



**RCR Tomlinson Ltd (Administrators Appointed) ACN 008 898 486
and subsidiaries as listed in Attachment A
(the Companies)**

**Letter to Creditors
Online Report Notification**

Background

As you are aware, Jason Preston, Jamie Harris, Matthew Caddy and Rob Brauer were appointed Voluntary Administrators (**Administrators**) of the Companies on 21 November 2018.

The second meetings of creditors for the Companies have been convened to be held on Tuesday, 26 March 2019 (**Second Meetings of Creditors**). The meetings will be held at:

- The Lyceum, Wesley Conference Centre, 220 Pitt Street, Sydney NSW 2000 at 1:00PM AEDT.

Please note: These meetings are for creditors of all entities subject to the Administrators' appointment (as set out at Attachment A) **with the exception of** RCR Asset Maintenance Pty Ltd (Administrators Appointed) and A.C.N. 060 002 968 Pty Ltd (Administrators Appointed) (formerly known as RCR Resources (Heat Treatment) Pty Ltd). Separate meetings have been convened in Perth, Western Australia for the creditors of these two entities.

What you should do

You should:

- read the attached information;
- download and read the Administrators' Report (details provided below);
- decide whether you are going to participate in the Second Meetings of Creditors; and
- complete and return your proof of debt form (if you have not done so already) and proxy form (if required) by **10:00AM AEDT on Sunday, 24 March 2019**.

Administrators' Report to Creditors

In advance of the Second Meetings of Creditors, the Administrators' Report to Creditors (**Administrators' Report**) will be available for download on Tuesday, 19 March 2019 from <http://www.mcgrathnicol.com/creditors/rcr-group/>.

The purpose of the Administrators' Report is to provide creditors with details about the business, property, affairs and financial circumstances of the RCR Group in preparation for the Second Meetings of Creditors.

The Administrators' Report also informs creditors about the investigations undertaken by the Administrators and the Administrators' opinion about each of the options available to creditors to vote at the meetings in relation to the future of the Companies, together with the Administrators' opinion as to the course of action they recommend is in creditors' best interests.

Meeting formalities

Enclosed with this letter is the formal notice of meetings.

Creditors who intend to vote at the meetings are required to lodge a formal proof of debt. Creditors who have already lodged a proof of debt do not need to complete a new one.

Creditors should be aware that certain companies in the RCR Group are parties to a Deed of Cross Guarantee (**DXG**). For the purposes of the Second Meetings of Creditors, the effect of the DXG is to allow creditors who are



owed amounts by one company in the DXG to participate and vote as contingent creditors of the other companies which are parties to the DXG. Attachment A sets out which of the RCR Group entities are party to the DXG.

Creditors may exercise their right to vote by voting at the meetings in person or by appointing a proxy. Proxy forms lodged by creditors for the first meetings of creditors cannot be used for the Second Meetings of Creditors. Accordingly, creditors should ensure that a proxy form, power of attorney or evidence of appointment of a company representative is completed and lodged by no later than **10:00AM AEDT on Sunday, 24 March 2019**.

Proof of debt and proxy forms are enclosed. Guidance notes for completion of the proof of debt and proxy forms are available for download from the above internet address. Proof of debt and proxy forms can be lodged with the Administrators by email to rcrtom@linkmarketservices.com.au.

Further information

If you do not have access to the internet or, for any other reason, would like a copy of the report mailed to you, please contact Link Market Services on 1300 911 275 or by email to rcrtom@linkmarketservices.com.au to obtain access details.

