
Form 605

Corporations Law
Section 671B

Notice of ceasing to be a substantial holder

To Company Name/Scheme RCG CORPORATION LIMITED

ACN/ARSN ABN 85 108 096 251

1. Details of substantial holder(1)

Name WESTPAC BANKING CORPORATION (WBC) and its associated companies listed in Annexure 'A'

ACN/ARSN (if applicable) ABN 33 007 457 141

The holder ceased to be a substantial holder on 21/07/2009

The previous notice was given to the company on 09/02/2009

The previous notice was dated 5/02/2009

2. Changes in relevant interests

Particulars of each change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

| Date of change | Person whose relevant interest changed | Nature of change (4) | Consideration given in relation to change (5) | Class (6) and number of securities affected | Person's votes affected |
|----------------|---|----------------------|---|---|-------------------------|
| 21/07/2009 | WBC & its Associates Westpac Financial Services Group Limited (WFSG), BT Investment Management (RE) Limited | See Schedule | See Schedule | See Schedule | See Schedule |

3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) with, the substantial holder in relation to the voting interests of the company or scheme are as follows:

| Name and ACN/ARSN (if applicable) | Nature of association |
|-----------------------------------|-----------------------|
| | |

4. Addresses

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

| Name | Address |
|--|--|
| Westpac Banking Corporation (WBC) | Level 20, Westpac Place, 275 Kent St, Sydney NSW 2000 |
| Westpac Financial Services Group Limited (WFSGL) | Level 20, Westpac Place, 275 Kent St, Sydney NSW 2000 |
| BT Investment Management (RE) Limited | Level 15, Chifley Tower, 2 Chifley Square, Sydney NSW 2000 |
| RCG CORPORATION LIMITED | Unit 7,29 Bridge Road, Stanmore N.S.W Australia 2048 Ph: (02) 8594 9292 Fax: (02) 9517 2491 |

Signature

print name Anna Sandham capacity Company Secretary

sign here _____ date 23/7/2009

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DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. 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 4 of the form.
- (2) See the definition of “relevant interest” in sections 608 and 671B(7) of the Corporations Law.
- (3) See the definition of “associate” in section 9 of the Corporations Law.
- (4) Include details of:
 - (a) Any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full 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, the voting powers or disposal of the securities 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 Law.
- (5) 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.
- (6) The voting shares of a company constitute one class unless divided into separate classes.
- (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

SCHEDULE 2

Sales & Purchases for the period : 6/02/2009 to 21/07/2009
SECURITY: RCG

BT Investment Management (RE) Limited

| Date | Registered Company | Quantity | Value |
|-------------|--|-----------------|--------------------|
| 3/04/2009 | HSBC Custody Nominees (Australia) Limited. | 60,000 | 16,800.00 |
| 6/04/2009 | HSBC Custody Nominees (Australia) Limited. | 27,210 | 7,618.80 |
| 19/06/2009 | HSBC Custody Nominees (Australia) Limited. | 8,500 | 3,060.00 |
| 22/06/2009 | HSBC Custody Nominees (Australia) Limited. | 11,500 | 4,025.00 |
| 10/07/2009 | HSBC Custody Nominees (Australia) Limited. | -8,500 | -3,230.00 |
| 10/07/2009 | HSBC Custody Nominees (Australia) Limited. | -4,050 | -1,539.00 |
| 14/07/2009 | HSBC Custody Nominees (Australia) Limited. | -7,450 | -2,831.00 |
| 14/07/2009 | HSBC Custody Nominees (Australia) Limited. | -82,550 | -31,369.00 |
| 16/07/2009 | HSBC Custody Nominees (Australia) Limited. | -38,447 | -14,994.33 |
| 17/07/2009 | HSBC Custody Nominees (Australia) Limited. | -33,000 | -12,870.00 |
| 20/07/2009 | HSBC Custody Nominees (Australia) Limited. | -661 | -257.79 |
| 20/07/2009 | HSBC Custody Nominees (Australia) Limited. | -20,000 | -7,800.00 |
| 20/07/2009 | HSBC Custody Nominees (Australia) Limited. | -96,003 | -37,441.17 |
| 20/07/2009 | HSBC Custody Nominees (Australia) Limited. | -48,336 | -18,851.04 |
| 20/07/2009 | HSBC Custody Nominees (Australia) Limited. | -35,000 | -13,650.00 |
| 21/07/2009 | HSBC Custody Nominees (Australia) Limited. | -20,000 | -8,400.00 |
| 21/07/2009 | HSBC Custody Nominees (Australia) Limited. | -12,857 | -5,399.94 |
| 21/07/2009 | HSBC Custody Nominees (Australia) Limited. | -12,234 | -5,138.28 |
| 21/07/2009 | HSBC Custody Nominees (Australia) Limited. | -284,520 | -119,498.40 |
| 21/07/2009 | HSBC Custody Nominees (Australia) Limited. | -18,443 | -7,746.06 |
| | Total | -614,841 | -259,512.21 |
| | BT Investment Management (RE) Limited Total | | |
| | : | -614,841 | -259,512.21 |

