

Notice of Annual General Meeting 2010



AUTOMOTIVE HOLDINGS GROUP

NOTICE OF ANNUAL GENERAL MEETING 2010

AUTOMOTIVE HOLDINGS GROUP LIMITED
ABN 35 111 470 038

Notice is hereby given that the 2010 Annual General Meeting of Automotive Holdings Group Limited (AHG or Company) will be held at:

Venue	Botanical 3, Lower Level Burswood Convention Centre Great Eastern Highway Burswood, Western Australia
Date	Friday 19 November 2010
Time	10.00 a.m. (Perth time)

This Notice of Meeting should be read in conjunction with the Explanatory Notes accompanying this Notice of Meeting.

BUSINESS OF THE MEETING

Annual Report

Receipt of the financial report, directors' report and auditor's report

To receive and consider the financial report, together with the directors' report (including the remuneration report) and the auditor's report, for the year ended 30 June 2010.

Resolutions

1. Adoption of remuneration report

To consider and, if thought fit, to pass the following as an ordinary resolution:

"That the remuneration report for the year ended 30 June 2010 be adopted."

The vote on this resolution is advisory only.

2. Re-election of directors of the Company

2.1 Re-election of Mr David Charles Griffiths

To consider and, if thought fit, to pass the following as an ordinary resolution:

"That Mr David Charles Griffiths, who retires as a director of the Company in accordance with the Company's constitution and, being eligible, having offered himself for re-election, be re-elected as a director of the Company."

2.2 Re-election of Mr Gregory Joseph Wall

To consider and, if thought fit, to pass the following as an ordinary resolution:

"That Mr Gregory Joseph Wall, who retires as a director of the Company in accordance with the Company's constitution and, being eligible, having offered himself for re-election, be re-elected as a director of the Company."

2.3 Re-election of Mr Michael John Smith

To consider and, if thought fit, to pass the following as an ordinary resolution:

"That Mr Michael John Smith, who retires as a director of the Company in accordance with the Company's constitution and, being eligible, having offered himself for re-election, be re-elected as a director of the Company."

3 Approval of increase in maximum total non-executive directors' remuneration

To consider and, if thought fit to pass, the following resolution as an ordinary resolution:

"That, for the purposes of Rules 38.2 and 42.1 of the Company's constitution, ASX Listing Rule 10.17 and all other purposes, the maximum total amount that may be paid to all non-executive directors of the Company by the Company for their services as directors of the Company, in respect of each financial year of the Company commencing on or after 1 July 2010, be increased from \$600,000 to \$750,000."

Voting exclusion

The Company will disregard any votes cast on resolution 3 by any director of the Company and their associates. However, the Company will not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form; or
- (b) 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.

BACKGROUND INFORMATION

To assist you in deciding how to vote on the above resolutions, further information on the resolutions is set out in the Explanatory Notes forming part of this Notice of Meeting.

ENTITLEMENT TO ATTEND AND VOTE

The Company has determined that the shareholding of each person for the purpose of determining entitlements to attend and vote at the meeting will be the entitlement of that person set out in the Company's share register as at 5.00 pm (Perth time) on 17 November 2010. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

HOW TO VOTE

Voting in person

Shareholders who plan to attend the meeting are asked to arrive at the venue 15 minutes prior to the time designated for the meeting, if possible, so that their holding may be checked against the Company's share register and attendances recorded.

Corporate representatives

A body corporate which is a shareholder, or which has been appointed as a proxy, may appoint an individual to act as its representative at the meeting in accordance with section 250D of the Corporations Act 2001 (Cth) (Corporations Act). The appropriate appointment document should be produced prior to admission. A form of appointment may be obtained by telephoning the Company's share registry (1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia)) or at www.computershare.com by downloading the form "Appointment of Corporate Representative".

Voting by proxy

A shareholder who is entitled to attend and cast a vote at the meeting may appoint a proxy. A body corporate may also appoint a proxy. A proxy need not be a shareholder, and may be an individual or body corporate. If a body corporate is appointed as a proxy, it must ensure that it appoints a corporate representative in accordance with section 250D of the Corporations Act to exercise its powers as proxy at the meeting.

A shareholder who is entitled to cast 2 or more votes may appoint up to two proxies to attend the meeting and vote on its behalf. If you wish to appoint a second proxy, an additional proxy form may be obtained by telephoning the Company's share registry (1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia)) or at www.computershare.com or you may copy the enclosed proxy form.

To be effective, a proxy appointment (and any power of attorney under which it is signed, or a certified copy of that authority) must be received by one of the methods below no later than 48 hours before the commencement of the meeting. Any proxy form received after that time will not be valid for the scheduled meeting.

