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## **AUTOMOTIVE TECHNOLOGY GROUP LIMITED**

**ACN 106 337 599**

### **NOTICE OF ANNUAL GENERAL MEETING**

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**TIME:** 12:00pm (WST)  
**DATE:** 30 November 2011  
**PLACE:** Barringtons  
283 Rokeby Road  
SUBIACO WA 6008

The Automotive Technology Group Limited 2011 Annual Report is available online at  
[www.ATGgroup.com.au](http://www.ATGgroup.com.au).

***This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.***

***Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (08) 6141 3500.***

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**TIME AND PLACE OF MEETING AND HOW TO VOTE**

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**VENUE**

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The Annual General Meeting of the Shareholders of Automotive Technology Group Limited to which this Notice of Meeting relates will be held at 12:00pm (WST) on 30 November 2011 at:

Barringtons,  
283 Rokeby Road,  
SUBIACO WA 6008

**YOUR VOTE IS IMPORTANT**

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The business of the Annual General Meeting affects your shareholding and your vote is important.

**VOTING ELIGIBILITY**

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The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 5:00pm (WST) (8.00pm Sydney daylight savings time) on 28 November 2011

**VOTING IN PERSON**

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To vote in person, attend the Annual General Meeting at the time on the date and at the place set out above.

**VOTING BY PROXY**

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To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

New sections 250BB and 250BC of the Corporations Act came into effect on 1 August 2011 and apply to voting by proxy on or after that date. Shareholders and their proxies should be aware of these changes to the Corporations Act, as they will apply to this Annual General Meeting. Broadly, the changes mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes are set out below.

### ***Proxy vote if appointment specifies way to vote***

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does:**

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

### ***Transfer of non-chair proxy to chair in certain circumstances***

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
  - the proxy is not recorded as attending the meeting;
  - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

## **CORPORATE REPRESENTATION**

A company may only vote by proxy, power of attorney or by appointment of a corporate representative. The instrument appointing a proxy is not valid unless the original instrument and the power of attorney or other authority (if any) under which the instrument is signed (duly stamped where necessary) or a copy or facsimile which appears on its face to be an authentic copy of that proxy, or power of attorney is submitted to the Registered Office within the time set out herein. A company must sign a proxy under common seal in accordance with its Constitution or otherwise in accordance with the Corporations Act 2001 or under power of attorney which must be produced with the Proxy Form.

If the shares are registered in the name of more than one person, all such holders must sign the Proxy Form.

To be valid a Proxy Form and the Power of Attorney under which it is signed or proof thereof must be to the satisfaction of the Chair of the meeting.

## **CORPORATE REPRESENTATIVE**

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Any corporate Shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's corporate representative. The authority may be sent to the Company and / or registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative. An appointment of a corporate representative form is enclosed.

## **QUESTIONS FROM SHAREHOLDERS**

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At the Meeting the Chair will allow a reasonable opportunity for Shareholders to ask questions or make comments on the management of the Company and the Remuneration Report.

Mr Peter McIver of Ernst & Young, as auditor responsible for preparing the auditor's report for the year ended 30 June 2011 (or his representative) will attend the Meeting. The Chair will also allow a reasonable opportunity for Shareholders to ask the auditor questions about:

- the conduct of the audit;
- the preparation and content of the auditor's report;
- the accounting policies adopted by the Company in the preparation of the financial statements; and
- the independence of the auditor in relation to the conduct of the audit.

To assist the Board and the auditor of the Company in responding to questions, please submit any question you may have in writing by no later than 11am (WST) 18 November 2011:

In person: Registered Office – 73 Resource Way, Malaga WA 6090

By mail: 73 Resource Way, Malaga WA 6090

By facsimile: (08) 9262 7288 (international + 61 8 9262 7288)

At the Meeting the Company will make a list of questions for the auditor received in writing by 12:00pm on 30 November 2011 and which the auditor considers relevant to the matters noted above. The Chair will allow the auditor a reasonable opportunity to respond to the questions set out in this list.

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## NOTICE OF ANNUAL GENERAL MEETING

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Notice is given that the Annual General Meeting of Shareholders of Automotive Technology Group Limited will be held at 12:00pm (WST) on 30 November 2011 at Barringtons, 283 Rokeby Road, Subiaco WA 6008.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the proxy form are part of this Notice of Meeting.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

## AGENDA

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### ORDINARY BUSINESS

#### Financial Statements and Reports

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2011 together with the declaration of the directors, the directors' report, the remuneration report and auditor's report.

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#### 1. RESOLUTION 1 – ADOPTION OF THE REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

*“That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2011.”*

**Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.**

#### Voting Prohibition Statement:

A vote on this Resolution must not be cast (in any capacity) by or on behalf of any of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person described above may vote on this Resolution if:

- (c) the person does so as a proxy appointed by writing that specifies how the proxy is to vote on the Resolution; and
- (d) the vote is not cast on behalf of a person described in sub-paragraphs (a) or (b) above.

