

27 February 2018

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

Dear Sir/Madam,

**Notice of Initial Substantial Holder**

In accordance with section 671B of the Corporations Act 2001 (Cth), we attach a Notice of Initial Substantial Holder (Form 603) in respect of RCR Tomlinson Limited (RCR).

Yours faithfully,



Joanne Hawkins  
Company Secretary

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## Form 603

Corporations Act 2001  
Section 671B

### Notice of initial substantial holder

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To Company Name/Scheme RCR TOMLINSON LIMITED (RCR)

ACN/ARSN ACN 008 898 486

#### 1. Details of substantial holder(1)

Name BT INVESTMENT MANAGEMENT LIMITED (BTT)

ACN/ARSN (if applicable) ACN 126 385 822

The holder became a substantial holder on 23//02/2018

#### 2. Details of 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 on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ordinary Shares	9,476,112	9,476,112	
Total	9,476,112	9,476,112	5.73%

#### 3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Number of securities	Class of securities
BT Investment Management (Fund Services) Limited *	BT Investment Management (Fund Services) Limited is the responsible entity of various managed investment schemes and, in that capacity, can exercise the power to vote or dispose of the shares.	5,335,546	Ordinary
BT Investment Management (Institutional) Limited	BT Investment Management (Institutional) Limited (previously known as BT Investment Management (RE) Limited) is the fund manager of various superannuation funds, institutional investor	4,140,566	Ordinary

	portfolios and unit trusts and, in that capacity, can exercise the power to vote or dispose of the shares.		
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\*BT Investment Management (Fund Services) Limited has appointed BT Investment Management (Institutional) Limited to act as the investment manager of the trusts of which it is responsible entity, giving BT Investment Management (Institutional) Limited the capacity to exercise the power to vote or dispose of the shares. BT Investment (Institutional) Limited therefore also has a relevant interest in shares in which BT Investment Management (Fund Services) Limited has a relevant interest.

#### Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Persons entitled to be registered as holder (8)	Class and number of securities
BT Investment Management (Fund Services) Limited	HSBC Custody Nominees (Australia) Limited.	See Annexure 'A'	5,335,546 Ordinary
BT Investment Management (Institutional) Limited	State Street Australia Limited	See Annexure 'A'	4,140,566 Ordinary

#### 4. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	

#### 5. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder 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
BT Investment Management Limited (BTT)	Level 14, Chifley Tower, 2 Chifley Square, Sydney NSW 2000
BT Investment Management (Fund Services) Limited	Level 14, Chifley Tower, 2 Chifley Square, Sydney NSW 2000
BT Investment Management (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 27/02/2018

## **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 7 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 total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
  - (6) The person’s votes divided by the total votes in the body corporate scheme multiplied by 100.
  - (7) Include details of:
    - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and with 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.
- (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) 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.

**ANNEXURE A**

This is annexure 'A' referred to in Form 603, Notice of initial substantial holder, lodged for BT Investment Management Limited ACN 126 385 822.

