

28 November 2011

Company Announcements Office  
ASX Limited  
Level 6, 20 Bridge Street  
Sydney NSW 2000

***By electronic lodgement***

Total pages: 7 (including cover letter)

Dear Sir/Madam

**Takeover bid by Seven (National) Pty Limited ACN 153 299 159 (“Seven (National)”) for National Hire Group Limited (“National Hire”)  
Notice of change of interests of substantial holder**

We attach a Notice of change of interests of substantial holder – Form 604 (**Notice**).

The voting power of each of Seven Group Holdings Limited and Seven (National) in National Hire has increased to 73.4% due to acceptances of the takeover offers made by Seven (National) and contained in its replacement Bidder’s Statement dated 4 October 2011. The increase in voting power represents acceptances from 468 shareholders of National Hire, representing 47.9% of the shareholders to whom takeover offers were sent.

Yours faithfully



**John Kinninmont**  
Company Secretary

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**Form 604**  
Corporations Act 2001  
Section 671B

**Notice of change of interests of substantial holder**

To Company Name/Scheme National Hire Group Limited (National Hire)

ACN/ARSN 076 688 938

**1. Details of substantial holder (1)**

Name Seven (National) Pty Limited ACN 153 299 159 (Seven (National)), WesTrac Pty Limited ACN 009 342 572 (WesTrac), Seven Group Holdings Limited ACN 142 003 469 (SGH) and other subsidiaries of SGH as set out in Annexure A (collectively referred to as the SGH Group).

ACN/ARSN (if applicable) See Annexure A or as otherwise set out in this Form 604.

There was a change in the interests of the substantial holder on 25/11/2011  
The previous notice was given to the company on 24/11/2011  
The previous notice was dated 24/11/2011

**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	106,950,222	72.03%	108,964,082	73.38%

**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 B	SGH Group	See Annexure B	See Annexure B	See Annexure B	See Annexure B
See Annexure B	North Aston Pty Limited ACN 009 387 606, Ashblue Holdings Pty Limited ACN 068 180 898 and Wroxby Pty Limited ACN 061 621 921 (Stokes Holders)	See Annexure B	See Annexure B	See Annexure B	See Annexure B

**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
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Seven (National)	WesTrac	WesTrac	Seven (National) is an associate of WesTrac and accordingly, has a relevant interest in the same shares as WesTrac under subsections 608(3)(a) of the <i>Corporations Act 2001</i> (Cth) ( <b>Act</b> ). (As Seven (National) is not the registered holder of the shares held by WesTrac, its ability to vote and dispose of these shares is qualified accordingly.)	98,300,404 ordinary shares	98,300,404
Seven (National)	Seven (National)	Seven (National)	Seven (National) has a relevant interest under subsection 608(1)(a) of the Act, arising from acceptance of takeover offers contained in the replacement Bidder's Statement dated 4 October 2011 ( <b>Offer</b> ). (As Seven (National) is not registered as holder of some of those shares, being shares it has not issued payment for, its ability to vote and dispose of those shares is qualified accordingly.)	10,663,678 ordinary shares	10,663,678
WesTrac	WesTrac	WesTrac	Relevant interest under section 608(1)(a) of the Act as the registered and beneficial holder of shares.	98,300,404 ordinary shares	98,300,404
WesTrac	Seven (National)	Seven (National)	WesTrac is an associate of Seven (National) and accordingly, has a relevant interest in the same shares as Seven (National) under subsections 608(3)(a) of the Act. (As WesTrac is not the registered holder of the shares held by Seven (National), its ability to vote and dispose of these shares is qualified accordingly.)	10,663,678 ordinary shares	10,663,678
SGH and WesTrac Holdings Pty Limited ACN 009 336 109 (collectively, the <b>Controllers</b> ) and other members of the SGH Group excluding Seven (National) and WesTrac	Seven (National) and WesTrac	Seven (National) and WesTrac	Each entity is an associate of and/or controls Seven (National) and WesTrac and accordingly, has a relevant interest in the same shares as Seven (National) and WesTrac under subsections 608(3)(a) and 608(3)(b), respectively, of the Act. (As each entity is not the registered holder of the shares, its ability to vote and dispose of these shares is qualified accordingly.)	108,964,082 ordinary shares	108,964,082
Stokes Holders	Seven (National) and WesTrac	Seven (National) and WesTrac	Each Stokes Holder is an associate of the Controllers and accordingly, has a relevant interest in the same shares as Seven (National) and WesTrac under subsection 608(3)(a) of the Act. (As the Stokes Holders are not the registered holders of the shares, their ability to vote and dispose of these shares is qualified accordingly.)	108,964,082 ordinary shares	108,964,082

