



AUTOMOTIVE HOLDINGS GROUP

Automotive Holdings Group Limited
21 Old Aberdeen Place
West Perth, WA 6005
www.ahgir.com.au
ABN 35 111 470 038

AHG SHARE PURCHASE PLAN

26 August 2016

Enclosed is the Offer Booklet for the share purchase plan announced on 19 August 2016.

Dispatch of the Offer Booklet will be completed on 29 August 2016.

ENDS

About AHG Automotive Holdings Group Limited (ASX: AHG) is a diversified automotive retailing and logistics group with operations in every Australian mainland state and in New Zealand. The Company is Australia's largest automotive retailer, with operations in Western Australia, New South Wales, Queensland and Victoria.

AHG's logistics businesses operate throughout Australia through subsidiaries Rand Transport, Harris Refrigerated Transport, Scott's Refrigerated Freightways and JAT Refrigerated Road Services (transport and cold storage), AMCAP (motor parts and industrial supplies distribution), VSE (vehicle storage and engineering), Genuine Truck Bodies (body building services to the truck industry), Higer Bus (bus and truck importation and distribution), and KTM Sportmotorcycles and HQVA (KTM and Husqvarna motorcycle importation and distribution in Australia and New Zealand).

Corporate:

David Rowland
Company Secretary
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Group Executive Corporate Communications
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Australia's Largest Motoring Group

24 August 2016

Dear Shareholder

Automotive Holdings Group Limited - Share Purchase Plan

1. INTRODUCTION

On behalf of the Directors of Automotive Holdings Group Limited (**AHG**), I am pleased to offer Eligible Shareholders (as defined in Section 3 of the enclosed Terms and Conditions) the opportunity to participate in the AHG Share Purchase Plan (**SPP**).

Pursuant to the SPP, Eligible Shareholders are invited to apply for up to A\$15,000 worth of new fully paid ordinary shares in AHG (**New Shares**) (subject to any discretionary scale back) without paying brokerage or other transaction costs. The SPP proceeds will be capped at A\$20 million. A brief snapshot of the SPP is set out below. Full details in relation to the SPP are set out in the enclosed Terms and Conditions and Application Form. The offer under the SPP is only open to Eligible Shareholders who were registered as holders of fully paid ordinary shares in AHG as at 7.00 pm (Sydney time) on Thursday, 18 August 2016 and whose registered address is in Australia or New Zealand. Participation in the SPP is optional, but the right of Eligible Shareholders to participate in the SPP is not transferable.

The final dividend for FY2016 of 13 cents per share will be payable in respect of the New Shares.

2. PURPOSE OF SPP AND USE OF FUNDS

AHG announced the SPP on 19 August 2016. Also on this date, AHG announced a placement to professional, sophisticated and institutional investors (**Placement**). The results of the Placement were announced on 22 August 2016, with A\$90 million being raised.

Assuming the full amount of A\$20 million is raised from the SPP, approximately A\$110 million will be raised in total. The funds from the SPP and the Placement will be used:

- to reduce debt taken on for a number of acquisitions completed since 30 June 2016;
- to fund the acquisition of Audi Newcastle;
- to strengthen AHG's balance sheet to position it for further growth opportunities in the Automotive sector; and
- for general corporate purposes.

3. SUMMARY OF KEY DETAILS

- **Offer to Eligible Shareholders only:** The offer under the SPP to subscribe for New Shares is only open to Eligible Shareholders (as defined in Section 3 of the enclosed Terms and Conditions):
 - who were registered as holders of fully paid ordinary shares in AHG as at 7.00 pm (Sydney time) on 18 August 2016;
 - whose registered address is in Australia or New Zealand; and

- who are resident outside of the United States and who do not hold their shares on behalf of another person who resides outside Australia or New Zealand.
- **Issue price:** Eligible Shareholders may subscribe for New Shares at an issue price of A\$4.52 per share, which is the same price that institutional investors subscribed for new shares under the Placement. The issue price represents a discount of:
 - 6.2% to the last closing price of \$4.82 per AHG share on 18 August 2016 (being the last trading day prior to announcement of the Placement and SPP); and
 - 5.0% to the five day volume-weighted average price up to and including 18 August 2016 of \$4.76 per AHG share.
- **Maximum amount and increments:** If you are an Eligible Shareholder, you may apply to purchase a parcel of New Shares in A\$2,500 increments from a minimum of A\$2,500 up to a maximum of A\$15,000.

