

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 6-K

**Report of Foreign Private Issuer Pursuant to Rule 13a-16 or 15d-16
of the Securities Exchange Act of 1934**

For the Month of December, 2006

1-15240
(Commission File Number)

JAMES HARDIE INDUSTRIES N.V.

(Exact name of Registrant as specified in its charter)

Atrium, 8th floor
Strawinskyiaan 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 contain forward-looking statements. We may from time to time make forward-looking statements in our periodic reports filed with or furnished to the United States Securities and Exchange Commission on Forms 20-F and 6-K, in our annual reports to shareholders, in offering circulars and prospectuses, in media releases and other written materials and in oral statements made by our officers, directors or employees to analysts, institutional investors, representatives of the media and others. Examples of forward-looking statements include:

- expectations that the conditions precedent to the Final Funding Agreement will be satisfied;
- expectations about payments to a special purpose fund for the compensation of proven asbestos-related personal injury and death claims;
- expectations concerning the Australian Tax Office amended assessment;
- expectations that our credit facilities will be extended or renewed;
- projections of our operating results or financial condition;
- statements regarding our plans, objectives or goals, including those relating to competition, acquisitions, dispositions and our products;
- statements about our future performance; and
- statements about product or environmental liabilities.

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, some of which are discussed under “Risk Factors” beginning on page 5 of our Form 20-F filed on 29 September 2006 with the Securities and Exchange Commission, include but are not limited to: all matters relating to or arising out of the prior manufacture of products that contained asbestos by current and former James Hardie subsidiaries; compliance with and changes in tax laws and treatments; competition and product pricing in the markets in which we operate; the consequences of product failures or defects; exposure to environmental, asbestos or other legal proceedings; general economic and market conditions; the supply and cost of raw materials; the success of our research and development efforts; our reliance on a small number of product distributors; compliance with and changes in environmental and health and safety laws; risks of conducting business internationally; compliance with and changes in laws and regulations; foreign exchange risks; the successful implementation of new software systems; and the successful implementation of the internal control over financial reporting requirements of Section 404 of the Sarbanes-Oxley Act of 2002, as codified by Item 308 of regulation S-K. We caution you that the foregoing list of factors is not exhaustive and that other risks and uncertainties may cause actual results to differ materially from those in forward-looking statements. Forward-looking statements speak only as of the date they are made.

EXHIBIT INDEX

| Exhibit No. | Description |
|--------------------|---|
| 99.1 | Directors Appointment — Filed with the Australian Stock Exchange on December 15, 2006. |
| 99.2 | Appendix 3Y — Change of Director’s Interest Notice — Filed with the Australian Stock Exchange on December 15, 2006. |
| 99.3 | Appendix 3Y — Change of Director’s Interest Notice — Filed with the Australian Stock Exchange on December 18, 2006. |
| 99.4 | Dividend Australian Currency Equivalent — Filed with the Australian Stock Exchange on December 18, 2006. |
| 99.5 | Notice of Meetings for EIM and EGM February 2007 — Filed with the Australian Stock Exchange on December 18, 2006. |

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.

James Hardie Industries N.V.

Date: December 22, 2006

By: /s/ Benjamin Butterfield _____

Benjamin Butterfield
Secretary

EXHIBIT INDEX

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| 99.5 | Notice of Meetings for EIM and EGM February 2007 — Filed with the Australian Stock Exchange on December 18, 2006. |

company statement

15 December 2006

For media enquiries please call Cameron Hamilton on:
Tel: (02) 8274 5304 or Mob: 0425 344 688.
For analyst enquiries please call Steve Ashe on:
Tel: (02) 8274 5246 Mob: 0408 164 011.

James Hardie appoints two Directors and endorses two more for shareholder vote

The Supervisory Board of James Hardie Industries has appointed Brian Anderson and Don DeFosset to the company's Supervisory and Joint Boards (the Board), effective 14 December 2006. Mr Anderson has also been appointed a member of the Audit Committee and Mr DeFosset a member of the Remuneration Committee.

The Board has also endorsed two candidates, Michael Hammes and Rudy van der Meer, to stand for election at the Extraordinary General Meeting (EGM) of shareholders to be held in The Netherlands on 7 February 2007. Messrs Hammes and van der Meer were unable to be appointed immediately by the Board due to restrictions under Dutch law on the number of appointments the Supervisory Board is able to make.

As required by the company's Articles of Association, Messrs Anderson and DeFosset will also stand for re-election at the EGM.

The appointment of Mr Anderson was foreshadowed by the Chairman, Meredith Hellicar, in her address to the company's 2006 annual meetings in September. Mr Anderson is a US resident with extensive financial and business experience at both executive and board levels. In a 13-year career at Baxter International, Inc, Mr Anderson held the positions of Corporate Vice President of Finance, Senior Vice President and Chief Financial Officer. More recently, he was Executive Vice President and Chief Financial Officer of OfficeMax, Inc. Mr Anderson is a former Audit Partner of Deloitte & Touche LLP and he is accredited as a Certified Public Accountant. He is a Director and Chair of the Audit Committee of A.M. Castle & Co., Director of Pulte Homes Corporation and Director and Chair of the Audit Committee for W.W. Grainger, Inc.

Mr DeFosset is also a US resident, with broad executive experience in the resources, automotive components, transport and logistics and industrial sectors. He was Chairman, President and CEO of Walter Industries, Inc; Chief Operating Officer of Dura Automotive Systems, Inc; and Corporate Executive Vice President and President of Navistar International Corporation. He currently serves as a Director and Member of the Audit Committee of Regions Financial Corporation; Director of Safelite Glass Corporation; and Director, Chairman of the Audit Committee and Member of the Compensation Committee of Terex Corporation.

Mr Hammes has extensive commercial experience at senior executive level in the medical products, hardware and home improvement, and automobile sectors. He is CEO and President of Sunrise Medical, Inc and former Chairman and CEO of Guide Corporation, and of Coleman Company, Inc. Mr Hammes is a Director of Sunrise Medical and Navistar International Corporation, and is Chairman of the Navistar Nominating and Governance Committee, and a Member of the Navistar Compensation, Finance and Executive Committees. He is a US resident.

