

Form 604Corporations Act 2001
Section 671B**Notice of change of interests of substantial holder**To: Company Name/Scheme RHG LimitedACN/ARSN 055 136 564**1. Details of substantial holder(1)**Name Wilson Asset Management Entities (see entities in Annexure A)

ACN/ARSN (if applicable) _____

There was a change in the interests of the
substantial holder on8 / 4 / 2011

The previous notice was given to the company on

31 / 3 / 2011

The previous notice was dated

31 / 3 / 2011**2. Previous and present 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 when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary shares	25,769,680	8.4%	30,812,012	10.05%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate 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 (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
	See Annexure A				

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
	See Annexure A				

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
See Annexure A	

6. Addresses

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

Name	Address
See Annexure A	

Signature

print name Geoffrey Wilson

capacity Director

sign here



date 8 / 4 / 2011

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 6 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 person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) 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 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.
- (7) 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.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

This is Annexure A of 3 pages referred to in Form 604 signed by me dated 8 April 2011

Wilson Asset Management Entities

1. Details of Substantial Holder

Wilson Asset Management (International) Pty Limited (ACN 081 047 118)
MAM Pty Limited (ACN 100 276 542)
WAM Capital Limited (ACN 086 587 395)
WAM Research Limited (ACN 100 504 541)
WAM Active Limited (ACN 126 420 719)
Botanical Nominees Pty Limited as trustee for Wilson Asset Management Equity Fund
(ACN 770 126 001)

3. Changes in relevant interest

Date of Change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
01-Apr-2011	WAM Capital Limited	Underlying portfolio bought shares	\$95,813.56	96,105 ordinary shares	96,105
01-Apr-2011	WAM Active Limited	Underlying portfolio bought shares	\$5,322,81	5,339 ordinary shares	5,339
01-Apr-2011	Botanical Nominees Pty Limited as trustee for Wilson Asset Management Equity Fund	Underlying portfolio bought shares	\$10,645.62	10,678 ordinary shares	10,678
01-Apr-2011	WAM Research Limited	Underlying portfolio bought shares	\$65,650.31	65,850 ordinary shares	65,850

4. Present relevant interest

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of Relevant Interest (6)	Class and number of securities	Person's votes
Wilson Asset Management Entities	RBC Dexia Investor Services Australia Nominees Pty Limited	WAM Capital Limited	Portfolio of investments and, in respect of Wilson Asset Management (International) Pty Limited, manages this portfolio and so has a relevant interest in the RHG Limited shares in their portfolio under section 608(1)(b) or (c) of the Corporations Act.	6,854,609 ordinary shares	2.24%
		WAM Active Limited	Portfolio of investments and, in respect of MAM Pty Limited, manages this portfolio and so has a relevant interest in the RHG Limited shares in their portfolio under section 608(1)(b) or (c) of the Corporations Act.	1,386,969 ordinary shares	0.45%

		Botanical Nominees Pty Limited as trustee for Wilson Asset Management Equity Fund	Portfolio of investments and, in respect of Wilson Asset Management (International) Pty Limited, manages this portfolio and so has a relevant interest in the RHG Limited shares in their portfolio under section 608(1)(b) or (c) of the Corporations Act.	1,038,659 ordinary shares	0.34%
		WAM Research Limited	Portfolio of investments and, in respect of MAM Pty Limited, manages this portfolio and so has a relevant interest in the RHG Limited shares in their portfolio under section 608(1)(b) or (c) of the Corporations Act.	3,290,652 ordinary shares	1.07%
Cadence Asset Management Entities	Citigroup Global Markets Limited	Cadence Asset Management Pty Limited as trustee for Cadence Capital Fund	Portfolio of investments and, in respect of Cadence Asset Management Pty Limited, manages this portfolio and so has a relevant interest in the RHG Limited shares in their portfolio under section 608(1)(b) or (c) of the Corporations Act.	2,591,019 ordinary shares	0.85%
		Cadence Capital Limited	Portfolio of investments and, in respect of Cadence Asset Management Pty Limited, manages this portfolio and so has a relevant interest in the RHG Limited shares in their portfolio under section 608(1)(b) or (c) of the Corporations Act.	10,707,795 ordinary shares	3.49%
	Citigroup Global Markets Australia Pty Limited	Cadence Cayman Fund	Portfolio of investments and, in respect of Cadence Asset Management Pty Limited, manages this portfolio and so has a relevant interest in the RHG Limited shares in their portfolio under section 608(1)(b) or (c) of the Corporations Act.	77,949 ordinary shares	0.03%
Esselmont Pty Limited as trustee for The Esselmont Trust	Esselmont Pty Limited	Esselmont Pty Limited	Portfolio of investments	4,747,404 ordinary shares	1.55%
Esselmont Pty Limited as trustee for The Esselmont Superannuation Fund	Esselmont Pty Limited	Esselmont Pty Limited	Portfolio of investments	116,956 ordinary shares	0.04%

5. Changes in Association

Name and ACN	Nature of Association
Esselmont Pty Limited as trustee for The Esselmont Trust	Associate and substantial holders have become associates of each other as they propose to seek to influence the composition of the board of RHG Limited by signing and lodging with RHG Limited a requisition of a general meeting in the form attached as Annexure B. Accordingly, the voting power of substantial holders have increased
Esselmont Pty Limited as trustee for The Esselmont Superannuation Fund	Associate and substantial holders have become associates of each other as they propose to seek to influence the composition of the board of RHG Limited by signing and lodging with RHG Limited a requisition of a general meeting in the form attached as Annexure B. Accordingly, the voting power of substantial holders have increased

