

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Devine Limited (DEVN)

ACN/ARSN 010 769 365

1. Details of substantial holder (1)

Name CIMIC Residential Investments Pty Ltd ACN 124 839 069 (CRI);
CIMIC Group Limited ACN 004 482 982 (CIMIC);
Each of CIMIC's controlled entities as set out in Annexure "A" excluding CRI (CIMIC Controlled Entities);
HOCHTIEF AG and its subsidiaries (HOCHTIEF); and
Actividades de Construcción y Servicios, SA and its subsidiaries (ACS).

ACN/ARSN (if applicable) As above and as set out in Annexure "A"

There was a change in the interests of the
substantial holder on 01/07/2021
The previous notice was given to the company on 31/05/2021
The previous notice was dated 31/05/2021

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 to 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	93,831,265	59.11%	129,422,494	81.54%

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
1 July 2021	CRI (and therefore all other substantial holders in this notice)	Acquisition of relevant interests in Devine ordinary shares as a result of acceptances of takeover offers made by CRI dated 15 June 2021 which were included in its bidder's statement dated 8 June 2021 (the Offers)	\$0.24 per Devine share, subject to the terms of the Offers.	35,591,229 Devine ordinary shares	22.42%

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
CRI	CRI	CRI	Relevant interest under section 608(1)(a) of the Corporations Act, being a relevant interest arising as a result of CRI being the registered holder of these securities.	93,830,178	93,830,178

	Various Devine shareholders who have accepted the Offer	CRI	Relevant interest under sections 608(1)(b), 608(1)(c) and/or 608(8) of the Corporations Act pursuant to acceptances of the Offers. The securities that are the subject of these acceptances have not yet been transferred into the name of CRI.	35,591,229	35,591,229
CGI2	CGI2	CGI2	Relevant interest under section 608(1)(a) of the Corporations Act, being a relevant interest arising as a result of CGI2 being the registered holder of these securities.	1,087	1,087
CIMIC and CIMIC Controlled Entities (see Annexure A)	As above for CRI and CGI2	As above for CRI and CGI2	Deemed relevant interest in the securities in which CRI and CGI2 has a relevant interest, pursuant to section 608(3) of the Corporations Act.	As above for CRI and CGI2	As above for CRI and CGI2
HOCHTIEF	As above for CRI and CGI2	As above for CRI and CGI2	Deemed relevant interest in the securities in which CRI and CGI2 has a relevant interest, pursuant to section 608(3) of the Corporations Act.	As above for CRI and CGI2	As above for CRI and CGI2
ACS	As above for CRI and CGI2	As above for CRI and CGI2	Deemed relevant interest in the securities in which CRI and CGI2 has a relevant interest, pursuant to section 608(3) of the Corporations Act.	As above for CRI and CGI2	As above for CRI and CGI2

5. Changes in association

The persons who have become associates (2) of, 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
Innovative Asset Solutions Group Ltd	Became an associate on 11 June 2021 due to its being acquired
ICC Infrastructure Pty Ltd	Became an associate on 11 June 2021 due to its being acquired
Industrial Composites Engineering Pty Ltd	Became an associate on 11 June 2021 due to its being acquired
Jet-Cut Pty Ltd	Became an associate on 11 June 2021 due to its being acquired
Innovative Asset Solutions Pty Ltd	Became an associate on 11 June 2021 due to its being acquired
Alloy fab Pty Ltd	Became an associate on 11 June 2021 due to its being acquired
ICC Mining Pty Ltd	Became an associate on 11 June 2021 due to its being acquired
Capstone Infrastructure Finance Pty Ltd	Became an associate on 13 April 2021 due to its being incorporated
Sedgman Malaysia Sdn	Ceased to be an associate on 30 April 2021 due to its being deregistered
Devine Building Management Services Pty Ltd	Ceased to be an associate on 9 June 2021 due to its being deregistered
Leighton Contractors Asia (Cambodia) Co Ltd	Ceased to be an associate on 11 June 2021 due to its being deregistered