Joanne Hawkins – Company Secretary, BT Investment Management Limited 27/02/2018

Sales & Purchases for the period : 23/10/2017 to 23/02/2018

SECURITY: RCR

**BT Investment Management (Fund Services)  
Limited**

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
31/10/2017	HSBC Custody Nominees (Australia) Limited.	Buy	628,572	2,633,716.68	Ordinary	628,572
31/10/2017	HSBC Custody Nominees (Australia) Limited.	Buy	470	1,941.10	Ordinary	470
1/11/2017	HSBC Custody Nominees (Australia) Limited.	Buy	10,974	46,310.28	Ordinary	10,974
2/11/2017	HSBC Custody Nominees (Australia) Limited.	Buy	56,867	240,547.41	Ordinary	56,867
14/11/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-95,681	-413,341.92	Ordinary	95,681
14/11/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-11,427	-49,364.64	Ordinary	11,427
14/11/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-4,225	-18,252.00	Ordinary	4,225
15/11/2017	HSBC Custody Nominees (Australia) Limited.	Buy	219,671	911,634.65	Ordinary	219,671
20/11/2017	HSBC Custody Nominees (Australia) Limited.	Buy	454,372	1,903,818.68	Ordinary	454,372
20/11/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-96,939	-406,174.41	Ordinary	96,939
20/11/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-39,339	-164,830.41	Ordinary	39,339
20/11/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-5,820	-24,385.80	Ordinary	5,820
20/11/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-44,964	-188,399.16	Ordinary	44,964
20/11/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-72,334	-303,079.46	Ordinary	72,334
20/11/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-128,430	-538,121.70	Ordinary	128,430
20/11/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-35,515	-148,807.85	Ordinary	35,515
20/11/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-74,543	-312,335.17	Ordinary	74,543
20/11/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-179,489	-752,058.91	Ordinary	179,489
20/11/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-121,570	-509,378.30	Ordinary	121,570
20/11/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-16,646	-69,746.74	Ordinary	16,646
15/12/2017	HSBC Custody Nominees (Australia) Limited.	Buy	317,475	1,266,725.25	Ordinary	317,475
31/01/2018	HSBC Custody Nominees (Australia) Limited.	Buy	4,311	17,373.33	Ordinary	4,311
7/02/2018	HSBC Custody Nominees (Australia) Limited.	Buy	25,085	95,323.00	Ordinary	25,085
7/02/2018	HSBC Custody Nominees (Australia) Limited.	Buy	25,505	96,153.85	Ordinary	25,505
8/02/2018	HSBC Custody Nominees (Australia) Limited.	Buy	140,403	526,511.25	Ordinary	140,403
9/02/2018	HSBC Custody Nominees (Australia) Limited.	Buy	30,217	110,594.22	Ordinary	30,217
12/02/2018	HSBC Custody Nominees (Australia)	Buy	116,582	422,026.84	Ordinary	116,582

	Limited.					
13/02/2018	HSBC Custody Nominees (Australia) Limited.	Buy	104,578	380,663.92	Ordinary	104,578
14/02/2018	HSBC Custody Nominees (Australia) Limited.	Buy	156,259	564,094.99	Ordinary	156,259
22/02/2018	HSBC Custody Nominees (Australia) Limited.	Buy	282,789	1,100,049.21	Ordinary	282,789
23/02/2018	HSBC Custody Nominees (Australia) Limited.	Buy	210,900	885,780.00	Ordinary	210,900
23/02/2018	HSBC Custody Nominees (Australia) Limited.	Buy	638,976	2,619,801.60	Ordinary	638,976
	<b>Total</b>		<b>2,497,084</b>	<b>9,924,789.79</b>		

**BT Investment Management (Fund Services) Limited Total**      **2,497,084**      **9,924,789.79**  
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**BT Investment Management (Institutional) Limited**