Netherlands resident, Mr van der Meer, has considerable knowledge of global businesses and the building and construction sector. Over a 32-year association with Akzo Nobel N.V, he held senior positions including CEO — Coatings and CEO — Chemicals; member of the five-member Executive Board; Division President — Akzo Salt & Base Chemicals and member of the Executive Board — Akzo Salt & Base Chemicals. He is Chairman of the Supervisory Board of Imtech N.V.; a Member of the Supervisory Board of Hagemeyer N.V.; a Member of the Supervisory Board of ING Bank Nederland N.V. and ING Verzekeringen (Insurance) Nederland N.V.; Chairman of the Supervisory Board of Norit International B.V.; and Chairman of the Supervisory Board of Energie Beheer Nederland B.V.

James Hardie chairman, Meredith Hellicar, said the appointments and nominations reflected her previously stated intention to address the issue of Board renewal. “We promised a planned and structured renewal process that would provide for a smooth transition between Directors, and we have now taken significant steps to achieve this,” she said.

“I am confident that Brian, Don, Michael and Rudy have the personal qualities and values to make an important contribution to the balanced composition of this demanding Board. Additionally, they will add considerable depth to the Board’s business and finance experience, particularly in its most significant market of the United States.”

At James Hardie’s 2005 Annual General Meeting, Director James Loudon stood for and was re-elected to the Supervisory and Joint Boards, but indicated his intention to retire from these Boards at an appropriate time during the course of his three year term. Mr Loudon has now advised that he will retire from the Board with effect from 31 March 2007. Ms Hellicar expressed the Board’s immense appreciation of Mr Loudon’s most valuable contribution to James Hardie and his commitment to the company during a difficult period of its history.

END

Please view the following details.

Background Information
New James Hardie Directors

Brian Anderson BS, MBA, CPA

Age 56

Brian Anderson was appointed as an independent Non-Executive Director of the James Hardie on 14 December 2006. He was also appointed a member of the Audit Committee.

Experience: Mr Anderson has extensive financial and business experience at both executive and board levels. He has held a variety of senior positions, with thirteen years at Baxter International, Inc, including seven years as Corporate Vice President of Finance, Senior Vice President and Chief Financial Officer (1997-2004) and, more recently, as Executive Vice President and Chief Financial Officer of OfficeMax, Inc (2004-2005). Earlier in his career, Mr Anderson was an Audit Partner of Deloitte & Touche LLP (1986-1991) and he is accredited as a Certified Public Accountant (1976).

Directorships of listed companies in past three years: Current — Director and Chair of the Audit Committee of A.M. Castle & Co. (since July 2005); Pulte Homes Corporation (since September 2005); Director (since 1999) and Chair of the Audit Committee (since 2003) for W.W. Grainger, Inc.

Other: Director of The Nemours Foundation (since January 2006); resident of the United States.

Don DeFosset BS, MBA

Age 58

Don DeFosset was appointed as an independent Non-Executive Director of James Hardie on 14 December 2006, to fill a casual vacancy on the Board. He was also appointed a member of the Remuneration Committee.

Experience: Mr DeFosset has broad executive experience in the homebuilding and mortgage, resources, automotive components, transport and logistics and industrial sectors. Previous roles include Chairman, President and CEO of Walter Industries, Inc (2000-2005), COO and Board Member of Dura Automotive Systems, Inc (1999-2000), Corporate Executive Vice President and President of Navistar International Corporation (1996-1999), various senior executive roles with AlliedSignal, Inc (1992-1996); Executive Vice President, Operations of Mack Trucks, Inc (1989-1992) and various senior executive roles with Rockwell International (1971-1989).

Directorships of listed companies in past three years: Director and Member of the Audit Committee of AmSouth Bancorporation N.A (since October 2005); Director and Member of the Compensation Committee of Safelite Glass Corporation; Director, Member of the Compensation Committee and Chair of the Audit Committee of Terex Corporation (since 1999).

Other: resident of the United States.

Background information continued on the following page.

Background Information — continued
James Hardie Director candidates

Michael N Hammes BS, MBA

Age 64

Experience: Mr Hammes has extensive commercial experience at the senior executive level. He has held a number of executive positions in the medical products, hardware and home improvement, and automobile sectors, including CEO and President of Sunrise Medical, Inc (2000-present), Chairman and CEO of Guide Corporation (1998-2000), Chairman and CEO of Coleman Company, Inc (1993-1997), Vice Chairman of Black & Decker Corporation (1992-1993) and various senior executive roles with Chrysler Corporation (1986-1990) and Ford Motor Company (1979-1986).

Directorships of listed companies in past three years: Director of Sunrise Medical (since 1998); Director of Navistar International Corporation (since 1996). Mr Hammes is currently Chairman of the Navistar Nominating and Governance Committee, and a Member of the Navistar Compensation, Finance and Executive Committees.

Other: Previous Member of the Board of Directors of Johns Manville Corporation; Member of the Board of Visitors, Georgetown University's School of Business, resident of the United States.

It is intended to appoint Mr Hammes a member of the Audit Committee.

Rudy M J van der Meer, M.Ch.Eng

Age 61

Experience: Mr van der Meer is an experienced executive, with considerable knowledge of global businesses and the building and construction sector. During his 32 year association with Akzo Nobel N.V., he held a number of senior positions including CEO — Coatings (2000-2005), CEO - Chemicals (1993-2000), member of the five member Executive Board (1993-2005), Division President - Akzo Salt & Base Chemicals (1991-1993) and member of the Executive Board — Akzo Salt & Base Chemicals (1989-1991).

Directorships of listed companies in past three years: Current — Chairman of the Supervisory Board of Imtech N.V. (since 2005); Member of the Supervisory Board of Hagemeyer N.V. (since 2006); Member of the Supervisory Board of ING Bank Nederland N.V. and ING Verzekeringen (Insurance) Nederland B.V. (since 2004); Chairman of the Supervisory Board of Norit International B.V. (since 2005); Chairman of the Board of Energie Beheer Nederland B.V. (since 2006).

Other: Previous appointments include Chairman of VNCI (Association of the Dutch Chemical Industry) (1994-2000); Member of the Supervisory Board of Gelderse Papier N.V. (1994-2000); Member of the Board of CEFIC (European Chemical Industry Council) (1998-2002); Member of the Board and Executive Committee of the American Chemistry Council (1996-2002); Member of the Board of the European Council Paint, Printing Ink and Artists' Colours Industry (2004-2005); Chairman of the Board of Foundation "Toekomstbeeld der Techniek" (1999-2005); Member of the ING Group N.V. Advisory Council (1997-2005). Mr van der Meer is a resident of The Netherlands.