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#### 2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR - MR RICHARD O'BRIEN

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*“That, for the purpose of clause 15.4 of the Constitution and for all other purposes, Mr Richard O’Brien, a Director, retires by rotation and, being eligible, is re-elected as a Director.”*

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### 3. RESOLUTION 3 – APPOINTMENT OF PKF MACK & CO AS AUDITOR

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **special resolution**:

*“That, for the purposes of Section 327B of the Corporations Act 2001 and for all other purposes, PKF Mack & Co, having been nominated by a Shareholder and having consented in writing to act in the capacity of auditors of the Company, be appointed as auditor of the Company with effect from the close of the Annual General Meeting .”*

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### 4. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE - OPTIONS TO CONSULTANTS

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and issue of 20,000,000 Consultant Options (on a post-Consolidation basis) on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

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### 5. RESOLUTION 5 - APPROVAL OF PERFORMANCE RIGHTS PLAN

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*“That, for the purpose of ASX Listing Rule 7.2 (Exception 9) and for all other purposes, approval is given to adopt the Automotive Technology Group Limited Performance Rights Plan and to issue securities under that plan on the terms and conditions summarised in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by a director of the Company (except one who is ineligible to participate in any employee incentive plan in relation to the Company) and any associate of that person. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

**Voting Prohibition Statement:**

A vote on this Resolution must not be cast (in any capacity) by or on behalf of any of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person described above may vote on this Resolution if:

- (c) the person does so as a proxy appointed by writing that specifies how the proxy is to vote on the Resolution; and
- (d) the vote is not cast on behalf of a person described in sub-paragraphs (a) or (b) above.

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## 6. RESOLUTION 6 – ISSUE OF PERFORMANCE RIGHTS TO MR STEVEN APEDAILE

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*“That, subject to the passing of Resolution 5, for the purposes of ASX Listing Rule 10.14, Section 208 of the Corporations Act and for all other purposes, approval is given for the Directors to grant 5,000,000 Performance Rights to Mr Steven Apedaile (or his nominee) on the terms and conditions set out in the Explanatory Statement.”*

**ASX Voting Exclusion:** The Company will disregard any votes cast on this Resolution by a Director (except those who are ineligible to participate in any employee incentive scheme in relation to the Company) and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides **Voting Prohibition Statement:**

A vote on this Resolution must not be cast (in any capacity) by or on behalf of any of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person described above may vote on this Resolution if:

- (c) the person does so as a proxy appointed by writing that specifies how the proxy is to vote on the Resolution; and
- (d) the vote is not cast on behalf of a person described in sub-paragraphs (a) or (b) above.

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## 7. RESOLUTION 7 – ISSUE OF PERFORMANCE RIGHTS TO MR MICHAEL VAN UFFELEN

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*“That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Directors to allot and issue up to 5,000,000 Performance Rights to Mr Michael van Uffelen (or his nominee) on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

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**8. RESOLUTION 8 – ISSUE OF PERFORMANCE RIGHTS TO MR JAY UPTON**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*“That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Directors to allot and issue up to 5,000,000 Performance Rights to Mr Jay Upton (or his nominee) on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

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**9. RESOLUTION 9 – CHANGE OF COMPANY NAME**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **special resolution**:

*“That, for the purpose of Section 157(1) of the Corporations Act, and for all other purposes, the name of the Company be changed to “Sprintex Limited”.”*

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**DATED: 26 October 2011**

**BY ORDER OF THE BOARD**

**JAY STEPHENSON  
COMPANY SECRETARY**



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## EXPLANATORY STATEMENT

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This purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

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### 1. FINANCIAL STATEMENTS AND DIRECTORS' REPORTS

In accordance with the Constitution, the business of the meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2011 together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on the Company's website at [www.ATGgroup.com.au](http://www.ATGgroup.com.au).

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### 2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

#### 2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the Directors or the Company.

Under recent changes to the Corporations Act which came into effect on 1 July 2011, if at least 25% of the votes cast on Resolution 1 are voted against adoption of the Remuneration Report at the Annual General Meeting, and then again at the Company's 2012 annual general meeting, the Company will be required to put to Shareholders a resolution proposing the calling of an extraordinary general meeting to consider the appointment of directors of the Company (**Spill Resolution**).

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the extraordinary general meeting (**Spill Meeting**) within 90 days of the Company's 2012 annual general meeting. All of the Directors who were in office when the Company's 2012 Directors' report was approved, other than the Managing Director of the Company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting. Following the Spill Meeting those persons whose election or re-election as Directors is approved will be the Directors of the Company.

The remuneration report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The remuneration report is part of the Directors' report contained in the annual financial report of the Company for the financial year ending 30 June 2011.

A reasonable opportunity will be provided for discussion of the remuneration report at the Annual General Meeting.

#### 2.2 Proxy Restrictions

Pursuant to the Corporations Act, if you elect to appoint the Chair, or another member of Key Management Personnel or any Closely Related Party as your

proxy to vote on this Resolution 1, you must direct the proxy how they are to vote. Where you do not direct the Chair, or another member of Key Management Personnel or Closely Related Party on how to vote on this Resolution 1, the proxy is prevented by the Corporations Act from exercising your vote and your vote will not be counted in relation to this Resolution 1.

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### **3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR RICHARD O'BRIEN**

Clause 15.4 of the Constitution requires that one-third of the Directors (other than the Managing Director) must retire at every annual general meeting of the Company.

The Company currently has four (4) Directors and accordingly one (1) must retire.

Mr Richard O'Brien, the Director longest in office since his last rotation, will retire in accordance with clause 15.4 of the Constitution and seek re-election.

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### **4. RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE OF OPTIONS TO CONSULTANTS**

#### **4.1 General**

On 9 September 2011, the Company issued 20,000,000 Consultant Options as consideration for business development services provided to the Company.

Resolution 3 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Consultant Options (**Ratification**).

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

#### **4.2 Technical information required by ASX Listing Rule 7.4**

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Ratification:

- (a) 20,000,000 Consultant Options were allotted;
- (b) the Options were issued for nil cash consideration;
- (c) the Options were issued on the terms and conditions set out in Annexure A;
- (d) the Options were allotted and issued to business development consultants engaged by the Company, none of whom are related parties of the Company; and

- (e) no funds were raised from this issue as the Options were issued in consideration for business development.

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## 5. RESOLUTION 4 – APPOINTMENT OF AUDITOR

Ernst & Young, which is the Company's current auditor, has given notice of its intention to resign as auditor of the Company to ASIC (under section 329(5) of the Corporations Act).