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Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
31/10/2017	Australia and New Zealand Banking Group Limited	Buy	13,925	58,345.75	Ordinary	13,925
31/10/2017	Australia and New Zealand Banking Group Limited	Buy	10	41.30	Ordinary	10
1/11/2017	Australia and New Zealand Banking Group Limited	Buy	390	1,645.80	Ordinary	390
2/11/2017	Australia and New Zealand Banking Group Limited	Buy	2,021	8,548.83	Ordinary	2,021
15/11/2017	Australia and New Zealand Banking Group Limited	Buy	9,197	38,167.55	Ordinary	9,197
20/11/2017	Australia and New Zealand Banking Group Limited	Buy	17,746	74,355.74	Ordinary	17,746
15/12/2017	Australia and New Zealand Banking Group Limited	Buy	11,684	46,619.16	Ordinary	11,684
31/01/2018	Australia and New Zealand Banking Group Limited	Sell	-8,995	-36,249.85	Ordinary	8,995
31/01/2018	Australia and New Zealand Banking Group Limited	Sell	-218	-878.54	Ordinary	218
31/01/2018	Australia and New Zealand Banking Group Limited	Sell	-1,359	-5,476.77	Ordinary	1,359
31/01/2018	Australia and New Zealand Banking Group Limited	Sell	-4,615	-18,598.45	Ordinary	4,615
31/01/2018	Australia and New Zealand Banking Group Limited	Sell	-1,163	-4,686.89	Ordinary	1,163
7/02/2018	Australia and New Zealand Banking Group Limited	Buy	2,010	7,577.70	Ordinary	2,010
7/02/2018	Australia and New Zealand Banking Group Limited	Buy	1,977	7,512.60	Ordinary	1,977
8/02/2018	Australia and New Zealand Banking Group Limited	Buy	4,449	16,683.75	Ordinary	4,449
9/02/2018	Australia and New Zealand Banking Group Limited	Buy	958	3,506.28	Ordinary	958
12/02/2018	Australia and New Zealand Banking Group Limited	Buy	3,694	13,372.28	Ordinary	3,694
13/02/2018	Australia and New Zealand Banking Group Limited	Buy	5,015	18,254.60	Ordinary	5,015
14/02/2018	Australia and New Zealand Banking Group Limited	Buy	4,999	18,046.39	Ordinary	4,999
22/02/2018	Australia and New Zealand Banking Group Limited	Buy	9,147	35,581.83	Ordinary	9,147
23/02/2018	Australia and New Zealand Banking Group Limited	Buy	21,073	86,399.30	Ordinary	21,073
23/02/2018	Australia and New Zealand Banking Group Limited	Buy	7,695	32,319.00	Ordinary	7,695
	<b>Total</b>		<b>99,640</b>	<b>32,319.00</b>		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
25/10/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-448	-1,908.48	Ordinary	448
25/10/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-9,357	-39,860.82	Ordinary	9,357
25/10/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-2,385	-10,160.10	Ordinary	2,385
31/10/2017	HSBC Custody Nominees (Australia) Limited.	Buy	77	318.01	Ordinary	77
31/10/2017	HSBC Custody Nominees (Australia) Limited.	Buy	102,527	429,588.13	Ordinary	102,527
1/11/2017	HSBC Custody Nominees (Australia) Limited.	Buy	1,804	7,612.88	Ordinary	1,804
2/11/2017	HSBC Custody Nominees (Australia) Limited.	Buy	9,347	39,537.81	Ordinary	9,347
15/11/2017	HSBC Custody Nominees (Australia) Limited.	Buy	37,976	157,600.40	Ordinary	37,976
20/11/2017	HSBC Custody Nominees (Australia) Limited.	Buy	76,656	321,188.64	Ordinary	76,656
15/12/2017	HSBC Custody Nominees (Australia) Limited.	Buy	48,866	194,975.34	Ordinary	48,866
7/02/2018	HSBC Custody Nominees (Australia) Limited.	Buy	3,320	12,616.00	Ordinary	3,320
7/02/2018	HSBC Custody Nominees (Australia) Limited.	Buy	3,375	12,723.75	Ordinary	3,375
8/02/2018	HSBC Custody Nominees (Australia) Limited.	Buy	23,008	86,280.00	Ordinary	23,008
9/02/2018	HSBC Custody Nominees (Australia) Limited.	Buy	4,952	18,124.32	Ordinary	4,952
12/02/2018	HSBC Custody Nominees (Australia) Limited.	Buy	19,105	69,160.10	Ordinary	19,105
13/02/2018	HSBC Custody Nominees (Australia) Limited.	Buy	23,560	85,758.40	Ordinary	23,560
14/02/2018	HSBC Custody Nominees (Australia) Limited.	Buy	25,820	93,210.20	Ordinary	25,820
22/02/2018	HSBC Custody Nominees (Australia) Limited.	Buy	46,592	181,242.88	Ordinary	46,592
23/02/2018	HSBC Custody Nominees (Australia) Limited.	Buy	34,895	146,559.00	Ordinary	34,895
23/02/2018	HSBC Custody Nominees (Australia) Limited.	Buy	105,715	433,431.50	Ordinary	105,715
<b>Total</b>			<b>555,405</b>	<b>2,237,997.96</b>		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
18/12/2017	JP Morgan Chase Bank	Buy	100,592	394,320.64	Ordinary	100,592
19/12/2017	JP Morgan Chase Bank	Sell	-100,592	-386,273.28	Ordinary	100,592
<b>Total</b>			<b>0</b>	<b>8,047.36</b>		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
31/10/2017	State Street Australia Limited	Buy	246,528	1,032,952.32	Ordinary	246,528
31/10/2017	State Street Australia Limited	Buy	185	764.05	Ordinary	185
31/10/2017	State Street Australia Limited	Buy	89	367.57	Ordinary	89
31/10/2017	State Street Australia Limited	Buy	119,475	500,600.25	Ordinary	119,475
1/11/2017	State Street Australia Limited	Buy	4,094	17,276.68	Ordinary	4,094
1/11/2017	State Street Australia Limited	Buy	2,036	8,591.92	Ordinary	2,036
2/11/2017	State Street Australia Limited	Buy	21,212	89,726.76	Ordinary	21,212



