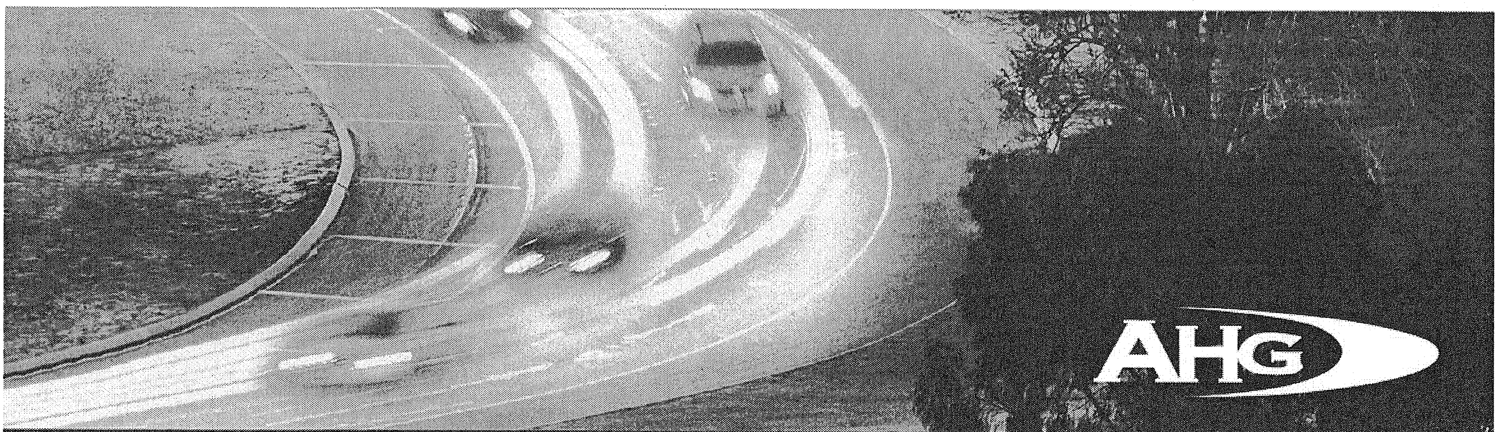


Automotive Holdings Group I 21 Old Aberdeen Place, West Perth, WA 6005 I T 08 9422 7676 I F 08 9422 7686 I ACN 111 470 038 I www.ahgir.com.au

ASX ANNOUNCEMENT
20 MAY 2011

**AUTOMOTIVE HOLDINGS GROUP LIMITED – SHARE PURCHASE PLAN**

Automotive Holdings Group Limited (ASX: AHE) ('AHG') announced on 12 May 2011 its intention to launch a share purchase plan ('SPP') to allow eligible shareholders the opportunity to subscribe for new ordinary shares in AHG. The letter to shareholders and the terms and conditions of the SPP are attached. Documentation will be despatched to eligible shareholders shortly.

The SPP will allow eligible shareholders to subscribe for a parcel of shares up to the maximum value of A$14,999 at the same price as the institutional placement (i.e. $2.44) which was announced on 12 May 2011.

Important dates of the SPP (which are subject to change at the discretion of AHG) are as follows:

| **Date** | **Event** | |
|---|---|---|
| 11 May 2011<br>5.00pm (AWST) | Record Date | The date on which AHG determined the eligible shareholders. |
| 20 May 2011 | Offer Date | The date the offer under the SPP is made. |
| 25 May 2011 | Opening Date | SPP opens |
| 22 June 2011 | Closing Date | SPP closes. Applications must be received by 5.00pm (AWST). |
| 29 June 2011 | Issue Date | New shares expected to be issued under SPP. |
| 1 July 2011 | Despatch Date | Despatch of holding statements / refund advice (if applicable) |
| 4 July 2011 | Quotation Date | New shares issued under SPP expected to commence trading. |