Dated: 18 March 2019

Jason Preston
Administrator

Enclosures(s):

1. Notice of Meetings of Creditors
2. Proof of debt form
3. Proxy form



**RCR Tomlinson Ltd (Administrators Appointed) ACN 008 898 486
and subsidiaries as listed in Attachment A**

(the Companies)

**NOTICE OF MEETINGS OF
CREDITORS OF COMPANY UNDER EXTERNAL ADMINISTRATION**

1. Notice is now given that meetings of the creditors of the Companies will be held concurrently on Tuesday, 26 March 2019 at The Lyceum, Wesley Conference Centre, 220 Pitt Street, Sydney NSW 2000 at 1:00PM AEDT.
2. The purpose of the meetings is for creditors to:
 - a. determine that each of the meetings are to be held concurrently;
 - b. consider the Administrators' Report to Creditors and any other matters raised relating to the Companies' future, and then to resolve either that the Companies:
 - i. be returned to the control of the directors;
 - ii. enter into liquidation;
 - iii. enter into a DOCA (although, at this stage, a DOCA has not been proposed); or
 - iv. the meetings be adjourned;
 - c. if creditors resolve that the Companies should enter liquidation:
 - i. consider the appointment of a Committee of Inspection (for the purposes of a liquidation);
 - ii. consider authorising the liquidators to compromise debts of the certain companies pursuant to section 477(2A) of the Corporations Act; and
 - iii. consider authorising the liquidators to enter into agreements that may run for longer than three months pursuant to Section 477(2B) of the Corporations Act; and
 - d. consider any other relevant business which may arise.
3. The effect of Insolvency Practice Rules (Corporations) section 75-85 (entitlement to vote as a creditor at meetings of creditors) is:
 - a. A person other than a creditor (or the creditor's proxy or attorney) is not entitled to vote at a meeting of creditors.
 - b. Subject to subsections (3), (4) and (5), each creditor is entitled to vote and has one vote.
 - c. A person is not entitled to vote as a creditor at a meeting of creditors unless:
 - i. his or her debt or claim has been admitted wholly or in part by the external administrator; or
 - ii. he or she has lodged, with the person presiding at the meeting, or with the person named in the notice convening the meeting as the person who may receive particulars of the debt or claim:
 - those particulars; or
 - if required, a formal proof of the debt or claim.



- d. A creditor must not vote in respect of:
 - i. an unliquidated debt; or
 - ii. a contingent debt; or
 - iii. an unliquidated or a contingent claim; or
 - iv. a debt the value of which is not established, unless a just estimate of its value has been made.
4. Proofs of debt and proxies must be submitted by **10:00AM AEDT on Sunday, 24 March 2019**.
5. Creditors who are unable to attend the meetings in person may view the meetings via a webcast subject to providing relevant documents in advance. If a person wishes to observe in the meetings using the webcast facilities, they should please contact Link Market Services on 1300 911 275 or by email to rcrtom@linkmarketservices.com.au to obtain access details.

Please note that those attending the meetings by webcast will be able to submit questions online, however will not be able to verbally contribute to the meetings. If you wish to attend by webcast and cast a vote at the meetings, you must return a special proxy form or nominate a person as your general proxy to attend the meetings and vote on your behalf. Both special and general proxy forms must be submitted by 10.00AM AEDT on Sunday, 24 March 2019.

Dated: 18 March 2019

A handwritten signature in black ink, appearing to read 'Jason Preston'. The signature is fluid and cursive, with a large, sweeping flourish at the end.

Jason Preston
Administrator

McGrathNicol
GPO Box 9986
Sydney NSW 2001
Australia
+61 2 9338 2600

LINK INSOLVENCY SOLUTIONS – PROOF OF DEBT (POD) OR CLAIM FORM

PLEASE BRING A COPY OF THIS FORM WITH YOU FOR FASTER REGISTRATION AT THE CREDITORS MEETINGS

All forms returned to:
 Link Market Services Limited
 PO Box 3184
 Rhodes NSW 2138
 Facsimile: +61 2 9287 0309
 Client Code: RCRI
 Email: rcrtom@linkmarketservices.com.au
 Creditor Queries: +61 1300 911 275

CREDITOR DETAILS

Full Name of Company or Individual

Contact Telephone Number

Registered Address


Email Address

Creditors who have already lodged a proof of debt do not need to complete a new proof of debt unless an amendment is required

PROOF OF DEBT (POD) OR CLAIM FORM 535 CORPORATIONS ACT (SUB REGULATION 5.6.49(2))

I am an employee of the indebted company I am a creditor I am a secured creditor

A INDEBTED COMPANY DETAILS – REFER ATTACHED SCHEDULE OF COMPANIES

Please insert the company number you have a claim against in this box (refer to attached schedule): 

Failure to do so would mean that your submission cannot be processed.