If you have two or more registered holdings of AHG shares, the total of all your applications must not exceed A\$15,000. There are also special rules that apply to custodians, which are summarised in the enclosed Terms and Conditions. AHG reserves the right to decline applications from multiple registered holdings if the total exceeds A\$15,000, including where those registered holdings are in similar but not identical names, are held directly or indirectly, or are held alone or with others.

- **Cap of SPP:** The amount raised from the SPP will be capped at A\$20 million. Should total demand exceed A\$20 million, AHG reserves the right to scale back applications in its absolute and sole discretion. In determining the amount (if any) by which to scale back an applicant's application, AHG may take into account, among other factors, the size of an applicant's shareholding. Should this occur, you may be allocated New Shares to a value which is less than the parcel for which you applied, and the difference will be refunded to you, without interest.
- **Application procedure:** The SPP opens on Monday, 29 August 2016. To apply for New Shares under the SPP, Eligible Shareholders may either:
 - complete and return their enclosed Application Form in accordance with the details on the form, together with a cheque, bank draft or money order drawn on an Australian bank in Australian dollars; or
 - pay directly via BPAY¹ on the internet or by telephone (for shareholders with an eligible Australian bank account only).

Application Forms must be received by AHG's share registry, or a BPAY payment must be received, by no later than 5.00 pm (Sydney time) on Friday, 9 September 2016.

Full details of the SPP are set out in the enclosed Terms and Conditions and Application Form.

4. **ADDITIONAL INFORMATION**

You should be aware that the market price of AHG shares on ASX may rise and fall between the date of the SPP offer and the date that the New Shares are issued under the

¹ Registered to BPAY Pty Ltd ABN 69 079 137 518.

SPP. As a result, the number of New Shares that you receive may be more or less than the number that you might calculate using the market price of AHG shares on the date the New Shares are allotted.

The SPP does not take into account the individual investment objectives, financial situation, tax position or particular needs of each Eligible Shareholder. You should consider seeking independent financial and taxation advice before making a decision as to whether or not to accept the offer.

I encourage you to read and consider carefully the enclosed Terms and Conditions.

If you have any questions relating to the SPP, please contact AHG by emailing info@ahgir.com.au. If you have any registry related questions, please contact AHG's share registry, Link Market Services, on +61 8 9211 6670.

On behalf of the Directors, I invite you to consider this opportunity to increase your investment in AHG, and thank you for your ongoing support.

Yours sincerely

A handwritten signature in black ink, appearing to read 'David Griffiths', with a large, stylized initial 'D'.

DAVID GRIFFITHS
Non-Executive Chairman

AUTOMOTIVE HOLDINGS GROUP LIMITED

SHARE PURCHASE PLAN TERMS AND CONDITIONS

1. INTRODUCTION

Automotive Holdings Group Limited (**AHG**) would like to offer Eligible Shareholders (as defined in Section 3 below) the opportunity to participate in the AHG Share Purchase Plan (**SPP**) and subscribe for new fully paid ordinary shares in AHG (**New Shares**) on the terms and conditions set out below.

2. KEY DATES OF THE SPP

EVENT	DATE*
Record Date for determining entitlement	7.00 pm (Sydney time) on Thursday, 18 August 2016 (Record Date)
SPP opens	Monday, 29 August 2016
SPP closes	5.00 pm (Sydney time) on Friday, 9 September 2016
Issue of New Shares	Friday, 16 September 2016 (Issue Date)
New Shares issued under the SPP expected to commence trading	Monday, 19 September 2016
Dispatch of holding statements / refund advice (if applicable)	Tuesday, 20 September 2016

* AHG reserves the right to vary these dates (even if the offer has been opened or BPAY payments or Application Forms have been received) by making an announcement to ASX, subject to the ASX Listing Rules and the *Corporations Act 2001* (Cth) (**Corporations Act**), including extending the closing date or accepting late applications, either generally or in particular cases, or to withdraw the SPP without prior notice. No cooling off rights apply to applications submitted under the SPP. The commencement of quotation of the New Shares issued under the SPP is subject to confirmation from ASX.

