

# Share/CUFS Information

(not forming part of the Consolidated Financial Statements)

## James Hardie Industries NV voting rights:

As of 31 May 2004 James Hardie Industries NV had on issue 458,681,482 CHESS Units of Foreign Securities (CUFS) issued over 458,681,482 ordinary shares held by CHESS Depository Nominees Pty Ltd (CDN) on behalf of 21,832 CUFS holders. Each ordinary share carries the right to one vote. CUFS holders can direct CDN how to vote the ordinary shares on a one vote per CUFS basis. Options carry no voting rights.

## James Hardie Industries NV distribution schedule as at 31 May 2004:

Size of Holding	CUFS		Options	
	Holders	Holdings	Holders	Holdings
1-1,000	7,772	4,165,234	0	0
1,001-5,000	10,505	25,873,264	6	24,750
5,001-10,000	2,120	14,921,565	19	130,302
10,001 - 100,000	1,308	28,078,193	117	4,338,848
100,001 and over	128	385,643,226	31	13,036,441
Totals	21,832	458,681,482	173	17,530,341

In the 1-1,000 range 228 CUFS holders held less than a marketable parcel.

## James Hardie Industries NV substantial CUFS holders as at 31 May 2004:

Holdings shown below are as disclosed in substantial holding notices lodged with the Australian Stock Exchange Ltd.

Name	CUFS	Date of notice	%
Commonwealth Bank of Australia and its subsidiaries	68,968,946	21 May 2004	15.04
Schroder Investment Management Australia Ltd	39,835,741	6 April 2004	8.69
Lazard Asset Management Pacific Co	24,505,916	1 April 2004	5.34
National Australia Bank Ltd Group	23,060,940	25 May 2004	5.03

## James Hardie Industries NV 20 largest CUFS holders and their holdings as at 31 May 2004:

Name	Note	CUFS		
		Number	%	Position
JP Morgan Nominees Australia Ltd	1	90,319,394	19.69	1
Citicorp Nominees Pty Ltd	1	77,819,845	16.97	2
Westpac Custodian Nominees Ltd	1	62,778,734	13.69	3
National Nominees Ltd	1	56,401,921	12.30	4
Cogent Nominees Pty Ltd		12,813,825	2.79	5
Queensland Investment Corporation		6,473,090	1.41	6
ANZ Nominees Ltd		6,416,694	1.40	7
Australian Foundation Investment Company Ltd		5,660,404	1.23	8
Madingley Nominees Pty Ltd		5,121,200	1.12	9
AMP Life Ltd		3,770,451	0.82	10
Millenium Pty Ltd		3,400,500	0.74	11
Sherwood House Nominees Pty Ltd		3,310,250	0.72	12
Raasay Pty Ltd		3,220,268	0.70	13
Health Super Pty Ltd		3,167,289	0.69	14
IAG Nominees Pty Ltd		3,055,456	0.67	15
Argo Investments Ltd		2,800,000	0.61	16
Government Superannuation Office		2,386,104	0.52	17
HSBC Custody Nominees (Australia) Ltd		2,337,498	0.51	18
HGM Pastoral Pty Ltd		2,115,236	0.46	19
RBC Global Services Australia Nominees Pty Ltd		2,098,336	0.46	20
Totals		355,466,495	77.50	

<sup>1</sup> Entities which hold interests in the CUFS solely as a nominee or trustee for another person may have those interests disregarded for the purposes of the takeover and substantial share/CUFS holder provisions contained in the Articles of Association of the Company. Those nominees may hold CUFS for holders which include the substantial shareholders named above.

## James Hardie Industries NV share/CUFS buy-back

James Hardie Industries NV does not have a current on-market buy-back program at 31 May 2004.