2/11/2017	State Street Australia Limited	Buy	10,553	44,639.19	Ordinary	10,553
15/11/2017	State Street Australia Limited	Buy	88,915	368,997.25	Ordinary	88,915
15/11/2017	State Street Australia Limited	Buy	44,241	183,600.15	Ordinary	44,241
20/11/2017	State Street Australia Limited	Buy	178,188	746,607.72	Ordinary	178,188
20/11/2017	State Street Australia Limited	Buy	88,627	371,347.13	Ordinary	88,627
15/12/2017	State Street Australia Limited	Buy	120,187	479,546.13	Ordinary	120,187
15/12/2017	State Street Australia Limited	Buy	59,788	238,554.12	Ordinary	59,788
31/01/2018	State Street Australia Limited	Buy	8,041	32,405.23	Ordinary	8,041
31/01/2018	State Street Australia Limited	Buy	3,998	16,111.94	Ordinary	3,998
7/02/2018	State Street Australia Limited	Buy	13,104	49,795.20	Ordinary	13,104
7/02/2018	State Street Australia Limited	Buy	13,323	50,227.71	Ordinary	13,323
7/02/2018	State Street Australia Limited	Buy	6,514	24,753.20	Ordinary	6,514
7/02/2018	State Street Australia Limited	Buy	6,622	24,964.94	Ordinary	6,622
8/02/2018	State Street Australia Limited	Buy	53,579	200,921.25	Ordinary	53,579
8/02/2018	State Street Australia Limited	Buy	26,653	99,948.75	Ordinary	26,653
9/02/2018	State Street Australia Limited	Buy	11,531	42,203.46	Ordinary	11,531
9/02/2018	State Street Australia Limited	Buy	5,736	20,993.76	Ordinary	5,736
12/02/2018	State Street Australia Limited	Buy	44,488	161,046.56	Ordinary	44,488
12/02/2018	State Street Australia Limited	Buy	22,131	80,114.22	Ordinary	22,131
13/02/2018	State Street Australia Limited	Buy	55,537	202,154.68	Ordinary	55,537
13/02/2018	State Street Australia Limited	Buy	27,583	100,402.12	Ordinary	27,583
14/02/2018	State Street Australia Limited	Buy	60,150	217,141.50	Ordinary	60,150
14/02/2018	State Street Australia Limited	Buy	29,921	108,014.81	Ordinary	29,921
22/02/2018	State Street Australia Limited	Buy	107,802	419,349.78	Ordinary	107,802
22/02/2018	State Street Australia Limited	Buy	53,670	208,776.30	Ordinary	53,670
23/02/2018	State Street Australia Limited	Buy	81,245	341,229.00	Ordinary	81,245
23/02/2018	State Street Australia Limited	Buy	246,129	1,009,128.90	Ordinary	246,129
23/02/2018	State Street Australia Limited	Buy	40,431	169,810.20	Ordinary	40,431
23/02/2018	State Street Australia Limited	Buy	122,452	502,053.20	Ordinary	122,452
<b>Total</b>			<b>2,024,758</b>	<b>8,165,117.95</b>		

**BT Investment Management (Institutional) Limited Total :      2,679,803      10,443,482.27**