



26 August 2014

ISSUE OF SHARES AND SECTION 708A NOTICE

RCR Tomlinson Ltd advises that it has today issued 790,000 ordinary shares to satisfy the Company's obligations under the RCR Long-Term Incentive Plan and RCR Short-Term Incentive Plan.

In accordance with ASX Listing Rules and the Corporations Act 2001, RCR provides the following documents:

- (a) ASX Appendix 3B; and
- (b) A notice under section 708A(5)(e) of the Corporations Act 2001 ("Cleansing Statement") in relation to the issue of 790,000 ordinary shares.

ENDS

For further information please contact:

Company Secretary

Darryl Edwards
RCR Tomlinson Ltd
+61 8 9355 9355
enquiries@rcrtom.com.au

About RCR

RCR Tomlinson Ltd (ASX code: RCR) (RCR) is a diversified engineering and infrastructure company providing turnkey integrated solutions to clients in the **resources, energy** and **infrastructure** sectors. RCR together with its key brands, Tomlinson, O'Donnell Griffin, Haden, and Resolve FM, have collectively over 300 years of experience.

RCR's core capabilities encompass, structural, mechanical, piping and electrical disciplines, railway signalling, overhead wiring systems; OEM supply of materials handling and process equipment; asset repair and maintenance services; HVAC; facilities management, design and construction of power and steam generation plants (using a wide range of fuels) and water treatment systems.

RCR has operations across Australia, Asia and New Zealand. Additional information is available at www.rcrtom.com.au.

RCR is a constituent member of the S&P/ASX All-Australian 200 Index.

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

RCR Tomlinson Ltd

ABN

81 008 898 486

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|---|--|
| 1 | +Class of +securities issued or to be issued | Ordinary Fully Paid Shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 790,000 Fully Paid Ordinary Shares issued upon conversion of Performance Rights and in satisfaction of STI Deferred share awards. |
| 3 | Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | <p>790,000 Ordinary Fully Paid Shares issued to satisfy the company's obligations under the RCR Long-Term Incentive Plan (LTIP) and RCR Short-Term Incentive Plan (STIP). The terms of the LTIP and STIP are summarised in the remuneration report and the LTIP was approved by shareholders on 18 November 2010 and 20 November 2013.</p> <p>40,000 shares issued under the STIP are subject to vesting restrictions for two years.</p> |

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

<p>4 Do the ⁺securities rank equally in all respects from the ⁺issue date with an existing ⁺class of quoted ⁺securities?</p> <p>If the additional ⁺securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>Ordinary Full Paid Shares – Yes, will rank equally in all respects with the existing class of quoted Fully Paid Ordinary Shares.</p>
<p>5 Issue price or consideration</p>	<p>\$2.90 per share, being the average of the daily volume weighted average sale price of RCR shares sold on the ASX during the ten trading days prior to 21 August 2014.</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>750,000 Ordinary Fully Paid Shares issued to the RCR Employee Share Trustee to satisfy the company's obligations under the LTIP. The LTIP was approved by shareholders on 18 November 2010 and 20 November 2013.</p> <p>40,000 Ordinary Fully Paid Shares issued to the RCR Employee Share Trustee as deferred shares in satisfaction of STI awards. The deferred shares are subject to a restriction period of 2 years and other forfeiture conditions.</p>
<p>6a Is the entity an ⁺eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the ⁺securities the subject of this Appendix 3B, and comply with section 6i</p>	<p>No</p>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	<p>N/A</p>
<p>6c Number of ⁺securities issued without security holder approval under rule 7.1</p>	<p>N/A</p>

⁺ See chapter 19 for defined terms.

6d	Number of +securities issued with security holder approval under rule 7.1A	N/A	
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	N/A	
6f	Number of +securities issued under an exception in rule 7.2	N/A	
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	N/A	
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A	
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	N/A	
7	+Issue dates Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A. Cross reference: item 33 of Appendix 3B.	26 August 2014	
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	Number 136,989,238 + 790,000 <hr/> 137,779,238	+Class Ordinary Shares

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	1,400,000	\$0.39 Options expiring Sept 2015 (RCRAK)
	100,000	Performance Rights vesting 15 April 2015(RCRAQ)
	2,820,000	Performance Rights vesting 31 Aug 2015 (RCRAQ)
	100,000	Performance Rights vesting 15 April 2016(RCRAQ)
	1,743,018	Performance Rights vesting 31 Aug 2016(RCRAQ)
	100,000	Performance Rights vesting 15 April 2017(RCRAQ)
	250,000	Performance Rights vesting 31 Aug 2017 (RCRAQ)
	150,000	Performance Rights vesting 6 Jan 2016, 6 Jan 2017 and 6 Jan 2018 (RCRAQ)
	100,000	Performance Rights vesting 28 Feb 2016, 28 Feb 2017 and 28 Jan 2018 (RCRAQ)
10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)		