#### 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

**6. Addresses**

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

Name	Address
Seven (National)	Level 2, 38-42 Pirrama Road, Pyrmont, NSW, 2009
WesTrac	128 Great Eastern Highway, South Guildford, WA, 6055
SGH	Level 2, 38-42 Pirrama Road, Pyrmont, NSW, 2009
Stokes Holders	Level 3, 30 Kings Park Road, West Perth, WA, 6005
SGH Group entities excluding SGH, Seven (National) and WesTrac.	See Annexure A

**Signature**

print name	John Kinninmont	capacity	Company Secretary
sign here		date	28/11/2011

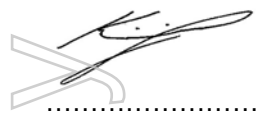
**DIRECTIONS**

- (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 on 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.

**Annexure "A"**

This is Annexure "A" of 2 pages referred to in the Form 604 (Notice of change of interests of substantial holder), signed by me and dated 28 November 2011.



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**John Kinninmont**  
 Company Secretary

<b>Entity</b>	<b>ACN</b>
Akal Pty. Limited	094 107 794
ATPH Pty. Limited	128 476 120
ATP1 Pty. Limited	128 478 311
ATP2 Pty. Limited	128 480 491
ATP3 Pty. Limited	128 482 584
Bkal Pty. Limited	105 833 681
C7 Pty. Limited	082 901 442
Direct Target Access Pty. Limited	072 507 227
Engin Limited	063 582 990
Kimlin Holdings Pty. Limited	112 288 445
Manooka Holdings Pty. Limited	092 680 245
Mibroadband Pty. Limited	080 250 371
Miltonstar Pty. Limited	074 811 144
Network Investment Holdings Pty Ltd	078 448 512
Point Pty. Limited	009 643 501
Realtime Reporters Pty. Limited	009 371 055
Seven Custodians Pty. Limited	089 327 551
Seven Entertainment Pty. Limited	085 598 429
Seven Finance Pty. Limited	115 082 196
Seven Media Group Pty Limited	116 850 607
Seven Network (United States) Inc	N/a
Seven Network Limited	052 816 789
Seven Network Asia Limited	N/a
Seven Network Nominees Pty. Limited	060 667 861
Seven Network Investments Pty. Limited	078 267 759
Seven Network International Limited	065 640 075
Seven Productions Pty. Limited	091 398 471
Seven Resources Pty. Limited	093 422 032
Seven (WAN) Pty. Limited	122 263 129
SMG Executives Pty Limited	128 792 003
SMG FINCO Pty Limited	122 728 321
SNZ Pty. Limited	124 503 028
Tallglen Pty. Limited	058 439 786
Ubowireless Pty. Limited	111 654 847
Unwired Australia Pty. Limited	094 107 589
Vividwireless Group Limited	008 082 737
Vividwireless Pty Limited	137 696 461
WesTrac Holdings Pty Limited	009 336 109

All companies listed above have a registered office located at Level 2, 38 – 42 Pirrama Road, Pyrmont, NSW, 2009 except:

- Seven Network Asia Limited: Unit 1601 56 Kwai Cheong Road, Kwai Chung, Hong Kong
- Seven Network (United States) Inc: 1013 Centre Road, City of Wilmington, Delaware, USA
- Vividwireless Group Limited, Ubowireless Pty. Limited, Unwired Australia Pty. Limited, Akal Pty. Limited, Bkal Pty. Limited and Vividwireless Pty Limited: Level 8, 8 Central Ave, Eveleigh, NSW, 2015


