

Form 604

Corporations Act 2001
Section 671B

Notice of change of interest of substantial holder

To Company Name/Scheme	Wolfstrike Rentals Group Limited
Applicable ACN/ARSN	107 745 095

1. Details of substantial holder (1)

To Company Name/Scheme	Thatt Kiong Shim and Associates
ACN/ARSN	Not Applicable

There was a change in the interests of the Substantial holder on 08/06/2017

The previous notice was given to the company on 15/06/2017

The previous notice was dated 06/06/2017

2. Changes in relevant interests

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	790,927,500	27%	934,732,500	28.95%

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	Persons whose relevant interest changed	Nature of change	Consideration given in relation to the change	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	Persons entitled to be registered as holder	Nature of relevant interest	Class and number of securities	Person's votes
See Annexure B.					

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their associations (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

6. Addresses

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

Name	Address
See Annexure C.	

Signature:

Print name Thatt Kiong Shim capacity: Director

Sign here

date: 15 June 2017

DIRECTIONS

1. If there are a number of substantial holders with similar or related interests (eg. A corporation and is related corporations, or the manager and trustee of an equity trust), the names could be include in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred ti 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 671(B) 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 he 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 associates 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 person's association and any change in that association since the last substantial holding notice.

THIS IS ANNEXURE “A” OF 1 PAGES REFERRED TO IN THE FORM 604 “NOTICE OF CHANGE OF INTEREST OF SUBSTANTIAL HOLDER” TO WHICH THIS ANNEXURE IS ATTACHED

Date of Change	Persons whose relevant interest changed	Nature of change	Consideration given in relation to the change	Class and number of securities affected	Person's votes affected
08/06/2017	Thatt Kiong Shim	Issue of shares	Nil.	143,805,000	143,805,000
08/06/2017	Pigeon Capital Limited	Issue of shares	Nil	143,805,000	143,805,000
08/06/2017	First Eastern Holdings Limited	Issue of shares	Nil.	143,805,000	143,805,000
08/06/2017	FE Convertible Bond No. 81 Limited	Issue of shares	Nil	12,000,000	12,000,000
08/06/2017	FE Bond No. 1 Limited	Issue of shares	Nil.	8,100,000	8,100,000
08/06/2017	Equity No. 8 Limited	Issue of shares	Nil	7,320,000	7,320,000
08/06/2017	FE Equity Limited	Issue of shares	Nil.	7,110,000	7,110,000
08/06/2017	FE Convertible Bond No. 82 Limited	Issue of shares	Nil	3,990,000	3,990,000
08/06/2017	First Eastern Capital Limited	Issue of shares	Nil	1,410,000	1,410,000

THIS IS ANNEXURE “B” OF 2 PAGES REFERRED TO IN THE FORM 604 “NOTICE OF CHANGE OF INTEREST OF SUBSTANTIAL HOLDER” TO WHICH THIS ANNEXURE IS ATTACHED