ANNEXURE A – ASSOCIATED COMPANIES

This is annexure 'A' (being 4 pages) referred to in Form 605, Notice of ceasing to be a substantial holder, lodged for Westpac and its associated entities

Anna Sandham – Company Secretary WBC – 21/07/2009

| | | | |
|--|--------------------------|--|-------------|
| 1925 (Commercial) Pty Limited | Australia | Secure Australian Facilities Environment Partnership Pty Limited | Australia |
| 1925 (Industrial) Pty Limited | Australia | Securitor Financial Group Limited | Australia |
| 1925 (Insurance Premium Funding) Pty Limited | Australia | Series 2002-1G WST Trust | Australia |
| 1925 (Properties) Pty Limited | Australia | Series 2005-1G WST Trust | Australia |
| 1925 Advances Pty Limited | Australia | Series 2007-1G WST Trust | Australia |
| 1925 House Pty Limited | Australia | Series 2007-1M WST Trust | Australia |
| A.C.N. 001 231 027 Pty Limited | Australia | Series 2008-1M WST Trust | Australia |
| A.F.G. Insurances Limited (in vol administration) | Australia | Sixty Martin Place (Holdings) Pty Limited | Australia |
| A.G.C. (Pacific) Limited | PNG | Southern Cross Inc. | USA |
| Advance Asset Management Limited | Australia | St.George (Note Issuing Vehicle Only) Pty Limited | Australia |
| Advance Leasing Limited | Australia New Zealand | St.George APL Pty Limited | Australia |
| Agri Private Capital Management Limited | Zealand | St.George Bank Employee Share Trust | Australia |
| Altitude Administration Pty Limited | Australia | St.George Bank Limited2 | Australia |
| Altitude Rewards Pty Limited | Australia New Zealand | St.George Business Finance Pty Limited | Australia |
| Aotearoa Financial Services Limited | Zealand | St.George Commercial Credit Corporation Limited | Australia |
| Asgard Capital Management Limited | Australia | St.George Crusade Investment Pty Limited | Australia |
| Asgard Wealth Solutions Limited | Australia | St.George Custodial Pty Limited | Australia |
| Assirt Software Pty Limited | Australia | St.George Dragon Investments Pty Limited | Australia |
| Athena Finance Pty Limited | Australia New Zealand | St.George Equity Finance Limited | Australia |
| Augusta (1962) Limited | Zealand | St.George Finance Holdings Limited | Australia |
| Australian Infrastructure Fund International 1 Pty Limited | Australia | St.George Finance Limited | Australia |
| Australian Loan Processing Security Company Pty Limited | Australia | St.George Financial Investments 1 Pty Limited | Australia |
| Australian Loan Processing Security Trust | Australia | St.George Financial Investments New Zealand Limited | New Zealand |
| Autodirect Pty Limited | Australia | St.George Financial Services Limited | Australia |
| Beech Trust | Australia | St.George Group Holdings Pty Limited | Australia |
| Belliston Pty Limited | Australia | St.George Insurance Australia Pty Limited | Australia |
| Bill Acceptance Corporation Limited | Australia New Zealand | St.George Life Limited | Australia |
| BLE Capital (NZ) Limited | Zealand | St.George Management Services Pty Limited | Australia |
| BLE Capital Investments Pty Limited | Australia | St.George Motor Finance Limited | Australia |
| BLE Capital Limited | Australia | St.George New Zealand Limited | New Zealand |
| BLE Development Pty Limited | Australia | St.George Procurement Management Pty Limited | Australia |
| BLE Holdings Pty Limited | Australia | St.George Pte Limited | Singapore |
| Brenmar Holdings Pty Limited | Australia | St.George Security Holdings Pty Limited | Australia |
| BT (Queensland) Pty Limited | Australia | St.George Wealth Management Pty Limited | Australia |
| BT Australia Corporate Services Pty Limited | Australia | St.George WEL Pty. Limited | Australia |
| BT Australia Pty Limited | Australia | Sydney Capital Corp Inc | USA |
| BT Finance & Investments Pty Limited | Australia | Tasman Funding No.1 Limited | New Zealand |
| BT Finance Pty Limited | Australia New Zealand | Tasman Funding No.2 Limited | New Zealand |
| BT Financial Group (NZ) Limited | Zealand | Tasman Pacific Investments Pty Limited | Australia |
| BT Financial Group Pty Limited | Australia New Zealand | Tavarua Funding Trust III | Australia |
| BT Funds Management (NZ) Limited | Zealand | Tavarua Funding Trust IV | USA |
| BT Funds Management Limited | Australia | TBNZ Capital Limited | New Zealand |
| BT Funds Management No.2 Limited | Australia | TBNZ Developments Limited | New Zealand |
| BT Investment Management No.2 Limited | Australia | TBNZ Equity Limited | New Zealand |
| BT Investment Management No.3 Pty Limited | Australia | TBNZ Investments (UK) Limited | UK |
| BT Investment Management (RE) Limited | Australia | TBNZ Investments Limited | New Zealand |