Part 2 - Pro rata issue

11 Is security holder approval required?	N/A
12 Is the issue renounceable or non-renounceable?	N/A
13 Ratio in which the +securities will be offered	N/A
14 +Class of +securities to which the offer relates	N/A
15 +Record date to determine entitlements	N/A
16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A

+ See chapter 19 for defined terms.

17	Policy for deciding entitlements in relation to fractions	N/A
18	Names of countries in which the entity has security holders who will not be sent new offer documents <small>Note: Security holders must be told how their entitlements are to be dealt with.</small> <small>Cross reference: rule 7.7.</small>	N/A
19	Closing date for receipt of acceptances or renunciations	N/A
20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	N/A
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A

+ See chapter 19 for defined terms.

Appendix 3B

New issue announcement

- | | | |
|----|---|-----|
| 30 | How do security holders sell their entitlements <i>in full</i> through a broker? | N/A |
| 31 | How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance? | N/A |
| 32 | How do security holders dispose of their entitlements (except by sale through a broker)? | N/A |
| 33 | +Issue date | N/A |

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

- 34 Type of +securities
(tick one)
- (a) ☒ +Securities described in Part 1
- (b) ☐ All other +securities
Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35 ☐ If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders
- 36 ☐ If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over
- 37 ☐ A copy of any trust deed for the additional +securities

+ See chapter 19 for defined terms.

Entities that have ticked box 34(b)

38	Number of ⁺ securities for which ⁺ quotation is sought					
39	⁺ Class of ⁺ securities for which quotation is sought					
40	<p>Do the ⁺securities rank equally in all respects from the ⁺issue date with an existing ⁺class of quoted ⁺securities?</p> <p>If the additional ⁺securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 					
41	<p>Reason for request for quotation now</p> <p><small>Example: In the case of restricted securities, end of restriction period</small></p> <p>(if issued upon conversion of another ⁺security, clearly identify that other ⁺security)</p>					
42	Number and ⁺ class of all ⁺ securities quoted on ASX (<i>including</i> the ⁺ securities in clause 38)	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%; padding: 5px;">Number</th> <th style="width: 50%; padding: 5px;">⁺Class</th> </tr> </thead> <tbody> <tr> <td style="height: 80px;"></td> <td></td> </tr> </tbody> </table>	Number	⁺ Class		
Number	⁺ Class					

⁺ See chapter 19 for defined terms.

Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here:Date: .26 August 2014.....
Company Secretary

Print name: Darryl Edwards

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+ See chapter 19 for defined terms.

26 August 2014

Australian Securities Exchange
Exchange Plaza
2 The Esplanade
PERTH WA 6000

Attention: ASX Market Announcements
The Manager

Electronic Lodgement

Dear Sir or Madam

RCR TOMLINSON LTD
SECONDARY TRADING NOTICE – NOTIFICATION PURSUANT
TO PARAGRAPH 708A(5)(e) OF THE CORPORATIONS ACT 2001

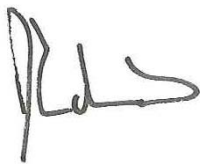
This notice is given by RCR Tomlinson Ltd (ACN 008 898 486) ("**RCR**") under section 708A(5)(e) of the Corporations Act 2001 (Cth) ("**the Act**").

RCR advises that it has today issued 790,000 ordinary shares ("**Shares**"), to satisfy the Company's obligations under the RCR Long-Term Incentive Plan and RCR Short-Term Incentive Plan.

RCR gives notice under section 708A(5)(e) of the Act that:

- (a) the Shares were issued without disclosure to investors under Part 6D.2 of the Act;
- (b) as at the date of this notice, RCR has complied with the provisions of Chapter 2M as they apply to RCR, and section 674 of the Act; and
- (c) as at the date of this notice, there is no information that is 'excluded information' within the meaning of sections 708A(7) and 708A(8) of the Act which is required to be disclosed by RCR under section 708A(6)(e) of the Act.

For and on behalf of the Board



Darryl Edwards
Company Secretary
RCR Tomlinson Ltd