6. Addresses

Name	Address
Wilson Asset Management (International) Pty Limited	Level 11, 139 Macquarie Street, Sydney NSW 2000
MAM Pty Limited	Level 11, 139 Macquarie Street, Sydney NSW 2000
WAM Capital Limited	Level 11, 139 Macquarie Street, Sydney NSW 2000
WAM Research Limited	Level 11, 139 Macquarie Street, Sydney NSW 2000
WAM Active Limited	Level 11, 139 Macquarie Street, Sydney NSW 2000
Botanical Nominees Pty Limited as trustee for Wilson Asset Management Equity Fund	Level 11, 139 Macquarie Street, Sydney NSW 2000
RBC Dexia Investor Services Australia Nominees Pty Limited	Level 17, 2 Park Street, Sydney NSW 2000
Cadence Asset Management Pty Limited	Level 11, 131 Macquarie Street, Sydney NSW 2000
Cadence Asset Management Pty Limited as trustee for Cadence Capital Fund	Level 11, 131 Macquarie Street, Sydney NSW 2000
Cadence Capital Limited	Level 11, 131 Macquarie Street, Sydney NSW 2000
Cadence Cayman Fund	Walker House, 87 Mary Street, George Town, Grand Cayman KY1-9002, Cayman Islands
Esselmont Pty Limited as trustee for The Esselmont Trust and as trustee for The Esselmont Superannuation Fund	9 Stanley Street, Darlinghurst NSW 2010

Signed:

Director

Date

8th April 2011

The Directors
RHG Limited
Level 22
1 York Street
SYDNEY NSW 2000

Dear Sirs

Requisition of a General Meeting under Sections 249D and 203D of the Corporations Act

RBC Dexia Investor Services Australia Nominees Pty Limited (ACN 097 125 123); and

Esselmont Pty Limited (ACN 077 587 547)

being members of RHG Limited (ACN 055 136 564) (**Company**) and entitled to vote at a general meeting of the Company, and being members with at least 5% of the votes that may be cast at a general meeting of the Company (together the **Members**), require under Sections 249D and 203D of the *Corporations Act* that the directors of the Company call and arrange to hold a general meeting at which the following resolutions are to be proposed:

1. To be considered and, if thought fit, passed as an ordinary resolution:
"That Mr Gregory Keith Jones be removed from office with effect from the close of the meeting."
2. To be considered and, if thought fit, passed as an ordinary resolution:
"That Mr John Vern McGuigan be removed from office with effect from the close of the meeting."
3. To be considered and, if thought fit, passed as an ordinary resolution:
"That any director appointed to fill a casual vacancy between the time of delivery of this requisition to the Company and the close of the meeting (other than Mr Malcolm McComas, Mr Gabriel Radzynski and Mr Paul Jensen) be removed from office with effect from the close of the meeting."
4. To be considered and, if thought fit, passed as an ordinary resolution:
"That Mr Malcolm McComas be appointed as a director of the Company, with effect from the close of the meeting."
5. To be considered and, if thought fit, passed as an ordinary resolution:
"That Mr Gabriel Radzynski be appointed as a director of the Company, with effect from the close of the meeting."
6. To be considered and, if thought fit, passed as an ordinary resolution:
"That Mr Paul Jensen be appointed as a director of the Company, with effect from the close of the meeting."

A consent to nomination for each of Mr McComas, Mr Radzynski and Mr Jensen required by rule 10.6 of the constitution of the Company has been lodged previously with the Company.

In accordance with Section 249D of the Corporations Act, the directors of the Company are required to call the requested general meeting within 21 days of the date this requisition is given to the Company, and the general meeting is required to be held within 2 months of the date of this request. If the directors do not call the meeting within this timeframe, the Members making this requisition will be entitled to call and arrange a general meeting at the expense of the Company for the purpose of passing the above resolutions pursuant to Section 249E of the Corporations Act.

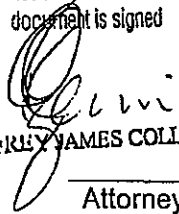
If the Company fails to call and hold a meeting to consider these resolutions within 2 months of delivery of this requisition, the Members propose to move the above resolutions at the next meeting of the Company in accordance with Section 249N of the Corporations Act. This notice does not derogate from the obligations of the directors to convene and hold a meeting within the time limit set out in Section 249D(5) of the Corporations Act.

The requisitionists reserve the right to require the Company to give to all of its members a Member Statement under Section 249P of the Corporations Act 2001 with the notice convening the general meeting to consider the above resolutions. This Member Statement will be provided separately.

Dated: 8th April 2011

SIGNED by
RBC Dexia Investor Services Australia
Nominees Pty Limited (ACN 097 125
123) by its attorney in the presence of:

RBC DEXIA INVESTOR SERVICES AUSTRALIA NOMINEES PTY LIMITED
(ACN 097 125 123) By its Attorneys who declare that they have no
notice of revocation of the Power of Attorney under which the
document is signed


GEOFFREY JAMES COLLIS


MICHELLE T. BROWN

Witness

Attorney

Name (please print)

Name (please print)

SIGNED by
Esselmont Pty Limited (ACN 077 587
547) in accordance with section 127 of the
Corporations Act:



Sole Director and Secretary

KARL SIEGLUNG
Name (please print)