3. ARE YOU AN ELIGIBLE SHAREHOLDER?

- (a) If you:
- (i) were registered as a holder of AHG ordinary shares as at the Record Date (being 7.00 pm (Sydney time) on 18 August 2016) and your registered address is in Australia or New Zealand; and
 - (ii) do not hold shares on behalf of persons who reside outside Australia or New Zealand, are not located in the United States and are not acting for the account or benefit of a person located in the United States,
- you will be eligible to participate in the SPP and an **Eligible Shareholder**.
- (b) The Directors who are Eligible Shareholders may participate in the SPP.
- (c) AHG has determined that it is not reasonably practical for holders of AHG shares with registered addresses in jurisdictions outside Australia or New Zealand to participate in the SPP having regard to the number of such holders and the costs of

complying with regulatory requirements in other countries. To the extent that you hold shares on behalf of another person resident outside Australia and New Zealand, you may not distribute these Terms and Conditions to such persons and may only purchase shares on behalf of them if you have investment discretion.

- (d) In accordance with relevant New Zealand securities law, a person who, on the Record Date was registered as a holder of shares with a New Zealand address but who, as at the time of this offer no longer holds shares, is not eligible to participate in the SPP.

Eligible Shareholders are required to make the representations set out in Section 19 of these Terms and Conditions.

This is not an offer outside Australia or New Zealand

This document may not be released or distributed in any country other than Australia and New Zealand. This document does not constitute an offer to sell, or a solicitation of an offer to buy, securities in any country other than Australia and New Zealand.

In particular, these materials do not constitute an offer to sell, or the solicitation of an offer to buy, securities in the United States. The shares to be offered and sold in the SPP have not been, and will not be, registered under the US Securities Act of 1933, as amended (**US Securities Act**) or under the securities laws of any state or other jurisdiction of the United States.

Neither this document nor the application form may be distributed to persons who reside outside of Australia or New Zealand. In particular, neither this document nor the application form may be distributed to persons located in the United States or any person who is acting for the account or benefit of a person located in the United States.

Consistent with the representations contained in these Terms and Conditions and the Application Form (the **Application Form**) included with these Terms and Conditions, you may not submit any completed Application Forms for any person in the United States or who is, or is acting for the account or benefit of, a person in the United States. Failure to comply with these restrictions may result in violations of applicable securities laws.

4. PARTICIPATION BY ELIGIBLE SHAREHOLDERS

Single Holders	If you are the only registered holder of a holding of AHG shares, but you receive more than one offer under the SPP (for example, due to multiple registered holdings), you may only apply for one maximum parcel of New Shares with an aggregate value of no more than A\$15,000.
Joint Holders	<p>If you are recorded with one or more other persons as the joint holder of a holding of AHG shares, that joint holding is considered to be a single registered holding for the purpose of the SPP, and the joint holders are entitled to participate in the SPP in respect of that single holding only.</p> <p>If the same joint holders receive more than one offer under the SPP due to multiple registered holdings, the joint holders may only apply for one maximum parcel of New Shares with an aggregate value of no more than A\$15,000.</p>
Custodians and Downstream	If you are a custodian within the definition of "custodian" in ASIC Class Order [CO 09/425] (Custodian) and hold AHG shares on behalf of one or more persons (each a Participating Beneficiary), or on behalf of a

Custodians

"downstream custodian" within the definition of ASIC Class Order [CO 09/425] (**Downstream Custodian**) who holds the beneficial interest in AHG shares on behalf of a Participating Beneficiary, you may apply for up to a maximum of A\$15,000 worth of New Shares for each Participating Beneficiary, subject to providing a notice **in writing** to AHG certifying the matters set out in paragraph 9 of ASIC Class Order [CO 09/425] (the **Custodian Certificate**), including that there are no Participating Beneficiaries in respect of which the total of the application price for the following exceeds \$15,000:

- the New Shares applied for by the Custodian under the SPP in accordance with the instructions from the Participating Beneficiary to the Custodian or Downstream Custodian (as the case may be); and
- any other shares in the same class issued to the Custodian, in the 12 months before the application, as a result of an instruction given by the Participating Beneficiary to the Custodian or the Downstream Custodian to apply for AHG shares on their behalf under an arrangement similar to the SPP.

If a Custodian applies for New Shares on behalf of a Participating Beneficiary, AHG will not issue New Shares unless the Custodian Certificate is received before the Issue Date.

Custodians should request a pro forma Custodian Certificate when making an application on behalf of Participating Beneficiaries. To request a Custodian Certificate, and if you would like further information on how to apply, please contact AHG's share registry, Link Market Services, by emailing:

capitalmarkets@linkmarketservices.com.au.

5. PARTICIPATION IS OPTIONAL

Participation in the SPP is entirely optional (subject to the eligibility criteria set out in Section 3 above). The offer to acquire New Shares is not a recommendation. If you are in any doubt about the SPP, whether you should participate in the SPP or how participation will affect you, you should consider seeking independent financial and taxation advice before making a decision as to whether or not to accept this offer and, if so, how much to invest.