6. Addresses

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

Name	Address
CRI	177 Pacific Highway, North Sydney, NSW 2060
CIMIC and CIMIC Controlled Entities	177 Pacific Highway, North Sydney, NSW 2060
HOCHTIEF	Opernplatz 2, 45128 Essen, Germany
ACS	Avda. Pio nº102, 28036 Madrid, Spain

Signature

print name L Nikolopoulos

capacity Company Secretary, CIMIC

sign here



date 2 July 2021

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. 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 or scheme multiplied by 100.
- (6) Include details of:
(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
(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 on 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 (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

Annexure "A"

This is Annexure "A" of 5 pages (including this page) referred to in the Form 604 (Notice of initial substantial holder), signed by me and dated 2 July 2021.



L Nikolopoulos, Company Secretary, CIMIC

Part A - List of CIMIC Controlled Entities

CIMIC CONTROLLED ENTITY	INTEREST HELD	PLACE OF INCORPORATION
CIMIC GROUP LIMITED		VIC
512 WICKHAM STREET PTY LTD	100%	NSW
512 WICKHAM STREET TRUST	100%	NSW
A.C.N. 126 130 738 PTY LTD	100%	VIC
A.C.N. 151 868 601 PTY. LTD.	100%	VIC
ALLOY FAB PTY LTD	100%	WA
ARUS TENANG SDN BHD	100%	Malaysia
BCJHG NOMINEES PTY LTD	100%	VIC
BCJHG TRUST	100%	
BOGGO ROAD PROJECT PTY LIMITED	100%	QLD
BOGGO ROAD PROJECT TRUST	100%	QLD
BROAD CONSTRUCTION PTY LTD	100%	QLD
BROAD CONSTRUCTION SERVICES (NSW/VIC) PTY LTD	100%	WA
BROAD CONSTRUCTION SERVICES (WA) PTY LTD	100%	WA
BROAD GROUP HOLDINGS PTY LTD	100%	WA
CAPSTONE INFRASTRUCTURE FINANCE PTY LTD	100%	QLD
CIMIC ADMIN SERVICES PTY LIMITED	100%	NSW
CIMIC FINANCE (USA) PTY LTD	100%	NSW
CIMIC FINANCE LIMITED	100%	NSW
CIMIC GROUP INVESTMENTS NO. 2 PTY LIMITED	100%	VIC
CIMIC GROUP INVESTMENTS PTY LIMITED	100%	VIC
CM2A FINANCE PTY LIMITED	100%	VIC
CMENA PTY LIMITED	100%	VIC
CPB CONTRACTORS (PNG) LIMITED	100%	Papua New Guinea
CPB CONTRACTORS PTY LIMITED	100%	NSW
CPB CONTRACTORS UGL ENGINEERING JOINT VENTURE	100%	VIC
CURARA PTY LTD	100%	WA
D.M.B. PTY. LTD.	59%	QLD
DAIS VIC PTY LTD	100%	VIC
DEVINE BACCHUS MARSH PTY LTD	59%	QLD
DEVINE CONSTRUCTIONS PTY LTD	59%	QLD
DEVINE FUNDS PTY LTD	59%	VIC
DEVINE FUNDS UNIT TRUST	59%	QLD
DEVINE HOMES PTY LTD	59%	QLD
DEVINE LAND PTY LTD	59%	QLD
DEVINE LIMITED	59%	QLD