Upon receipt of ASIC's consent to their resignation, Ernst & Young has advised that it will submit a notice of resignation to the Company in accordance with sections 329(5) of the Corporations Act, such resignation to take effect from the date of the Annual General Meeting.

In accordance with section 328B(1) of the Corporations Act, the Company has sought and obtained a nomination from a Shareholder for PKF Mack & Co (**PKF**) to be appointed as the Company's auditor. A copy of this nomination is attached to this Explanatory Statement as Annexure B.

PKF has given its written consent to act as the Company's auditor, subject to Shareholder approval and the resignation of Ernst & Young.

If Resolution 4 is passed, the appointment of PKF as the Company's auditors will take effect from the close of the Annual General Meeting.

If Ernst & Young does not obtain ASIC approval and resign by the date of the Annual General Meeting, the Company will not put Resolution 4 to Shareholders but instead intends to appoint PKF as its auditor under section 327C(1) of the Corporations Act once ASIC approval is obtained and Ernst & Young has resigned. The Company will then seek Shareholder approval for the re-appointment of PKF as its auditor at its next annual general meeting.

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## 6. RESOLUTION 5 – ADOPTION OF EMPLOYEE PERFORMANCE RIGHTS PLAN

### 6.1 General

Resolution 5 seeks shareholder approval to establish and maintain an Automotive Technology Group Limited Performance Rights Plan (**Plan**) to provide ongoing incentives to employees of the Company.

On 7 October 2011, the Board adopted the Plan to allow employees to be granted Performance Rights to acquire shares in the Company.

The objective of the Plan is to provide the Company with a remuneration mechanism, through the issue of securities in the capital of the Company, to motivate and reward the performance of employees in achieving specified performance milestones within a specified performance period. The board will ensure that the performance milestones attached to the securities issued pursuant to the Plan are aligned with the successful growth of the Company's business activities.

The employees of the Company have been, and will continue to be, instrumental in the growth of the Company. The directors consider that the Plan is an appropriate method to:

- (a) reward employees for their past performance;

- (b) provide long term incentives for participation in the Company's future growth;
- (c) motivate employees and generate loyalty from senior employees; and
- (d) assist to retain the services of valuable employees.

## 6.2 ASX Listing Rule 7.1

A summary of ASX Listing Rule 7.1 is set out above at Section 4.1.

One of the exceptions to ASX Listing Rule 7.1 is Listing Rule 7.2 (Exception 9) which provides that ASX Listing Rule 7.1 does not apply to an issue under an employee incentive scheme if, within the 3 years before the date issue, shareholders have approved the issue as an exception to ASX Listing Rule 7.1.

The effect of Resolution 5 will be to allow the directors to grant Performance Rights to employees of the Company pursuant to the Plan during the period of 3 years after the meeting (or a longer period, if allowed by ASX), and to issue shares to those employees if they achieve the performance and vesting conditions of the Performance Rights, without using the Company's 15% annual placement capacity.

## 6.3 Terms of the Plan

A summary of the terms of the Plan is provided in Annexure C to this explanatory memorandum. A copy of the Plan will be made available free of charge to any shareholder on request.

No Performance Rights have been issued under the Plan as at the date of this Notice.

## 6.4 Proposed Issue of Performance Rights to Mr Jon Williams

Subject to the passing of Resolution 5, the Company intends to issue to Mr Jon Williams (General Manager – Operations), a total of 5,000,000 Performance Rights. The Performance Rights will be issued for nil consideration and will be comprised of:

- (a) 1,250,000 Class A Performance Rights;
- (b) 1,250,000 Class B Performance Rights;
- (c) 1,250,000 Class C Performance Rights; and
- (d) 1,250,000 Class D Performance Rights.

Each Performance Right will vest as one Share subject to the satisfaction of certain performance criteria (**Performance Milestones**). The Performance Milestones are summarised in the table below:

CLASS	Milestone
Class A Performance Rights	Commencement of manufacturing of superchargers at the a facility being established in Malaysia via a joint venture with Proreka (M) Sdn. Bhd, as was announced by the Company on 5

	July 2011.
Class B Performance Rights	First quarter of positive earnings before interest, taxation, depreciation and amortisation.
Class C Performance Rights	First year of positive earnings before interest, taxation, depreciation and amortisation.
Class D Performance Rights	Second consecutive year of positive earnings before interest, taxation, depreciation and amortisation.

In the event that the Performance Milestones are not met, or Mr Williams ceases to be employed by the Company when each respective Performance Milestone is met, the respective Performance Rights will not vest and as a result, no new Shares will be issued to Mr Williams. There is nil consideration payable upon the vesting of a Performance Right.

The issue of the Performance Rights to Mr Williams is not required to be approved by Shareholders. The Company is entitled to issue up to that number of Performance Rights which equals 5% of the issued share capital of the Company, without seeking Shareholder approval. The Company has included this information so as to ensure Shareholders are fully informed when deciding whether to vote in favour of Resolution 5.

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## **7. RESOLUTION 6 - ISSUE OF PERFORMANCE RIGHTS TO MR STEVEN APEDAILE**

### **7.1 General**

The Company has agreed, subject to obtaining Shareholder approval and the passing of Resolution 5, to allot and issue a total of 5,000,000 Performance Rights to Mr Steven Apedaile (or his nominee) on the terms and conditions set out below.

The Performance Rights are to be issued to Mr Apedaile (or his nominee) to provide further incentive to perform and secure the ongoing commitment of Mr Apedaile to the continued growth of the Company.

### **7.2 Summary of the material terms of the Performance Rights**

It is proposed that Mr Apedaile be issued a total of 5,000,000 Performance Rights for nil consideration comprised of:

- (a) 1,250,000 Class A Performance Rights;
- (b) 1,250,000 Class B Performance Rights;
- (c) 1,250,000 Class C Performance Rights; and
- (d) 1,250,000 Class D Performance Rights.