6. ISSUE PRICE

- (a) Under the SPP, Eligible Shareholders have an opportunity to subscribe for up to A\$15,000 worth of New Shares at an issue price of A\$4.52 per share.
- (b) This is the same price that institutional investors subscribed for new shares under the placement announced on 19 August 2016 (the same date that the SPP was announced) and represents a discount of:
 - (i) 6.2% to the last closing price of \$4.82 per AHG share on 18 August 2016 (being the last trading day prior to announcement of the Placement and SPP); and
 - (ii) 5.0% to the five day volume-weighted average price up to and including 18 August 2016 of \$4.76 per AHG share.

7. **RISKS ASSOCIATED WITH PARTICIPATING IN THE SPP**

- (a) The market price of AHG shares may rise or fall between the Record Date, the date of this offer, the date on which you make a BPAY payment or send in an Application Form and the date when New Shares are issued to you under the SPP. This means that the issue price per New Share pursuant to this offer may be either higher or lower than the prevailing AHG share price, up to or after the date the New Shares are issued to you under the SPP. Therefore, you may be able to buy AHG shares at a lower price on market than the issue price per New Share under the SPP.
- (b) AHG recommends that you monitor the AHG share price and any AHG announcements, which can be found on AHG's website at www.ahgir.com.au or on ASX's website at www.asx.com.au (ASX code: AHG).

8. **HOW MUCH CAN YOU INVEST**

- (a) Under the SPP, you may apply for a parcel of New Shares in A\$2,500 increments from a minimum of A\$2,500 up to a maximum of A\$15,000. The A\$15,000 limit applies irrespective of the number of AHG shares you hold on the Record Date.
- (b) The offer under the SPP needs to comply with the conditions of ASIC Class Order [CO 09/425]. Under that class order, Eligible Shareholders may only acquire up to a maximum of A\$15,000 worth of AHG shares under a share purchase plan or similar plan in any 12 month period. There is an exception for Eligible Shareholders that are "custodians" – see Section 4 above.
- (c) This limitation applies, for example, even if you receive more than one Application Form or if you hold AHG shares in more than one capacity, for example, if you are both a sole and joint holder of AHG shares. Please refer to the information under "Participation by Eligible Shareholders" in Section 4 above.
- (d) AHG reserves the right, and in certain circumstances may be required by ASIC Class Order [CO 09/425] or other conditions, to reject any application for New Shares under the SPP to the extent it considers, or is reasonably satisfied, that the application (whether alone or in conjunction with other applications) does not comply with these Terms and Conditions or ASIC Class Order [CO 09/425].

9. **APPLICATIONS MAY BE SCALED BACK**

- (a) AHG intends to raise up to A\$20 million under the SPP. Should total demand exceed A\$20 million, AHG reserves the right to scale back applications in its absolute and sole discretion. In determining the amount (if any) by which to scale back an applicant's application, AHG may take into account, among other factors, the size of an applicant's shareholding. Should this occur, you may be allocated that number of New Shares which is less than the parcel you applied for.
- (b) If a scale back produces a fractional number when applied to the parcel of New Shares you applied for, the number of New Shares that you will be allotted will be rounded up to the nearest whole number, and any difference will be refunded to you without interest.
- (c) Any application monies refunded by AHG under a scale back will be paid by cheque or direct credit (the payment method will be determined by AHG in its absolute discretion) in Australian currency, on the date that holding statements are dispatched under the SPP, expected to be Tuesday, 20 September 2016. By applying for New Shares, each shareholder authorises AHG to pay any monies to be refunded by using the payment instructions of the shareholder recorded in the records of AHG's share registry, if AHG should elect to pay in this manner.

10. **CALCULATION OF THE NUMBER OF NEW SHARES TO BE ISSUED TO YOU**

In the absence of a scale back, and assuming your application for New Shares complies with these Terms and Conditions, the number of New Shares to be issued to you will be calculated by dividing the aggregate application money that you pay in applying for New Shares by the issue price, then rounding up to the nearest whole number.

Set out in the table below is the number of New Shares that would be issued for each of the parcels of a New Shares that an Eligible Shareholder may apply for based on the issue price of \$4.52 per New Shares.