DEVINE MANAGEMENT SERVICES PTY LTD	59%	QLD
DEVINE PROJECTS (VIC) PTY LTD	59%	QLD
DEVINE QUEENSLAND NO.10 PTY LTD	59%	QLD
DEVINE SA LAND PTY LTD	59%	QLD
DEVINE SPRINGWOOD NO 1 PTY LTD	59%	NSW
DEVINE SPRINGWOOD NO. 2 PTY LTD	59%	QLD
DOUBLEONE 3 PTY LTD	59%	QLD
EIC ACTIVITIES PTY LIMITED (NZ)	100%	New Zealand
EIC ACTIVITIES PTY LTD	100%	VIC
GIDDENS INVESTMENT LIMITED	100%	Hong Kong
HAMILTON HARBOUR DEVELOPMENTS PTY LTD	80%	QLD
HAMILTON HARBOUR UNIT TRUST (DEVINE HAMILTON UNIT TRUST)	80%	VIC
ICC INFRASTRUCTURE PTY LTD	100%	WA
ICC MINING	100%	WA
INDUSTRIAL COMPOSITES ENGINEERING PTY LTD	100%	WA
INNOVATIVE ASSET SOLUTIONS GROUP LTD	100%	WA
INNOVATIVE ASSET SOLUTIONS PTY LTD	100%	WA
JARRAH WOOD PTY LTD	100%	WA
JET-CUT PTY LTD	100%	WA
JH SERVICESCO PTY LTD	100%	VIC
JHAS PTY LTD	100%	VIC
JHI INVESTMENT PTY LTD	100%	VIC
KINGS SQUARE DEVELOPMENTS PTY LTD	100%	QLD
KINGS SQUARE DEVELOPMENTS UNIT TRUST	100%	QLD
LEGACY JHI PTY LTD	100%	VIC
LEIGHTON (PNG) LIMITED	100%	Papua New Guinea
LEIGHTON ASIA (HONG KONG) HOLDINGS (NO. 2) LIMITED	100%	Hong Kong
LEIGHTON ASIA LIMITED	100%	Hong Kong
LEIGHTON ASIA SOUTHERN PTE. LTD.	100%	Singapore
LEIGHTON COMPANIES MANAGEMENT GROUP LLC	49%	United Arab Emirates
LEIGHTON CONTRACTORS (ASIA) LIMITED	100%	Hong Kong
LEIGHTON CONTRACTORS (CHINA) LIMITED	100%	Hong Kong
LEIGHTON CONTRACTORS (INDO-CHINA) LIMITED	100%	Hong Kong
LEIGHTON CONTRACTORS (LAOS) SOLE CO., LIMITED	100%	Lao People's Democratic Republic
LEIGHTON CONTRACTORS (MALAYSIA) SDN. BHD.	100%	Malaysia
LEIGHTON CONTRACTORS (PHILIPPINES), INC.	40%	Philippines
LEIGHTON CONTRACTORS INC.	100%	United States
LEIGHTON CONTRACTORS INFRASTRUCTURE NOMINEES PTY LTD	100%	VIC
LEIGHTON CONTRACTORS INFRASTRUCTURE PTY LTD	100%	VIC
LEIGHTON CONTRACTORS INFRASTRUCTURE TRUST	100%	
LEIGHTON CONTRACTORS LANKA (PRIVATE) LIMITED	100%	Sri Lanka
LEIGHTON CONTRACTORS PTY LIMITED	100%	NSW
LEIGHTON ENGINEERING & CONSTRUCTION (SINGAPORE) PTE LTD	100%	Singapore
LEIGHTON ENGINEERING SDN BHD	100%	Malaysia
LEIGHTON EQUITY INCENTIVE PLAN TRUST	100%	NSW
LEIGHTON FOUNDATION ENGINEERING (ASIA) LIMITED	100%	Hong Kong
LEIGHTON GROUP PROPERTY SERVICES PTY LTD	100%	VIC
LEIGHTON HARBOUR TRUST	100%	QLD
LEIGHTON HOLDINGS INFRASTRUCTURE NOMINEES PTY LTD	100%	VIC

