

Form 603Corporations Act 2001
Section 671B**Notice of initial substantial holder**To Company Name/Scheme **AUSTIN ENGINEERING LIMITED (ANG)**ACN/ARSN **078 480 136****1. Details of substantial holder (1)**Name **REGAL FUNDS MANAGEMENT PTY LIMITED ('RFM')**ACN/ARSN (if applicable) **107 576 821**The holder became a substantial holder on **30/06/2016****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 | 31,737,443 | 31,737,443 | 6.03% |

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) | Class and number of securities |
|------------------------------------|--|--------------------------------|
| REGAL FUNDS MANAGEMENT PTY LIMITED | REGAL FUNDS MANAGEMENT PTY LIMITED HAS A RELEVANT INTEREST IN ITS CAPACITY AS INVESTMENT MANAGER AND/OR RESPONSIBLE ENTITY | 31,737,443 ORDINARY |

4. 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 | Person entitled to be registered as holder (8) | Class and number of securities |
|-------------------------------------|--|--|--------------------------------|
| UBS AG, AUSTRALIA BRANCH | UBS NOMINEES PTY LTD | UBS AG, AUSTRALIA BRANCH | 15,042,452 ORDINARY |
| MERRILL LYNCH INTERNATIONAL LIMITED | MERRILL LYNCH (AUSTRALIA) NOMINEES PTY LIMITED | MERRILL LYNCH INTERNATIONAL LIMITED | 16,694,991 ORDINARY |

5. 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 | |
| REGAL FUNDS MANAGEMENT PTY LIMITED | 01/06/2016 -- 30/06/2016 | \$0.08 / share | | 32,845,533 ORDINARY |

6. 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 |
|-----------------------------------|-----------------------|
| NOT APPLICABLE | |
| | |

7. Addresses

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

| Name | Address |
|-------------|--|
| PHILIP KING | LEVEL 47 GATEWAY 1 MACQUARIE PLACE SYDNEY NSW 2000 |
| | |

Signature

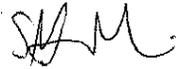
print name

STEPHEN BALDWIN

capacity

Alternate Director for Philip King

sign here



date

4 / 7 / 16