**Sue Symmons**
**Company Secretary**

AUTOMOTIVE HOLDINGS GROUP

20 May 2011

To our Shareholders

SHARE PURCHASE PLAN

On 12 May 2011, Automotive Holdings Group Limited (**AHG**) announced it was expanding its logistics division with the acquisition of Coventry Group Limited's automotive parts distribution business in Western Australia and Harris Refrigerated Transport, expanding its automotive parts distribution and refrigerated transport operations. As announced, the purchase of these businesses will be funded through a placement of $82.9 million to institutional and sophisticated investors through the issue of 33,958,136 ordinary shares at $2.44 per share. Please refer to our investor relations website at www.ahgir.com.au for further details on these acquisitions.

AHG also announced that it would undertake a Share Purchase Plan (**SPP**) to allow eligible shareholders the opportunity to subscribe for ordinary shares in AHG at the institutional placement price of $2.44 up to the maximum value of $15,000.

The Board of AHG is now pleased to offer all eligible shareholders the opportunity to acquire ordinary shares in AHG under the SPP. Participation in the SPP allows eligible shareholders to purchase shares at a discount to the volume weighted average price of AHG ordinary shares for 11 May 2011 of A$2.62 (being the day before AHG announced details of the SPP) free from brokerage costs that are usually incurred when buying shares. Participation in the SPP is entirely at your discretion. Funds raised by the SPP will be used as working capital.

Enclosed is a Share Purchase Plan Application Form together with the terms and conditions of the SPP. Please read these documents carefully and seek your own financial or taxation advice if needed.

*Eligibility and participation options*

Participation in the SPP is open to Eligible Shareholders (as defined in the enclosed terms and conditions of the SPP) who at 5.00pm (AWST) on 11 May 2011, were holders of fully paid ordinary shares in AHG and whose registered address is in Australia or New Zealand. The offer under the SPP is non-renounceable, which means that you may not transfer a right to apply for securities to anyone else.

The issue price of shares under the SPP will be $2.44 per share, being the same price as the institutional placement. The new shares to be issued under the SPP will rank equally with existing ordinary shares quoted on the ASX and will carry the same voting rights, distribution rights and other entitlements as at the issue date.

Eligible Shareholders who wish to participate in the SPP may apply for one of the following parcels of shares:

21 Old Aberdeen Place, West Perth, Western Australia 6005
Tel: (08) 9422 7676 Fax: (08) 9422 7686
Email: info@ahg.com.au
Automotive Holdings Group Limited ABN 35 111 470 038

| Option | Number of Shares | Issue Price per Share (A$) | Total Amount to be Paid (A$) |
|---|---|---|---|
| A | 1,000 | 2.44 | 2,440 |
| B | 2,500 | 2.44 | 6,100 |
| C | 4,000 | 2.44 | 9,760 |
| D | 6,147 | 2.44 | 14,999 |

AHG reserves an absolute discretion regarding the amount raised under the SPP, including the right to scale back applications, should applications for more than $15 million be received.

The offer opens on 25 May 2011 and closes at 4.00pm (AWST) on 22 June 2011. No late applications will be accepted.

The SPP key dates (subject to change at the discretion of AHG) are as follows:

| Date | Event | |
|---|---|---|
| 11 May 2011<br>5.00pm (AWST) | Record Date | The date on which AHG determined the Eligible Shareholders. |
| 20 May 2011 | Offer Date | The date the offer under the SPP is made. |
| 25 May 2011 | Opening Date | SPP opens |
| 22 June 2011 | Closing Date | SPP closes. Applications must be received by 4.00pm (AWST). |
| 29 June 2011 | Issue Date | New shares expected to be issued under SPP. |
| 1 July 2011 | Despatch Date | Despatch of holding statements / refund advice (if applicable) |
| 4 July 2011 | Quotation Date | New shares issued under SPP expected to commence trading. |

If you have any queries regarding the SPP, please call Computershare Investor Services Pty Limited on 1300 850 505 (within Australia) or on +61 3 9415 4000 (outside Australia).

