

17 July 2013

## Norfolk Shareholders Approve Scheme to Implement RCR Tomlinson Acquisition Proposal

Norfolk Group Limited (ASX: NFK) (**Norfolk**) shareholders today voted overwhelmingly in favour of the scheme of arrangement (**Scheme**) which, subject to approval from the Federal Court of Australia (**Court**), will result in RCR Infrastructure Pty Ltd, a wholly-owned subsidiary of RCR Tomlinson Ltd (ASX: RCR), acquiring 100% of the ordinary shares in Norfolk.

The resolution to approve the Scheme was approved by Norfolk shareholders at a meeting in Sydney (**Scheme Meeting**). The results of the Scheme Meeting are attached. In summary, 99.32% of the votes cast were in favour of the resolution, and 93.3% of shareholders present at the meeting (in person or by proxy) voted in favour of the resolution.

Norfolk will apply to the Court for approval of the Scheme at a hearing scheduled for Friday, 19 July 2013. The Board will make a further announcement after the Court has considered the matter. If the Court approves the Scheme, Norfolk proposes to lodge the orders of the Court with the Australian Securities and Investments Commission on Friday, 19 July 2013 and the Scheme will become effective on that date. If this occurs, Norfolk shares will cease trading on the Australian Securities Exchange on Friday, 19 July 2013.

If Court approval is granted, Norfolk shareholders will receive A\$0.48 per share. Shareholders as at the Record Date of 26 July 2013, are expected to be sent their consideration (by either cheque or electronic funds transfer into the nominated bank accounts used for dividend payments) on Monday, 5 August 2013.

Norfolk has established the Norfolk Shareholder Information Line to answer questions shareholders may have in relation to the Scheme. The Norfolk Shareholder Information Line is available on business days between 8.30am and 5.30pm (Sydney time) on 1300 881 079 (within Australia) or +61 1300 881 079 (international).

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### For further information

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### Norfolk Group Limited

Norfolk is a leading provider of integrated engineering services in the electrical, HVAC (heating, ventilation and airconditioning) and facilities management markets.

Norfolk employs more than 2,700 people, including highly skilled engineers, electricians, air conditioning technicians and apprentices, across more than 120 locations throughout Australia, New Zealand and Asia. Norfolk has more than 10,000 customers across a range of sectors including infrastructure, industrial, commercial, resources, retail, government and communications.

For further information on Norfolk, please visit [www.norfolkgl.com](http://www.norfolkgl.com).

**Norfolk Group Limited ACN 125 709 971  
Scheme Meeting Proxy Summary**

In accordance with section 251 AA of the Corporations Act 2001 (Cth), the following information is provided in relation to the resolution passed by members of Norfolk Group Limited at its Scheme Meeting on Wednesday 17 July 2013.

<b>Resolution</b>	
"That, pursuant to and in accordance with section 411 of the Corporations Act the scheme of arrangement proposed between Norfolk and the holders of Norfolk Shares (other than any Norfolk Shareholder that is an entity with the RCR Group), the terms of which are contained in and more precisely described in this Booklet (of which the notice convening this meeting forms part) is approved (with or without modification as approved by the Federal Court of Australia.)"	
<b>Total number of proxy votes in respect of which the appointments specified that:</b>	
(i) The proxy is to vote for the resolution	123,350,509
(ii) The proxy is to vote against the resolution	849,365
(iii) The proxy is to abstain on the resolution	Nil
(iv) The proxy may vote at the proxy's discretion	824,742
<b>Total number of proxy votes exercisable by all proxies validly appointed</b>	<b>125,024,616</b>
<b>The resolution was carried on a poll the details of which are:</b>	
(i) In favour of the resolution:	
• Total votes	124,357,606
• Total number of shareholders	488
(ii) Against the resolution:	
• Total votes	849,365
• Total number of shareholders	35
(iii) Abstaining on the resolution:	
• Total votes	Nil
• Total number of shareholders	Nil