Option	Total Amount to be Paid (A\$)	Issue Price per Share (A\$)	Shares
A	\$2,500	\$4.52	554
B	\$5,000	\$4.52	1107
C	\$7,500	\$4.52	1660
D	\$10,000	\$4.52	2213
E	\$12,500	\$4.52	2766
F	\$15,000	\$4.52	3319

11. **NON-RENOUNCEABLE OFFER**

The offer to subscribe for New Shares under the SPP is non-renounceable. This means that you cannot transfer your right to subscribe for New Shares under the offer to anyone else.

12. **NO BROKERAGE**

No brokerage is payable by you to AHG in respect of the acquisition of New Shares under the SPP.

13. **RANKING OF NEW SHARES**

- (a) All New Shares issued under the SPP will rank equally with existing AHG ordinary shares from the date of issue, and therefore will carry the same voting rights, dividend rights and other entitlements as existing AHG ordinary shares.
- (b) The final dividend for FY2016 of 13 cents per share will be payable in respect of the New Shares.
- (c) AHG will apply for New Shares issued under the SPP to be quoted on the ASX.

14. **COMPLIANCE**

- (a) This offer of New Shares under the SPP is made in accordance with the requirements of ASIC Class Order [CO 09/425]. That Class Order grants relief from the requirement to prepare a prospectus for the offer of New Shares under the SPP.

This document is not a prospectus and has not been registered with the Australian Securities & Investments Commission and does not, and is not required to, contain all the information that a prospectus under Australian law is required to contain.

- (b) The New Shares are not being offered or sold to the public within New Zealand other than to existing shareholders of AHG with registered addresses in New Zealand to whom the offer of New Shares is being made in reliance on the Securities Act (Overseas Companies) Exemption Notice 2013 (New Zealand).

This document has not been registered, filed with or approved by any New Zealand regulatory authority. This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

15. **BINDING TERMS**

By accepting the offer to purchase New Shares under the SPP, you agree to be bound by these Terms and Conditions and AHG's constitution.

16. **HOW TO APPLY**

If you are an Eligible Shareholder and would like to apply for New Shares under the SPP, you can either:

- (a) complete the Application Form and, together with a cheque, bank draft or money order for the relevant amount, forward it to AHG's share registry; or
- (b) make a BPAY payment.

Please see Sections 17 and 18 below for details.

17. **FOR PAYMENT BY CHEQUE, BANK DRAFT OR MONEY ORDER**

Eligible Shareholders must complete the enclosed Application Form and return it, together with a cheque, bank draft or money order made payable to "**Automotive Holdings Group Share Purchase Plan**" drawn on an Australian bank and in Australian dollars for the correct amount, in the enclosed reply-paid envelope (New Zealand shareholders will need to affix an appropriate postage stamp) so that it is received prior to the close of the offer at **5.00 pm (Sydney time) on Friday, 9 September 2016** at:

Automotive Holdings Group Limited
C/- Link Market Services
GPO Box 3560
Sydney NSW 2001

18. **APPLYING FOR BPAY PAYMENT**

Eligible Shareholders who wish to pay by BPAY, must follow the instructions on the Application Form so that it is received by AHG's share registry by **no later than 5.00 pm (Sydney time) on Friday, 9 September 2016**. Your personalised Application Form carries the Biller Code and your unique reference number, which you must use to take up the offer.

Applicants using BPAY should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment, and should therefore take this into consideration when making payment. It is the responsibility of the applicant to ensure that funds submitted through BPAY are received by this time.

If you make your payment using BPAY, you do not need to return your Application Form.

19. **YOUR REPRESENTATIONS**

By completing and submitting the Application Form (together with a cheque, bank draft or money order) **OR making a BPAY payment, you represent, warrant, agree, acknowledge or authorise** (as the case may be) on your own behalf, and on behalf of each person on whose account you are acting, **that:**

Representations and warranties

- (a) you are an Eligible Shareholder and are eligible to participate in the SPP for the number of New Shares you have applied for;
- (b) the aggregate of the application price paid by you for:
 - (i) the New Shares the subject of your Application Form or BPAY payment;
 - (ii) any other New Shares applied for by you under the SPP or any similar share purchase plan arrangement operated by AHG in the 12 months prior to the date you submitted your Application Form or your BPAY payment;
 - (iii) any other New Shares which you have instructed a Custodian to acquire on your behalf under the SPP; and
 - (iv) any other AHG shares issued to a Custodian in the 12 months before the date you submitted your Application Form or made your BPAY payment as a result of an instruction given by you to the Custodian or another custodian to apply for AHG shares on your behalf under an arrangement similar to the SPP, and which resulted in you holding the beneficial interest in those shares,

does not exceed A\$15,000, unless you are applying as a Custodian for one or more Participating Beneficiaries and have provided AHG with the Custodian Certificate referred to under "Participation by Eligible Shareholders" in Section 4 above;