On behalf of the Board, I encourage you to read and carefully consider the enclosed terms and conditions of the SPP.

Yours faithfully

David Griffiths
Chairman

## Terms and Conditions of the Share Purchase Plan

These terms and conditions and the accompanying "Share Purchase Plan Application Form" (**Application Form**) set out the terms and conditions (**Terms and Conditions**) of the Share Purchase Plan (**SPP**). By accepting the offer to subscribe for new, fully paid ordinary shares in Automotive Holdings Group Limited ACN 111 470 038 (**AHG**) (**New Shares**) under the SPP (**Offer**), you agree to be bound by these Terms and Conditions and the Constitution of AHG.

### 1. What are the SPP key dates

| Date* | Event | |
|---|---|---|
| 11 May 2011 5.00pm (AWST) | Record Date | The date on which AHG determined the Eligible Shareholders (as defined below) |
| 20 May 2011 | Offer Date | The date the offer under the SPP is made |
| 25 May 2011 | Opening Date | SPP opens |
| 22 June 2011 | Closing Date | SPP closes. Applications must be received by 4.00pm (AWST) |
| 29 June 2011 | Issue Date | New Shares expected to be issued |
| 1 July 2011 | Despatch Date | Despatch of holding statements / refund advice (if applicable) |
| 4 July 2011 | Quotation Date | New Shares expected to commence trading |

*AHG reserves its right to vary the dates by making an announcement to the ASX

### 2. What is the SPP?

2.1. The SPP is a convenient, cost effective way for Eligible Shareholders to acquire New Shares at a discount to recent market prices and free of brokerage, commissions, stamp duty or other participation costs.

2.2. The Offer being made under this SPP is dated, and taken to be made on, 20 May 2011.

### 3. Why is AHG issuing more shares?

AHG is undertaking the SPP to provide an opportunity for shareholders to increase their holding in AHG. The proceeds will be used as working capital.

### 4. Who is eligible to participate?

4.1. You are eligible to participate in the SPP if you were a registered holder of AHG ordinary shares as at 5.00pm (AWST) on 11 May 2011 (**Record Date**) with a registered address in Australia or New Zealand, unless:

- you hold your shares on behalf of another person who resides outside Australia or New Zealand; or
- you are, or acting for the account or benefit of, a "US Person" as defined in Regulation S under the US Securities Act of 1933 (**US Securities Act**)),

**(Eligible Shareholder).**

4.2. The directors of AHG have determined that Offers to registered holders with addresses outside Australia or New Zealand may be unlawful or impractical for AHG given the small number of holders involved.

4.3. For the purposes of determining eligibility, joint holders of AHG ordinary shares are taken to be a single registered holder of shares and the certification on the Application Form is taken to have been given by all joint holders.

4.4. Where a trustee or nominee is a registered holder of AHG ordinary shares and this is expressly noted on the AHG Share Register, the beneficiary will be taken to be the registered holder of those shares. Accordingly an application for New Shares, certification or issue of New Shares to the trustee or nominee will be taken to be an application or certification by, or an issue to, the beneficiary. If your role as a trustee or nominee is expressly noted on the AHG Share Register, please contact Computershare Investor Services Pty Limited (**Computershare**) on 1300 850 505 (within Australia) or on +61 3 9415 4000 (outside Australia), for assistance with the application process.

4.5. AHG reserves the right to reject any application from a person it believes is ineligible.

4.6. The Directors who are Eligible Shareholders may participate in the SPP.

4.7. **New Zealand shareholders:** an offer made to New Zealand shareholders under the SPP is made in reliance on the *Securities Act (Overseas Companies) Exemption Notice 2002*.

**United States and other countries**

The Offer does not constitute an offer in any jurisdiction in which or to any person to whom it would be unlawful to make such an offer.