Entity	ACN
Allight Holdings Pty Ltd	070 926 555
Allight Pty Ltd	053 434 807
Allight USA Inc (incorporated in the USA)	N/a
EMT Group Pty Limited	100 871 592
F.G.W. Pacific Pty Ltd	085 531 353
Liaoning WesTrac Machinery Equipment Limited (incorporated in China)	N/a
Mining Equipment Spares Pty Ltd	133 869 191
National Hire Facilitation Pty Limited	128 890 442
National Hire Group Limited	076 688 938
Priority People Solutions Pty Ltd	147 979 548
Primax Pumps Inc (incorporated in the USA)	N/a
Pump Rentals Pty Ltd	057 090 561
Sitech (Beijing) Engineering Technology Development Company Limited (incorporated in China)	N/a
Sitech Solutions Pty Limited	137 343 090
Sitech (WA) Pty Ltd	139 286 454
Sykes Fleet Services Pty Limited	074 656 027
Sykes Group Pty Limited	004 093 752
Sykes New Zealand Limited (incorporated in New Zealand)	N/a
Tianjin WesTrac Machinery Equipment Limited (incorporated in China)	N/a
Weishan (Beijing) Machinery Equipment Ltd (incorporated in China)	N/a
WesTrac (Beijing) Machinery Equipment Limited (incorporated in China)	N/a
WesTrac China Limited (incorporated in Hong Kong)	N/a
WesTrac (China) Machinery Equipment Limited (incorporated in China)	N/a
WesTrac Fleet Pty Ltd	009 413 325
WesTrac Hong Kong Limited (incorporated in Hong Kong)	N/a
WesTrac Inventory Pty Ltd	094 801 573

All companies registered in Australia listed above have a registered office located at 12 Hoskins Road, Landsdale, WA, 6065, except:

- WesTrac Inventory Pty Ltd and WesTrac Fleet Pty Ltd: 128 Great Eastern Highway, South Guildford, WA, 6055
- EMT Group Pty Ltd and Mining Equipment Spares Pty Ltd: 327 Victoria Road, Malaga, WA, 6090
- Priority People Solutions Pty Ltd: Level 2, 38 – 42 Pirrama Road, Pyrmont, NSW, 2009
- Sitech Solutions Pty Limited: 33 Allison Street, Bowen Hills, QLD, 4006
- Sitech (WA) Pty Ltd: Level 3, 35 Outram Street, West Perth, WA, 6005

**Annexure "B"**

This is Annexure "B" of 1 page referred to in the Form 604 (Notice of change of interests of substantial holder), signed by me and dated 28 November 2011.



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**John Kinninmont**  
 Company Secretary

Date of change	Person whose relevant interest changed	Nature of change	Consideration given in relation to change	Class and number of securities affected	Person's votes affected
24/11/2011	SGH Group and the Stokes Holders	Acceptance under takeover offer (in accordance with Offer)	\$3.35 per share	1,445,462 ordinary shares	1,445,462
25/11/2011	SGH Group and the Stokes Holders	Acceptance under takeover offer (in accordance with Offer)	\$3.35 per share	568,398 ordinary shares	568,398
			<b>Total</b>	2,013,860	2,013,860

Note:

Seven (National) varied the offer at approximately 5.35pm (Sydney time) on 21 November 2011 to increase the offer consideration from \$3.00 to \$3.35 per National Hire share. All accepting offerees will receive the increased consideration of \$3.35 per share and not the previously stated consideration of \$3.00 per share.

The table which was provided in Annexure B of the Form 604 dated 24 November 2011 has been updated, as set out below, to show the increase in consideration payable.

Date of change	Person whose relevant interest changed	Nature of change	Consideration given in relation to change	Class and number of securities affected	Person's votes affected
22/11/2011	SGH Group and the Stokes Holders	Acceptance under takeover offer (in accordance with Offer)	\$3.35 per share	229,172 ordinary shares	229,172
23/11/2011	SGH Group and the Stokes Holders	Acceptance under takeover offer (in accordance with Offer)	\$3.35 per share	4,429,536 ordinary shares	4,429,536
			<b>Total</b>	4,658,708	4,658,708