It is intended to appoint Mr van der Meer a member of the Nomination & Governance Committee.

Contact details are on the following page.

Media Enquiries:

Cameron Hamilton

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Telephone: 61 2 8274 5246
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Email: steve.ashe@jameshardie.com.au
Facsimile: 61 2 8274 5218

www.jameshardie.com**Disclaimer**

This Company Announcement contains forward-looking statements. We may from time to time make forward-looking statements in our periodic reports filed with or furnished to the United States Securities and Exchange Commission on Forms 20-F and 6-K, in our annual reports to shareholders, in offering circulars and prospectuses, in media releases and other written materials and in oral statements made by our officers, directors or employees to analysts, institutional investors, representatives of the media and others. Examples of forward-looking statements include:

- *expectations that the conditions precedent to the Final Funding Agreement will be satisfied;*
- *expectations about payments to a special purpose fund for the compensation of proven asbestos-related personal injury and death claims;*
- *expectations concerning the Australian Tax Office amended assessment;*
- *expectations that our credit facilities will be extended or renewed;*
- *projections of our operating results or financial condition;*
- *statements regarding our plans, objectives or goals, including those relating to competition, acquisitions, dispositions and our products;*
- *statements about our future performance; and*
- *statements about product or environmental liabilities.*

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.

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Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/9/2001.

| |
|---|
| Name of entity James Hardie Industries N.V. |
| ARBN 097 829 895 Incorporated in The Netherlands. The liability of members is limited. |

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

| | |
|----------------------------|------------------|
| Name of Director | Mr Louis GRIES |
| Date of last notice | 23 November 2005 |

Part 1 — Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

| | |
|--|--|
| Direct or indirect interest | Direct interest |
| Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest. | N/A |
| Date of change | 21 November 2006 |
| No. of securities held prior to change | <ul style="list-style-type: none"> • 127,675 fully paid ordinary shares/CUFS registered in the name of the Director; and • 2,189,544 options over unissued ordinary fully paid shares/CUFS |
| Class | <ul style="list-style-type: none"> • Options (ROCE) over unissued ordinary fully paid shares/CUFS; and • Options (TSR) over unissued ordinary fully paid shares/CUFS. |
| Number acquired | 415,000 Options (ROCE) and 381,000 Options (TSR). |
| Number disposed | Nil |
| Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation | No cash consideration was paid for the options. |

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

| | |
|---|---|
| No. of securities held after change | <ul style="list-style-type: none"> • 1,189,544 options under the 2001 Equity Incentive Plan; • 1,000,000 options under the Managing Board Transitional Stock Option Plan 22 August 2005; • 415,000 options (ROCE) under the 2006 JHINV Long Term Incentive Plan; and • 381,000 options (TSR) under the 2006 JHINV Long Term Incentive Plan. |
| Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | Issued under the 2006 JHINV Long Term Incentive Plan, as approved by shareholders at the 2006 Annual General Meeting. |

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

| | |
|--|-----|
| Detail of contract | N/A |
| Nature of interest | N/A |
| Name of registered holder (if issued securities) | N/A |
| Date of change | N/A |
| No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed | N/A |
| Interest acquired | N/A |
| Interest disposed | N/A |
| Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation | N/A |
| Interest after change | N/A |

+ See chapter 19 for defined terms.

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/9/2001.

| |
|---|
| Name of entity James Hardie Industries N.V. |
| ARBN 097 829 895 Incorporated in The Netherlands. The liability of members is limited. |

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

| | |
|----------------------------|---------------------|
| Name of Director | Mr Russell L. CHENU |
| Date of last notice | 8 June 2006 |

Part 1 — Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

| Direct or indirect interest | Direct interest |
|--|--|
| Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest. | N/A |
| Date of change | 21 November 2006 |
| No. of securities held prior to change | <ul style="list-style-type: none"> • 15,000 fully paid ordinary shares/CUFS registered in the name of the Director; and • 183,000 options over unissued ordinary fully paid shares/CUFS. |
| Class | <ul style="list-style-type: none"> • Options (ROCE) over unissued ordinary fully paid shares/CUFS; and • Options (TSR) over unissued ordinary fully paid shares/CUFS. |
| Number acquired | 65,000 Options (ROCE) and 60,000 Options (TSR). |
| Number disposed | Nil |
| Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation | No cash consideration was paid for the options. |

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

| | |
|---|---|
| No. of securities held after change | <ul style="list-style-type: none"> • 93,000 options under the 2001 Equity Incentive Plan; • 90,000 options under the Managing Board Transitional Stock Option Plan 22 August 2005; • 65,000 options (ROCE) under the 2006 JHINV Long Term Incentive Plan; and • 60,000 options (TSR) under the 2006 JHINV Long Term Incentive Plan. |
| Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | Issued under the 2006 JHINV Long Term Incentive Plan, as approved by shareholders at the 2006 Annual General Meeting. |

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

| | |
|--|-----|
| Detail of contract | N/A |
| Nature of interest | N/A |
| Name of registered holder (if issued securities) | N/A |
| Date of change | N/A |
| No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed | N/A |
| Interest acquired | N/A |
| Interest disposed | N/A |
| Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation | N/A |
| Interest after change | N/A |

+ See chapter 19 for defined terms.

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/9/2001.

| |
|---|
| Name of entity James Hardie Industries N.V. |
| ARBN 097 829 895 Incorporated in The Netherlands. The liability of members is limited. |

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

| | |
|----------------------------|----------------------------|
| Name of Director | Mr Benjamin P. BUTTERFIELD |
| Date of last notice | 23 November 2005 |

Part 1 — Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

| | |
|--|---|
| Direct or indirect interest | Direct interest |
| Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest. | N/A |
| Date of change | 21 November 2006 |
| No. of securities held prior to change | 410,000 options over unissued ordinary fully paid shares/CUFS. |
| Class | <ul style="list-style-type: none"> Options (ROCE) over unissued ordinary fully paid shares/CUFS; and Options (TSR) over unissued ordinary fully paid shares/CUFS. |
| Number acquired | 110,000 Options (ROCE) and 101,000 Options (TSR). |
| Number disposed | Nil |
| Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation | No cash consideration was paid for the options. |

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

| | |
|---|---|
| No. of securities held after change | <ul style="list-style-type: none"> • 180,000 options under the 2001 Equity Incentive Plan; • 230,000 options under the Managing Board Transitional Stock Option Plan 22 August 2005; • 110,000 options (ROCE) under the 2006 JHINV Long Term Incentive Plan; and • 101,000 Options (TSR) under the 2006 JHINV Long Term Incentive Plan. |
| Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | Issued under the 2006 JHINV Long Term Incentive Plan, as approved by shareholders at the 2006 Annual General Meeting. |

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of “notifiable interest of a director” should be disclosed in this part.

| | |
|--|-----|
| Detail of contract | N/A |
| Nature of interest | N/A |
| Name of registered holder (if issued securities) | N/A |
| Date of change | N/A |
| No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed | N/A |
| Interest acquired | N/A |
| Interest disposed | N/A |
| Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation | N/A |
| Interest after change | N/A |

+ See chapter 19 for defined terms.