The New Shares to be issued under the SPP have not been and will not be registered under the U.S. Securities Act or the securities laws of any state or other jurisdiction of the United States.
In order to comply with relevant securities laws, the New Shares to be issued under this SPP may not be offered to shareholders located in the United States (as defined in Regulation S under the Securities Act) or to shareholders who are, or who are acting for the account or benefit of, US Persons (as defined in Regulation S under the Securities Act). Because of these legal restrictions, you must not send copies of these Terms and Conditions or any other material relating to the SPP to any person resident in the United States or who is, or is acting for the account or benefit of, one or more US Persons.

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

## 5. How do I participate?

| | |
|---|---|
| **Single Holders** | If you are the only registered holder of a holding of AHG ordinary shares, but you receive more than one offer under the SPP (for example, due to multiple registered holdings), you may only apply for a maximum parcel of A$14,999 worth of New Shares. |
| **Joint Holders** | If you are recorded with one or more other persons as the joint holder of a holding of AHG shares, that joint holding is considered to be a single registered holding for the purpose of the SPP, and the joint holders are entitled to participate in the SPP in respect of that single holding only. If the same joint holders receive more than one offer under the SPP due to multiple registered holdings, the joint holders may only apply for a maximum parcel of A$14,999 worth of New Shares. |
| **Custodians and Downstream Custodians** | If you are a custodian within the definition of "custodian" in ASIC Class Order [CO 09/425] (**Custodian**) and hold AHG shares on behalf of one or more persons (each a **Participating Beneficiary**), or on behalf of a "downstream custodian" within the definition of ASIC Class Order [CO 09/425] who holds the beneficial interest in AHG shares on behalf of a Participating Beneficiary, you may apply for up to a maximum of A$14,999 worth of New Shares for each Participating Beneficiary, subject to providing a notice **in writing** to AHG certifying the matters set out in paragraph 9 of ASIC Class Order [CO 09/425] (**Custodian Certificate**).<br>Custodians should request a pro forma Custodian Certificate when making an application on behalf of Participating Beneficiaries. To request a Custodian Certificate, and if you would like further information on how to apply, please contact AHG's share registry, Computershare, on 1800 095 862 (toll free) or +61 3 9415 4325 (from overseas) between Monday to Friday, 8.30am - 5.30pm (AWST). |

6. **Do I have to participate?**

No. Participation in the SPP is entirely voluntary. The offer to acquire New Shares is not a recommendation. In deciding whether to participate in the SPP, please take time to read these Terms and Conditions and we encourage you to contact your financial or taxation adviser for your own professional advice regarding your participation in the SPP.

7. **How much can I invest?**

7.1. Under the SPP, you may apply for a parcel of New Shares by contributing a set amount of either A$2,440, A$6,100, A$9,760 or A$14,999. However, if you receive more than one offer to participate in the SPP, or if you hold Shares in more than one capacity, the maximum you can invest is set out in paragraph 5 above.

7.2. The offer under the SPP needs to comply with the conditions of ASIC Class Order [CO 09/425]. Under that class order, eligible shareholders may only acquire up to a maximum of A$15,000 worth of AHG shares under a share purchase plan or similar plan in any 12 month period (except in certain circumstances described in paragraph 5 above).

7.3. This limitation applies, for example, even if you receive more than one Application Form or if you hold AHG shares in more than one capacity, for example, if you are both a sole and joint holder of AHG shares. Please refer to the information under paragraph 5 above.

7.4. The A$15,000 limit applies irrespective of the number of AHG shares you hold on the Record Date.

7.5. AHG reserves the right, and in certain circumstances may be required by ASIC Class Order [CO 09/425] or other conditions, to reject any application for New Shares under the SPP to the extent it considers, or is reasonably satisfied, that the application (whether alone or in conjunction with other applications) does not comply with these requirements.

8. **Applications may be scaled back**

8.1. AHG reserves an absolute discretion regarding the amount raised under the SPP, including the right to scale back applications, should applications for more than A$15 million be received. Any determination made by AHG in respect of any scale-back will be final.