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| BT Investment Management Limited | Australia | TBNZ Limited | New Zealand |
| BT Life Limited | Australia | Teuton Pty Limited | Australia |
| BT Nominees Pty Limited | Australia | The Exchange Plaza Trust | Australia |
| BT Portfolio Services Limited | Australia | The Home Mortgage Company Limited | New Zealand |
| BT Securities Limited | Australia | The Mortgage Company Pty Limited | Australia |
| Buchelin Pty Limited | Australia | The Swan Trust | Australia |
| Canberra Advance Property Limited | Australia | The Warehouse Financial Services Limited | New Zealand |
| Castlereagh Pacific Investments Pty Limited | Australia | TIF International 1 Pty Limited | Australia |
| Castlereagh Trust | Australia | Value Nominees Pty Limited | Australia |
| CBA Limited | Australia | Victor Finance Pty Limited | Australia |
| Challenge Finance Pty Limited | Australia | Victor Funding Pty Limited | Australia |
| Challenge Funds Management Pty Limited | Australia | Votraint No.1182 Pty Limited | Australia |
| Challenge Information Technology Pty Limited | Australia | VS&L Insurance Agency Pty Limited | Australia |
| Challenge Limited | Australia | VS&L Services Pty Limited | Australia |
| Chifley Services Pty Limited | Australia | W1 Investments Pty Limited | Australia |
| Codrington S.a.r.l. | Luxembourg | Waratah Receivables Corp (NZ) Limited | New Zealand |
| Colmso Pty Limited | Australia | Waratah Receivables Corp Pty Limited | Australia |
| Colmtea Pty Limited | Australia | Waratah Securities Australia Limited | Australia |
| Como Properties Pty Limited | Australia | Westpac (NZ) Investments Limited | New Zealand |
| Comserv (No 3011) Pty Limited | Australia | Westpac Administration Pty Limited | Australia |
| Crusade ABS Series 2008-1 | Australia | Westpac Altitude Rewards Trust | Australia |
| Crusade ABS Series 2008-2 | Australia | Westpac Americas Inc. | USA |
| Crusade CP Management Pty Limited | Australia | Westpac Asian Lending Pty Limited | Australia |
| Crusade CP Trust No. 33 | Australia | Westpac Asset Services Pty Limited | Australia |
| Crusade CP Trust No. 35 | Australia | Westpac Bank of Tonga | Tonga |
| Crusade CP Trust No. 41 | Australia | Westpac Bank Samoa Limited | Samoa |
| Crusade CP Trust No. 42 | Australia | Westpac Banking Corporation | Australia |
| Crusade CP Trust No. 44 | Australia | Westpac Bank-PNG-Limited | PNG |
| Crusade CP Trust No. 45 | Australia | Westpac Capital Corporation (US) | USA |
| Crusade CP Trust No. 48 | Australia | Westpac Capital Holdings Inc. | USA |
| Crusade CP Trust No. 49 | Australia | Westpac Capital Trust III | USA |
| Crusade CP Trust No. 50 | Australia | Westpac Capital Trust IV | USA |
| Crusade CP Trust No. 52 | Australia | Westpac Capital-NZ-Limited | New Zealand |
| Crusade CP Trust No. 53 | Australia | Westpac Cook Cove Trust I | Australia |
| Crusade CP Trust No. 54 | Australia | Westpac Cook Cove Trust II | Australia |
| Crusade CP Trust No. 55 | Australia | Westpac Custodian Nominees Limited | Australia |
| Crusade CP Trust No. 56 | Australia | Westpac Debt Securities Pty Limited | Australia |
| Crusade CP Trust No. 57 | Australia | Westpac Delta LLC | USA |
| Crusade CP Trust No. 58 | Australia | Westpac Direct Equity Investments Pty Limited | Australia |
| Crusade CP Trust No. 59 | Australia | Westpac Equipment Finance (No.1) Pty Limited | Australia |
| Crusade CP Trust No. 60 | Australia | Westpac Equipment Finance Limited | Australia |
| Crusade Euro Trust 1E of 2004 | Australia | Westpac Equity Holdings Pty Limited | Australia |
| Crusade Euro Trust 1E of 2006 | Australia | Westpac Equity Investments NZ Limited | New Zealand |
| Crusade Euro Trust 1E of 2007 | Australia | Westpac Equity Pty Limited | Australia |
| Crusade Global Trust 1 of 2003 | Australia | Westpac Europe Limited | UK |
| Crusade Global Trust 1 of 2004 | Australia | Westpac Finance (HK) Limited | Hong Kong |
| Crusade Global Trust 1 of 2005 | Australia | Westpac Finance Limited | New Zealand |
| Crusade Global Trust 1 of 2006 | Australia | Westpac Financial Consultants Limited | Australia |
| Crusade Global Trust 1 of 2007 | Australia | Westpac Financial Services Group Limited | Australia |
| Crusade Global Trust 2 of 2003 | Australia | Westpac Financial Services Group-NZ-Limited | New Zealand |
| Crusade Global Trust 2 of 2004 | Australia | Westpac Financial Services Limited | Australia |
| Crusade Global Trust 2 of 2005 | Australia | Westpac Financial Synergy Limited | New Zealand |
| Crusade Global Trust 2 of 2006 | Australia | Westpac Funding Holdings Pty Limited | Australia |
| Crusade Management Limited | Australia | Westpac Funds Financing HoldCo Pty Limited | Australia |
| Crusade Trust 1 of 2008 | Australia | Westpac Funds Financing Pty Limited | Australia |
| Crusade Trust 1A of 2005 | Australia | Westpac Funds Management Administration Pty Limited | Australia |