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/9/2001.

| |
|---|
| Name of entity James Hardie Industries N.V. |
| ARBN 097 829 895 Incorporated in The Netherlands. The liability of members is limited. |

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

| | |
|----------------------------|----------------------|
| Name of Director | Ms Meredith HELLICAR |
| Date of last notice | 22 November 2005 |

Part 1 — Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

| | |
|--|---|
| Direct or indirect interest | Indirect interest |
| Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest. | David Latrobe Foster and Meredith Hellicar Foster ATF Kinnoul Superannuation Fund. |
| Date of change | 12 December 2006 |
| No. of securities held prior to change | 11,566 CUFS of which 758 CUFS are subject to voluntary escrow until 22 November 2007. |
| Class | CUFS |
| Number acquired | 3,388 CUFS |
| Number disposed | Nil |
| Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation | \$28,525.52 |

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

| | |
|---|--|
| No. of securities held after change | <ul style="list-style-type: none"> • 3,388 CUFS held by David Latrobe Foster and Meredith Hellicar Foster ATF Kinnoul Superannuation Fund; and • 11,566 CUFS are registered in the name of the Director, of which 758 CUFS are subject to voluntary escrow until 22 November 2007. |
| Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | Acquired on market under the 2006 Supervisory Board Share Plan under which a Director can elect to receive a percentage of the Director's fees in the form of CUFS. |

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

| | |
|--|-----|
| Detail of contract | N/A |
| Nature of interest | N/A |
| Name of registered holder (if issued securities) | N/A |
| Date of change | N/A |
| No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed | N/A |
| Interest acquired | N/A |
| Interest disposed | N/A |
| Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation | N/A |
| Interest after change | N/A |

+ See chapter 19 for defined terms.

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/9/2001.

| |
|---|
| Name of entity James Hardie Industries N.V. |
| ARBN 097 829 895 Incorporated in The Netherlands. The liability of members is limited. |

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

| | |
|----------------------------|------------------|
| Name of Director | Mr John D BARR |
| Date of last notice | 22 November 2005 |

Part 1 — Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

| | |
|--|---|
| Direct or indirect interest | Direct interest |
| Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest. | N/A |
| Date of change | 12 December 2006 |
| No. of securities held prior to change | <ul style="list-style-type: none"> • 21,000 CUFS held by National Nominees Ltd for J&M Barr trust; and • 1,826 CUFS registered in the name of the Director. |
| Class | CUFS |
| Number acquired | 779 CUFS |
| Number disposed | Nil |
| Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation | \$6,635.81 |

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

| | |
|---|---|
| No. of securities held after change | <ul style="list-style-type: none"> • 21,000 CUFS held by National Nominees Ltd for J&M Barr trust; and • 2,605 CUFS registered in the name of the Director. |
| Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | Acquired on market under the 2006 Supervisory Board Share Plan under which a Director can elect to receive a percentage of the Director's fees in the form of CUFS. |

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

| | |
|--|-----|
| Detail of contract | N/A |
| Nature of interest | N/A |
| Name of registered holder (if issued securities) | N/A |
| Date of change | N/A |
| No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed | N/A |
| Interest acquired | N/A |
| Interest disposed | N/A |
| Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation | N/A |
| Interest after change | N/A |

+ See chapter 19 for defined terms.



James Hardie Industries NV
ARBN 097 829 895
Incorporated in The Netherlands
The liability of members is limited

Atrium 8th Floor
Strawinskylaan 3077
1077 ZX Amsterdam,
The Netherlands

Telephone: 31-20-301 2980
Fax: 31-20-404 2544

18 December 2006

The Manager
Company Announcements Office
Australian Stock Exchange Limited
20 Bridge Street
SYDNEY NSW 2000

Dear Sir

Dividend Amount in SAUD

The Company's dividend of US 5 cents per share announced on 13 November 2006 converts to 6.39 Australian cents per CUFS.

The dividend is payable in Australian currency on 8 January 2007 to CUFS holders registered at the 15 December 2006 record date.

American Depositary Receipt holders will receive payment in US currency.

Dutch withholding tax will be deducted from the dividend.

Yours faithfully

A handwritten signature in black ink, appearing to read 'Benjamin Butterfield', written over a light grey grid background.

Benjamin P Butterfield
Company Secretary



Notice of Meetings

An Extraordinary Information Meeting of James Hardie Industries NV (the Company) has been called to enable CUFS holders to attend a meeting together in Australia to review items of business and other matters that will be considered and voted on at the subsequent Extraordinary General Meeting of the Company in The Netherlands. CUFS (CHESS Units of Foreign Securities) are a form of security used to allow trading on the Australian Stock Exchange in shares of companies that are incorporated outside Australia.

QUESTIONS

CUFS holders will be able to ask questions at the Extraordinary Information Meeting as they would at an Extraordinary General Meeting. We invite holders to use the accompanying form to submit questions in advance of the meeting. We believe this process will make it easier for more holders to have questions answered, whether or not they can attend the Information Meeting. CUFS holders will also be able to ask questions from the floor during the Information Meeting.

Information is also available on the James Hardie Shareholder Helpline, available between 8.00am and 6.00pm Australian Eastern Daylight Time (AEDT) on Business Days. Call 1800 021 321 within Australia, or +61 2 9638 9889 from outside Australia.

WEBCAST

For the benefit of holders unable to attend, the Extraordinary Information Meeting will be broadcast live over the internet at www.jameshardie.com (select Investor Relations). The webcast will then remain on the Company's website so it can be replayed later if required.

