), which is targeted to builders of small-scale homes and additions and the "Do-It-Yourself" market distributed through retail stores, and Duraboard(TM), which is targeted at the social housing segment. Highly competitive market conditions and aggressive pricing strategies continued during the quarter. Despite this, the average selling price increased compared to both the previous quarter of the current year and the same quarter of the previous year due to the inclusion of higher-priced, differentiated products.

#### USA FRC Pipes Sales

Our FRC Pipes business continued to penetrate the south-east market of the United States. Sales revenue doubled and volume nearly doubled for this quarter compared to the first quarter of this year. Sales volumes have continued to grow since the business began operating early in calendar year 2001, as awareness among construction contractors has increased and as the product range has been progressively expanded. The current product range of 12" to 36" diameter drainage pipes allows us to compete for an increased number of construction projects in the south-east market. Sales of our larger diameter pipes (30" to 36") were particularly strong during the quarter. We estimate that our share of the large diameter drainage pipes segment in the south-east has risen to 10%, from an estimated 4% in the same period of last year, and 6% in the previous quarter of this fiscal year. Competitors have reacted to our market entry with aggressive pricing. As a result, our average net selling price decreased 15% compared to the same quarter of the previous year. This is being offset by unit production costs which have started to decline as significant improvements in manufacturing efficiencies are being achieved. The US civil construction market remains buoyant. In Florida, activity is increasing due to the start of projects funded by TEA-21 and the Florida State Mobility Act, both of which involve significant increases in government spending on highway construction.

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#### Gross Profit

Gross profit increased 37% from \$55.8 million to \$76.4 million due to strong improvements in USA Fibre Cement and Asia Pacific Fibre Cement. The gross profit margin increased 0.9 of a percentage point to 36.8%. USA Fibre Cement gross profit increased 39% due to higher sales volumes, higher selling prices and lower unit cost of sales. The gross profit margin increased 0.9 of a percentage point. Asia Pacific Fibre Cement gross profit increased 28% following strong improvements from Australia Fibre Cement and New Zealand Fibre Cement. Increased volumes, lower raw material costs and improved manufacturing efficiencies were major factors in the improved results. The gross profit margin increased 0.7 of a percentage point.

#### Selling, General and Administrative (SG&A) Expenses

SG&A expenses increased 38% compared to the same quarter last year, from \$28.9 million to \$40.0 million. This increase was due mainly to the funding of growth initiatives in the USA and Europe, and increased bonus accruals in line with the significant improvement in operating profit. SG&A expenses were 0.7 of a percentage point higher as a percentage of sales, at 19.3%.

#### Research and Development (R&D) Expenses

Research and development includes costs associated with 'core' research projects that are aimed at benefiting all fibre cement business units. These costs are recorded as 'corporate costs' in the Research and Development segment rather than being attributed to individual business units. These costs increased 21% to \$2.3 million due to increased project costs and intellectual property costs. Other research and development costs associated with commercialisation projects in business units are included in the business unit segment results. In total, these costs increased 50% to \$2.1 million, reflecting a greater number of projects in the development and commercialisation phase.

#### Restructuring and Other Operating Expenses

There were no charges for restructuring and other operating expenses this quarter. In the same quarter of the previous year there was a charge of \$9.1 million. This included a \$4.4 million charge due to a decrease in the fair value of the pulp hedge contract that is required to be marked to market each quarter due to the implementation of a new US accounting standard on 1 April 2001, and

\$4.7 million relating to the corporate reorganisation.

#### EBIT (Operating Profit)

EBIT before restructuring and other operating expenses increased 35%, from \$26.9 million to \$36.4 million. The EBIT margin before restructuring and other operating expenses increased 0.2 of a percentage point compared to the same period last year, to 17.5%. There were no charges for restructuring and other operating expenses in the quarter. As a result, EBIT increased 104% from \$17.8 million to \$36.4 million. The EBIT margin increased 6.1 percentage points. USA Fibre Cement EBIT increased 44% from \$28.2 million to \$40.7 million due to strong sales volume growth driven by increased primary demand for fibre cement, higher average selling prices, lower unit cost of sales resulting from improved manufacturing efficiencies and lower raw material prices, partly offset by higher SG&A costs. The EBIT margin increased 1.6 percentage points to 26.3%. Australia Fibre Cement EBIT increased 32% from \$5.6 million to \$7.4 million. In local currency, the increase was 24%. The stronger EBIT performance was due to higher sales volumes and lower unit cost of sales. The EBIT margin increased 0.7 of a percentage point to 22.6%. New Zealand Fibre Cement EBIT increased 20% from \$1.5 million to \$1.8 million. In local currency, the increase was 9%. The increase was primarily due to higher sales revenue and lower raw material prices, partly offset by higher SG&A costs. The EBIT margin decreased 2.2 percentage points to 13.4%. Our Philippines business recorded a small operating loss of \$0.3