If you are a creditor of more than one Indebted Company, you **must copy** and provide a POD form for each company. **The indebted amount must be completed.**

Total indebted amount (this must be completed):
 A\$, , , -

B SECURED CREDITORS ONLY

Please detail what security you hold and attach all relevant documentation.

Please state the value (this must be completed for secured claims only):
 A\$, , -

C ELECTRONIC COMMUNICATIONS

Pursuant to Regulation 5.6.11A of the Corporations Regulations 2001, creditors may elect to receive notices and documents prescribed by the *Corporations Act 2001* by electronic means.

I hereby authorise Link to send all communications electronically including notices, reports and any statements.

Email Address

D DOCUMENTATION

I have attached the following documentation to substantiate the consideration claim (tick as many as appropriate). If you are in employment of the creditor or an agent, you must provide proof of your authority from the creditors so that this POD is not rejected.

I am in the employment of the creditors and duly authorised in writing by the creditor to make this statement and it is within my knowledge that the debt was incurred for the consideration stated and that the debt, to the best of my knowledge and belief, still remains unpaid and unsatisfied.

I am the creditor's agent duly authorised in writing to make this statement in writing and it is within my knowledge that the debt was incurred and for the consideration stated and that debt, to the best of my knowledge and belief, still remains unpaid and unsatisfied.

I have attached the following documents (tick as many as appropriate):

Invoices Judgement from Court Orders from company Guarantee from company Other documents
 Monthly Statements Letters of Demand Statutory Demand Credit Application Creditor's authority letter

E SIGN HERE (All Creditor(s) must sign)

Creditor 1 (Individual)/Agent 1

Creditor 2 (Individual)/Agent 2

Date

 / /

F NOTES

- NOTE 1 A creditor may not vote on any contingent debt, and unliquidated claim or a debt the value of which is not ascertained unless a just estimate of its value has been made.
 NOTE 2 A secured creditor who votes in favour of a Deed of Company Arrangement may affect its right to act under that security. Legal advice should be sought if you are unsure in this regard.
 NOTE 3 This Proof should be signed by a creditor or a person in the employ of the creditor duly authorised by that creditor to sign. If a creditor is a company, it should be signed by a person authorised under the Seal of the Company, to make a Proof of Debt on its behalf. The Chairman of the Meeting may admit or reject a Proof of Debt for the purpose of voting at the meeting.
 NOTE 4 The indebted amount has to be completed in order for your claim to be recorded and considered for the Practitioner's adjudication. Failure to do so will mean that the POD cannot be recorded.
 NOTE 5 If returning the forms by post, please always consider using the appropriate postage stamp on your reply/return envelope to ensure that the forms are received by Link in a timely manner.
 NOTE 6 For further details about Link Group's personal information handling practices, visit our website at www.linkmarketservices.com.au for a copy of the Link Group condensed privacy statement.
 NOTE 7 This form must reach Link by the proxy cut off time to be processed.

LINK INSOLVENCY SOLUTIONS - APPOINTMENT OF PROXY

PLEASE BRING A COPY OF THIS FORM WITH YOU FOR FASTER REGISTRATION AT THE CREDITORS MEETINGS

All forms returned to:
 Link Market Services Limited
 PO Box 3184
 Rhodes NSW 2138
 Facsimile: +61 2 9287 0309
 Client Code: RCRI
 Email: rcrtom@linkmarketservices.com.au
 Creditor Queries: +61 1300 911 275

CREDITOR DETAILS

Full Name of Company or Individual

Registered Address

Contact Telephone Number

Email Address

APPOINTMENT OF PROXY

STEP 1 INDEBTED COMPANY DETAILS - REFER ATTACHED SCHEDULE OF COMPANIES

Please insert the company number you have a claim against in this box (refer to attached schedule): →

Failure to do so would mean that your submission cannot be processed.
 If you are a creditor of more than one Indebted Company, you **must** copy and provide a Proxy Form for each company.
Note: The Company you have nominated as having a claim against will be the Company that you will be voting in relation to for the resolutions at Step 3 below.

