

**Form 603**  
Corporations Act 2001  
Section 671B

## Notice of initial substantial holder

To Company Name/Scheme LatAm Autos Limited (Company or LatAm Autos)

ACN/ARSN 169 063 414

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

Name LatAm Autos Limited

ACN/ARSN (if applicable) 169 063 414

The holder became a substantial holder on 17/12/14

### 2. Details of 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 on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Fully paid ordinary shares	169,822,186	n/a	71%

### 3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Company	Restrictions on disposal of shares under mandatory restriction arrangements imposed in accordance with ASX listing rules and disclosed in the Company's replacement prospectus dated 10 December 2014 give the Company a 'relevant interest' in its own shares under section 671B(7) of the <i>Corporations Act 2001</i> (Cth), as amended by ASIC Class Order [CO 13/520]. However, the Company has no right to acquire these shares or to control the voting rights attaching to these shares.	126,759,206
Company	Restrictions on disposal of shares under voluntary restriction arrangements disclosed in the Company's replacement prospectus dated 10 December 2014 give the Company a 'relevant interest' in its own shares under section 608(1)(c) of the <i>Corporations Act 2001</i> (Cth). However, the Company has no right to acquire these shares or to control the voting rights attaching to these shares.	42,994,604

### 4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
Company	Those holders listed in Annexure A	Those holders listed in Annexure A	169,822,186

### 5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

No consideration was paid by the Company. The Company has no right to acquire the shares that are subject to the mandatory or voluntary escrow arrangements.

**6. Associates**

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Not applicable

**7. Addresses**

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

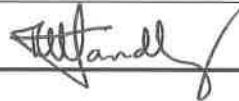
Name	Address
LatAm Autos Limited	Level 4, 100 Albert Road, South Melbourne VIC 3205
The holders listed in Annexure A	c/ - Level 4, 100 Albert Road, South Melbourne VIC 3205

**Signature**

print name TIMOTHY HANDLEY

capacity Director

sign here



date 18 / 12 / 14

**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 7 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 total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
  - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. 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.
- (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) Details of the consideration must include any and all benefits, moneys 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 associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

# Annexure A to Form 603

*This is annexure A of 1 page referred to in form 603 'Notice of initial substantial holder' for LatAm Autos Limited ACN 169 063 414.*

## 1. ASX mandatory restricted securities

- 1.1 The following securities are classified as restricted securities for a period of 24 months from the date of listing:

Holder	Number of securities restricted
Chestnut Partners Limited	50,000,000
Log Creek Pty Ltd <ATF The Log Creek Vineyard Trust>	11,111,112
Startive Ventures Inc	3,046,297
Alan Beattie	851,853
Galbraith Family Superannuation Fund	74,075
German Barrios	833,334
Huw Protheroe Birrell	806,482
Kelly Jarrett	11,112
RJ Grant Super Pty Ltd	416,667
Robert Grant	905,927
Turclin Pty Ltd <ATF Christensen Forster SF>	833,334
Jorge Mejia Ribadeneira	9,003,720
<b>Total</b>	<b>77,893,913</b>

- 1.2 The following securities are classified as restricted securities for a period of 12 months from the date of issue:

Holder	Number of securities restricted
Allegra Ventures Pty Ltd <ATF Gee Super Fund>	1,166,667
Decante Pty Ltd<ATF JM Ehrlich Super Fund>	833,334
Dumamoya Pty Limited<ATF Dumamoya Trust>	1,083,334
EMH IV Pty Ltd <ATF EMH IV Family Trust>	833,334
Gary Zamel & Associates Pty Ltd<ATF Gary Zamel & Associates Pty Ltd Superannuation Fund>	1,250,000