Each Performance Right will vest as one Share subject to the satisfaction of certain performance criteria (**Performance Milestones**). The Performance Milestones are summarised in the table below:

CLASS	Milestone
Class A Performance Rights	Commencement of manufacturing of superchargers at the a facility being established in Malaysia via a joint venture with Proreka (M) Sdn. Bhd, as was announced by the Company on 5 July 2011.
Class B Performance Rights	First quarter of positive earnings before interest, taxation, depreciation and amortisation.
Class C Performance Rights	First year of positive earnings before interest, taxation, depreciation and amortisation.
Class D Performance Rights	Second consecutive year of positive earnings before interest, taxation, depreciation and amortisation.

In the event that the Performance Milestones are not met or Mr Apedaile ceases to be engaged by the Company when each respective Performance Milestone is met, the respective Performance Rights will not vest and as a result, no new Shares will be issued to Mr Apedaile. There is nil consideration payable upon the vesting of a Performance Right.

The Board may, in its absolute discretion, determine that all or a specified number of unvested Performance Rights vest where:

- (a) **(Death)**: Mr Apedaile dies;
- (b) **(Engagement ceases)**: Mr Apedaile ceases to be engaged by the Company or any of its subsidiaries (as applicable);
- (c) **(Takeover)** a Takeover Bid for the Company's issued Shares is declared unconditional and the bidder has acquired a relevant interest in at least 50.1% of the Company's issued Shares;
- (d) **(Compromise or Arrangement)**: a court approves under Section 411(4)(b) of the Corporations Act a proposed compromise or arrangement for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies; or
- (e) **(Winding Up)**: the Company passes a resolution for voluntary winding up or an order is made for the compulsory winding up of the Company.

### 7.3 Requirement for Shareholder Approval

The grant of Performance Rights to Mr Steven Apedaile under Resolution 7 is an issue of securities to a Director under an employee incentive scheme and consequently Shareholder approval is required under Chapter 2E of the Corporations Act and ASX Listing Rule 10.14.

#### 7.4 Information required by the Corporations Act and the ASX Listing Rules

The following information is provided to satisfy the requirements of the Corporations Act and the ASX Listing Rules:

- (a) the related party is Mr Steven Apedaile and he is a related party by virtue of being a Director;
- (b) the maximum number of Performance Rights (being the nature of the financial benefit being provided) to be granted to Mr Apedaile is 5,000,000 Performance Rights comprising:
  - (i) 1,250,000 Class A Performance Rights;
  - (ii) 1,250,000 Class B Performance Rights;
  - (iii) 1,250,000 Class C Performance Rights; and
  - (iv) 1,250,000 Class D Performance Rights;
- (c) the value of the Performance Rights and the pricing methodology is set out in Annexure D;
- (d) the trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below:

	<b>Price</b>	<b>Date</b>
<b>Highest</b>	5.2 cents	9 February 2011
<b>Lowest</b>	1.8 cents	29 July 2011, 2 August 2011 and 11 October 2011
<b>Last</b>	2.1 cents	13 October 2011

- (e) the Performance Rights will be granted for nil cash consideration and no consideration will be payable on the vesting of the Performance Rights. Accordingly, no loans will be made in relation to, and no funds will be raised from, the issue or vesting of the Performance Rights;
- (f) as the Plan is a new plan being approved under Resolution 5 of this Notice, no securities have previously been issued under the Plan;
- (g) as at the date of this Notice of Annual General Meeting, the related parties of the Company who are entitled to participate in the Plan are Messrs Steven Apedaile, Michael Wilson, Richard Siemens and Richard O'Brien;
- (h) details of any Shares issued under the Plan will be published in each annual report of the Company relating to a period in which such securities have been issued, and that approval for the issue of such securities was obtained under ASX Listing Rule 10.14;

- (i) any additional persons referred to in ASX Listing Rule 10.14 who become entitled to participate in the Plan after Resolution 5 is approved and who were not named in the Notice will not participate in the Plan until approval is obtained under ASX Listing Rule 10.14;
- (j) the relevant interest of Mr Apedaile in securities of the Company are set out below:

<b>Related Party</b>	<b>Shares</b>	<b>Options</b>
Mr Apedaile	85,104,469	6,438,122 <sup>1</sup>

<sup>1</sup> Exercisable at 8 cents each on or before 30 June 2012.

- (k) the remuneration and emoluments from the Company to Mr Apedaile for the previous financial year and the proposed remuneration and emoluments for the current financial year are set out below:

<b>Related Party</b>	<b>Current Financial Year</b>	<b>Previous Financial Year</b>
Mr Apedaile	240,000	240,000

- (l) if the conditions of the Performance Rights issued to Mr Apedaile are met, a total of 5,000,000 Shares would be allotted and issued. This will increase the number of Shares on issue from 685,432,526 to 690,432,526 (assuming that no other Options are exercised and no other Shares are issued) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 0.73%.
- (m) the terms and conditions of the Performance Rights are summarised above at Section 7.2. The full terms and conditions of the Performance Rights are set out in Annexure E. The Shares to be issued upon the vesting of the Performance Rights shall rank pari passu with existing Shares;
- (n) the Performance Rights will be granted to Mr Apedaile no later than 12 months after the date of the Annual General Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and it is anticipated the Performance Rights will be issued on one date;
- (o) the primary purpose of the grant of the Performance Rights to Mr Apedaile is to provide further incentive to perform and secure the ongoing commitment of Mr Apedaile to the continued growth of the Company;
- (p) the Board believes that the grant of Performance Rights provides cost effective consideration to Mr Apedaile for his ongoing commitment and contribution to the Company in his role as the Managing Director of the Company. Given this purpose, the Board does not consider that there are any opportunity costs to the Company or benefits foregone by the Company in granting the Performance Rights upon the terms proposed. If the Performance Rights are not issued, the Company could remunerate Mr Apedaile for an additional amount. However, the Board considers it reasonable for the remuneration of Mr Apedaile to have a cash component and an equity component to further align Mr