STEP 2 APPOINT A GENERAL PROXY

the Chairperson of the Meeting (mark box) OR if you are **NOT** appointing the Chairperson of the Meeting as your proxy, then please write the name of the person or body corporate (excluding the registered creditor) you are appointing as your general proxy

to vote on your behalf at the Meeting of Creditors of the Company to be held at **1:00PM (AEDT) on Tuesday, 26 March 2019 at The Lyceum, Wesley Conference Centre, 220 Pitt Street, Sydney NSW 2000** and at any adjournment or postponement of the meeting. Please note this meeting is for the RCR Group companies except for Companies 6 and 32.

Forms need to be returned no later than 10:00AM (AEDT) on Sunday, 24 March 2019.

STEP 3 VOTING INSTRUCTIONS FOR A SPECIAL PROXY

Please read the voting instructions overleaf before marking any boxes with an .

Resolutions	For	Against	Abstain
1 That the Company be wound up, with Jason Preston, Jamie Harris, Matthew Caddy and Rob Brauer being appointed as Joint and Several Liquidators.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 That the Liquidators are authorised to compromise debts of the Company greater than \$100,000 under Section 477(2A) of the Act.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 That the Liquidators are authorised to enter agreements on behalf of the Company that may take longer than three months to complete under Section 477(2B) of the Act.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please read the voting instructions overleaf.

Note: The Company that you nominated as having a claim against at Step 1 above will be the Company you will be voting in relation to for these resolutions.

STEP 4 SIGNATURE OF CREDITORS - THIS MUST BE COMPLETED

Creditor 1 (Individual)/Agent 1	Creditor 2 (Individual)/Agent 2	Creditor 3 (Individual)/Agent 3
<input style="width: 100%; height: 20px;" type="text"/>	<input style="width: 100%; height: 20px;" type="text"/>	<input style="width: 100%; height: 20px;" type="text"/>

This form should be signed by the creditor. If signed by the creditor's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).



HOW TO COMPLETE THIS PROXY FORM

Appointment of a Proxy

If you wish to appoint the Chairperson of the Meeting as your proxy, mark the box in Step 2. If the person you wish to appoint as your proxy is someone other than the Chairperson of the Meeting please write the name of that person in Step 2. A proxy need not be a creditor of the company. A proxy may be an individual or a body corporate.

Note: The proxy nomination will be deemed invalid if you do not complete this step.

Votes on Items of Business - Proxy Appointment

Directed Votes

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business in Step 3. All your entitlements will be voted in accordance with such a direction. If you mark more than one box on an item your vote on that item will be invalid.

General (open) Votes

If you do not mark any of the boxes on an item of business in Step 3, your proxy may vote as he or she chooses.

Signing Instructions

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either creditor may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

Notes

1. If the creditor is a sole trader, sign in accordance with the following example: "A.B., proprietor".
2. If the creditor is a partnership, sign in accordance with the following example: "A.B., a partner of the said firm".
3. If the creditor is a company, then the form of proxy must be under its Common Seal or under the hand of some officer duly authorised in that capacity, and the fact that the officer is so authorised must be stated in accordance with the following example: "for the company, A.B." (duly authorised under the Seal of the Company).

CERTIFICATE OF WITNESS (only to be completed if the person giving the proxy is blind or incapable of writing)

(This certificate is to be completed only if the person giving the proxy is blind or incapable of writing. The signature of the creditor, contributory, debenture holder or member must not be witnessed by the person nominated as proxy)example: "for the company, A.B." (duly authorised under the Seal of the Company).

I _____
(name)

of _____
(address)

certify that the above instrument appointing a proxy was completed by me in the presence of and at the request of the person appointing the proxy and read to him or her before he or she signed or marked the instrument.