Geoffrey Earl	833,334
John Hindmarsh	833,334
Koorbnarc Nominees Pty Ltd	833,334
Manu Australia Pty Ltd<ATF Manu Australia Trust>	1,083,334
Marissa Ainsworth	833,334
Mark Annesley Williams	833,334
Matthew Lorback	833,334
Meruma Pty Ltd <ATF Meruma Investments Trust>	4,166,667
Michael Anderson	833,334
Mpc Nominees Pty Ltd	8,333,334
Noala Adele Walker	833,334
Paperbark Pty Ltd <ATF Teasdale Family Trust>	416,667
Paperbark Pty Ltd <ATF Teasdale Family Superannuation Fund>	416,667
Peter Gerald Kelman	833,334
S Chamberlain Pty Ltd <ATF S Chamberlain Family Trust>	1,666,667
Tall Ventures Pty Ltd <ATF Tall Ventures Trust>	1,666,667
Tanadesh Pty Limited <ATF Tanadesh Super Fund>	833,334
Tico Pty Ltd<ATF TA Holmes Super Fund>	1,666,667
Ultracon Pty Ltd	833,334
Andres Jacobo Moreno Noboa	6,219,675
Daniel Ponce Mejia	2,250,930
Diego Fernando Camacho Puente	6,219,675
Sarah Propert Birrell	225,000
Giles Alan Errington Dawson	116,667
Nick Peter Longstaff Adams Williams	83,333
<b>Total</b>	<b>48,865,293</b>

## 2. Voluntary restricted securities

- 2.1 The following securities are classified as restricted securities for a period of 12 months from the date of listing:

Log Creek Pty Ltd <ATF The Log Creek Vineyard Trust>	10,925,926
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Startive Ventures Inc	9,592,593
Meruma Pty Ltd <ATF Meruma Investments Trust>	925,926
HK Private Client Investments Pty Ltd <ATF HK Private Client Investments Unit Trust>	2,592,593
SDS Capital No 2 Pty Ltd <ATF SDS Capital No 2 Unit Trust>	2,592,593
TICO Pty Ltd <ATF TA Holmes Super Fund>	555,556
Huw Protheroe Birrell	250,001
S Chamberlain Pty Ltd <ATF S Chamberlain Family Trust>	185,186
Gary Zamel & Associates Pty Ltd <ATF Gary Zamel & Associates Pty Ltd Super Fund>	555,556
David Gallagher	1,481,482
Comperio Investment Management Limited	1,851,852
Jonathan Richard Davie	1,851,852
Decante Pty Ltd <ATF JM Ehrlich Super Fund>	703,704
Allegra Ventures Pty Ltd <ATF Gee Super Fund>	248,149
CG Nominees (Australia) Pty Ltd	925,928
Dumamoya Pty Limited<ATF Dumamoya Trust>	248,149
Manu Australia Pty Ltd<ATF Manu Australia Trust>	244,445
Koorbnarc Nominees Pty Ltd	314,815
Alan Beattie	166,668
Noala Adele Walker	185,186
Ultracon Pty Ltd	185,186
Robert Grant	83,334
Sundowner Productions Pty Ltd	925,926
Galbraith Family Superannuation Fund	666,667
Fazin Pty Ltd	555,556
Alady Investments Pty Ltd	370,371
Warwick Earl	370,371
Andrew Walsh	185,186
Grant John Crene	185,186
Kelly Jarrett	100,000
Patrick Boisvert	555,556
EMH IV Pty Ltd <ATF EMH IV Family Trust>	925,926

Etonvale Pty Ltd <ATF The Michael Tong Family Trust >	113,960
B&E Lewin Investments Pty Ltd <ATF B&E Lewin Superannuation Fund>	113,960
Big Art Investments Pty Ltd	185,185
Up With A Flower Pty Ltd <ATF DAA Investments>	185,185
Mr Benjamin McGarry < McGarry Family Super Fund>	55,555
Sarah Propert Birrell	55,556
Alamar Holdings Pty Ltd	277,778
Giles Alan Errington Dawson	185,185
Nicholas Peter Longstaff Adams Williams	92,593
Waitohi Carkeek Wiremu	18,519
Jose Tomas Rodriguez	9,259
Colin Phillips	148,148
Adrian Phillip Manger	37,037
Sam Gearing	9,259
<b>Total</b>	<b>42,994,604</b>

Signature: \_\_\_\_\_



Date: 18 December 2014

Authorised Signatory (Timothy Handley)