



17 September 2019

The Manager
Market Announcements Office
ASX Limited

Commencement of compulsory acquisition process

A.P. Eagers Limited (ASX:APE) (**AP Eagers**) refers to its off-market takeover offer for all the shares in Automotive Holdings Group Limited (**AHG**) that are not already owned by it (**Offer**), which closed at 7.00pm (Sydney time) on 16 September 2019.

AP Eagers now has a relevant interest in 92.7620% of AHG shares and is entitled to proceed to compulsory acquisition of the remaining AHG shares in respect of which it has not received acceptances under the Offer.

Compulsory acquisition notices and related correspondence will shortly be dispatched to all AHG shareholders who have not accepted the Offer. A copy of that correspondence is attached as required under section 661B(1)(d) of the Corporations Act.

AP Eagers understands that ASX will suspend quotation of AHG shares five business days after today, in accordance with ASX Listing Rule 17.4.

Yours faithfully

Denis Stark
Company Secretary

A.P. EAGERS LIMITED
ABN 87 009 680 013

Registered Office
5 Edmund Street, Newstead QLD 4006
P.O. Box 199, Fortitude Valley QLD 4006
T (07) 3608 7100 F (07) 3608 7111
E corporate@apeagers.com.au

18 September 2019



000001 - 045 AHG

ADDRESS LINE 1
ADDRESS LINE 2
ADDRESS LINE 3
ADDRESS LINE 4
ADDRESS LINE 5

Dear AHG shareholder

Takeover offer by A.P. Eagers Limited for Automotive Holdings Group Limited - Compulsory acquisition notice

A.P. Eagers Limited ACN 009 680 013 (**AP Eagers**) recently made an off-market takeover offer (**Offer**) to acquire all your shares in Automotive Holdings Group Limited ACN 111 470 038 (**AHG**).

The Offer closed at 7.00pm (Sydney time) on 16 September 2019.

At the close of the Offer, AP Eagers had a relevant interest in 92.7620% of AHG shares. Consequently, AP Eagers has received sufficient acceptances under the Offer to entitle it to proceed to compulsory acquisition of all the shares in AHG for which it has not received valid acceptances. The purpose of this letter is to inform you that this compulsory acquisition process has now commenced.

If you have already accepted the Offer, you can disregard this letter.

The formal notice (ASIC Form 6021 Notice of Compulsory Acquisition Following a Takeover), which AP Eagers is required to give you under the *Corporations Act 2001* (Cth), is attached to this letter.

Under the compulsory acquisition procedure, you will receive 1 fully paid ordinary share in AP Eagers, as consideration for every 3.6 fully paid ordinary shares in AHG that you hold.

AP Eagers is required to give the total consideration under the compulsory acquisition process to AHG approximately six weeks after the date of this letter (or later in some circumstances). As soon as practicable after receiving the consideration from AP Eagers, AHG is then required to send you a letter seeking your instructions on how to deal with the consideration. In the meantime, AHG is required to hold the consideration on trust for you.

If you have any questions in relation to the compulsory acquisition of your AHG shares, please call 1300 560 339 (toll free within Australia) or +61 2 8011 0354 (for callers from outside Australia) between 9.00am and 5.00pm (Sydney time) Monday to Friday.

Yours faithfully

Denis Stark
Company Secretary

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ABN 87 009 680 013

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Notice of compulsory acquisition following takeover bid

Notice

To each holder of:

Description of class of securities to which the bid relates

ORDINARY SHARES

('Bid Class Securities')

in

Name of target company or body

Name ('the Company')

AUTOMOTIVE HOLDINGS GROUP LIMITED

ACN/ARBN/ARSN

ACN 111 470 038

Tick applicable box(es)

- and each holder of securities that will or may be converted into, or confer rights to be issued, in the next 6 weeks, securities to which the bid related.
- and each holder of non-transferable securities issued under an employee incentive scheme referred to in paragraph 2.

Name of bidder

1. Under a takeover bid offers were made by

A.P. EAGERS LIMITED ACN 009 680 013

in respect of the acquisition of Bid Class Securities in the company.

The offers

Tick one box

- closed
- are scheduled to close

Date offers closed or are scheduled to close

on

Date

1 6 / 0 9 / 1 9
[D] [D] [M] [M] [Y] [Y]

Tick applicable box(es).
(see subsection 661A(4) and (4A))

2. You are, as at the date of this notice, the holder of one or more of the following

- securities in respect of which the takeover offer was made, but have not accepted the offer. (If you have accepted the offer but have received this notice you do not need to do anything in response to this notice—the bidder will acquire your securities under the offer.)
- securities to which the bid related issued after the end of the offer period and before the date of this notice
- securities that will or may be converted into, or confer rights to be issued, in the next 6 weeks, securities to which the bid related
- securities issued under an employee incentive scheme to which restrictions on transfer apply under the company's constitution or the terms of issue, being

Description of securities

Description of securities

the following securities in the bid class in which the bidder has a relevant interest

Tick one box

3. The bidder gives you notice under subsection 661B(1) of the Corporations Act 2001 ('the Act') that the bidder has become entitled pursuant to subsection

- 661A(1)
- 661A(3)

of the Act to compulsorily acquire your securities and desires to acquire those securities.

Continued... Notice

Date of lodgement

4. Under section 661D of the Act, you have the right, by notice in writing given to the bidder within one month after this notice is lodged with ASIC, to ask the bidder for a written statement of the names and addresses of everyone else the bidder has given this notice to.

This notice was lodged with ASIC on

Date

/ /
[D] [D] [M] [M] [Y] [Y]

5. Under section 661E of the Act, you have the right, within one month after being given this notice (see paragraph 8) or within 14 days after being given a statement requested under section 661D of the Act (as referred to in paragraph 4 of this notice), whichever is later, to apply to the Court for an order that the securities not be compulsorily acquired.

Tick one box

6. The bidder is entitled and bound to acquire the securities on the terms that applied under the takeover bid immediately before

- this notice was given.
 the end of the offer period.

7. Unless the Court otherwise orders, on application made by you under section 661E of the Act within one month after being given this notice (see paragraph 8) or within 14 days after being given a statement under section 661D (as referred to in paragraph 4 of this notice), whichever is the later, the bidder must comply with paragraph 6 of this notice.

8. A notice sent by post to you is taken to be given to you 3 days after it is posted.

Signature

Name of person signing

DENIS STARK

Capacity

COMPANY SECRETARY

Signature

Denis Stark

Date signed

/ /
[D] [D] [M] [M] [Y] [Y]