Dated: _____

Signature of witness: _____


Description: _____


Place of residence: _____


Lodgement of a Proxy Form


This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00AM (AEDT) on Sunday, 24 March 2019**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy Forms may be lodged:

 **by mail:**
Att: RCR Tomlinson Group (All Administrators Appointed)
C/- Link Market Services Limited
PO Box 3184
Rhodes NSW 2138
Australia

 **by email:**
scan and email to rcrtom@linkmarketservices.com.au

 **by fax:**
+61 2 9287 0309

 **by hand*:**
delivering it to Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138.
Att: RCR Tomlinson Group (All Administrators Appointed)
* During business hours (Monday to Friday, 9:00am-5:00pm)



Attachment A: RCR Group - entities over which the Administrators are appointed

	Company	ACN	DXG
1	RCR Tomlinson Ltd	008 898 486	Yes
2	A.C.N. 076 421 755 Pty Limited	076 421 755	No
3	Applied Laser Pty Ltd	123 597 991	No
4	Positron Group Pty Ltd	053 751 009	Yes
5	Positron Power Pty. Ltd.	100 647 756	No
7	RCR Building Products (Holdings) Pty Ltd	111 148 853	No
8	RCR Building Services (Egan Bros) Pty Ltd	056 237 006	No
9	RCR Corporate Pty. Ltd.	009 246 182	Yes
10	RCR Energy (Gladstone) Pty Ltd	010 941 054	Yes
11	RCR Energy (Stelform VRBT) Pty Ltd	099 683 584	No
12	RCR Energy (Stelform) Pty Ltd	003 416 564	No
13	RCR Energy Pty Ltd	080 753 680	Yes
14	RCR Energy Service Pty Ltd	009 133 475	Yes
15	RCR Haden (Holdings) Pty Ltd	111 148 844	Yes
16	RCR Haden (Telco) Pty Ltd	086 284 871	Yes
17	RCR Haden Pty Ltd	000 694 173	Yes
18	RCR Infrastructure (Corporate) Pty Ltd	126 817 883	Yes
19	RCR Infrastructure Group (XNFK) Pty Ltd	125 709 971	Yes
20	RCR Infrastructure Pty Ltd	060 002 959	Yes
21	RCR Laser Pty Ltd	116 641 144	Yes
22	A.C.N. 060 002 940 Pty Ltd (formerly known as RCR Mining Pty Ltd)	060 002 940	Yes
23	A.C.N. 111 148 835 Pty Ltd (formerly known as RCR O'Donnell Griffin (Holdings) Pty Ltd)	111 148 835	Yes
24	A.C.N. 151 990 573 Pty Ltd (formerly known as RCR O'Donnell Griffin (Projects) Pty Ltd)	151 990 573	Yes
25	A.C.N. 003 905 093 Pty Ltd (formerly known as RCR O'Donnell Griffin Pty Ltd)	003 905 093	Yes
26	RCR Oil & Gas Pty Ltd	121 838 702	Yes
27	RCR Power Pty Ltd	106 084 879	Yes
28	RCR Rel Corp Management Services Pty Ltd	080 877 756	No
29	RCR Resolve FM (Engineering) Pty Ltd	064 596 854	No
30	RCR Resolve FM (Holdings) Pty Ltd	111 148 862	Yes
31	RCR Resolve FM Pty Ltd	054 527 865	Yes
33	RCR Resources (Tripower) Pty Ltd	075 567 734	Yes
34	RCR Resources Pty Ltd	063 053 814	Yes
35	RCR Tomlinson (Custodian) Pty Ltd	060 012 419	Yes
36	RCR Trafalgar Building Products Pty Ltd	004 924 252	No
37	RCR Water (WA) Pty Ltd	134 043 815	Yes
38	RCR Water Pty Ltd	606 869 005	Yes
39	RCReate Pty Ltd	614 291 879	No
40	Sartap Pty Ltd	003 412 628	No
41	Stelform Piping Systems Pty Ltd	099 683 566	No