In person	Registered Office – 21 Old Aberdeen Place West Perth WA 6005, Australia
By mail	Share Registry – Computershare Investor Services Pty Limited GPO Box 242, Melbourne VIC 3001, Australia
By fax	Share Registry – within Australia 1800 783 447, outside Australia +61 3 9473 2555
Electronically	Shareholders may submit their proxy instructions electronically to the Company's Share Registry by visiting www.investorvote.com.au . For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions.

For more information concerning the appointment of proxies and the ways in which proxy appointments may be submitted, please refer to the enclosed proxy form.

Voting by attorney

A shareholder may appoint an attorney to attend and vote on its behalf. For an appointment to be effective for the meeting, the instrument effecting the appointment (or a certified copy of it) must be received by the Company at its registered office or one of the addresses listed above for the receipt of proxy appointments at least 48 hours prior to the commencement of the meeting.

Voting intentions

The Chairman intends to vote in favour of all resolutions on the agenda in respect of all undecided proxy votes where the Chairman is appointed as proxy.

QUESTIONS FROM SHAREHOLDERS

The Chairman of the meeting will allow a reasonable opportunity for shareholders to ask questions about, or make comments on, the management of the Company and the remuneration report at the meeting.

Mr Glyn O'Brien of BDO Kendalls Audit and Assurance (WA) Pty Ltd (or his representative) will attend the meeting as the auditor responsible for preparing the auditor's report for the year ended 30 June 2010. The Chairman of the meeting will allow a reasonable opportunity for shareholders as a whole to ask the auditor questions at the meeting about:

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

To assist the Board of Directors and the auditor of the Company in responding to any questions you may have, please submit questions to one of the addresses or facsimile number below by no later than 5.00 p.m. (Perth time) on 12 November 2010.

In person	Registered Office – 21 Old Aberdeen Place West Perth WA 6005, Australia
By mail	Share Registry – Computershare Investor Services Pty Limited GPO Box 242, Melbourne VIC 3001, Australia
By fax	Share Registry – within Australia 1800 783 447, outside Australia +61 3 9473 2555

The Company and the auditor will attempt to respond to as many of the more frequently asked questions as possible. Due to the large number of questions that may be received, the Company and the auditor will not be replying on an individual basis.

By order of the Board



SD Symmons
Company Secretary
Automotive Holdings Group Limited
23 September 2010

EXPLANATORY NOTES

Financial statements and reports

The Corporations Act 2001 (Cth) (Corporations Act) requires the directors of the Company to lay before the annual general meeting the financial report, the directors' report (including the remuneration report) and the auditor's report for the last financial year that ended before the annual general meeting.

The 2010 annual report of the Company, including the financial report, the directors' report (including the remuneration report) and the auditor's report for the year ended 30 June 2010, may be accessed by visiting the Company's investor relations website at www.ahgir.com.au.

Shareholders will be provided with a reasonable opportunity to ask questions or make statements in relation to these reports but no formal resolution to adopt the reports will be put to shareholders at the meeting (save for resolution 1 for adoption of the remuneration report).

NOTES ON RESOLUTION 1 – ADOPTION OF THE REMUNERATION REPORT

The Corporations Act requires that a resolution that the remuneration report be adopted must be put to the vote at the Company's annual general meeting. The vote on this resolution is advisory only and does not bind the directors or the Company.

The remuneration report is set out on pages 25 to 36 of the 2010 annual report, which may be accessed by visiting the Company's investor relations website at www.ahgir.com.au.

Shareholders will be provided with a reasonable opportunity to ask questions about or make comments on the remuneration report.

NOTES ON ITEM 2 – RE-ELECTION OF DIRECTORS

In accordance with rule 5.1 of the Company's constitution, at each annual general meeting of the Company 1/3 of the directors for the time being, or if their number is not 3 or a multiple of 3, then the number nearest to but not exceeding 1/3, retire from office but no director may retain office for more than 3 years without submitting himself or herself for re-election even though the submission results in more than 1/3 of the directors retiring from office. Rule 5.4 of the Company's constitution provides that a retiring director is eligible for re-election without the necessity of giving any previous notice of his or her intention to submit him or herself for re-election.

In accordance with rule 5.1 of the Company's constitution, Messrs David Griffiths and Gregory Wall will retire by rotation and offer themselves for re-election at the annual general meeting under rule 5.4 of the Company's constitution.

In accordance with rule 8.1 of the Company's constitution, the directors may at any time appoint a person qualified to be a director, either to fill a casual vacancy or as an addition to the existing directors, but so that the total number of directors does not at any time exceed the number fixed in accordance with the Company's constitution. In accordance with rule 8.2 of the Company's constitution, any director appointed under rule 8.1 holds office only until the termination of the next annual general meeting of the Company and is eligible for re-election at that annual general meeting.