Apedaile's interests with Shareholders and maintain a strong cash position for the Company;

- (q) Mr Apedaile declines to make a recommendation to Shareholders in relation to Resolution 6 due to his material personal interest in the outcome of the Resolution.
- (r) Messrs Siemens, Wilson and O'Brien recommend that Shareholders vote in favour of Resolution 6 as:
  - (i) the grant of Performance Rights to Mr Apedaile will align the interests of the Mr Apedaile with those of Shareholders;
  - (ii) the grant of Performance Rights is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to Mr Apedaile; and
  - (iii) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in granting the Performance Rights upon the terms proposed;
- (s) in forming their recommendations, each Director considered the experience of Mr Apedaile, the current market price of Shares, the current market practices when determining the number of Performance Rights to be granted as well as the terms and conditions of the Performance Rights; and
- (t) the Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolution 6.

Approval pursuant to ASX Listing Rule 7.1 is not required in order to issue the Performance Rights to Mr Apedaile as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of Performance Rights to Mr Apedaile will not be included in the 15% calculation of the Company's annual placement capacity pursuant to ASX Listing Rule 7.1.

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## **8. RESOLUTIONS 7 AND 8 – ISSUE OF PERFORMANCE RIGHTS TO MR MICHAEL VAN UFFELEN AND MR JAY UPTON**

### **8.1 General**

Resolutions 7 and 8 seek Shareholder approval for the allotment and issue of:

- (a) 5,000,000 Performance Rights to Mr Michael van Uffelen; and
- (b) 5,000,000 Performance Rights to Mr Jay Upton.

The Performance Rights are to be issued to Messrs van Uffelen and Upton (or their respective nominees) to provide further incentive to perform and secure the ongoing commitment of Messrs van Uffelen and Upton to the continued growth of the Company.

A summary of ASX Listing Rule 7.1 is set out above at Section 4.1.

The effect of Resolutions 7 and 8 will be to allow the Directors to issue the Performance Rights during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

## 8.2 Summary of Performance Rights

Each Performance Right will vest as one Share subject to the satisfaction of certain performance criteria (**Performance Milestones**). The Performance Milestones are summarised in the table below:

CLASS	Milestone
Class A Performance Rights	Commencement of manufacturing of superchargers at the a facility being established in Malaysia via a joint venture with Proreka (M) Sdn. Bhd, as was announced by the Company on 5 July 2011.
Class B Performance Rights	First quarter of positive earnings before interest, taxation, depreciation and amortisation.
Class C Performance Rights	First year of positive earnings before interest, taxation, depreciation and amortisation.
Class D Performance Rights	Second consecutive year of positive earnings before interest, taxation, depreciation and amortisation.

In the event that the Performance Milestones are not met or Mr van Uffelen or Mr Upton, respectively, cease to be engaged by the Company when each respective Performance Milestone is met, the respective Performance Rights will not vest and as a result, no new Shares will be issued to Mr van Uffelen or Mr Upton, respectively. There is nil consideration payable upon the vesting of a Performance Right.

The Board may, in its absolute discretion, determine that all or a specified number of unvested Performance Rights vest where:

- (a) **(Death)**: Mr van Uffelen or Mr Upton, respectively, die;
- (b) **(Engagement ceases)**: Mr van Uffelen or Mr Upton, respectively, cease to be engaged by the Company or any of its subsidiaries (as applicable);
- (c) **(Takeover)** a Takeover Bid for the Company's issued Shares is declared unconditional and the bidder has acquired a relevant interest in at least 50.1% of the Company's issued Shares;
- (d) **(Compromise or Arrangement)**: a court approves under Section 411(4)(b) of the Corporations Act a proposed compromise or arrangement for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies; or

- (e) **(Winding Up)**: the Company passes a resolution for voluntary winding up or an order is made for the compulsory winding up of the Company.

### **8.3 Technical information required by ASX Listing Rule 7.1**

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the Placement:

- (a) the maximum number of Performance Rights to be issued is 10,000,000 comprising of:
- (i) 2,500,000 Class A Performance Rights;
  - (ii) 2,500,000 Class B Performance Rights;
  - (iii) 2,500,000 Class C Performance Rights; and
  - (iv) 2,500,000 Class D Performance Rights.
- (b) 5,000,000 Performance Rights will be issued to each of Messrs van Uffelen and Upton, being 50% each of the Performance Rights noted in (a) above;
- (c) the Performance Rights will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that allotment will occur on the same date;
- (d) the Performance Rights will be issued for nil cash consideration in satisfaction of:
- (i) chief financial officer services provided by Mr van Uffelen; and
  - (ii) business development services provided by Mr Upton.
- (e) the Performance Rights will be allotted and issued to Messrs van Uffelen and Upton, who are not related parties of the Company;
- (f) the Performance Rights will be issued on the terms and conditions set out in Appendix E. A summary is provided above at Section 7.2; and
- (g) no funds will be raised from the issue of the Performance Rights as they are being issued in consideration for services provided by Messrs van Uffelen and Upton and to provide further incentive to perform and secure the ongoing commitment of Messrs van Uffelen and Upton to the continued growth of the Company, respectively.

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## **9. RESOLUTION 9 – CHANGE OF COMPANY NAME**

The new name proposed to be adopted under Resolution 9 is "Sprintex Limited." The Directors believe that this new name more accurately reflects the proposed future operations of the Company.