Although no voting will take place at the Extraordinary Information Meeting in Sydney, CUFS holders will be able to lodge direction (or proxy) forms specifying how their vote is to be recorded at the Extraordinary General Meeting.

MEETING DETAILS

The **Extraordinary General Meeting** will be held at Ballroom B, Hilton Amsterdam, Apollolaan 138, 1077 BG Amsterdam, The Netherlands at 11.30 am Central Europe Time (CET) on Wednesday, 7 February 2007.

The Extraordinary Information Meeting of CUFS holders of James Hardie Industries NV will be held at

**The Wesley Conference Centre,
220 Pitt Street, Sydney NSW Australia**

**at 9.30 am AEDT on
Thursday, 1 February 2007.**

James Hardie Industries NV ARBN 097 829 895
Incorporated in The Netherlands with corporate seat in Amsterdam.
The liability of members is limited.

BUSINESS OF EXTRAORDINARY GENERAL MEETING

1. AMENDED AND RESTATED FINAL FUNDING AGREEMENT

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

That:

- (a) the resolution of the Managing Board of the Company to enter into the Amended and Restated Final Funding Agreement (the "**Amended FFA**") between the Company, James Hardie 117 Pty Ltd, Asbestos Injuries Compensation Fund Limited ("**AICN**"), in its capacity as trustee of the Asbestos Injuries Compensation Fund, and the State of New South Wales, and each Related Agreement as defined therein is hereby ratified and approved;
- (b) the execution of:
 - (i) the Final Funding Agreement by Mr R Chenu and Ms M Hellicar on behalf of the Company on 1 December 2005;
 - (ii) the Amended FFA by Mr R Chenu and Ms M Hellicar on behalf of the Company on 21 November 2006;
 - (iii) the Related Agreements (as defined in the Amended FFA), to the extent that the Company is a party to such agreements, on behalf of the Company including, where one or more of those agreements is not currently executed, the future execution of each of those agreements on behalf of the Company;
 - (iv) the Final Funding Agreement by Mr R Chenu as attorney for James Hardie 117 Pty Ltd on 1 December 2005, the Amended FFA by Mr B Potts and Mr D Salter on behalf of James Hardie 117 Pty Ltd on 21 November 2006, and where James Hardie 117 Pty Ltd becomes a party to a Related Agreement, the future execution of the Related Agreement on behalf of James Hardie 117 Pty Ltd; and
 - (v) any other agreement referred to in, contemplated by, or which is necessary or desirable to give effect to, the Amended FFA or the Related Agreements, on behalf of the Company or any relevant group company;

(together the "**Relevant Agreements**") and the performance of the Relevant Agreements by the Company, James Hardie 117 Pty Ltd or any other relevant group companies is hereby ratified and approved; and

- (c) each Managing Director of the Company, from time to time, be appointed to represent the Company in accordance with the Company's Articles of Association in connection with:
 - (i) all matters concerning the Relevant Agreements; and
 - (ii) any other agreements (whether or not in relation to the Relevant Agreements),

including where such matter concerns the Company, another group company or AICN, and notwithstanding that a Managing Director of the Company is at the same time also a director of any such entity, and the representation of the Company to date by one or more Managing Directors in such a situation is hereby ratified and approved.

Details of where copies of the Amended and Restated Final Funding Agreement and each Related Agreement as defined therein are available for inspection and other information relevant to these items of business is set out in the attached Explanatory Notes and in the Explanatory Memorandum accompanying this Notice of Meetings.

2. ELECTION OF MEMBERS OF THE SUPERVISORY AND JOINT BOARDS

To consider and, if thought fit, pass each of the following resolutions as an ordinary resolution:

- (a) **That** Mr B P Anderson, being a member of the Supervisory and Joint Boards of the Company, having been appointed by the Supervisory Board to fill a vacancy in accordance with Article 22.3 of the Company's Articles of Association, and who would otherwise retire immediately following the next Annual General Meeting of the Company, having been nominated for appointment by the Supervisory Board in accordance with Article 22.4 of the Company's Articles of Association, be re-elected as a member of the Supervisory and Joint Boards.
- (b) **That** Mr D DeFosset, being a member of the Supervisory and Joint Boards of the Company, having been appointed by the Supervisory Board to fill a vacancy in accordance with Article 22.3 of the Company's Articles of Association, and who would otherwise retire immediately following the next Annual General Meeting of the Company, having been nominated for appointment by the Supervisory Board in accordance with Article 22.4 of the Company's Articles of Association, be re-elected as a member of the Supervisory and Joint Boards.
- (c) **That** Mr M N Hammes, having been nominated for election by the Supervisory Board in accordance with Article 22.4 of the Company's Articles of Association, be elected as a member of the Supervisory and Joint Boards.
- (d) **That** Mr R M J van der Meer, having been nominated for election by the Supervisory Board in accordance with Article 22.4 of the Company's Articles of Association, be elected as a member of the Supervisory and Joint Boards.

Brief resumes of Messrs Anderson, DeFosset, Hammes and van der Meer are set out in the attached Explanatory Notes.

Explanatory Notes and information on voting at the Extraordinary General Meeting are attached, and an Explanatory Memorandum and Direction Form are enclosed.

By order of the Managing Board and the Supervisory Board



Benjamin P Butterfield
Company Secretary
18 December 2006

2 James Hardie Industries

NOTES ON VOTING

CUFS HOLDERS

CUFS holders who want to vote on the resolutions to be considered at the Extraordinary General Meeting have the following three options available to them:

Option A

CUFS holders who want to vote on the resolutions to be considered at the Extraordinary General Meeting in Amsterdam, but who do not want to attend that meeting, may instead attend the Extraordinary Information Meeting in Sydney, Australia.

Before, at or following the conclusion of the Extraordinary Information Meeting, CUFS holders may lodge a Direction Form directing CHES Depositary Nominees Pty Limited (CDN) to vote the shares in the Company held by it on their behalf. CDN is the legal holder of the shares in the Company for the purposes of the ASTC Settlement Rules and is the issuer of CUFS.

For the purposes of Articles 34.4 and 34.5 of the Company's Articles of Association, to be eligible to direct CDN to vote the shares underlying their CUFS holding at the Extraordinary General Meeting, CUFS holders must be registered at 5.00 pm (AEDT) on Friday, 2 February 2007.