- (c) you have not, and will not, send any materials relating to the SPP to any person located in the United States, or that is acting for the account or benefit of a person located in the United States, or to any person in any country outside Australia and New Zealand, and agree to provide (and direct your custodian to provide) any requested substantiation of your eligibility to participate in the SPP and of your beneficial holding of AHG shares at the Record Date;
- (d) you declare that you are at least 18 years of age and have full legal capacity and power to perform all your rights and obligations under the Application Form;

Acknowledgements

- (e) you acknowledge that the New Shares have not, and will not be, registered under the US Securities Act or the securities laws of any state or other jurisdictions in the United States, or in any other jurisdiction outside Australia or New Zealand and accordingly, New Shares may not be offered, sold or otherwise transferred except in accordance with an available exemption from, or a transaction not subject to, the registration requirements of the US Securities Act and any other applicable securities laws;
- (f) you acknowledge that you have not been provided with investment advice or financial product advice by AHG or Link Market Services and that neither of them has any obligation to provide advice in relation to your consideration as to whether or not to purchase AHG shares;

- (g) you acknowledge that the market price of AHG shares may rise or fall between the date of this offer and the Issue Date and that the Issue Price you pay per New Share may exceed the market price of the AHG shares on or after the Issue Date;
- (h) you acknowledge that AHG may at any time determine that your Application Form is valid, in accordance with the Terms and Conditions, even if the Application Form is incomplete, contains errors or is otherwise defective;
- (i) you acknowledge that AHG is not liable for any exercise of its discretions referred to in these Terms and Conditions;
- (j) you acknowledge your application is irrevocable and unconditional;

Other

- (k) you authorise AHG (and its officers or agents) to correct any minor error or omission in your Application Form and to complete the Application Form by the insertion of any missing details;
- (l) you authorise AHG to register you as the holder(s) of New Shares issued to you;
- (m) you accept the risk associated with any refund that may be sent to you by direct credit to your nominated account of cheque to your address shown on AHG's register;
- (n) you are responsible for any dishonour fees or other costs AHG may incur in presenting a cheque for payment which is dishonoured; and
- (o) you irrevocably and unconditionally agree to these Terms and Conditions and the terms of the Application Form and agree not to do any act or thing which would be contrary to the spirit, intention or purpose of the SPP.

20. **GENERAL APPLICATION TERMS**

- (a) Do not forward cash. Receipts for payment will not be issued.
- (b) Applications may only be made for parcels of New Shares in multiples of A\$2,500, up to a maximum of A\$15,000. If the amount of the payment tendered with your Application Form or your BPAY payment is:
 - (i) less than A\$2,500 – AHG will not allot any New Shares to you and will refund your application money to you, without interest payable to you;
 - (ii) greater than A\$15,000 - subject to scale back, AHG will allot the maximum number of New Shares to you and will refund the excess application money to you, without interest payable to you; or
 - (iii) not a multiple of A\$2,500 that is more than A\$2,500 but less than A\$15,000 - subject to scale back, AHG will allot to you the number of New Shares that would have been allotted had you applied for the highest amount you were permitted to apply for that is less than the amount of your cheque or BPAY payment, and will refund the excess application money to you, without interest payable to you.
- (c) Application Forms and BPAY payments must be received by AHG's share registry **no later than 5.00 pm (Sydney time) on Friday, 9 September 2016**. AHG reserves the right not to accept Application Forms and BPAY payments received after that time.

- (d) Application Forms and BPAY payments under the SPP may not be withdrawn once they have been received by AHG. No interest will be payable on application money held by AHG.
- (e) Please read the enclosed Application Form for further details of how to apply for New Shares under the SPP.
- (f) You agree to make the representations in Section 19 above.
- (g) Due to legal restrictions, nominees and custodians may not distribute this document, and may not permit any beneficial shareholder to participate in the SPP, in any country outside Australia and New Zealand except with the consent of AHG.

21. ISSUE AND QUOTATION DATES

- (a) New Shares are expected to be issued under the SPP on Friday, 16 September 2016 and quoted on ASX on or before Monday, 19 September 2016.
- (b) AHG expects to dispatch a holding statement or confirmation advice in respect of the New Shares allotted to you under the SPP on Tuesday, 20 September 2016. You should confirm your holding before trading in any New Shares you believe have been allotted to you under the SPP.