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million for the quarter compared to a small profit in each of the previous two quarters. The loss was due to lower sales volumes and a decrease in manufacturing performance at the Philippines plant. The business was cash flow positive for the quarter. Both USA FRC Pipes and Chile Fibre Cement incurred operating losses during the quarter as these businesses continued to ramp up. General corporate costs decreased by \$5.0 million from \$13.2 million to \$8.2 million. This decrease was primarily due to a \$3.4 million charge related to our corporate restructuring and a \$4.4 million charge for a decrease in the fair value of the pulp hedge contract incurred in the second quarter of the previous year, and not repeated in this quarter. Standard corporate costs increased primarily due to an increase in bonus accruals, in line with the significant improvement in operating profit.

#### Net Interest Expense

Net interest expense decreased 39% from \$4.1 million to \$2.5 million. This was primarily due to a decrease in net borrowings following the receipt of proceeds from the sale of our Gypsum business in April 2002.

#### Income Tax Expense

Income tax expense increased by \$6.5 million from \$3.7 million to \$10.2 million, in line with the increase in profits.

#### Operating Profit (Income) from Continuing Operations

Income from continuing operations increased by \$13.0 million from \$10.5 million in the second quarter of the previous year to \$23.5 million in this quarter.

SIX MONTHS ENDED 30 SEPTEMBER 2002 COMPARED TO SIX MONTHS ENDED 30 SEPTEMBER 2001

Unless otherwise stated, results are for continuing operations only and comparisons are of the first six months of the current fiscal year versus the first six months of the prior fiscal year.

#### Total Net Sales

Total net sales increased 34% compared to the same period of the previous year, from \$304.1 million to \$407.8 million. Net sales from USA Fibre Cement increased 36% from \$225.3 million to \$307.2 million due to continued growth in sales volumes. Net sales from Asia Pacific Fibre Cement increased 26% from \$76.8 million to \$96.7 million due to higher sales volumes. Net sales from Other Fibre Cement increased 95% from \$2.0 million to \$3.9 million as the Chilean flat sheet business and the US-based FRC Pipes business continued to ramp up, following their start-up early in the 2001 calendar year.

#### USA Fibre Cement Sales

Sales revenue increased 36% from \$225.3 million to \$307.2 million. Sales volume increased 36% from 496.5 million square feet to 677.5 million square feet, due to strong growth in primary demand for fibre cement, increased housing construction activity and sales from the Cemplant operations acquired in December 2001. Buoyed by low mortgage rates, housing market activity remained healthy during the period, despite a softening in consumer confidence. There was strong volume growth across all major markets. Market share increased in the siding, backer and trim segments and in both the southern and northern regions



of the country. In the northern region, further market share was taken from the dominant siding material, vinyl. Market penetration strategies in the north, including the "Why Settle for Vinyl?" marketing campaign, helped to build awareness of our product's attributes among the region's builders, distributors and homeowners, and led to increased demand. Strategies for further growth in the southern region,

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including an increased focus on repair and remodel markets and increased selling activity in rural areas, helped the business take additional market share from other siding materials in the region, particularly engineered wood. In the interior cement board market, sales of Hardibacker 500(TM), our 1/2 inch backerboard that is manufactured using proprietary G2 technology, continued to grow strongly compared to the same period of the previous year. Sales also increased markedly for Harditrim(TM), vented soffits and Heritage(R) panels and the ColorPlus(TM) Collection of pre-finished siding. The average selling price decreased by \$1 compared to the same period of the previous year from \$454 per thousand square feet to \$453 per thousand square feet due to sales from our Cemplan operations that have historically been at lower selling prices. During the period, we commenced construction of the 160 million square feet panel line at Waxahachie, Texas, and the pilot roofing products plant at Fontana, California. At the Peru plant in Illinois, we began to manufacture products on a newly commissioned second production line in September. On October 22, 2002, we announced that our Blandon, Pennsylvania plant will undergo a \$15.3 million upgrade that will increase annual production capacity from 120 million square feet to 200 million square feet to meet rapidly growing demand in the north-east region.

