

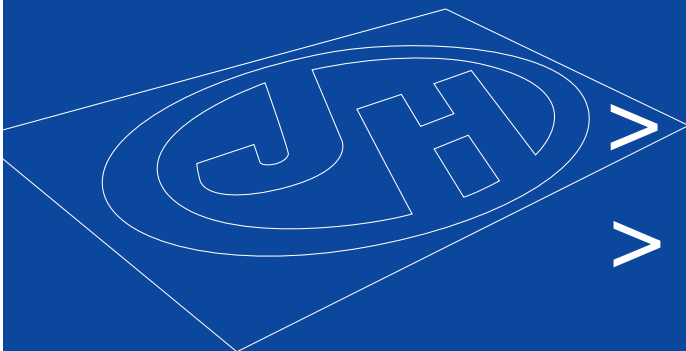


information memorandum

in relation to a recommended Scheme of Arrangement between

James Hardie Industries Limited
ABN 60 000 009 263
and the holders of its ordinary shares,

in relation to a proposal with **James Hardie Industries N.V.** ARBN 097 829 895



- The Directors unanimously recommend that you vote in favour of the Scheme.
- The Independent Expert has concluded that the Scheme is in the best interests of James Hardie Industries Limited Shareholders.
- **This is an important document and requires your immediate attention.** It should be read in its entirety. If you are in doubt as to the course you should follow, you should consult your investment adviser or other professional adviser.

This booklet is neither an offer to sell nor a solicitation of an offer to buy securities as such terms are defined under the US Securities Act 1933.

financial adviser



legal adviser

Allens Arthur Robinson







Key dates

All dates following the date of the Scheme Meeting are indicative only and subject to change due to, among other things, the review and approval procedures of the Supreme Court of New South Wales, ASX and other regulatory authorities.

All times referred to are Australian Eastern Standard time.

This Information Memorandum is dated 27 August 2001.

EVENT	INDICATIVE DATE
> Announcement of restructuring	Tuesday 24 July 2001
> Court approval for despatch of Information Memorandum	Thursday 23 August 2001
> Proxy forms for the Scheme Meeting must be received at JHIL's registered office no later than 11:00am (Sydney time)	Wednesday 26 September 2001
> Eligibility to vote at Scheme Meeting determined at close of business (Sydney time)	Wednesday 26 September 2001
> Court Convened Scheme Meeting to be held at The Regent Sydney, 199 George Street, Sydney, NSW at 11:00am	Friday 28 September 2001
> Court hearing for approval of the Scheme	Tuesday 2 October 2001
> Effective Date	Friday 5 October 2001
> Last day of trading in JHIL Shares	Friday 5 October 2001
> JHI NV CUFS commence trading on ASX on deferred settlement basis	Monday 8 October 2001
> Scheme Record Date – date for determining entitlements to Scheme Consideration.	Friday 12 October 2001
> Implementation Date – issue of JHI NV CUFS as Scheme Consideration	Weekend of 12-14 October 2001
> Trading of JHI NV ADRs on NYSE commences	Monday 15 October 2001
> Last day of deferred settlement trading on ASX. Dispatch of holding statements for JHI NV CUFS	Friday 19 October 2001
> Trading of JHI NV CUFS commences on T+3 settlement on ASX	Monday 22 October 2001
> First settlement of all deferred settlement trades	Thursday 25 October 2001

Your vote is important

You can vote by completing and returning the appropriate proxy form enclosed to arrive at James Hardie Industries Limited by no later than 11:00am on Wednesday, 26 September 2001 or vote in person at the Scheme Meeting to be held at The Regent Sydney, 199 George Street, Sydney, NSW at 11.00am on Friday, 28 September.

Full details of the Scheme Meeting are set out in the Notice of Meeting included with this document.

Defined terms

Capitalised terms used in this Information Memorandum are defined in the Glossary at the back of this booklet.

Enquiries regarding the Scheme

To find out more about the Scheme, contact the James Hardie Information Line weekdays between 8.00am and 6.00pm (Sydney time). Any calls to this line will be recorded for compliance purposes.

In Australia call **1800 554 525**. For the United States of America, New Zealand, the United Kingdom and other countries, call our special global information line by dialling **(61 2) 9207 3625**.

You can also visit our website at <http://www.jameshardie.com/>



Corporate Directory



James Hardie Industries Limited

Registered Office
Level 8, 65 York Street
Sydney NSW 2000

Financial Adviser to James Hardie

UBS Warburg
Level 25, Governor Phillip Tower
1 Farrer Place
Sydney NSW 2000

Legal Adviser to James Hardie

Allens Arthur Robinson
The Chifley Tower
2 Chifley Square
Sydney NSW 2000

Share Register

Computershare Investor Services
GPO Box 7045
Sydney NSW 1115