

# Appendix 3Y

## Change of Director's Interest Notice

*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 30/09/01 Amended 01/01/11

|                |                   |
|----------------|-------------------|
| Name of entity | GWR Group Limited |
| ABN            | 54 102 622 051    |

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

|                     |   |
|---------------------|---|
| Name of Director    | Datuk Chin An <u>Lau</u> (surname underlined) |
| Date of last notice | 27 November 2015                              |

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

|  |  |
|--|--|
| Direct or indirect interest  | Indirect (shares) and direct (shares/options)  |
| Nature of indirect interest<br>(including registered holder)<br>Note: Provide details of the circumstances giving rise to the relevant interest. | The registered holder of the shares is Ms Nyok Yen <u>Woon</u> , who is the wife of Datuk Chin An <u>Lau</u> .<br><br>Pursuant to Section 608(3) of the Corporation Act 2001, Datuk Chin An <u>Lau</u> has a relevant interest in securities held by Ms Nyok Yen <u>Woon</u> . |
| Date of change   | 23 December 2016   |
| No. of securities held prior to changes  | 648,950 Ordinary shares  |
| Class  | (1) Ordinary shares<br>(2) Unlisted Options  |
| Number acquired  | (1) 706,407<br>(2) 4,000,000   |
| Number disposed  | Nil  |
| Value/Consideration<br>Note: If consideration is non-cash, provide details and estimated valuation   | (1) \$27,500 value of accrued salary<br>(2) Nil consideration, estimated \$47,050 value (as per notice of meeting)   |

+ See chapter 19 for defined terms.

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|   |  |
|---|--|
| <b>No. of securities held after change</b>  | 1,355,357 Ordinary shares<br><br>4,000,000 unlisted options:<br>a) 800,000 unlisted options vested on grant, exercisable at \$0.04, expiring 23 December 2020,<br>b) 800,000 unlisted options, vesting 23 December 2017, exercisable at \$0.05, expiring 23 December 2020,<br>c) 2,400,000 unlisted options, vesting 23 December 2018, exercisable at \$0.06, expiring 23 December 2020. |
| <b>Nature of change</b><br>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | (1) Issued in lieu of accrued Directors salary as approved by shareholders at the AGM held on 29 November 2016<br>(2) Issued in accordance with the resolution passed by shareholders at the AGM held on 29 November 2016  |

### Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

|  |     |
|--|-----|
| <b>Detail of contract</b>  | N/A |
| <b>Nature of interest</b>  | N/A |
| <b>Name of registered holder (if issued securities)</b>  | N/A |
| <b>Date of change</b>  | N/A |
| <b>No. and class of securities to which interest related prior to change</b><br>Note: Details are only required for a contract in relation to which the interest has changed | N/A |
| <b>Interest acquired</b>   | N/A |
| <b>Interest disposed</b>   | N/A |
| <b>Value/Consideration</b><br>Note: If consideration is non-cash, provide details and an estimated valuation   | N/A |
| <b>Interest after change</b>   | N/A |

+ See chapter 19 for defined terms.

Part 3 – <sup>+</sup>Closed period

|   |     |
|---|-----|
| Were the interests in the securities or contracts detailed above traded during a <sup>+</sup> closed period where prior written clearance was required? | No  |
| If so, was prior written clearance provided to allow the trade to proceed during this period?   | N/A |
| If prior written clearance was provided, on what date was this provided?  | N/A |

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