#### Asia Pacific Fibre Cement Sales

Sales revenue for this segment increased 26% from \$76.8 million to \$96.7 million. Sales volume increased 16% from 158.2 million square feet to 182.9 million square feet.

#### Australia Fibre Cement Sales

Sales revenue increased 26% from \$48.8 million to \$61.5 million. In local currency, the increase was 18%. The growth in sales revenue was due to a 19% increase in sales volume, from 107.1 million square feet to 127.6 million square feet. This was partially offset by a 1% decrease in the average selling price due to aggressive pricing in the FRC Pipes business. Demand for new residential housing remained at high levels during the period buoyed by a relatively strong economy, low interest rates and the continuation of the Government's First Home Buyer's Scheme. The robust trading conditions led to higher sales for most products in most markets. New housing approvals started to slow during the second half of the period, but this did not impact demand, as there is a 3-6 month lag between the start of house construction and the sale of our products. During the period, we relocated our corrugate production line, which manufactures HardiFence(TM), from Perth to Brisbane.

#### New Zealand Fibre Cement Sales

Sales revenue increased 41% from \$18.7 million to \$26.3 million due to an increase in sales volume and a slight increase in the average selling price. In local currency, sales revenue increased 25%. Sales volume increased 22% from 18.1 million square feet to 22.1 million square feet due to stronger demand arising from increased residential building activity, which is being fuelled by low and stable interest rates, high inflation in house selling prices and a stronger economy. Residential construction for the first half of the fiscal year increased 24% compared to the same period last year. The new Linea(R) weatherboard cladding range of products launched in March 2002 continued to penetrate its targeted markets, taking market share from alternative products such as brick. Linea(R) is a thicker, lightweight weatherboard that uses our proprietary low-density technology and offers a number of performance advantages over timber weatherboards, notably superior durability. Despite the non-residential building market being weaker this period compared to the same period last year, sales of panel products such as Hardipanel(TM) Titan and Hardipanel(TM) Compressed sheet were up strongly during the period compared to the same period last year.

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#### Philippines Fibre Cement Sales

Sales revenue decreased by 4% from \$9.3 million to \$8.9 million. In local currency, sales revenue decreased 5%. This was due to a decrease in the average net selling price. Sales volume increased 1% compared to the same period of the previous year, from 33.0 million square feet to 33.4 million square feet due to increased demand in the domestic building board market, mostly offset by weaker export sales. We continued to penetrate the domestic building boards market during the period, taking further share from the main competing material, plywood. Strong demand for HardiFlex(R) lite, a thinner, lighter sheet

designed for ceiling applications, and Hardiflex(R) 4.5mm, used in ceiling and internal wall applications, continued during the period. During the period we launched our first plank product, Hardiplank(TM) Select Cedarmill, which is being marketed to architects and developers. The launch of plank is expected to increase sales to large residential projects. The average net selling price decreased 6% compared to the same period of the previous year due to a decrease in sales of higher-priced exports.

#### Other Fibre Cement Sales

#### Chile Fibre Cement Sales

Our Chilean operation, which began commercial production in March 2001, continued to penetrate the market at its targeted rate. Despite deterioration in market conditions during the period, sales revenue and volumes were significantly better than the same period of last year. A larger than normal decline in construction activity in the second half of the period associated with winter weather conditions and the impact of regional economic instability were responsible for the weaker market conditions. The business also moved to the next stage of its market penetration strategy with the launch of new interior and exterior products. These include Hardibacker, for interior applications, and textured panels and planks, for exterior cladding, both of which are targeted at larger scale builders working mainly in the social housing segment. Strong sales growth continued for EconoBoard(TM), which is targeted to builders of small-scale homes and additions and the "Do-It-Yourself" market distributed through retail stores, and Duraboard(TM), also targeted to the social housing segment. Highly competitive market conditions and aggressive pricing strategies continued during the period. Despite this, sales of higher-priced, differentiated products helped increase the average selling price compared to the same period last year.