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## **10. ENQUIRIES**

Shareholders are requested to contact Jay Stephenson on (08) 6141 3500 if they have any queries in respect of the matters set out in these documents.

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## GLOSSARY

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**\$** means Australian dollars.

**Annual General Meeting** or **Meeting** means the meeting convened by the Notice.

**ASIC** means the Australian Securities and Investments Commission.

**ASX** means ASX Limited.

**ASX Listing Rules** means the Listing Rules of ASX.

**Board** means the current board of directors of the Company.

**Business Day** means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

**Closely Related Party** of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001 (Cth)*.

**Company** means Automotive Technology Group (ACN 106 337 599).

**Constitution** means the Company's constitution.

**Consultant Options** mean an Option issued pursuant to Resolution 3 on the terms and conditions set out in Annexure A.

**Corporations Act** means the Corporations Act 2001 (Cth).

**Directors** means the current directors of the Company.

**Explanatory Statement** means the explanatory statement accompanying the Notice.

**Key Management Personnel** has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

**Notice** or **Notice of Meeting** or **Notice of Annual General Meeting** means this notice of annual general meeting including the Explanatory Statement and the Proxy Form.

**Option** means an option to acquire a Share with the terms and conditions set out in Schedule 1.

**Optionholder** means a holder of an Option or Director Option as the context requires.

**Participant** means a person who holds Performance Rights from time to time.

**Performance Right** means a performance right granted pursuant to Resolutions 6, 7 and 8 with the terms and conditions set out in Annexure E.

**Plan** means the employee in incentive scheme titled Automotive Technology Group Limited Performance Rights Plan to be adopted pursuant to Resolution 5 as summarised in Annexure C.

**Proxy Form** means the proxy form accompanying the Notice.

**Remuneration Report** means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2011.

**Resolutions** means the resolutions set out in the Notice of Meeting, or any one of them, as the context requires.

**Share** means a fully paid ordinary share in the capital of the Company.

**Shareholder** means a holder of a Share.

**WST** means Western Standard Time as observed in Perth, Western Australia.

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## ANNEXURE A – TERMS AND CONDITIONS OF CONSULTANT OPTIONS

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The Consultant Options entitle the holder to subscribe for Shares on the following terms and conditions:

- (a) Each Consultant Option gives the Optionholder the right to subscribe for one Share. To obtain the right given by each Consultant Option, the Optionholder must exercise the Consultant Options in accordance with the terms and conditions of the Consultant Options.
- (b) The Consultant Options will expire at 5:00 pm (WST) on 30 June 2012 (**Expiry Date**). Any Consultant Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (c) Subject to paragraph (k), the amount payable upon exercise of the Consultant Options will be 8 cents (**Exercise Price**);
- (d) The Consultant Options held by each Optionholder may be exercised in whole or in part, and if exercised in part, multiples of 1,000 must be exercised on each occasion.
- (e) An Optionholder may exercise their Consultant Options by lodging with the Company, before the Expiry Date:
  - (i) a written notice of exercise of Consultant Options specifying the number of Consultant Options being exercised; and
  - (ii) a cheque or electronic funds transfer for the Exercise Price for the number of Consultant Options being exercised;

**(Exercise Notice).**
- (f) An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.
- (g) Within 10 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will allot the number of Shares required under these terms and conditions in respect of the number of Consultant Options specified in the Exercise Notice.
- (h) The Consultant Options are freely transferable .
- (i) All Shares allotted upon the exercise of Consultant Options will upon allotment rank pari passu in all respects with other Shares.
- (j) The Options are quoted on ASX. In addition, the Company will also apply for quotation of all Shares allotted pursuant to the exercise of Options on ASX within 10 Business Days after the date of allotment of those Shares.
- (k) If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.
- (l) There are no participating rights or entitlements inherent in the Consultant Options and Optionholders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Consultant Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 6 Business Days

after the issue is announced. This will give Optionholders the opportunity to exercise their Consultant Options prior to the date for determining entitlements to participate in any such issue.

- (m) In the event the Company proceeds with a pro rata issue (except a bonus issue) of securities to Shareholders after the date of issue of the Consultant Options, the exercise price of the Consultant Options will not be reduced in accordance with the formula set out in ASX Listing Rule 6.22.2.
- (n) In the event the Company proceeds with a bonus issue of securities to Shareholders after the date of issues of the Consultant Options, the number of securities over which a Consultant Option is exercisable may not be increased by the number of securities which the Optionholder would have received if the Consultant Option had been exercised before the record date for the bonus issue.

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**ANNEXURE B – NOMINATION OF AUDITOR**

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17 October 2011

The Directors  
Automotive Technology Group Limited  
73 Resource Way  
MALAGA WA 6090

Dear Sirs

**NOMINATION OF AUDITOR**

In accordance with the provisions of section 328B of the Corporations Act, I Jay Stephenson, being a member of Automotive Technology Group Limited, hereby nominate PKF Mack & Co for appointment as auditor of that company.

Yours faithfully

A handwritten signature in black ink, appearing to be 'J. Stephenson', written in a cursive style.

JAY STEPHENSON



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**ANNEXURE C – KEY TERMS OF THE AUTOMOTIVE TECHNOLOGY GROUP LIMITED PERFORMANCE RIGHTS PLAN**

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The Company has established the Automotive Technology Group Performance Rights Plan (**Plan**).

