



15 December 2020

ASX Announcement

Change in Directors' Interests

GWR Group Ltd (ASX:GWR) ("GWR" or the "Company") advises changes to Directors' Interests as disclosed in the five attached appendix 3Ys for Mr Gary Lyons, Tan Sri Dato Tien Seng Law, Datuk Chin An Lau, Mr Kong Leng (Jimmy) Lee and Mr Michael Wilson.

This announcement has been authorised for issue by Mr Mark Pitts, Company Secretary, GWR Group Ltd.

ENDS

Mark Pitts
Company Secretary

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	Gary Lyons
Date of last notice	8 December 2020

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
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Lyons Super Fund (Mr Lyons is a beneficiary)
Date of change	8 December 2020
No. of securities held prior to changes	2,490,118 Ordinary shares 4,000,000 unlisted options: a) 800,000 unlisted options vested on grant, exercisable at \$0.04, expiring 23 December 2020, b) 800,000 unlisted options, vested on 23 December 2017, exercisable at \$0.05, expiring 23 December 2020, a) 2,400,000 unlisted options, vesting 23 December 2018, exercisable at \$0.06, expiring 23 December 2020.
Class	Ordinary shares
Number acquired	585,634 Ordinary shares

+ See chapter 19 for defined terms.

Appendix 3Y Change of Director's Interest Notice

Number disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Issued in lieu of directors fees totalling \$50,625
No. of securities held after change	3,823,200 Ordinary shares 4,000,000 unlisted options: a) 800,000 unlisted options vested on grant, exercisable at \$0.04, expiring 23 December 2020, b) 800,000 unlisted options, vested on 23 December 2017, exercisable at \$0.05, expiring 23 December 2020, c) 2,400,000 unlisted options, vesting 23 December 2018, exercisable at \$0.06, expiring 23 December 2020.
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Issued in lieu of accrued Directors salary as approved by shareholders at the AGM held on 27 November 2020

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.

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

+ See chapter 19 for defined terms.

Part 3 – ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺ 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

⁺ See chapter 19 for defined terms.

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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	Tien Seng <u>Law</u> (surname underlined)
Date of last notice	10 December 2019

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 (options)
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	<p><u>Wynnes Investment Holding Limited ("Wynnes")</u> Tan Sri Dato Tien Seng Law holds more than 20% of the voting power of the issued and paid-up share capital of Wynnes Investment Holding Limited.</p> <p>Saw Geok Ngor, the wife of Law Tien Seng, holds more than 20% of the voting power of the issued and paid up share capital of Wynnes Investment Holding Limited.</p> <p>Pursuant to Section 608(3) of the Corporation Act 2001, Tan Sri Dato Tien Seng Law has a relevant interest in securities held by Wynnes Investment Holding Limited.</p> <p><u>HSBC Custody Nominees (Australia) Limited ("HSBC")</u> Tan Sri Dato Tien Seng Law holds a beneficial interest in a number of securities held in the name of HSBC Custody Nominees (Australia) Limited</p>
Date of change	8 December 2020

+ See chapter 19 for defined terms.

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<p>No. of securities held prior to changes</p>	<p><u>Direct</u> 4,000,000 unlisted options: a) 800,000 unlisted options vested on grant, exercisable at \$0.04, expiring 23 December 2020, b) 800,000 unlisted options, vested on 23 December 2017, exercisable at \$0.05, expiring 23 December 2020, c) 2,400,000 unlisted options, vesting 23 December 2018, exercisable at \$0.06, expiring 23 December 2020.</p> <p><u>Indirect – Wynnes</u> 2,212,800 Ordinary shares</p> <p><u>Indirect – HSBC</u> 26,861,392 Ordinary shares</p>
<p>Class</p>	<p>Ordinary shares</p>
<p>Number acquired</p>	<p>357,887 Ordinary shares</p>
<p>Number disposed</p>	<p>Nil</p>
<p>Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation</p>	<p>\$30,938 value of accrued salary</p>
<p>No. of securities held after change</p>	<p><u>Direct</u> 4,000,000 unlisted options: a) 800,000 unlisted options vested on grant, exercisable at \$0.04, expiring 23 December 2020, b) 800,000 unlisted options, vested on 23 December 2017, exercisable at \$0.05, expiring 23 December 2020, c) 2,400,000 unlisted options, vesting 23 December 2018, exercisable at \$0.06, expiring 23 December 2020.</p> <p><u>Indirect – Wynnes</u> 2,570,687 Ordinary shares</p> <p><u>Indirect – HSBC</u> 26,861,392 Ordinary shares</p>
<p>Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	<p>Issued in lieu of accrued Directors salary as approved by shareholders at the AGM held on 27 November 2020</p>

+ See chapter 19 for defined terms.

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.

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

Part 3 – +Closed period

Were the interests in the securities or contracts detailed above traded during a +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

+ See chapter 19 for defined terms.

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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	10 December 2019

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 (including registered holder) 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> . 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	8 December 2020

+ See chapter 19 for defined terms.