#### USA FRC Pipes Sales

Our FRC Pipes business continued to penetrate the south-east market of the United States and improve its operational efficiencies. Sales revenue and volumes more than doubled compared to the same period last year. Sales volumes have continued to grow since the business began operating early in calendar year 2001, as awareness among construction contractors has increased and as the product range has been progressively expanded. The current product range of 12" to 36" diameter drainage pipes allows us to compete for an increased number of construction projects in the south-east market. Sales of our larger diameter pipes (30" to 36") continued to grow strongly, in particular, during the second half of the period. We estimate that our share of the large diameter drainage pipes in the south-east has lifted to 10%. Competition has reacted to our market entry with aggressive pricing. As a result, our average net selling price decreased 19% compared to the same period of the previous year. This is being offset by unit production costs which have started to decline as significant improvements in manufacturing efficiencies are being achieved. The US civil construction market remains buoyant. In Florida, activity is increasing due to the start of projects funded by TEA-21 and the Florida State Mobility Act, both of which involve significant increases in government spending on highway construction.

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#### Gross Profit

Gross profit increased 45% from \$101.6 million to \$147.5 million due to strong improvements in USA Fibre Cement and Asia Pacific Fibre Cement. The gross profit margin increased 2.8 percentage points to 36.2%. USA Fibre Cement gross profit increased 44% due to higher sales volumes and lower unit cost of sales. The gross profit margin increased 2.0 percentage points. Asia Pacific Fibre Cement gross profit increased 43% following strong improvements from all businesses. Increased volumes, lower raw material costs and improved manufacturing efficiencies were major factors in the improved results. The gross profit margin increased 4.4 percentage points.

#### Selling, General and Administrative (SG&A) Expenses

SG&A expenses increased 22% compared to the same period last year from \$61.4 million to \$75.2 million. This increase was mainly due to the funding of growth initiatives in the USA and Europe and an increase in bonus accruals in line with the significant improvement in operating profit. However, SG&A expenses were 1.8 percentage points lower as a percentage of sales at 18.4%.

#### Research and Development (R&D) Expenses

Research and development includes costs associated with 'core' research projects that are aimed at benefiting all fibre cement business units. These costs are recorded as 'corporate costs' in the Research and Development segment rather than being attributed to individual business units. These costs were flat at \$4.1 million compared to the same period in the prior year. Other research and development costs associated with commercialisation projects in business units are included in the business unit segment results. In total, these costs

increased 20% to \$3.6 million, reflecting a greater number of projects in the development and commercialisation phase.

#### Restructuring and Other Operating Expenses

There were no charges for restructuring and other operating expenses in the current period. In the same period of the previous year, there was a charge of \$11.1 million. This included a \$6.4 million charge for the decrease in the fair value of the company's pulp hedge contract, required to be marked to market each quarter due to the implementation of a new US accounting standard on 1 April 2001, and \$4.7 million relating to the corporate reorganisation.

#### EBIT (Operating Profit)

EBIT before restructuring and other operating expenses increased 80% from \$40.2 million to \$72.3 million. The EBIT margin before restructuring and other operating expenses increased 4.6 percentage points compared to the same period last year, to 17.8%. There were no charges for restructuring and other operating expenses in the period. As a result, EBIT increased 148% from \$29.1 million to \$72.3 million. The EBIT margin increased 8.3 percentage points. USA Fibre Cement EBIT increased 52% from \$52.4 million to \$79.5 million due to strong sales volume growth driven by increased primary demand for fibre cement, lower unit cost of sales from improved manufacturing efficiencies and lower raw material prices, partly offset by higher SG&A costs. The EBIT margin increased 2.6 percentage points to 25.9%. Australia Fibre Cement EBIT increased 57% from \$8.8 million to \$13.8 million. In local currency, the increase was 47%. The stronger EBIT performance was due to higher sales volume and lower unit cost of sales, partly offset by higher SG&A costs. The EBIT margin increased 4.4 percentage points to 22.4%. New Zealand Fibre Cement EBIT increased 44% from \$2.5 million to \$3.6 million. In local currency, the increase was 31%. The increase was primarily due to higher sales revenue and lower raw material prices, partly offset by higher SG&A costs. The EBIT margin increased 0.3 of a percentage point to 13.7%. Our Philippines business recorded a small operating loss of \$0.2

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million for the half year. The loss was primarily due to a decrease in manufacturing performance at the Philippines plant in the second quarter. The business was cash flow positive for the period. Both USA FRC Pipes and Chile Fibre Cement incurred operating losses during the period as these businesses continued to ramp up. General corporate costs decreased by \$9.6 million from \$24.3 million to \$14.7 million. This decrease was primarily due to a \$4.7 million charge related to our corporate restructuring and a \$6.4 million charge for a decrease in the fair value of the pulp hedge contract incurred in the six months ended 30 September 2001, and not repeated in the current period. Standard corporate costs increased primarily due to an increase in bonus accruals, in line with the significant improvement in operating profit.

