

Pendal Group Limited

Level 14, The Chifley Tower
2 Chifley Square
Sydney NSW 2000
Australia

ABN 28 126 385 822

PENDAL

Company Announcements Platform
Australian Securities Exchange Limited
20 Bridge Street
SYDNEY NSW 2000

22 June 2018

Dear Sir/Madam,

Re: Notice of Change of Interests of Substantial Holder

In accordance with section 671B of the Corporations Act 2001 (Cth), we attach a Notice of Change of Interests of Substantial Holder (Form 604) in respect of RCR Tomlinson Limited (RCR).

Yours faithfully,



Joanne Hawkins
Company Secretary

For personal use only

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme RCR TOMLINSON LIMITED (RCR)

ACN/ARSN ACN 008 898 486

1. Details of substantial holder(1)

Name PENDAL GROUP LIMITED (PDL)

ACN/ARSN (if applicable) ACN 126 385 822

There was a change in the interests of the substantial holder on 20/06/2018

The previous notice was given to the company on 27/02/2018

The previous notice was dated 23/02/2018

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice in the company or scheme, are as follows:

Class of securities (4)	Previous Notice		Present Notice	
	Person's votes	Voting Power (5)	Person's votes	Voting Power (5)
ORDINARY SHARES	9,476,112	5.73%	11,229,01920	6.79%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
20/06/2018	PDL & its Associates, Pental Fund Services Limited, Pental Institutional Limited	See Annexure 'A'	See Annexure 'A'	See Annexure 'A'	See Annexure 'A'

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and Number of securities	Person's votes
Pendal Fund Services Limited *	HSBC Custody Nominees (Australia) Limited.	HSBC Custody Nominees (Australia) Limited.	Pendal Fund Services Limited is the trustee or responsible entity of various managed investment schemes and, in that capacity, can exercise the power to vote or dispose of the shares.	6,314,790 Ordinary	6,314,790
Pendal Institutional Limited	Australia and New Zealand Banking Group HSBC Custody Nominees (Australia) Limited. State Street Australia Limited	Australia and New Zealand Banking Group HSBC Custody Nominees (Australia) Limited. State Street Australia Limited	Pendal Institutional Limited is the investment manager appointed by various superannuation funds, institutional investors and unit trusts and, in that capacity, can exercise the power to vote or dispose of the shares..	4,914,229 Ordinary	4,914,229

* Pendal Fund Services Limited has appointed Pendal Institutional Limited to act as the investment manager of the trusts of which it is responsible entity, giving Pendal Institutional Limited the capacity to exercise the power to vote or dispose of the shares. Pendal Institutional Limited therefore also has a relevant interest in shares in which Pendal Fund Services Limited has a relevant interest.

5. Changes in association

The persons who have become associates (2) of, or ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Pendal Group Limited (PDL)	Level 14, Chifley Tower, 2 Chifley Square, Sydney NSW 2000
Pendal Fund Services Limited	Level 14, Chifley Tower, 2 Chifley Square, Sydney NSW 2000
Pendal Institutional Limited	Level 14, Chifley Tower, 2 Chifley Square SYDNEY NSW 2000
RCR TOMLINSON LIMITED (RCR)	The Company Secretary, RCR TOMLINSON LIMITED (RCR) Level 39, 50 Bridge Street SYDNEY NSW 2000 Tel: +61 2 9355 8100

Signature

Print name Joanne Hawkins Capacity Company Secretary

Sign here _____ Date 22/06/2018

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (e.g. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
 - (2) See the definition of “associate” in section 9 of the Corporations Act 2001.
 - (3) See the definition of “relevant interest” in sections 608 and 671B(7) of the Corporations Act 2001.
 - (4) The voting shares of a company constitute one class unless divided into separate classes.
 - (5) The person’s votes divided by the total votes in the body corporate scheme multiplied by 100.
 - (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).
- See the definition of “relevant agreement” in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
 - (8) If the substantial holder is unable to determine the identity of the person (e.g. if the relevant interest arises because of an option) write “unknown”.
 - (9) Give details, if appropriate, of the present association and any changes in that association since the last substantial holding notice.

ANNEXURE A

This is annexure 'A' referred to in Form 604, Notice of change of interests of substantial holder, lodged for Pendal Group Limited ACN 126 385 822

Joanne Hawkins – Company Secretary, Pendal Group Limited - 22/06/2018

TRANSACTION HISTORY

Sales & Purchases for the period : 24/02/2018 to 20/06/2018

SECURITY: RCR

Pendal Fund Services Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
13/04/2018	HSBC Custody Nominees (Australia) Limited.	Sell	-14,123	-54,232.32	Ordinary	54232.32
13/04/2018	HSBC Custody Nominees (Australia) Limited.	Sell	-694	-2,671.90	Ordinary	2671.9
13/04/2018	HSBC Custody Nominees (Australia) Limited.	Sell	-2,652	-10,183.68	Ordinary	10183.68
13/04/2018	HSBC Custody Nominees (Australia) Limited.	Sell	-33,288	-127,825.92	Ordinary	127825.92
14/06/2018	HSBC Custody Nominees (Australia) Limited.	Buy	68,936	219,905.84	Ordinary	219905.84
14/06/2018	HSBC Custody Nominees (Australia) Limited.	Buy	150,045	480,144.00	Ordinary	480144
14/06/2018	HSBC Custody Nominees (Australia) Limited.	Buy	182,645	586,290.45	Ordinary	586290.45
19/06/2018	HSBC Custody Nominees (Australia) Limited.	Buy	41,692	127,994.44	Ordinary	127994.44
20/06/2018	HSBC Custody Nominees (Australia) Limited.	Buy	192,159	591,849.72	Ordinary	591849.72
Total			584,720	1,811,270.63		