Holder of relevant interest	Registered holder of securities	Persons entitled to be registered as holder	Nature of relevant interest	Class and number of securities	Person's votes
Thatt Kiong Shim	- First Eastern Holdings Limited; - FE Convertible Bond No. 81 Limited; - FE Bond No. 1 Limited; - Equity No. 8 Limited; - FE Equity Limited; - FE Convertible Bond No. 82 Limited; - First Eastern Capital Limited	- First Eastern Holdings Limited; - FE Convertible Bond No. 81 Limited; - FE Bond No. 1 Limited; - Equity No. 8 Limited; - FE Equity Limited; - FE Convertible Bond No. 82 Limited; - First Eastern Capital Limited	Indirect beneficial holder of shares in: - First Eastern Holdings Limited; - FE Convertible Bond No. 81 Limited; - FE Bond No. 1 Limited; - Equity No. 8 Limited; - FE Equity Limited; - FE Convertible Bond No. 82 Limited; - First Eastern Capital Limited	934,732,500 Ordinary Shares (indirect interest)	934,732,500
Pigeon Capital Limited	- First Eastern Holdings Limited - FE Convertible Bond No. 81 Limited; - FE Bond No. 1 Limited; - Equity No. 8 Limited; - FE Equity Limited; - FE Convertible Bond No. 82 Limited; - First Eastern Capital Limited	- First Eastern Holdings Limited - FE Convertible Bond No. 81 Limited; - FE Bond No. 1 Limited; - Equity No. 8 Limited; - FE Equity Limited; - FE Convertible Bond No. 82 Limited; - First Eastern Capital Limited	Indirect interest (as trustee for Thatt Kiong Shim) as shareholder of: - First Eastern Holdings Limited; - FE Convertible Bond No. 81 Limited; - FE Bond No. 1 Limited; - Equity No. 8 Limited; - FE Equity Limited; - FE Convertible Bond No. 82 Limited; - First Eastern Capital Limited	934,732,500 Ordinary Shares (indirect interest)	
First Eastern Holdings Limited	- FE Convertible Bond No. 81 Limited; - FE Bond No. 1 Limited; - Equity No. 8 Limited; - FE Equity Limited; - FE Convertible Bond No. 82 Limited;	- FE Convertible Bond No. 81 Limited; - FE Bond No. 1 Limited; - Equity No. 8 Limited; - FE Equity Limited; - FE Convertible Bond No. 82 Limited;	Direct interest as registered holder of shares in Wolfstrike Rentals Group Limited. Also Indirect interest in Wolfstrike Rentals Group Limited shares, as sole shareholder of: - FE Convertible Bond No. 81 Limited; - FE Bond No. 1	804,960,000 Ordinary Shares (direct interest) 129,772,500 Ordinary Shares (indirect interest)	934,732,500

	- First Eastern Capital Limited	- First Eastern Capital Limited	Limited; - Equity No. 8 Limited; - FE Equity Limited; - FE Convertible Bond No. 82 Limited; - First Eastern Capital Limited Note: First Eastern Holdings Limited holds 50% of all shares in the above companies on trust for Romulus Group Limited, a company controlled by Melvin Stewart. Therefore First Eastern Holdings Limited only has an effective relevant interest in 50% of the total number of Wolfstrike shares actually held by the subsidiaries.		
FE Convertible Bond No. 81 Limited	FE Convertible Bond No. 81 Limited	FE Convertible Bond No. 81 Limited	Registered holder of shares in Wolfstrike Rentals Group Limited.	78,000,000 Ordinary Shares	78,000,000
FE Bond No. 1 Limited	FE Bond No. 1 Limited	FE Bond No. 1 Limited	Registered holder of shares in Wolfstrike Rentals Group Limited.	52,650,000 Ordinary Shares	52,650,000
Equity No. 8 Limited	Equity No. 8 Limited	Equity No. 8 Limited	Registered holder of shares in Wolfstrike Rentals Group Limited.	47,580,000 Ordinary Shares	47,580,000
FE Equity Limited	FE Equity Limited	FE Equity Limited	Registered holder of shares in Wolfstrike Rentals Group Limited.	46,215,000 Ordinary Shares	46,215,000
FE Convertible Bond No. 82 Limited	FE Convertible Bond No. 82 Limited	FE Convertible Bond No. 82 Limited	Registered holder of shares in Wolfstrike Rentals Group Limited.	25,935,000 Ordinary Shares	25,935,000
First Eastern Capital Limited	First Eastern Capital Limited	First Eastern Capital Limited	Registered holder of shares in Wolfstrike Rentals Group Limited.	9,165,000 Ordinary Shares	9,165,000

THIS IS ANNEXURE “C” OF 1 PAGE REFERRED TO IN THE FORM 603 “NOTICE OF INITIAL SUBSTANTIAL HOLDER” TO WHICH THIS ANNEXURE IS ATTACHED