# Share/CUFS Information *(continued)*

*(not forming part of the Consolidated Financial Statements)*

## James Hardie Industries NV options

Options changes during the period 1 April 2004 and 31 May 2004

Range of Exercise Prices A\$	Number of options outstanding at 31 March 2004	Options cancelled 1 April to 31 May	Options exercised for equal number of shares/CUFS 1 April to 31 May	Number of options outstanding at 31 May 2004
\$3.0921	1,404,712		27,635	1,377,077
\$3.1321	578,500		20,087	558,413
\$3.1821	1,200,000			1,200,000
\$4.7621	624,000			624,000
\$5.0586	2,666,587	17,070	75,324	2,574,193
\$5.7086	1,950,000			1,950,000
\$6.449	3,478,325	89,250		3,389,075
\$7.05	6,076,583	219,000		5,857,583
Totals	17,978,707	325,320	123,046	17,530,341

No options were granted during the period 1 April 2004 to 31 May 2004

### James Hardie Industries NV takeover regime

The Articles of Association of James Hardie Industries NV (JHI NV) include takeover provisions which seek to reproduce the takeover regime established by the Corporations Act 2001 (*the Australian Takeovers Code*) in a more limited form. The purpose of these provisions is to ensure that the Eggleston principles, which underpin the Australian Takeovers Code, are complied with if a substantial interest is acquired in JHI NV.

In addition to a takeover bid made in accordance with JHI NV Articles of Association, a merger (which is similar to a Corporations Act 2001 scheme of arrangement) may also be effected under Dutch law.

#### (a) Outline of the JHI NV takeover regime

The takeover regime contained in the JHI NV Articles of Association prohibits a person from holding JHI NV shares if, because of an acquisition of a relevant interest by any person in that share:

- (i) the number of JHI NV shares in which any person (including the holder) directly or indirectly acquires a relevant interest increases from 20% or below to over 20%, or increases from a starting a starting point that is above 20% and below 90%, of the issued and the outstanding share capital of JHI NV; or
- (ii) the voting rights which any person (including the holder) directly or indirectly is entitled to exercise at a general meeting of shareholders increases from 20% or below to over 20%, or increases from a starting point that is above 20% and below 90%, of the total number of such voting rights which may be exercised by any person at a general meeting of shareholders.

The prohibition is subject to various exceptions set out in the Articles, which include acquisitions that result from acceptance of offers under a takeover bid, various prescribed on-market transactions, acquisitions which result in a person's voting power increasing by not more than 3% in a 6 month period, acquisitions which have received approval by the general meeting or by the Supervisory Board in certain circumstances, and acquisitions through operation of law. As specified in the Articles of Association, certain nominee and trust holdings are also disregarded when considering the applicable thresholds.

#### (b) Takeover bids

A "takeover bid" for the purposes outlined above is a bid for JHI NV shares or JHI NV CUFS that complies with the Eggleston Principles as well as other takeover principles set out in the Articles of Association at all relevant times.

The takeover principles are taken to be satisfied if a bid is made in compliance, so far as practical, at all relevant times with the procedures for conducting off market bids under Part 6.4, 6.5, 6.6 and 6.8 of the Corporations Act 2001. Any requirement under those provisions for a document to be lodged with ASIC being taken to be satisfied if the document filed with ASX instead.

In response to receiving a takeover bid, JHI NV must give all holders of the Bid Securities a document which is analogous to a target's statement under the Australian Takeovers Code.

#### (c) Enforcement

If the prohibition outlined above is breached, JHI NV has several powers available to it under the Articles of Association to enforce the breach. These include powers to require the disposal of JHI NV shares, disregard the exercise of votes and suspended dividend rights.

The Supervisory Board may cause JHI NV to exercise these powers only if it has first obtained a ruling from a court of competent jurisdiction that a breach of the prohibition has occurred and is occurring. Alternatively, these powers may be exercised without having recourse to the court if the company receives advice to the effect from a senior corporate barrister or solicitor where the bidder has the right to make submissions. The company's right to exercise these powers by complying with these procedures must be renewed by shareholder approval every 5 years or they lapse.

#### (d) Substantial Shareholder Notices

The Articles of Association of JHI NV also replicate the substantial shareholder notice provisions contained in the Australian Takeovers Code. Those provisions apply where the votes attached to the shares in which the person has a relevant interest is equal to 5% or more of the total number of votes attaching to all JHI NV shares or CUFS (a **substantial holding**) and require the holder to advise

the Company and the Australian Stock Exchange of certain information if that person obtains or ceases to have a substantial holding, if that person has a substantial holding and there is a movement of at least 1% in their holding or if that person makes a take-over bid for the securities of JHI NV.