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<p>No. of securities held prior to changes</p>	<p><u>Direct:</u> 2,212,800 Ordinary shares</p> <p>4,000,000 unlisted options: a) 800,000 unlisted options vested on grant, exercisable at \$0.04, expiring 23 December 2020, b) 800,000 unlisted options, vested on 23 December 2017, exercisable at \$0.05, expiring 23 December 2020, c) 2,400,000 unlisted options, vesting 23 December 2018, exercisable at \$0.06, expiring 23 December 2020.</p> <p><u>Indirect - Ms Nyok Yen Woon:</u> 195,000 Ordinary Shares</p>
<p>Class</p>	<p>Ordinary shares</p>
<p>Number acquired</p>	<p>357,887 Ordinary shares</p>
<p>Number disposed</p>	<p>Nil</p>
<p>Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation</p>	<p>\$30,938 value of accrued salary</p>
<p>No. of securities held after change</p>	<p><u>Direct:</u> 2,570,687 Ordinary shares</p> <p>4,000,000 unlisted options: a) 800,000 unlisted options vested on grant, exercisable at \$0.04, expiring 23 December 2020, b) 800,000 unlisted options, vested on 23 December 2017, exercisable at \$0.05, expiring 23 December 2020, c) 2,400,000 unlisted options, vesting 23 December 2018, exercisable at \$0.06, expiring 23 December 2020.</p> <p><u>Indirect - Ms Nyok Yen Woon:</u> 195,000 Ordinary Shares</p>
<p>Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	<p>Issued in lieu of accrued Directors salary as approved by shareholders at the AGM held on 27 November 2020</p>

Part 2 – Change of director's interests in contracts

+ See chapter 19 for defined terms.

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Change of Director's Interest Notice

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.

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

Part 3 – ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺ 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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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	Kong Leng <u>Lee</u> (Jimmy) (surname underlined)
Date of last notice	10 December 2019

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	Direct
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	N/A
Date of change	8 December 2020
No. of securities held prior to changes	2,212,800 Ordinary shares 4,000,000 unlisted options: a) 800,000 unlisted options vested on grant, exercisable at \$0.04, expiring 23 December 2020, b) 800,000 unlisted options, vested on 23 December 2017, exercisable at \$0.05, expiring 23 December 2020, a) 2,400,000 unlisted options, vesting 23 December 2018, exercisable at \$0.06, expiring 23 December 2020.
Class	Ordinary shares
Number acquired	357,887 Ordinary shares

+ See chapter 19 for defined terms.

Appendix 3Y Change of Director's Interest Notice

Number disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	\$30,938 value of accrued salary
No. of securities held after change	2,570,687 Ordinary shares 4,000,000 unlisted options: a) 800,000 unlisted options vested on grant, exercisable at \$0.04, expiring 23 December 2020, b) 800,000 unlisted options, vested on 23 December 2017, exercisable at \$0.05, expiring 23 December 2020, c) 2,400,000 unlisted options, vesting 23 December 2018, exercisable at \$0.06, expiring 23 December 2020.
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Issued in lieu of accrued Directors salary as approved by shareholders at the AGM held on 27 November 2020

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.

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

+ See chapter 19 for defined terms.

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Interest after change	N/A
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Part 3 – ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺ 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

⁺ See chapter 19 for defined terms.

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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	Michael Wilson
Date of last notice	22 December 2017

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	Direct
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	-
Date of change	8 December 2020
No. of securities held prior to changes	2,657,313 Ordinary shares 4,000,000 unlisted options: a) 800,000 unlisted options vested on grant, exercisable at \$0.04, expiring 23 December 2020, b) 800,000 unlisted options, vested on 23 December 2017, exercisable at \$0.05, expiring 23 December 2020, a) 2,400,000 unlisted options, vesting 23 December 2018, exercisable at \$0.06, expiring 23 December 2020.
Class	a) Ordinary shares b) Ordinary shares
Number acquired	a) 150,482

+ See chapter 19 for defined terms.

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Number disposed	b) 1,200,000
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	a) Issued in lieu of directors fees totalling \$19,235 b) Average sale value of \$0.245
No. of securities held after change	1,607,795 Ordinary shares 4,000,000 unlisted options: a) 800,000 unlisted options vested on grant, exercisable at \$0.04, expiring 23 December 2020, b) 800,000 unlisted options, vested on 23 December 2017, exercisable at \$0.05, expiring 23 December 2020, c) 2,400,000 unlisted options, vesting 23 December 2018, exercisable at \$0.06, expiring 23 December 2020.
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	a) Issued in lieu of accrued Directors salary as approved by shareholders at the AGM held on 27 November 2020 b) On-market sale to facilitate exercise of options

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.

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

+ See chapter 19 for defined terms.

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Interest after change	N/A
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+ See chapter 19 for defined terms.

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Change of Director's Interest Notice

Part 3 – +Closed period

Were the interests in the securities or contracts detailed above traded during a +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

+ See chapter 19 for defined terms.