Name	Address
Thatt Kiong Shim	Level 8 92 Albert Street Auckland Central AUCKLAND NZ 1010
Pigeon Capital Limited	Level 8 92 Albert Street Auckland Central AUCKLAND NZ 1010
First Eastern Holdings Limited	Level 8 92 Albert Street Auckland Central AUCKLAND NZ 1010
FE Convertible Bond No. 81 Limited	Level 8 92 Albert Street Auckland Central AUCKLAND NZ 1010
FE Bond No. 1 Limited	Level 8 92 Albert Street Auckland Central AUCKLAND NZ 1010
Equity No. 8 Limited	Level 8 92 Albert Street Auckland Central AUCKLAND NZ 1010
FE Equity Limited	Level 8 92 Albert Street Auckland Central AUCKLAND NZ 1010
FE Convertible Bond No. 82 Limited	Level 8 92 Albert Street Auckland Central AUCKLAND NZ 1010
First Eastern Capital Limited	Level 8 92 Albert Street Auckland Central AUCKLAND NZ 1010

THE PARTIES NAMED IN SCHEDULE 1

Vendors

and

WOLFSTRIKE RENTALS GROUP LIMITED

Purchaser

**DEED RELATING TO THE EARLY ISSUE OF CERTAIN EARN-OUT
SHARES**

CLAYMORE PARTNERS LIMITED
BARRISTERS & SOLICITORS
AUCKLAND
WWW.CLAYMORE.CO.NZ

CLAYMORE

DEED dated

8 June

2017

PARTIES

1. THE PARTIES NAMED IN SCHEDULE 1 (jointly and severally the "Vendors" and each a "Vendor").
2. WOLFSTRIKE RENTALS GROUP LIMITED (ACN 107 745 095) (the "Purchaser").

BACKGROUND

- A. The Vendors and the Purchaser are party to a sale and purchase agreement dated 29 November 2016 pursuant to which the Purchaser agreed to acquire all of the shares in FE Investments Limited (the "SPA").
- B. Under the SPA the Vendors are entitled to receive Earn-Out Shares (as defined in the SPA) subject to, and in accordance with, clause 5.2 of the SPA. The Purchaser has agreed to issue certain Earn-Out Shares to the Vendors earlier than required under clause 5.2 of the SPA and the parties have agreed to enter into this deed to record the terms on which such Earn-Out Shares will be issued.

THE PARTIES AGREE**1. Definitions and Interpretation**

- 1.1 Unless the context otherwise requires terms used in this deed (which are not otherwise defined herein) are to have the same meaning as set out in the SPA.

2. Early Issue of Earn-Out Shares

- 2.1 Within 2 Business Days of the date of this deed the Purchaser will issue to the Vendors, in the allocations specified in Schedule 1, 300,000,000 fully paid ordinary shares in the Purchaser such that the Vendors will, in aggregate, hold approximately 51% of the issued shares in the Purchaser immediately following such issue. The Vendors acknowledge and agree that the shares to be issued to the Vendors under this clause are issued in part consideration for the Purchaser's obligation to issue Earn-Out Shares under clause 5.2 of the SPA and that the entitlement of the Vendors to receive Earn-Out Shares under clause 5.2 of the SPA will be adjusted accordingly.

3. Warranties

In part consideration for the Purchaser agreeing to enter into this deed, the Vendors warrant and represent in favour of the Purchaser that the 2017 Management Accounts (as attached hereto) were prepared in accordance with NZ GAAP (as defined in the SPA) consistently applied and in all material respects give a true and fair view of the revenue, expenses and earnings before depreciation, amortisation and tax of the Company for the year ended 31 March 2017.

4. General

- 4.1 **General:** Clauses 14.3, 14.5, 14.7, 14.8, 14.9, 14.11 and 14.12 of the SPA shall apply to this deed as if they were set out in full herein.