As with the takeover bid thresholds, certain nominee and trustee holdings can be disregarded when considering whether a substantial shareholder notification requirement applies.

#### (e) Tracing of beneficial interests

The Articles of Association also include a provision analogous to that found in the Corporations Act 2001 that gives JHI NV the power to require the holder of a JHI NV share or JHI NV CUFS to give the company (or procure any relevant person to give to the company) within 2 business days after receiving the notice a statement in writing setting out certain prescribed details relating to the holder's relevant interest.

### Major announcements

James Hardie informs the Australian Stock Exchange (ASX) and the Securities Exchange Commission (SEC) of anything that might affect the company's share price. As soon as possible after we receive acknowledgement from the ASX, we post announcements on our website. Following is a list of the major announcements made during our 2004 financial year. A complete list is available on our website at [www.jameshardie.com](http://www.jameshardie.com) (select *Investor Relations*, then *News*).

#### Calendar 2003

15 May	4th Quarter Results: James Hardie announces a 59% increase in operating profit from continuing operations of US\$23.4 million for the three months ended 31 March 2003. Operating profit for the full year was up 202% to US\$85.4 million.
13 June	James Hardie announces that the company's dividend of US 2.5 cents per share announced on 15 May 2003 converts to 3.76 Australian cents per CUFS.
2 July	James Hardie announces that two new independent directors will stand for election to the board of James Hardie Industries NV at the Annual General Meeting to be held in August 2003. The candidates are Mr Peter Cameron and Mr Donald McGauchie.
30 July	James Hardie announces plans to spend more than US\$100 million to expand the production capacity and research and development capabilities of its USA fibre cement business.
12 August	1st Quarter Results: James Hardie announces a 47% increase in 1st quarter operating profit from continuing operations to US\$32.9 million for the three months ended 30 June 2003.
8 September	James Hardie announces that John D Barr has joined the company's Board as an independent, non-executive director.
29 October	In response to a statement issued by The Medical Research and Compensation Foundation that its funding may be insufficient to meet all future asbestos claims if current trends continue, James Hardie stated that the possible asbestos funding shortfall suggests significant change in claims.
13 November	2nd Quarter and Half-Year Results: James Hardie announces a 43% increase in 2nd quarter operating profit from continuing operations to US\$32.8 million for the three months ended 30 September 2003.

#### Calendar 2004

11 February	James Hardie announces that Mr Peter Shafron will take over the role of Chief Financial Officer for the company at the end of May 2004, when the current CFO, Mr Phillip Morley, retires.
12 February	3rd Quarter Results: James Hardie announces an 89% increase in 3rd quarter operating profit from continuing operations to US\$28.3 million for the three months ended 31 December 2003.
25 February	James Hardie welcomes the announcement by the NSW Premier of a Special Commission of Inquiry into the establishment of the Medical Research and Compensation Foundation (MRCF) but is concerned that the terms of reference will fail to examine the impacts of the alleged blow-out in asbestos liability claims on all parties, including the NSW Government.

### Forward-looking Statements

This Annual 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 laws; dependence on senior management; the success of our research and development efforts; 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; risks of conducting business internationally; changes in tax laws and treatment; and foreign exchange risk. 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.

# Share/CUFS Information *(continued)*

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## Information for security holders

### Annual Meeting

The Annual Information Meeting for James Hardie Industries NV will be held at 11.00am on Wednesday, 15 September 2004 in Ballrooms 3 & 4 of The Westin Sydney, No1 Martin Place, Sydney, NSW Australia.

The Annual General Meeting for James Hardie Industries NV will be held at 9.00am on Friday, 17 September 2004 at Atrium 04-07, Strawinskylaan 3077, 1077ZX, Amsterdam, The Netherlands.