CUFS holders who select Option A should follow either (1) or (2) below:

1. Complete the Direction Form accompanying this Notice of Meetings and lodge it:
 - (i) **in person at the Extraordinary Information Meeting; or**
 - (ii) **by post to GPO Box 242, Melbourne, VIC 8060, Australia; or**
 - (iii) **by delivery to Computershare Investor Services Pty Limited, Level 3, 60 Carrington Street, Sydney NSW, Australia; or**
 - (iv) **by email to Amanda.McDonald @computershare.com.au or**
 - (v) **by facsimile to (03) 9473 2118 from inside Australia or +61 3 9473 2118 from outside Australia.**
2. Complete a Direction Form using the internet

Go to www.computershare.com/au/proxy/jhx (Note: address must be exact; be aware of the **.com/au** in the address, which is not the more usual .com.au)

To complete the Direction Form using the internet, you will need your Security Holder Reference Number (SRN) or Holder Identification Number (HIN) from your current James Hardie Industries NV Holding Statement or your last dividend statement and your postcode as recorded in the Company's register.

You will be taken to have signed the Direction Form if you lodge it in accordance with the instructions.

Completed Direction Forms must be received by Computershare Investor Services Pty Limited no later than 5:00 pm (AEDT) on Monday, 5 February 2007.

Option B

CUFS holders who want to attend and vote at the Extraordinary General Meeting in Amsterdam may ask CHES Depositary Nominees Pty Limited (CDN) to appoint them as proxy to vote the shares underlying their holding of CUFS on behalf of CDN. CDN is the holder of the shares in the Company for the purposes of the ASTC Settlement Rules and the issuer of CUFS.

If you are a CUFS holder and select Option B, do not complete the enclosed Direction Form. Instead, you will need to write and ask for a Proxy Request Form to be sent to you. Complete the Proxy Request Form and return it to Computershare Investor Services Pty Limited using the address, email or fax details given below.

Written requests for a Proxy Request Form, and completed Proxy Request Forms, must be sent to Computershare Investor Services Pty Limited:

- (i) **by post at GPO Box 242, Melbourne, VIC 8060, Australia; or**
- (ii) **by delivery to Level 3, 60 Carrington Street, Sydney NSW, Australia; or**
- (iii) **by email to Amanda.McDonald@Computershare.com.au or**
- (iv) **by facsimile to 03 9473 2118 from inside Australia or +61 3 9473 2118 from outside Australia.**

To attend and vote at the Extraordinary General Meeting in Amsterdam, your completed Proxy Request Forms must be received by Computershare Investor Services Pty Limited no later than 5.00 pm (AEDT) on Monday, 29 January 2007.

Option C

CUFS holders who want to attend and vote at the Extraordinary General Meeting may also do so by converting their CUFS to ordinary shares. Converted shares cannot be traded on the ASX but the owner of the shares will be eligible to vote those shares at the Extraordinary General Meeting either in person or by proxy. Shareholders who have converted their CUFS to shares will also receive distributions in US dollars. Shares can be converted back into CUFS after the meeting.

Conversions to Company shares must be recorded in a transfer form signed by the transferor and the transferee. The transfer will have effect, if the Company is a party to the deed, when the transfer form is executed, or when it is served upon the Company, or when the Company otherwise acknowledges the transaction.

CUFS must be converted into shares before 5.00 pm (AEDT) on Monday, 29 January 2007. The Company will not acknowledge any requests to transfer shares received between Tuesday, 30 January 2007 (AEDT) and the close of the Extraordinary General Meeting.

To convert your CUFS holding to a shareholding any time before 5.00 pm (AEDT) on Monday, 29 January 2007:

- (i) *in the case of issuer-sponsored CUFS*: obtain a transfer form from Computershare Investor Services Pty Limited, execute it and return it to Computershare Investor Services Pty Limited:
 - a. by post to GPO Box 242, Melbourne, VIC 8060, Australia;
 - b. by delivery to Level 3, 60 Carrington Street, Sydney NSW, Australia; or
 - c. by facsimile to (03) 9473 2118 from inside Australia or +61 3 9473 2118 from outside Australia; or
- (ii) *in the case of CUFS sponsored on the CHESSE sub-register*: direct your CHESSE participant to convert your holding.

CUFS holders who select Option C should follow the voting instructions set out below under the heading **Shareholders**.

To obtain a free copy of CDN's Financial Services Guide (FSG), or any Supplementary FSG, go to www.asx.com.au/cdis or phone 1 300 300 279 from within Australia or +61 1 300 300 279 from outside Australia to have one sent to you.

SHAREHOLDERS

For the purposes of Articles 34.4 and 34.5 of the Company's Articles of Association, Shareholders registered at 5.00 pm (AEDT) on Friday, 2 February 2007 are eligible to attend and vote at the Extraordinary General Meeting.

A Shareholder who is entitled to attend and vote at the Extraordinary General Meeting, and who is unable to attend the meeting, is entitled to appoint one or more proxies. Where more than one proxy is appointed, the Shareholder must specify on separate forms the proportion or number of votes each proxy may exercise. Proxies do not need to be Shareholders of the Company.

To appoint a proxy, complete the Proxy Form provided to Shareholders and return it:

- (i) by post to Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, VIC 8060, Australia; or
- (ii) by delivery to Level 3, 60 Carrington Street, Sydney NSW, Australia; or
- (iii) by facsimile to (03) 9473 2118 inside Australia or +61 3 9473 2118 outside Australia.

Proxy Forms must be received no later than 9.30 pm (AEDT) on Monday, 5 February 2007.

EXPLANATORY NOTES:

RESOLUTION 1 — AMENDED AND RESTATED FINAL FUNDING AGREEMENT (AMENDED FFA)

Purpose

Resolution 1 asks Shareholders to do the following:

- > by paragraph (a) — ratify and approve the resolution of the Managing Board of the Company to enter into the Amended FFA between the Company, James Hardie 117 Pty Ltd, AICN, in its capacity as trustee of the Asbestos Injuries Compensation Fund, and the State of New South Wales, and each Related Agreement as defined therein;
- > by paragraph (b) — ratify and approve the execution and performance of the Relevant Agreements (as defined in the Resolution);
- > by paragraph (c) — approve the appointment of each Managing Director of the Company, from time to time, to represent the Company in accordance with the Company's Articles of Association in connection with all matters concerning (i) the Relevant Agreements and (ii) any other agreements (whether or not in relation to the Related Agreements), including where such matter concerns the Company, another group company or AICN, and notwithstanding that a Managing Director of the Company is at the same time also a director of any such entity, and the representation of the Company to date by one or more Managing Directors in such a situation is hereby ratified and approved.