The key terms of the Plan are summarised below:

- (a) The Board of the Company will administer the Plan in accordance with the Plan Rules and the Board has a broad discretion to determine which employees are eligible to participate in the Plan (**Eligible Participants**).
- (b) Under the Plan the Board may grant Performance Rights to Eligible Participants with effect from the date determined by the Board, upon the terms set out in the Plan and upon such additional terms and vesting conditions as the Board determines.
- (c) The Board will advise each Eligible Participant of the following minimum information regarding the Performance Rights:
  - (i) the number of Performance Rights being offered (each entitling its holder to one Share upon vesting of that Performance Right);
  - (ii) any applicable Vesting Conditions;
  - (iii) the period or periods during which any vested Performance Rights may be exercised;
  - (iv) the dates and times when the Performance Rights lapse;
  - (v) any amount that will be payable upon vesting of a Performance Right; and
  - (vi) any other relevant conditions to be attached to the Performance Rights or the Shares.
- (d) A Performance Right granted under the Plan will not vest unless the vesting conditions (if any) have been satisfied and the Board has notified the Eligible Participant.
- (e) A vested Performance Right may only be exercised by a Participant once the Board has notified the Eligible Participant that the vesting conditions attached to the Performance Right have been satisfied.
- (f) A Performance Right will lapse upon the earlier to occur of:
  - (i) failure to meet the Performance Right's vesting conditions;
  - (ii) the date specified by the Board;
  - (iii) where the Participant purports to transfer a Performance Right other than in accordance with the terms of the Plan;
  - (iv) where, in the opinion of the Board, an Eligible Participant's Performance Rights vest as a result of the fraud, dishonesty, or breach of obligations of another person and, in the opinion of the Board, the Performance Rights would not otherwise have vested; or
  - (v) the 5 year anniversary of the date of grant of the Performance Rights.

- (g) The Board may, in its absolute discretion, determine that all or a specified number of unvested Performance Rights vest where:
- (i) **(Death)**: The Participant dies;
  - (ii) **(Employment ceases)**: The Participant ceases to be engaged by the Company or any of its subsidiaries (as applicable);
  - (iii) **(Takeover)**: a Takeover Bid for the Company's issued Shares is declared unconditional and the bidder has acquired a relevant interest in at least 50.1% of the Company's issued Shares;
  - (iv) **(Compromise or Arrangement)**: a court approves under Section 411(4)(b) of the Corporations Act a proposed compromise or arrangement for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies; or
  - (v) **(Winding Up)**: the Company passes a resolution for voluntary winding up or an order is made for the compulsory winding up of the Company.

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**ANNEXURE D – VALUATION OF RELATED PARTY PERFORMANCE RIGHTS**

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The value of Performance Rights calculated by the Market Valuation Model is a function of the closing share price at the valuation date. The valuation of the Performance Rights has been prepared using the following assumptions:

<b>Variable</b>	<b>Input</b>
Valuation Date	7 October 2011
Exercise price	Nil
Expiration date	Earlier of hurdles being achieved or 5 years
Expected life of instruments	
Class A	6 months
Class B	9 months
Class C	21 months
Class D	33 months
Current price of the underlying share	\$0.02
Expected dividends	Nil

Based on the assumptions, it is assumed that the estimated average value of the Performance Rights to be granted to Mr Apedaile is \$0.02 per Performance Right.

## ANNEXURE E – TERMS AND CONDITIONS OF PERFORMANCE RIGHTS

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The Performance Rights entitle the holder to Shares on the following terms and conditions:

- (a) Subject to the satisfaction of the vesting condition set out in paragraph (b) below, each Performance Right vests to one Share.
- (b) The Performance Rights shall vest and convert to Shares, as set out in the table below, prior to the Expiry Date (together, the **Vesting Conditions** and each a **Vesting Condition**):

CLASS	Condition
Class A Performance Rights	Commencement of manufacturing of superchargers at the a facility being established in Malaysia via a joint venture with Proreka (M) Sdn. Bhd, as was announced by the Company on 5 July 2011.
Class B Performance Rights	First quarter of positive earnings before interest, taxation, depreciation and amortisation.
Class C Performance Rights	First year of positive earnings before interest, taxation, depreciation and amortisation.
Class D Performance Rights	Second consecutive year of positive earnings before interest, taxation, depreciation and amortisation.

- (c) The Performance Rights shall expire at 5.00 pm (WST) on that date which is five (5) years after the date of issue of the Performance Rights (**Expiry Date**). Any Performance Right not vested before the Expiry Date shall automatically lapse on the Expiry Date and the holder shall have no entitlement to Shares pursuant to those Performance Rights.
- (d) The Performance Rights will be issued for nil cash consideration and no consideration will be payable upon the vesting of the Performance Rights on the satisfaction of the Vesting Conditions.
- (e) Immediately following the Expiry Date the Company shall notify the holder of that proportion of Performance Rights that have vested and shall, unless otherwise directed by the holder, allot the associated number of Shares within 10 Business Days of the Expiry Date.
- (f) The Company will not apply for quotation of the Performance Rights on ASX. However, subject to the Company being listed on the ASX, the Company will apply for quotation of all Shares allotted pursuant to the vesting of Performance Rights on ASX within 10 Business Days after the date of allotment of those Shares.
- (g) All Shares allotted upon the vesting of Performance Rights will upon allotment rank pari passu in all respects with other Shares.

- (h) The Board may, in its absolute discretion, determine that all or a specified number of unvested Performance Rights vest where:
- (i) **(Death)**: the Participant dies;
  - (ii) **(Employment ceases)**: the Participant ceases to be employed by a Group Company by reason of Retirement, Redundancy, or Total and Permanent Disability;
  - (iii) **(Takeover)** a Takeover Bid for the Company's issued Shares is declared unconditional and the bidder has acquired a relevant interest in at least 50.1% of the Company's issued Shares;
  - (iv) **(Compromise or Arrangement)**: a court approves under Section 411(4)(b) of the Corporations Act a proposed compromise or arrangement for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies; or
  - (v) **(Winding Up)**: the Company passes a resolution for voluntary winding up or an order is made for the compulsory winding up of the Company.