### Calendar 2004\*

31 Mar	End of JHI NV Financial Year (FY) 2004
13 May	FY2004 Quarter 4 & Full Year results and dividend announcement and management presentation
10 Jun	Record date for dividend to be paid on 1 July 2004
11 Jun	Announcement of dividend in Australian currency equivalent
1 Jul	Dividend payment date for share/CUFS holders
6 Jul	2004 Annual Report released
10 Aug	FY2005 Quarter 1 results announcement and management presentation
15 Sept	Annual Information Meeting, Sydney
15 Sept	Direction Forms close 5pm Sydney time for Annual General Meeting
17 Sept	Annual General Meeting, Amsterdam
11 Nov	FY2005 Quarter 2 results announcement and management presentation

### Calendar 2005\*

10 Feb	FY2005 Quarter 3 results announcement and management presentation
31 Mar	End of JHI NV Financial Year 2005
12 May	FY2005 Quarter 4 & Full Year results and management presentation

\*Future dates are indicative only and may be subject to change

### Stock Exchange Listings

James Hardie Industries NV's securities are listed on the Australian and New York Stock Exchanges.

#### Australia: Australian Stock Exchange Limited



James Hardie Industries NV shares are listed on the Australian Stock Exchange Ltd (ASX) in the form of CHESS Units of Foreign Securities (or CUFS). CUFS represent beneficial ownership of JHI NV shares, the legal ownership of which is held by CHESS Depository Nominees Pty Ltd. JHI NV CUFS trade under the code JHX.

#### New York: New York Stock Exchange Inc

In the United States, five JHI NV CUFS equal one Bank of New York-issued American Depositary Receipt (or ADR) and trade on the New York Stock Exchange under the code JHX.



All enquiries and correspondence regarding ADRs should be referred to The Bank of New York, which can be contacted via the website: [www.adrbny.com](http://www.adrbny.com) or contact:

The Bank of New York  
Investor Relations  
PO Box 11258  
Church Street Station  
New York, NY 10286-1258  
Telephone within USA: 1-888-BNY-ADRs  
Telephone outside USA: 610-382-7836  
Email: [shareowners@bankofny.com](mailto:shareowners@bankofny.com)

### Share/CUFS registry

JHI NV's registry is managed by Computershare Investor Services Pty Limited. All enquiries and correspondence regarding holdings should be directed to:

Computershare Investor Services Pty Ltd  
Level 3, 60 Carrington Street, Sydney NSW 2000, Australia  
or GPO Box 7045, Sydney NSW 2001, Australia  
Telephone within Australia: 1300 855 080  
Telephone outside Australia: (61 3) 9415 4000  
Facsimile: (61 2) 8234 5050  
Email: [web.queries@computershare.com.au](mailto:web.queries@computershare.com.au)  
Website: [www.computershare.com](http://www.computershare.com)

### Payment of dividends and other cash distributions to share/CUFS holders

Dividends and other cash distributions can be paid by cheque or by electronic funds transfer to an Australian bank account. To participate in the electronic service, contact Computershare at the above address.

#### Dutch withholding tax

Dividends paid by JHI NV are subject to Dutch withholding tax requirements. Further information is available on our website at [www.jameshardie.com](http://www.jameshardie.com) under Investor Relations (select Shareholder Services, then Tax Information).

### Disclosure

In recent years, James Hardie has pioneered or been at the forefront of a range of initiatives to improve its disclosure. These include:

- quarterly results and management presentations
- the use of webcasting and conference call facilities that make quarterly results available to all security holders
- extensive disclosure of financial results as well as detailed explanations about the key performance drivers
- immediate postings on our website of announcements, results and information about other material events.

Along with these announcements, the Investor Relations website at [www.jameshardie.com](http://www.jameshardie.com) contains media releases, results briefings with webcasts, management presentations, newsletters and past Annual Reports. There are also areas where visitors can register to receive email alerts of key events or announcements. Our formal Disclosure Policy is contained in the Corporate Governance section.

## Recognition



The quality of James Hardie's Investor Relations program was recognised at the annual Investor Relations Magazine Australia Awards, announced in Sydney in September 2003.

James Hardie won a record seven awards, including the Grand Prix for Best Overall Investor Relations by an ASX-100 Company, for the second year in a row. Other awards included Grand Prix for Best Overall Investor Relations; Best Communication of Shareholder Value; Best On-going Management of Continuous Disclosure; Best Investment Community Meetings; Best Corporate Literature; and Best Use of the Internet for Investor Relations.