22. UNDERWRITING

The SPP will not be underwritten.

23. WITHDRAWAL SUSPENSION, TERMINATION, ANOMALIES AND DISPUTES

- (a) AHG reserves the right to waive strict compliance with any provision of these Terms and Conditions, to amend or vary these Terms and Conditions and to suspend or terminate the SPP at any time. Any such amendment, variation, suspension or termination will be binding on all Eligible Shareholders even where AHG does not notify you of that event.
- (b) AHG may make determinations in any manner it thinks fit, including in relation to any difficulties, anomalies or disputes which may arise in connection with, or by reason of, the operation of the SPP, whether generally or in relation to any participant or application. Any determination by AHG will be conclusive and binding on all Eligible Shareholders and other persons to whom the determination relates.
- (c) AHG's rights may be exercised by the Board or any delegate of the Board.

24. FURTHER INFORMATION

If you have any questions in relation to the SPP, please email info@ahgir.com.au. For any registry related questions, please contact AHG's share registry, Link Market Services, on +61 8 9211 6670.

25. GOVERNING LAW

This offer is governed by the law in force in Western Australia. By accepting this offer, you submit to the non-exclusive jurisdiction of the courts of Western Australia.



AUTOMOTIVE HOLDINGS GROUP

Automotive Holdings Group Limited
ABN 35 111 470 038

All Registry communications to:
Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia
Telephone: +61 8 9211 6670
ASX Code: AHG
Website: www.linkmarketservices.com.au

SRN/HIN:
Entitlement Number:
Record Date: 7:00pm (Sydney time)
18 August 2016
Offer Opens: 29 August 2016

Offer Closes
5:00pm (Sydney time): 9 September 2016

SHARE PURCHASE PLAN ("SPP") APPLICATION FORM

How do I apply for Shares under this offer?

- Carefully read the SPP Terms and Conditions accompanying this form.
- Decide on the amount you wish to apply for.
- Pay for the Shares under the SPP ("New Shares") in accordance with the instructions outlined in the SPP Terms and Conditions and further important instructions on the reverse of this form.
 - Option 1: Paying by BPAY®.
 - Option 2: Paying by Cheque, Bank Draft or Money Order.
- Payments must be in Australian dollars.

PAYMENT OPTIONS

Option 1: Paying by BPAY®

If paying by BPAY®, you do **NOT** need to complete or return the Acceptance Slip attached to this Application Form below. Payment must be received by the Registry by BPAY® by 5:00pm (Sydney time) on 9 September 2016. By paying by BPAY®, you will be deemed to have completed an Application Form for the number of New Shares the subject of your Application Payment.

If you make a payment by BPAY® and Automotive Holdings Group Limited receives an amount which is not equal to either A\$2,500, A\$5,000, A\$7,500, A\$10,000, A\$12,500 or A\$15,000, Automotive Holdings Group Limited may round down the dollar amount of New Shares that you are applying for to the next lowest parcel at their discretion. Your payment must be for a minimum of A\$2,500.



Billers Code: 131706
Ref:

Telephone & Internet Banking – BPAY®

Contact your bank or financial institution to make this payment from your cheque, savings, debit or transaction account. More info: www.bpay.com.au
© Registered to BPAY Pty Ltd ABN 69 079 137 518

Option 2: Paying by Cheque, Bank Draft or Money Order

If paying by cheque, bank draft or money order, complete and return the Acceptance Slip attached to this Application Form with your Application Payment.

- Tick the box beside the amount you wish to apply for (with the amounts being either A\$2,500, A\$5,000, A\$7,500, A\$10,000, A\$12,500 or A\$15,000).
- Enter your cheque, bank draft or money order details. The amount of your Application Payment should be equal to the amount applied for in section A of the Acceptance Slip. Cheques, bank drafts or money orders must be drawn on an Australian branch of a financial institution in Australian currency, made payable to "Automotive Holdings Group Share Purchase Plan" and crossed "Not Negotiable". Please ensure sufficient cleared funds are held in your account, as your cheque will be banked as soon as it is received. If you provide a cheque, bank draft or money order for an amount that is not equal to either A\$2,500, A\$5,000, A\$7,500, A\$10,000, A\$12,500 or A\$15,000, Automotive Holdings Group Limited may round down the dollar amount of New Shares that you are applying for to the next lowest parcel at their discretion. Your payment must be for a minimum of A\$2,500.
- Enter your contact telephone number at which we may contact you regarding your application for New Shares, if necessary.