In accordance with rules 8.1 and 8.2 of the Company's constitution, Mr Michael Smith was appointed as an additional director during the year and offers himself for re-election.

Current Chairman, Mr Robert Branchi intends to retire at the conclusion of the annual general meeting and on the assumption that Mr Griffiths is re-elected as a director, Mr Griffiths will assume the position of Chairman of the Company.



**NOTES ON RESOLUTION 2.1 –
RE-ELECTION OF MR DAVID CHARLES GRIFFITHS
AS A DIRECTOR**

Mr Griffiths was appointed as a non-executive director on 27 February 2007 and Deputy Chairman on 3 April 2008. Mr Griffiths has more than 15 years' experience in equity capital markets, mergers and acquisitions and the corporate advisory sector. He is a former Divisional Director of Macquarie Bank Limited and Executive Chairman of Porter Western Limited. Mr Griffiths is Chairman of Northern Iron Limited and Deputy Chairman of ThinkSmart Limited and a board member of Perth International Arts Festival.

The Board of Directors, with the exception of Mr Griffiths because of his interest in the resolution, recommends that you vote in favour of Mr Griffith's re-election as a director of the Company.

**NOTES ON RESOLUTION 2.2 –
RE-ELECTION OF MR GREGORY JOSEPH WALL
AS A DIRECTOR**

Mr Wall was appointed as a non-executive director on 1 August 2005. Mr Wall has over 30 years' experience in banking and finance and was Chief Executive, StateWest Credit Society Ltd for 10 years and Managing Director of Home Building Society following StateWest's merger with Home Building Society. Mr Wall held the position of Managing Director of Home Building Society until its merger with Bank of Queensland in 2007. Mr Wall is Chairman of Freo Group Ltd. (unlisted) and a director of a number of other unlisted entities with the most significant being Gold Estates Ltd., Ear Science Institute of Australia and the Western Australian Football Commission.

The Board of Directors, with the exception of Mr Wall because of his interest in the resolution, recommends that you vote in favour of Mr Wall's re-election as a director of the Company.

**NOTES ON RESOLUTION 2.3 –
RE-ELECTION OF MR MICHAEL JOHN SMITH
AS A DIRECTOR**

Mr Smith operates a strategy consultancy firm Black House, which consults to a number of leading Australian companies. In addition to this he chairs Synergy, WA's largest energy retailer, iiNet Ltd, Australia's second largest internet service provider and Perth International Arts Festival. He is also a director of 7-Eleven Stores Pty Ltd and Vice President of the Australian Institute of Company Directors WA.

The Board of Directors, with the exception of Mr Smith because of his interest in the resolution, recommends that you vote in favour of Mr Smith's re-election as a director of the Company.

**NOTES ON RESOLUTION 3 –
APPROVAL OF INCREASE IN MAXIMUM TOTAL
NON-EXECUTIVE DIRECTORS' REMUNERATION**

Introduction

In accordance with rule 42 of the Company's constitution, non-executive directors' remuneration must not exceed the maximum sum determined by the Company in general meeting, with individual apportionments of that sum remaining within the discretion of the Board. The current maximum total of \$600,000, in aggregate, per annum was fixed at the annual general meeting of the Company in 2006.

Under rule 42.1 of the Company's constitution and ASX Listing Rule 10.17, the Company must not increase the total amount of non-executive directors' remuneration payable by it without shareholder approval at a general meeting. This rule does not apply to executive directors (including the managing director).

On the retirement of the current Chairman, Mr Robert Branchi at the Company's annual general meeting, the number of non-executive directors will be five. Total remuneration (including superannuation) for those five non-executive directors for the year ending 30 June 2011 is expected to be \$602,190, allocated as follows:-

Chairman	\$170,000
Deputy Chairman	\$127,000
3 non-executive directors @ \$87,200	\$261,600
Committee Fees	\$43,590

There is no current intention to increase the fees of existing non-executive directors from the above in the current financial year. There is also no current intention to increase the number of non-executive directors in the current financial year. However, the Board would like the flexibility to make such an appointment should a candidate with skills that will enhance the Company's performance and support the growth strategy of the Company be identified. The Board may be unable to make such an appointment unless the maximum amount of total directors' remuneration is increased. For this reason, the Board asks shareholders to approve increasing the maximum total amount that may be paid as non-executive directors' remuneration per annum by \$150,000 from \$600,000 to \$750,000.

For the reasons noted above, the Board of Directors unanimously recommend that you vote in favour of resolution 3.