In addition, the company's 2003 Annual Report was awarded a Gold Award at the annual Australasian Reporting Awards announced in Sydney in May 2004. We were also a joint winner of the ARA's Continuous Disclosure Award.

## Annual Report

All security holders are entitled to receive a copy of the Annual Report. If you do not require the Annual Report, or you receive more copies than you require, please notify Computershare at the address above.

The Annual Report sections can also be read and downloaded from the Investor Relations area of our website at [www.jameshardie.com](http://www.jameshardie.com)

## Addresses

### Investor Relations

Level 3, 22 Pitt Street,  
Sydney NSW 2000, Australia

Steve Ashe

Phone: (+61 2) 8274 5246

Facsimile: (+61 2) 8274 5218

Email: [investor.relations@jameshardie.com.au](mailto:investor.relations@jameshardie.com.au)

Website: [www.jameshardie.com](http://www.jameshardie.com), select Investor Relations

### Operational Headquarters

26300 La Alameda, Suite 100

Mission Viejo, CA 92691 USA

Telephone: (+1 949) 348 1800

Facsimile: (+1 949) 348 4534

### Treasury and Registered Office

Level 4, Atrium 04-07

Strawinskylaan 3077,

1077 ZX Amsterdam, The Netherlands

Company Secretary: Mr Pim Vlot

Telephone: (+ 31 20) 301 2989

Facsimile: (+ 31 20) 404 2544

### Australian Registered Office

Level 3, 22 Pitt Street

Sydney NSW 2000, Australia

Alan Kneeshaw

Telephone (+61 2) 8274 5274

Fax (+61 2) 8274 5217

## Place of Incorporation

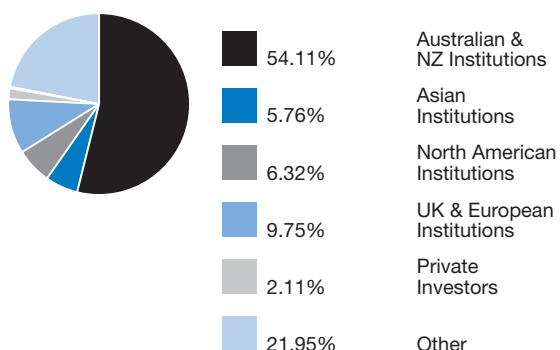
James Hardie Industries NV, ARBN 097 829 895, is incorporated in The Netherlands with its corporate seat in Amsterdam. The liability of members is limited.

## Independent Auditors

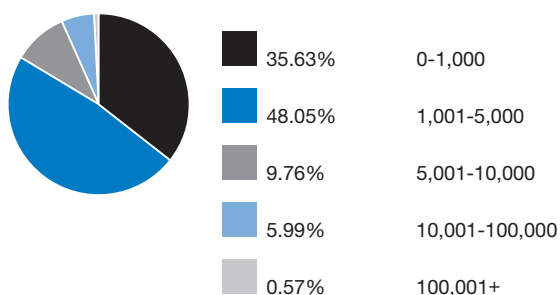
PricewaterhouseCoopers LLP

Los Angeles, California, USA

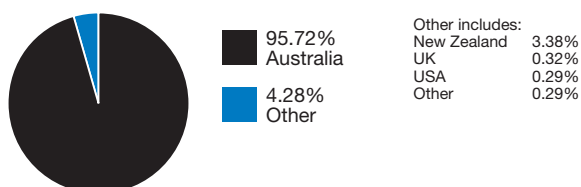
## Institutional shareholdings by region (%)



## Shareholders by size of holding (%)



## Shareholders by region (%)



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Page 4: photo of the Western Australian Police Academy by Russell Barton

Page 6: photo of PrimeLine® Summit weatherboards by Jackie Dean Photographics

Pages 8, 20, and 26: Linea® weatherboard projects © Stephen Roke

Page 20: Photograph of Airia Apartments, Sydney (main photo) © Brett Boardman

Page 42: Hardiplank® Smooth siding on the Marriott Summit, Utah; Builder - Jacobson Construction; Architect - Cooper, Johnson, Smith Architects, Inc.

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