LEIGHTON HOLDINGS INFRASTRUCTURE PTY LTD	100%	VIC
LEIGHTON HOLDINGS INFRASTRUCTURE TRUST	100%	
LEIGHTON INDIA CONTRACTORS PRIVATE LIMITED	100%	India
LEIGHTON INFRASTRUCTURE INVESTMENTS PTY LIMITED	100%	NSW
LEIGHTON INTERNATIONAL LIMITED	100%	Cayman Islands
LEIGHTON INTERNATIONAL MAURITIUS HOLDINGS LIMITED NO. 4	100%	Mauritius
LEIGHTON INVESTMENTS MAURITIUS LIMITED NO. 4	100%	Mauritius
LEIGHTON JOINT VENTURE	100%	Hong Kong
LEIGHTON MIDDLE EAST AND AFRICA (HOLDING) LIMITED	100%	Cayman Islands
LEIGHTON OFFSHORE ECLIPSE PTE. LTD.	100%	Singapore
LEIGHTON OFFSHORE FAULKNER PTE. LTD.	100%	Singapore
LEIGHTON OFFSHORE MYNX PTE. LTD.	100%	Singapore
LEIGHTON OFFSHORE PTE. LTD.	100%	Singapore
LEIGHTON OFFSHORE SDN BHD	100%	Malaysia
LEIGHTON OFFSHORE STEALTH PTE. LTD.	100%	Singapore
LEIGHTON PORTFOLIO SERVICES PTY LIMITED	100%	ACT
LEIGHTON PROJECTS CONSULTING (SHANGHAI) LIMITED	100%	China
LEIGHTON PROPERTIES (BRISBANE) PTY LIMITED	100%	QLD
LEIGHTON PROPERTIES (VIC) PTY LTD	100%	VIC
LEIGHTON PROPERTIES (WA) PTY LIMITED	100%	NSW
LEIGHTON PROPERTIES PTY LIMITED	100%	QLD
LEIGHTON SERVICES UAE CO LLC	100%	United Arab Emirates
LEIGHTON SUPERANNUATION PTY LTD	100%	NSW
LEIGHTON U.S.A. INC.	100%	United States
LH HOLDINGS CO PTY LTD	100%	VIC
LMENA NO. 1 PTY LIMITED	100%	VIC
LMENA PTY LIMITED	100%	VIC
LNWR PTY LIMITED	100%	VIC
LNWR TRUST	100%	NSW
NEWEST METRO PTY LTD	100%	NSW
NEXUS POINT SOLUTIONS PTY LTD	100%	NSW
OPAL INSURANCE (SINGAPORE) PTE LTD	100%	Singapore
OPTIMA ACTIVITIES PTY LTD	100%	NSW
PACIFIC PARTNERSHIPS HOLDINGS PTY LTD	100%	VIC
PACIFIC PARTNERSHIPS INVESTMENTS PTY LTD	100%	VIC
PACIFIC PARTNERSHIPS INVESTMENTS TRUST	100%	
PACIFIC PARTNERSHIPS PTY LTD	100%	VIC
PACIFIC PARTNERSHIPS SERVICES NZ LIMITED	100%	New Zealand
PEKKO ENGINEERS LIMITED	100%	Hong Kong
PIONEER HOMES AUSTRALIA PTY LTD	59%	QLD
PT LEIGHTON CONTRACTORS INDONESIA	95%	Indonesia
REGIONAL TRADING LIMITED	100%	Hong Kong
RIVERSTONE RISE GLADESTONE UNIT TRUST	59%	QLD
RIVERSTONE RISE GLADSTONE PTY LTD	59%	QLD
SEDGMAN ASIA LTD	100%	Hong Kong
SEDGMAN BOTSWANA (PTY) LTD	100%	Botswana
SEDGMAN CANADA LIMITED	100%	Canada
SEDGMAN CHILE SPA	100%	Chile
SEDGMAN CONSULTING PTY LTD	100%	QLD