#### Net Interest Expense

Net interest expense decreased 43% from \$9.4 million to \$5.4 million. This was primarily due to a decrease in net borrowings following the receipt of proceeds from the sale of our Gypsum business in April 2002.

#### Income Tax Expense

Income tax expense increased by \$15.6 million from \$4.9 million to \$20.5 million, in line with the increase in profits.

#### Operating Profit (Income) from Continuing Operations

Income from continuing operations increased by \$32.4 million from \$14.1 million in the six months ended 30 September 2001 to \$46.5 million in the current period.

#### Discontinued Operations

In fiscal year 2002, we successfully completed the transformation of our company into a purely fibre cement business when we sold our Windows business and signed a definitive agreement to sell our US-based Gypsum operations. We completed the sale of our Gypsum operations on 25 April 2002. We recorded a net profit from discontinued operations of \$54.0 million in the current period, primarily due to the sale of our Gypsum operations.

#### Liquidity and Capital Resources

We have historically met our working capital needs and capital expenditure requirements through a combination of cash flow from operations, proceeds from the divestiture of businesses, credit facilities, proceeds from the sale of property, plant and equipment and proceeds from the redemption of investments. Seasonal fluctuations in working capital generally have not had a significant impact on our short-term or long-term liquidity. We believe that we can meet our present working capital requirements for at least the next 12 months based on our current capital resources.

We had cash and cash equivalents of \$321.8 million as of 30 September 2002. This amount will decrease after the following have been paid: the shareholder approved capital return of the Euro equivalent of 20 cents per share, rounded upwards to the nearest whole Euro cent; the dividend declared of US 5.0 cents per share; taxes on the gain on sale of our Gypsum operations, which is being paid over four instalments; and an estimated prepayment of \$60.0 million of notes and any make-whole payments of approximately \$5.0 million to \$6.0 million (\$3.1 million to \$3.7 million after tax). At 30 September 2002, we also had credit facilities totalling \$458.4 million of which \$231.1 million was outstanding.

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<TABLE>  
<CAPTION>

PRINCIPAL  OUTSTANDING AT DESCRIPTION 30 SEPTEMBER 2002 - ----- -----	EFFECTIVE INTEREST	
	RATE AT  30 SEPTEMBER 2002  -----	TOTAL FACILITY AT  30 SEPTEMBER 2002  -----
		(In millions of US\$)
<S>	<C>	<C>
US\$ notes, fixed interest, repayable annually in varying tranches from 2004 through 2013 .....	7.09%	\$ 225.0
\$ 225.0		
A\$ revolving loan, can be drawn down in either US\$ or A\$, variable interest based on US\$ LIBOR or A\$ bank bill rate plus margin, can be repaid and redrawn until maturity, where \$87.2 has a maturity of November 2005, with the extension of the balance still in process .....	N/A	108.9
--		
US\$ stand-by loan, can be drawn down in either US\$ or A\$, variable interest based on US\$ LIBOR or A\$ bank bill rate plus margin, until maturity, where \$102.5 has a maturity of October 2003, with the extension of the balance still in process .....	N/A	117.5
--		
US\$ line of credit, can be drawn down in Chilean Pesos, variable interest based on Chilean Tasa Activa Bancaria rate plus margin, maturity December 2003 .....	5.52%	7.0
6.1		
-----		-----
Total .....		\$ 458.4
\$231.1		=====
=====		

</TABLE>

As a result of the completion of the sale of our Gypsum business on 25 April 2002, we were not technically in compliance as of that date with certain pre-approval covenants of our US\$ non-collateralised note agreements. We are currently in discussions with the note holders with respect to either the waiver or the renegotiation of such covenants.

#### Cash Flow

Net operating cash inflows increased by \$56.3 million to \$72.6 million for the six months ended 30 September 2002 compared to the same period in the prior year. The increase in cash flow was primarily due to the increase in operating profit in this period, excluding the gain on disposal of our Gypsum business.