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| Crusade Trust 1P of 2008 | Australia | Westpac Funds Management Limited | Australia |
| Crusade Trust 2P of 2008 | Australia | Westpac General Insurance Limited | Australia |
| Crusade Trust No 1A of 2002 | Australia | Westpac General Insurance Services Limited | Australia |
| Danaby Pty Limited | Australia | Westpac Group Investment-NZ-Limited | New Zealand |
| Developmental Learning Centres Pty Limited | Australia | Westpac Group Investments Australia Pty Limited | Australia |
| Dragon Investments Services Limited | Australia | Westpac Holdings-NZ-Limited | New Zealand |
| Dysty Pty Limited | Australia | Westpac Information Technology Services Pty Limited | Australia |
| Enfield Downs Pty Limited | Australia | Westpac Investment Capital Corporation | USA |
| FAI No. 2 Trust | Australia | Westpac Investment Vehicle No.2 Pty Limited | Australia |
| Fairlawn Holding Trust | Australia | Westpac Investment Vehicle No.3 Pty Limited | Australia |
| First Residential Property Trust | Australia | Westpac Investment Vehicle No.4 Pty Limited | Australia |
| G.C.L. Investments Limited | Australia | Westpac Investment Vehicle Pty Limited | Australia |
| Gemini Trust | Australia | Westpac Investments U.K. Limited | UK |
| General Credit Holdings Pty Limited | Australia | Westpac Lease Discounting-NZ-Limited | New Zealand |
| General Credits Pty Limited | Australia | Westpac Leasing Nominees Pty Limited | Australia |
| Halcyon Securities Limited | Australia | Westpac Leasing Nominees-Vic.-Pty Limited | Australia |
| Hargrave Investments Pty Limited | Australia | Westpac Leasing Pty Limited | Australia |
| Hastings Advisers LLC | USA New Zealand | Westpac Lenders Mortgage Insurance Limited | Australia |
| Hastings Forestry Investments Limited | Australia | Westpac Life Insurance Services Limited | Australia |
| Hastings Forests Australia Pty Limited | Australia | Westpac Life-NZ-Limited | New Zealand |
| Hastings Funds Management (UK) Limited | UK | Westpac Matching Gifts Limited | Australia |
| Hastings Funds Management (USA) Inc. | USA | Westpac New Zealand Group Limited | New Zealand |
| Hastings Funds Management Limited | Australia | Westpac New Zealand Limited | New Zealand |
| Hastings Group Pty Limited | Australia | Westpac Nominees-NZ-Limited | New Zealand |
| Hastings Management Pty Limited | Australia | Westpac NZ Funding Limited | New Zealand |
| Hastings Private Equity Fund IIA Pty Limited | Australia | Westpac NZ Operations Limited | New Zealand |
| Hastings Private Equity Fund IIB Pty Limited | Australia | Westpac NZ Securitisation Holdings Limited | New Zealand |
| Hickory Trust | Australia | Westpac NZ Securitisation Limited | New Zealand |
| Hitton Pty Limited | Australia New Zealand | Westpac Operations Integrated Limited | New Zealand |
| HLT Custodian Trust | Australia | Westpac Overseas Holdings No. 2 Pty Limited | Australia |
| Infrastructure Australia (No.1) Limited | Australia | Westpac Overseas Holdings Pty Limited | Australia |
| Infrastructure Australia (No.3) Limited | Australia | Westpac Overseas Investments Limited | New Zealand |
| Infrastructure Australia (No.4) Limited | Australia | Westpac Pacific Limited Partnership | Australia |