SEDGMAN CPB JOINT VENTURE (SCJV)	100%	QLD
SEDGMAN EMPLOYMENT SERVICES PTY LTD	100%	QLD
SEDGMAN ENGINEERING TECHNOLOGY (BEIJING) COMPANY LIMITED	100%	China
SEDGMAN INTERNATIONAL EMPLOYMENT SERVICES PTY LTD	100%	QLD
SEDGMAN MOZAMBIQUE LIMITADA	100%	Mozambique
SEDGMAN OPERATIONS EMPLOYMENT SERVICES PTY LTD	100%	QLD
SEDGMAN OPERATIONS PTY LTD	100%	QLD
SEDGMAN PROJECTS EMPLOYMENT SERVICES PTY LTD	100%	QLD
SEDGMAN PTY LIMITED	100%	QLD
SEDGMAN SAS (COLOMBIA)	100%	Colombia
SEDGMAN SOUTH AFRICA (PROPRIETARY) LIMITED	100%	South Africa
SEDGMAN SOUTH AFRICA HOLDINGS (PROPRIETARY) LTD	100%	South Africa
SEDGMAN USA INC	100%	United States
SILVERTON GROUP PTY LTD	100%	WA
SUSTAINING WORKS PTY LIMITED	100%	QLD
TALCLIFF PTY. LTD.	59%	QLD
TAMBALA PTY LTD	100%	Mauritius
TASCONNECT FINANCE PTY LIMITED	100%	VIC
TELECOMMUNICATION INFRASTRUCTURE PTY LTD	100%	VIC
THAI LEIGHTON LIMITED	100%	Thailand
THIESS INFRASTRUCTURE NOMINEES PTY LTD	100%	VIC
THIESS INFRASTRUCTURE PTY LTD	100%	VIC
THIESS INFRASTRUCTURE TRUST	100%	VIC
THINK CONSULTING GROUP PTY LTD	100%	VIC
TOWNSVILLE CITY PROJECT PTY LTD	80%	NSW
TOWNSVILLE CITY PROJECT TRUST	80%	QLD
TRAFALGAR EB PTY LTD	59%	QLD
TRAFALGAR EB UNIT TRUST	59%	QLD
TRIBUNE SB PTY LTD	59%	QLD
TRIBUNE SB UNIT TRUST	59%	QLD
UGL (ASIA) SDN BHD	100%	Malaysia
UGL (NZ) LIMITED	100%	New Zealand
UGL (SINGAPORE) PTE LTD	100%	Singapore
UGL ENGINEERING PRIVATE LIMITED	100%	India
UGL ENGINEERING PTY LTD	100%	NSW
UGL OPERATIONS AND MAINTENANCE (SERVICES) PTY LTD	100%	QLD
UGL OPERATIONS AND MAINTENANCE PTY LTD	100%	VIC
UGL PTY LIMITED	100%	WA
UGL RAIL (NORTH QUEENSLAND) PTY LTD	100%	QLD
UGL RAIL FLEET SERVICES PTY LIMITED	100%	NSW
UGL RAIL PTY LTD	100%	NSW
UGL RAIL SERVICES PTY LIMITED	100%	NSW
UGL Regional Linx Pty Ltd	100%	NSW
UGL RESOURCES (CONTRACTING) PTY LTD	100%	VIC
UGL RESOURCES (MALAYSIA) SHD BHD	100%	Malaysia
UGL SOLUTIONS Pty Limited	100%	WA
UGL UNIPART RAIL SERVICES PTY LIMITED	70%	VIC
UGL UTILITIES PTY LTD	100%	NSW
UNITED GROUP INFRASTRUCTURE (NZ) LIMITED	100%	New Zealand

UNITED KG (NO.1) PTY LIMITED	100%	NSW
UNITED KG (NO.2) PTY LTD	100%	VIC
WAI MING M&E LIMITED	100%	Hong Kong
WESTERN PORT HIGHWAY TRUST	100%	VIC