8.2. If there is a scale back, you may receive less than the parcel of New Shares for which you have applied for. If the scale back produces a fractional number when applied to the parcel of New Shares you applied for, the number of New Shares will be allotted will be rounded down to the nearest whole number.

8.3. In the event of a scale back the difference between the application monies received, and the number of New Shares allocated to you multiplied by the Offer Price, will be refunded to you, without interest payable to you.

9. **Can I transfer my right to purchase New Shares?**

9.1. No. The offer under the SPP is non-renounceable. This means that you cannot transfer your right to acquire New Shares under the SPP to anyone else.

10. **Will the New Shares to be issued under the SPP rank equally with my existing shares?**

10.1. Yes. All New Shares issued under the SPP will rank equally with existing AHG ordinary shares quoted on the ASX and will carry the same voting rights, distribution rights and other entitlements as existing AHG ordinary shares from the issue date.

11. **What is the issue price for the Share?**

11.1. The issue price for each new Share applied for under the SPP is A$2.44 (**Issue Price**). The Issue Price is the same price as the placement of A$82.9 million to institutional and sophisticated investors previously announced to the market on 12 May 2011. The Issue Price represents a 7.1% discount to the volume weighted average price of AHG ordinary shares of A$2.62, for 11 May 2011, being the day before AHG announced details of the SPP.

12. **Risks associated with participating in the SPP**

12.1. You should note that the market price of shares may rise or fall between the date of this Offer and the date that the New Shares are issued under the SPP. This means that the price at which New Shares are issued under the SPP (A$2.44) and accordingly the price you pay for each New Share under this Offer may be more or less than the market price of AHG ordinary shares at the date on which you make your application and on the date of issue of the New Shares. Further, the Issue Price may exceed the price at which shareholders would be able to buy AHG ordinary shares on the market at the time that the New Shares are issued under the SPP.

AHG recommends that you monitor the AHG share price and any AHG announcements, which can be found on AHG's website at www.ahgir.com.au or on the ASX website at www.asx.com.au (ASX code: AHE). AHG's share price can also be found in the financial pages of major Australian metropolitan newspapers.

**13. How many New Shares will I receive?**

13.1. You may apply for one of the following parcels of Shares:

| Option | Number of New Shares | Issue Price per New Share (A$) | Total Amount to be Paid (A$) |
|---|---|---|---|
| A | 1,000 | 2.44 | 2,440 |
| B | 2,500 | 2.44 | 6,100 |
| C | 4,000 | 2.44 | 9,760 |
| D | 6,147 | 2.44 | 14,999 |

13.2. AHG reserves the right to scale-back acceptances – see paragraph 7 for further details.

**14. How do I apply for New Shares under the SPP?**

14.1. Eligible Shareholders must either:

- Complete the Application Form and pay by cheque, bank draft or money order; or
- Make a BPAY payment

**For payment by cheque, bank draft or money order**

- Eligible Shareholders must complete the enclosed Application Form by ticking the Option you have selected and return it together with a cheque, bank draft or money order made payable to "AHG – Share Purchase Plan Account" so that it is received by Computershare by the closing date i.e. no later than 4.00pm (AWST) on Wednesday 22 June 2011 (**Closing Date**) at: Locked Bag 2508, Perth WA 6001.
- Cheques must be in Australian dollars and drawn on an Australian bank.
- Do not forward cash. Receipts for payment will not be issued.

**Applying by BPAY payment**

- Eligible Shareholders who wish to pay by BPAY, must follow the instructions on the Application Form so that it is received by AHG's share registry by no later than 4.00pm (AWST) on 22 June 2011. Your personalised Application Form carries the Biller Code and your unique reference number, which you must use to take up the Offer.
- Applicants using BPAY should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment, and should therefore take this into consideration when making payment. It is the responsibility of the applicant to ensure that funds submitted through BPAY are received by this time.
- If you make your payment using BPAY, you do not need to return your Application Form.