EXECUTED AND DELIVERED AS A DEED

SIGNED and DELIVERED as a DEED
by FIRST EASTERN HOLDINGS
LIMITED as Vendor by two of its directors:

Director's Signature

MELVIN DOUGLAS STEWART

Print Name

Director's Signature

Print Name

SIGNED and DELIVERED as a DEED
by PARKIRI LIMITED as Vendor
by its sole director in the presence of:

Witness Signature

Witness Name

Occupation

Address

Nicholas St Clair Harvey

authorised agent of Nicholas Harvey
Morris Ritchie.

SIGNED and DELIVERED as a DEED
by FE CONVERTIBLE BOND NO. 81
LIMITED as Vendor by two of its directors:

Director's Signature

MELVIN DOUGLAS STEWART

Print Name

Director's Signature

Print Name

SIGNED and DELIVERED as a DEED

by FE BOND NO.1 LIMITED
as Vendor by two of its directors:

Director's Signature

MELVIN DOUGLAS STEWART

Print Name

Director's Signature

Print Name

SIGNED and DELIVERED as a DEED
by EQUITY NO 8 LIMITED
as Vendor by two of its directors:

Director's Signature

MELVIN DOUGLAS STEWART

Print Name

Director's Signature

Print Name

SIGNED and DELIVERED as a DEED
by FE EQUITY LIMITED
as Vendor by two of its directors:

Director's Signature

MELVIN DOUGLAS STEWART

Print Name

Director's Signature

Print Name

SIGNED and DELIVERED as a DEED
by FE CONVERTIBLE BOND NO. 82
LIMITED as Vendor by two of its directors:

Director's Signature

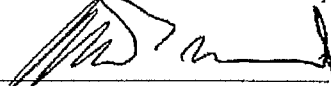
MELVIN DOUGLAS STEWART

Print Name

Director's Signature

Print Name

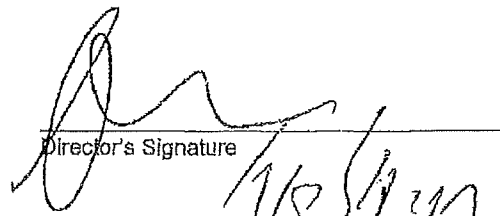
SIGNED and DELIVERED as a DEED
by FE CAPITAL LIMITED
as Vendor by two of its directors:



Director's Signature

MELVIN DOUGLAS STEWART

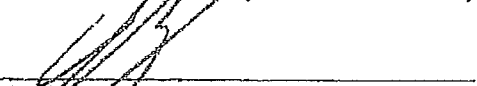
Print Name



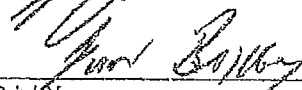
Director's Signature

Print Name

SIGNED and DELIVERED as a DEED
by WOLFSTRIKE RENTALS GROUP
LIMITED as Purchaser by two of its directors:



Director's Signature



Print Name

Director's Signature

Print Name

SIGNED and DELIVERED as a DEED)
by FE CAPITAL LIMITED)
 as Vendor by two of its directors:)

 Director's Signature

 Director's Signature

 Print Name

 Print Name

SIGNED and DELIVERED as a DEED)
by WOLFSTRIKE RENTALS GROUP)
LIMITED as Purchaser by two of its directors:)



 Director's Signature

John Sefon

 Print Name



 Director's Signature

Fred Brumby

 Print Name

SCHEDULE 1

Vendors and Share Allocations

Vendor	Early Earn-Out Shares to be Issued
First Eastern Holdings Limited	123,840,000 to First Eastern Holdings Limited and 123,840,000 to Romulus Group Limited
Parkiri Limited	12,390,000
FE Convertible Bond No. 81 Limited	12,000,000
FE Bond No.1 Limited	8,100,000
Equity No 8 Limited	7,320,000
FE Equity Limited	7,110,000
FE Convertible Bond No. 82 Limited	3,990,000
First Eastern Capital Limited	1,410,000

Appendix
2017 Management Accounts