Pendal Fund Services Limited Total : **584,720** **1,811,270.63**

Pendal Institutional Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
21/03/2018	Australia and New Zealand Banking Group Limited	Sell	-5,526	-23,043.42	Ordinary	5526
21/03/2018	Australia and New Zealand Banking Group Limited	Sell	-1	-4.17	Ordinary	1
21/03/2018	Australia and New Zealand Banking Group Limited	Sell	-298	-1,242.66	Ordinary	298
21/03/2018	Australia and New Zealand Banking Group Limited	Sell	-183	-763.11	Ordinary	183
21/03/2018	Australia and New Zealand Banking Group Limited	Sell	-296	-1,234.32	Ordinary	296
21/03/2018	Australia and New Zealand Banking Group Limited	Sell	-15	-62.55	Ordinary	15
21/03/2018	Australia and New Zealand Banking Group Limited	Sell	-1,856	-7,739.52	Ordinary	1856
21/03/2018	Australia and New Zealand Banking Group Limited	Sell	-5,465	-22,789.05	Ordinary	5465
21/03/2018	Australia and New Zealand Banking Group Limited	Sell	-367	-1,530.39	Ordinary	367
21/03/2018	Australia and New Zealand Banking Group Limited	Sell	-818	-3,411.06	Ordinary	818
14/06/2018	Australia and New Zealand Banking Group Limited	Buy	5,098	16,313.60	Ordinary	5098
14/06/2018	Australia and New Zealand Banking Group Limited	Buy	2,342	7,470.98	Ordinary	2342
14/06/2018	Australia and New Zealand Banking Group Limited	Buy	6,205	19,918.05	Ordinary	6205
19/06/2018	Australia and New Zealand Banking Group Limited	Buy	1,247	3,828.29	Ordinary	1247
20/06/2018	Australia and New Zealand Banking Group Limited	Buy	5,746	17,697.68	Ordinary	5746

19/06/2018	Australia and New Zealand Banking Group Limited	Buy	3,598	11,081.84	Ordinary	3598
Total			9,411	14,490.19		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
13/04/2018	HSBC Custody Nominees (Australia) Limited.	Sell	-7,045	-27,052.80	Ordinary	-7045
13/04/2018	HSBC Custody Nominees (Australia) Limited.	Sell	-7,743	-29,733.12	Ordinary	-7743
13/04/2018	HSBC Custody Nominees (Australia) Limited.	Sell	-104	-399.36	Ordinary	-104
13/04/2018	HSBC Custody Nominees (Australia) Limited.	Sell	-206	-793.10	Ordinary	-206
14/06/2018	HSBC Custody Nominees (Australia) Limited.	Buy	8,711	27,788.09	Ordinary	8711
14/06/2018	HSBC Custody Nominees (Australia) Limited.	Buy	18,960	60,672.00	Ordinary	18960
14/06/2018	HSBC Custody Nominees (Australia) Limited.	Buy	23,078	74,080.38	Ordinary	23078
19/06/2018	HSBC Custody Nominees (Australia) Limited.	Buy	6,743	20,701.01	Ordinary	6743
20/06/2018	HSBC Custody Nominees (Australia) Limited.	Buy	31,079	95,723.32	Ordinary	31079
Total			73,473	220,986.42		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
14/06/2018	State Street Australia Limited	Buy	62,035	198,512.00	Ordinary	62035
14/06/2018	State Street Australia Limited	Buy	28,501	90,918.19	Ordinary	28501
14/06/2018	State Street Australia Limited	Buy	14,175	45,218.25	Ordinary	14175
14/06/2018	State Street Australia Limited	Buy	30,854	98,732.80	Ordinary	30854
14/06/2018	State Street Australia Limited	Buy	75,513	242,396.73	Ordinary	75513
14/06/2018	State Street Australia Limited	Buy	37,559	120,564.39	Ordinary	37559
19/06/2018	State Street Australia Limited	Buy	16,271	49,951.97	Ordinary	16271
19/06/2018	State Street Australia Limited	Buy	8,094	24,848.58	Ordinary	8094
20/06/2018	State Street Australia Limited	Buy	74,994	230,981.52	Ordinary	74994
20/06/2018	State Street Australia Limited	Buy	37,307	114,905.56	Ordinary	37307
Total			385,303	1,217,029.99		

Pendal Institutional Limited Total : **468,187** **1,452,506.60**