Reason for requesting approval

As James Hardie is a company incorporated in The Netherlands, Dutch law is the relevant law for determining whether shareholder approval of the arrangements contemplated by the Amended FFA (the “**Proposal**”) is required. Shareholder approval of the Proposal is sought for several reasons:

- > it is a condition precedent under the Amended and Restated Final Funding Agreement that Shareholders approve the Proposal;
- > under Dutch legislation, resolutions of the Managing Board regarding a significant change in the identity or nature of the company or its enterprise are subject to Shareholder approval. Even though, strictly speaking, the entry into and implementation of the Amended FFA may not result in a significant change in the identity or nature of the company, the Company believes that seeking the approval of Shareholders is in accordance with the spirit of this legislation;
- > the significance and long-term nature of the Proposal;
- > it is consistent with the expectation of Shareholders;
- > it is consistent with good corporate governance.

Paragraphs (a) and (b) of Resolution 1 involve the approval by Shareholders of the Amended FFA and certain other agreements. Paragraph (c) approves the appointment of each of the Managing Directors of the Company, from time to time, to represent the Company in connection with all matters concerning (i) the Relevant Agreements (as defined in the Resolution), and (ii) any other agreements (whether or not in relation to the Relevant Agreements) including where the matter concerns the Company, another group company or AICN, notwithstanding that a Managing Director of the Company is at the same time also a director of any such entity. The desirability of obtaining this approval arises from a provision in Dutch law which might otherwise regard the mere fact that a Managing Director of a company is also a director of another legal entity with whom the company enters into a transaction, or for whose benefit a transaction occurs, as a conflict of interest. Paragraph (c) of Resolution 1 seeks to address that matter but will not change the authority of Shareholders in the case of a Managing Director having a (direct or indirect) personal conflict of interest with the Company nor relieve the relevant Managing Director from his general duties with respect to the Company.

Further information

A brief overview of the Proposal will be provided during the Extraordinary Information Meeting and the Extraordinary General Meeting. Detailed information concerning the Proposal, including an Independent Expert's Report, can be found in the Explanatory Memorandum accompanying this Notice of Meetings.

Copies of the Amended FFA, each Related Agreement or where not yet executed, the latest draft of the relevant Related Agreement, and the most recent actuarial report on liabilities from KPMG Actuaries (as at 30 September 2006) are freely available to Shareholders, CUFS holders and other people entitled to attend the Extraordinary Information Meeting and the Extraordinary General Meeting either:

- (a) at the Extraordinary Information Meeting and Extraordinary General Meeting; or
- (b) at the Company's Australian registered office at Level 3, 22 Pitt Street, Sydney NSW, and registered office at Atrium, 8th Floor, Strawinskyaan 3077, 1077 ZX Amsterdam, The Netherlands; or
- (c) on the Company's website, in the Investor Relations area, at www.jameshardie.com

Information is also available on the James Hardie Information Helpline, available between 8.00am and 6.00pm AEDT on Business Days. Call 1800 021 321 within Australia, or +61 2 9638 9889 from outside Australia.

Recommendation

The Supervisory Board believes it is in the interests of Shareholders that the Proposal be ratified and approved, that the execution and the performance of the Relevant Agreements be ratified and approved and that the appointment of each Managing Director of the Company, from time to time, to represent the Company in connection with all matters concerning the Relevant Agreements be approved. Accordingly the Supervisory Board recommends that you vote in favour of Resolution 1.

RESOLUTION 2 – ELECTION OF MEMBERS OF THE SUPERVISORY AND JOINT BOARDS

Resolutions 2(a) to (d) ask Shareholders to consider the election of members of the Supervisory and Joint Boards. The Company's Articles of Association provide that the Supervisory Board can appoint persons to fill vacancies on the Supervisory and Joint Boards, provided that the members so appointed retire no later than at the end of the first Annual General Meeting following their appointment. The Articles of Association further provide that the Supervisory Board can nominate persons for election to the Supervisory and Joint Boards.

On a number of previous occasions, the Chairman has advised Shareholders that, consistent with good corporate governance, she planned to address the issue of Board renewal. This is being done in a planned and structured way, involving a return to at least nine Supervisory Board members but with one or several periods during which the numbers may need to increase beyond that to provide for a smooth transition between Directors. In this context, at the 2005 Annual General Meeting, whilst Messrs Brown and Loudon stood for and were re-elected to the Supervisory and Joint Boards, they indicated their intention to retire from these Boards at an appropriate time during the course of their three year terms. Similarly, at the 2006 Annual General Meeting, whilst Ms Hellicar and Mr Gillfillan stood for, and were re-elected to the Supervisory and Joint Boards, they indicated their intention to retire from these Boards at an appropriate time during the course of their three year terms, following the appointment of additional directors and, in the case of Ms Hellicar, the development of an appropriate successor to her as Chairman of the Supervisory and Joint Boards.

On 15 December 2006, the Supervisory Board announced the appointment of Mr B P Anderson and Mr D DeFosset to the Supervisory and Joint Boards, effective 14 December 2006, and its endorsement of Mr M N Hammes and R M J van der Meer as candidates for the Supervisory and Joint Boards at this Meeting. Messrs Hammes and van der Meer were unable to be appointed by the Supervisory Board due to restrictions under Dutch law on the number of appointments able to be made by the Supervisory Board. Also on 15 December 2006, the Supervisory Board announced that Mr Loudon would retire from the Supervisory and Joint Boards with effect from 31 March 2007.

Resolutions 2(a) and (b) ask Shareholders to consider the re-election of Messrs B P Anderson and D DeFosset to the Supervisory and Joint Boards for a term ending no later than the conclusion of the Annual General Meeting in 2009. Unless Resolution 2(a) and (b) are passed, Messrs Anderson and DeFosset will cease to hold office as members of both the Supervisory Board and the Joint Board at the conclusion of the Company's Annual General Meeting in 2007. The effect of the re-election of Messrs Anderson and DeFosset will be that they will no longer need to retire and submit themselves for re-election at that meeting, instead being elected for terms ending at the conclusion of the Company's Annual General Meeting in 2009.