## PROXY FORM

**APPOINTMENT OF PROXY  
AUTOMOTIVE TECHNOLOGY GROUP LIMITED  
ACN 106 337 599**

### ANNUAL GENERAL MEETING

I/We

of

being a Member of Automotive Technology Group Limited entitled to attend and vote at the Annual General Meeting, hereby

Appoint

Name of proxy

OR

The Chair of the Annual General Meeting as your proxy

or failing the person so named or, if no person is named, the Chair of the Annual General Meeting, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Annual General Meeting to be held at 12:00pm (WST), on 30 November 2011 at Barringtons, 283 Rokeby Road, Subiaco WA 6008, and at any adjournment thereof.

#### Comment

Important for Resolution 1: If the Chair of the Meeting or any member of the Key Management Personnel of the Company whose remuneration details are included in the Remuneration Report or a Closely Related Party of that member is your proxy and you have not directed the proxy to vote on Resolution 1, the proxy will be prevented from casting your votes on Resolution 1. If the Chair, another member of the Key Management Personnel of the Company whose remuneration details are included in the Remuneration Report or Closely Related Party of that member is your proxy, in order for your votes to be counted on Resolution 1, you must direct your proxy how to vote on Resolution 1.

If the Chair of the Annual General Meeting is appointed as your proxy, or may be appointed by default, and you do **not** wish to direct your proxy how to vote as your proxy in respect of **Resolutions 5 and 6** please place a mark in this box.

By marking this box, you acknowledge that the Chair of the Annual General Meeting may exercise your proxy even if he has an interest in the outcome of Resolutions 5 and 6 and that votes cast by the Chair of the Annual General Meeting for Resolutions 5 and 6 other than as proxy holder will be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chair will not cast your votes on Resolutions 5 and 6 and your votes will not be counted in calculating the required majority if a poll is called on Resolutions 5 and 6.

If no directions are given, the Chair will vote in favour of all the Resolutions in which the Chair is entitled to vote undirected proxies.

**OR**

#### Voting on Business of the Annual General Meeting

	FOR	AGAINST	ABSTAIN
Resolution 1 – Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 – Re-election of Director – Mr Richard O'Brien	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 – Appointment of PKF Mack & Co as Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 – Ratification of Prior Issue – Options to Consultants	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 – Approval of Performance Rights Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 – Issue of Performance Rights to Mr Steven Apedaile	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 – Issue of Performance Rights to Mr Michael van Uffelen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8 – Issue of Performance Rights to Mr Jay Upton	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9 – Change of Company Name	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Please note:** If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not to be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is

**Signature of Member(s):**

**Date:**

**Individual or Member 1**

**Member 2**

**Member 3**

**Sole Director/Company Secretary**

**Director**

**Director/Company Secretary**

\_\_\_\_\_  
**Name**

\_\_\_\_\_  
**Name**

\_\_\_\_\_  
**Name**

**Contact Name:** \_\_\_\_\_ **Contact Ph (daytime):** \_\_\_\_\_

**AUTOMOTIVE TECHNOLOGY GROUP LIMITED**  
**ACN 106 337 599**

**Instructions for Completing 'Appointment of Proxy' Form**

1. **(Appointing a Proxy):** A member entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two proxies to attend and vote on a poll on their behalf. The appointment of a second proxy must be done on a separate copy of the Proxy Form. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If a member appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes. A duly appointed proxy need not be a member of the Company.
2. **(Direction to Vote):** A member may direct a proxy how to vote by marking one of the boxes opposite each item of business. Where a box is not marked the proxy may vote as they choose. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing Instructions):**
  - **(Individual):** Where the holding is in one name, the member must sign.
  - **(Joint Holding):** Where the holding is in more than one name, all of the members should sign.
  - **(Power of Attorney):** If you have not already provided the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.
  - **(Companies):** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual members from attending the Annual General Meeting in person if they wish. Where a member completes and lodges a valid Proxy Form and attends the Annual General Meeting in person, then the proxy's authority to speak and vote for that member is suspended while the member is present at the Annual General Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
  - (a) post to PO Box 52, West Perth WA 6872; or
  - (b) facsimile to the Company on facsimile number (08) 6141 3599,so that it is received not later than 12:00pm (WST) on 28 November 2011.

**Proxy forms received later than this time will be invalid.**



**Certificate of Appointment of Corporate Representative  
Shareholder Details**

This is to certify that by a resolution of the Directors of:

.....  
**(Company),**

Insert name of shareholder company

The Company has appointed:

.....  
Insert name of corporate representative

in accordance with the provisions of section 250D of the Corporations Act 2001, to act as the body corporate representative of that company at the meeting of the members of Automotive Technology Group Limited to be held on 30 November 2011 and at any adjournments of that meeting/all meetings of the members of Automotive Technology Group Limited.

DATED ..... 2011

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**Please sign here**

Executed by the Company )  
in accordance with its constituent )  
documents )

.....  
Director

.....  
Director/Secretary

.....  
Name of authorised representative (print)

.....  
Position of authorised representative  
(print)

.....  
Signature of authorised representative

---

**Instructions for Completion**

1. Insert name of appointor company and the name or position of the appointee (e.g. "John Smith" or "each director of the company").
2. Execute the Certificate following the procedure required by your Constitution or other constituent documents.
3. Print the name and position (e.g. director) of each company officer who signs this Certificate on behalf of the company.
4. Insert the date of execution where indicated.
5. Send or deliver the Certificate to Automotive Technology Group Limited at PO Box 52, West Perth WA 6872 or fax the Certificate to the registered office at 08) 6141 3599.
6. Produce to the Company Secretary or a Director prior to admission at the Annual General Meeting.