Net investing activities produced a cash inflow of \$310.6 million for the six months ended 30 September 2002 compared to a cash outflow of \$33.3 million for the same period in the prior year. The six-month period ended 30 September 2002 reflects proceeds received from the sale of our Gypsum business and lower capital expenditures compared to the same period in the prior year.

Net financing produced a cash outflow of \$93.4 million for the six months ended 30 September 2002 compared to a cash inflow of \$28.7 million for the same period in the prior year. The cash outflow in the current period was mainly due to repayment of borrowings from proceeds received from the sale of our Gypsum business in April 2002. In the same period last year, proceeds from

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the issuance of shares more than offset the net repayment of borrowings and payment of a dividend.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We have operations in foreign countries and, as a result, are exposed to foreign currency exchange rate risk inherent in purchases, sales, assets and liabilities denominated in currencies other than the U.S. dollar. We also are exposed to interest rate risk associated with our long-term debt and to changes in prices of commodities we use in production.

Our policy is to enter into derivative instruments solely to mitigate risks in our business and not for trading or speculative purposes.

FOREIGN CURRENCY EXCHANGE RATE RISK

We have significant operations outside of the United States and, as a result, are exposed to changes in exchange rates which affect our financial position, results of operations and cash flows. For our six months ended 30 September 2002, the following currencies comprised the following percentages of our net sales, cost of goods sold, expenses and liabilities:

	US\$	A\$	NZ\$	Other (1)
	---	--	---	-----
<S>	<C>	<C>	<C>	<C>
Net sales .....	75.9%	15.1%	6.4%	2.6%
Cost of goods sold .....	77.9%	13.0%	6.2%	2.9%
Expenses .....	64.5%	25.6%	6.8%	3.1%
Liabilities (excluding borrowings) .....	57.7%	36.8%	3.7%	1.8%

(1) Comprised primarily of Philippine Pesos and Chilean Pesos.

We purchase raw materials and fixed assets and sell some finished product for amounts denominated in currencies other than the functional currency of the business in which the related transaction is generated. In order to protect against foreign exchange rate movements, we may enter into forward exchange contracts timed to mature when settlement of the underlying transaction is due to occur. At 30 September 2002, there were no such material contracts outstanding.

INTEREST RATE RISK

We have market risk from changes in interest rates, primarily related to our borrowings. At 30 September 2002, 97% of our borrowings were fixed-rate and 3% variable-rate, as compared to 68% of our borrowings at a fixed rate and 32% at a variable rate at 31 March 2002. The large percentage of fixed-rate debt reduces the earnings volatility that would result from changes in interest rates. From time to time, we may enter into interest rate swap contracts in an effort to mitigate interest rate risk. During the six months ended 30 September 2002, no interest rate swap contracts were entered into and no contracts were outstanding.

The following table presents our long-term borrowings at 30 September 2002, the expected maturity date of future principal repayments and related weighted average interest rates. For obligations with variable interest rates, we have used current interest rates and have not attempted to project future interest rates. The fair value of our outstanding debt is what we likely would have to pay over the term of the loan if we were to enter into debt on substantially the same terms today. At 30 September 2002, all of our fixed-rate borrowings were denominated in U.S. dollars.

FUTURE PRINCIPAL REPAYMENTS BY EXPECTED MATURITY DATE  
(IN MILLIONS OF US DOLLARS, EXCEPT PERCENTAGES)

FAIR VALUE	FOR THE YEARS ENDED 31 MARCH						THEREAFTER	TOTAL
	2002	2003	2004	2005	2006			
-----	----	----	----	----	----	-----	-----	
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	
Fixed rate debt	--	--	--	\$ 24.0	\$ 35.0	\$166.0	\$225.0	
\$227.5								
Weighted-average interest rate	--	--	--	6.86%	6.92%	7.16%	7.09%	
--								
Variable rate debt	--	--	--	--	--	--	--	

--  
Weighted-average interest rate            --            --            --            --            --            --            --

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</TABLE>

COMMODITY PRICE RISK

Pulp is a raw material we use to produce fibre cement, and it has historically demonstrated more price sensitivity than other raw materials we use in our manufacturing process. Although we have entered into contracts to hedge pulp prices in the past, we do not anticipate entering in such transactions in the near future.