Resolutions 2(c) and (d) ask Shareholders to consider the election of Messrs M N Hammes and R M J van der Meer to the Supervisory and Joint Boards for a term ending no later than the conclusion of the Company's Annual General Meeting in 2009.

If all of the Resolutions 2(a) to (d) are passed, the size of the Supervisory Board will increase to 10 and the Joint Board to 11.

Profiles of the candidates follow:

Brian Anderson BS, MBA, CPA

Age 56

Brian Anderson was appointed as an independent Non-Executive Director of the Company on 14 December 2006. He was also appointed a member of the Audit Committee.

Experience: Mr Anderson has extensive financial and business experience at both executive and board levels. He has held a variety of senior positions, with thirteen years at Baxter International, Inc, including seven years as Corporate Vice President of Finance, Senior Vice President and Chief Financial Officer (1997-2004) and, more recently, as Executive Vice President and Chief Financial Officer of OfficeMax, Inc (2004-2005). Earlier in his career, Mr Anderson was an Audit Partner of Deloitte & Touche LLP (1986-1991) and he is accredited as a Certified Public Accountant (1976).

Directorships of listed companies in past three years: Current – Director and Chair of the Audit Committee of A.M. Castle & Co. (since July 2005); Pulte Homes Corporation (since September 2005); Director (since 1999) and Chair of the Audit Committee (since 2003) for W.W. Grainger, Inc.

Other: Director of The Nemours Foundation (since January 2006), resident of the United States.

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Don DeFosset BS, MBA

Age 58

Don DeFosset was appointed as an independent Non-Executive Director of the Company on 14 December 2006, to fill a casual vacancy on the Board. He was also appointed a member of the Remuneration Committee.

Experience: Mr DeFosset has broad executive experience in the homebuilding and mortgage, resources, automotive components, transport and logistics and industrial sectors. Previous roles include Chairman, President and CEO of Walter Industries, Inc (2000-2005), COO and Board Member of Dura Automotive Systems, Inc (1999-2000), Corporate Executive Vice President and President of Navistar International Corporation (1996-1999), various senior executive roles with AlliedSignal, Inc (1992-1996); Executive Vice President, Operations of Mack Trucks, Inc (1989-1992) and various senior executive roles with Rockwell International (1971-1989).

Directorships of listed companies in past three years: Director and Member of the Audit Committee of AmSouth Bancorporation N.A (since October 2005); Director and Member of the Compensation Committee of Safelite Glass Corporation; Director, Member of the Compensation Committee and Chair of the Audit Committee of Terex Corporation (since 1999).

Other: resident of the United States.

Michael N Hammes BS, MBA

Age 64

Experience: Mr Hammes has extensive commercial experience at the senior executive level. He has held a number of executive positions in the medical products, hardware and home improvement, and automobile sectors, including CEO and President of Sunrise Medical, Inc (2000-present), Chairman and CEO of Guide Corporation (1998-2000), Chairman and CEO of Coleman Company, Inc (1993-1997), Vice Chairman of Black & Decker Corporation (1992-1993) and various senior executive roles with Chrysler Corporation (1986-1990) and Ford Motor Company (1979-1986).

Directorships of listed companies in past three years: Director of Sunrise Medical (since 1998); Director of Navistar International Corporation (since 1996). Mr Hammes is currently Chairman of the Navistar Nominating and Governance Committee, and a Member of the Navistar Compensation, Finance and Executive Committees.

Other: Previous Member of the Board of Directors of Johns Manville Corporation; Member of the Board of Visitors, Georgetown University's School of Business, resident of the United States.

It is intended to appoint Mr Hammes a member of the Audit Committee.

Rudy M J van der Meer, M.Ch.Eng

Age 61

Experience: Mr van der Meer is an experienced executive, with considerable knowledge of global businesses and the building and construction sector. During his 32 year association with Akzo Nobel N.V., he held a number of senior positions including CEO – Coatings (2000-2005), CEO – Chemicals (1993-2000), member of the five member Executive Board (1993-2005), Division President – Akzo Salt & Base Chemicals (1991-1993) and member of the Executive Board – Akzo Salt & Base Chemicals (1989-1991).

Directorships of listed companies in past three years: Current – Chairman of the Supervisory Board of Imtech N.V. (since 2005); Member of the Supervisory Board of Hagemeyer N.V. (since 2006); Member of the Supervisory Board of ING Bank Nederland N.V. and ING Verzekeringen (Insurance) Nederland B.V. (since 2004); Chairman of the Supervisory Board of Norit International B.V. (since 2005); Chairman of the Board of Energie Beheer Nederland B.V. (since 2006).

Other: Previous appointments include Chairman of VNCI (Association of the Dutch Chemical Industry) (1994-2000); Member of the Supervisory Board of Gelderse Papier N.V. (1994-2000); Member of the Board of CEFIC (European Chemical Industry Council) (1998-2002); Member of the Board and Executive Committee of the American Chemistry Council (1996-2002); Member of the Board of the European Council Paint, Printing Ink and Artists' Colours Industry (2004-2005); Chairman of the Board of Foundation "Toekomstbeeld der Techniek" (1999-2005); Member of the ING Group N.V. Advisory Council (1997-2005). Mr van der Meer is a resident of The Netherlands.

It is intended to appoint Mr van der Meer a member of the Nomination & Governance Committee.

Recommendation

The Supervisory Board, having recently appointed each of Messrs Anderson and DeFosset to the Supervisory and Joint Boards, believes it is in the interests of Shareholders that each candidate be re-elected as a member of the Supervisory and Joint Boards, and recommends (with each of Messrs Anderson and DeFosset abstaining from voting in respect of his own appointment) that you vote in favour of each corresponding resolution.

The Supervisory Board believes it is in the interests of Shareholders that each of Messrs Hammes and van der Meer be elected as a member of the Supervisory and Joint Boards, and recommends that you vote in favour of each corresponding resolutions.

Notice availability

Additional copies of this Notice can be downloaded from the Investor Relations area of our website at www.jameshardie.com or they can be obtained by contacting the Company's registrar:

Computershare Investor Services Pty Ltd
Level 3, 60 Carrington Street, Sydney NSW 2000, Australia

or

GPO Box 242, Melbourne, VIC 8060, Australia
Telephone within Australia: 1300 855 080
Telephone outside Australia: +61 3 9415 4000
Facsimile: +61 3 9473 2118
Email: jameshardie@computershare.com.au

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