THIS IS A PERSONALISED FORM FOR THE SOLE USE OF THE SHAREHOLDER AND HOLDING RECORDED ABOVE.



AUTOMOTIVE HOLDINGS GROUP

Please detach and enclose with payment

SRN/HIN:
Entitlement Number:



A I/we wish to purchase a parcel of New Shares to the dollar amount of (tick one box only):

<input type="checkbox"/>	A\$2,500	OR	<input type="checkbox"/>	A\$5,000	OR	<input type="checkbox"/>	A\$7,500	OR	<input type="checkbox"/>	A\$10,000	OR	<input type="checkbox"/>	A\$12,500	OR	<input type="checkbox"/>	A\$15,000
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B Make your cheque, bank draft or money order payable to "Automotive Holdings Group Share Purchase Plan" and crossed "Not Negotiable"

Drawer	Cheque Number	BSB Number	Account Number	Amount of Cheque
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	A\$ <input type="text"/> .00

C Telephone Number – Business Hours Telephone Number – After Hours Contact Name

<input type="text"/>	<input type="text"/>	<input type="text"/>
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IMPORTANT INFORMATION

1. This is an important document which requires your immediate attention. If you are in any doubt as to how to deal with this Application Form, please consult your financial or other professional adviser.
2. If you do not wish to purchase New Shares under this SPP, there is no need to take action.
3. Please ensure you have read and understood the SPP Terms and Conditions and this Important Information, before you make the Application Payment by BPAY® or you submit your Acceptance Slip with your Application Payment.
4. This SPP is only open to "Eligible Shareholders" (as that term is defined in Section 3 of the SPP Terms and Conditions) and is non-renounceable. Applications can only be accepted in the name printed on the Application Form.
5. If you are a custodian, trustee or nominee within the definition of "custodian" in ASIC Class Order [CO 09/425] you must complete and submit an additional Schedule that contains additional certifications and details that must be provided ("the Schedule") before your Application will be received. The Schedule can be obtained by email to the Registry at capitalmarkets@linkmarketservices.com.au. Applications received by custodians that are not accompanied by the Schedule will be rejected.
6. For applicants that are not required to complete the Schedule, by submitting the Acceptance Slip (with a cheque, bank draft or money order) or making payment by BPAY®, you certify that the aggregate of the Application Payment paid by you for:
 - the parcel of New Shares indicated on your Application Form or the subject of your BPAY® payment; and
 - any other Shares applied for by you, or which you have instructed a Custodian to acquire on your behalf under the SPP or any other similar arrangement in the 12 months prior to the date of submission of the Acceptance Slip or payment by BPAY®,does not exceed A\$15,000.
7. Automotive Holdings Group Limited reserves the right to make amendments to this Application Form where appropriate.
8. The SPP will be capped at A\$20 million. Applicants are not assured of receiving the New Shares for which they have applied as Automotive Holdings Group Limited may scaleback applications in its sole and absolute discretion.
9. By making your Application Payment, you will be deemed to have made the representations and warranties and agree to the matters set out in Section 19 of the SPP Terms and Conditions.

How to Lodge your Acceptance Slip and Application Payment

A reply paid envelope is enclosed for you to return your Acceptance Slip and Application Payment. No postage stamp is required if it is posted in Australia.

Your payment for New Shares and, if required, your Acceptance Slip must be received by the Registry no later than the closing date shown overleaf. If paying by BPAY® you do not need to complete or return the Application Form. You should check the processing cut off-time for BPAY® transactions with your bank, credit union or building society to ensure your payment will be received by the Registry by the close of the offer.

Mailing Address

Automotive Holdings Group Limited
C/- Link Market Services Limited
GPO Box 3560
Sydney NSW 2001

or

Hand Delivery

Automotive Holdings Group Limited
C/- Link Market Services Limited
1A Homebush Bay Drive
Rhodes NSW 2138 **(Please do not use this address for mailing purposes)**

Make sure you send your Acceptance Slip and Application Payment allowing enough time for mail delivery, so Link Market Services Limited receives them no later than 5:00pm (Sydney time) on 9 September 2016. Please ensure sufficient cleared funds are held in your account, as your cheque will be banked as soon as it is received. Automotive Holdings Group Limited reserves the right not to process any Acceptance Slips and Application Payments received after the Closing Date.

If you require information on how to complete this Acceptance Slip please contact the Registry on +61 8 9211 6670.