| Jacaranda Trust | Australia | Westpac Private Equity Pty Limited | Australia |
| Magnitude Group Pty Limited | Australia | Westpac Properties Limited | Australia |
| Mayfair (Australia) Investments Limited | Australia New Zealand | Westpac Properties-Vic-Limited | Australia |
| MIF Custodian Trust | Australia | Westpac Property Investments Pty Limited | Australia |
| Minami Investments Pty Limited | Australia | Westpac Real Estate Investment Trust I | Australia |
| Mortgage Management Limited | Australia | Westpac Real Estate Investment Trust II | Australia |
| Nationwide Management Pty Limited | Australia | Westpac Residential Property Trust | Australia |
| Net Nominees Limited | Australia | Westpac Resources and Infrastructure Pty Limited | Australia |
| Oakjet Pty Limited | Australia | Westpac Securities Administration Limited | Australia |
| Oniston Pty Limited | Australia | Westpac Securities Inc. | USA |
| Orion Trust | Australia | Westpac Securities Limited | Australia |
| Pacific Structured Funding Limited | Australia | Westpac Securities NZ Limited | New Zealand |
| Packaging Properties 1 Pty Limited | Australia | Westpac Securitisation Holdings Pty Limited | Australia |
| Packaging Properties 2 Pty Limited | Australia | Westpac Securitisation Management Pty Limited | Australia |
| Packaging Properties 3 Pty Limited | Australia | Westpac Singapore Limited | Singapore |
| Pact Accountants Investment Group Pty Limited | Australia | Westpac Structured Management Pty Limited | Australia |
| Partnership Pacific Limited | Australia | Westpac Structured Products Limited | Australia |
| Partnership Pacific Securities Limited | Australia | Westpac Superannuation Nominees-NZ-Limited | New Zealand |
| Pashley Investments Pty Limited | Australia | Westpac Syndications Management Pty Limited | Australia |
| PersonalDirect Limited | Australia | Westpac TPS Trust | Australia |
| PF No. 2 | New | Westpac Training Services Pty Limited | Australia |

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|---|-----------|---|-------------|
| | Zealand | | |
| Phoenix Trust | Australia | Westpac Unit Trust | Australia |
| Qvalent Pty Limited | Australia | Westpac USA Inc. | USA |
| RAMS Financial Group Pty Limited | Australia | WestpacTrust Securities-NZ-Limited | New Zealand |
| Real Estate Investment Trust A | Australia | WFAL No.1 Loan Trust | Hong Kong |
| Real Estate Investment Trust B | Australia | Wollemi Trust | Australia |
| RESI-Statewide Mortgage Corporation Pty Limited | Australia | Wollemi Trust 2005 - 1 | Australia |
| RMS Warehouse Trust 2007-1 | Australia | WST Funding Trust New Zealand | Australia |
| Sallimoor Pty Limited | Australia | WST Funding Trust New Zealand - NZ branch | New Zealand |
| Sarnia Pty Limited | Australia | WST-NZ Warehouse Trust #1 | New Zealand |

Note: Westpac retains 60% ownership of BT Investment Management Limited who lodges separate notices under ASX code 'BTT'

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|---|-----------|
| BT Investment Mangement Limited (60%) | Australia |
| BT Investment Mangement (RE) Limited (Subsidiary of BT Investment Management Limited) | Australia |