## YOUR REPRESENTATION

**By completing and submitting the Application Form** (together with a cheque, bank draft or money order) **or making a BPAY payment, you represent and certify** that the aggregate of the application price paid by you for:

- the New Shares the subject of your Application Form or BPAY payment; and
- any other New Shares applied for by you under the SPP or any similar share purchase plan arrangement operated by AHG in the 12 months prior to the date of submission of the Application Form or BPAY payment; and
- any other New Shares which you have instructed a Custodian to acquire on your behalf under the SPP; and
- any other AHG shares issued to a Custodian in the 12 months before the application as a result of an instruction given by you to the Custodian or another custodian to apply for shares on your behalf under an arrangement similar to the SPP, and which resulted in you holding the beneficial interest in those shares,

does not exceed A$15,000, unless you are applying as a Custodian for one or more Participating Beneficiaries and have provided AHG with the Custodian Certificate referred to under paragraph 5 above.

15. **What is the significance of sending in an application?**

15.1. If you apply to participate in the SPP by completing and returning an Application Form together with application moneys or by submitting a BPAY payment, you represent on your own behalf and on behalf of each person on whose account you are acting that:

- you are an Eligible Shareholder;
- you agree that your application is made on these Terms and Conditions and those set out in the Application Form;
- you acknowledge that you will not be able to withdraw your application once you have sent it in;
- you authorise AHG and its officers to correct any error in, or omission from, your Application Form and to complete your Application Form by the insertion of any missing details;
- you acknowledge that neither AHG nor Computershare, nor any of the personnel, has provided you with any recommendation or investment, or financial product advice in relation to the SPP;
- you acknowledge that the New Shares have not, and will not be, registered under the Securities Act or the securities laws of any state or other jurisdictions in the United States, or in any other jurisdiction outside Australia or New Zealand and accordingly, New Shares may not be offered, sold or otherwise transferred except in accordance with an available exemption from, or a transaction not subject to, the registration requirements of the Securities Act and any other applicable securities laws; and
- you have not, and will not, send any materials relating to the SPP to any person in the United States or that is, or is acting for the account or benefit of, a US Person.

16. **Does AHG have any discretion to reject applications?**

16.1. Yes, AHG may accept or reject applications to buy New Shares under the SPP, including (but not limited to) cases where:

- an Application Form is incorrectly completed, incomplete or otherwise determined to be invalid by AHG;
- an Application Form is received after the Closing Date;
- the correct amount of money is not tendered with your Application Form;
- a cheque is dishonoured or has not been completed correctly or accurately; or
- AHG forms the opinion that a shareholder is not an Eligible Shareholder (subject to compliance with any applicable ASIC or ASX requirements).

16.2. In addition, AHG may issue to you fewer Shares than the number for which you subscribed under the SPP (or none at all) if AHG believes that the issue of those Shares to you would contravene the ASX Listing Rules, the *Corporations Act 2001* (Cth) or any other law.

17. **How will application monies be refunded?**

17.1. If AHG rejects your Application, you will have your application moneys returned to you without interest.

17.2. Any application monies refunded by AHG under a scale back will be paid by cheque or direct credit (the payment method will be determined by AHG in its absolute discretion) in Australian currency, on the date that holding statements are despatched under the SPP, expected to be 1 July 2011. By applying for New Shares, each shareholder authorises AHG to pay any monies to be refunded by using the payment instructions of the shareholder recorded in AHG's share registry's records, if AHG should elect to pay in this manner.

18. **What are the costs of participation in the SPP?**

18.1. There are no brokerage or transaction costs payable by participants in the SPP. These costs will be met by AHG.

19. **When will I receive the New Shares?**

19.1. New Shares are expected to be issued under the SPP on 29 June 2011

19.2. It is expected that the New Shares will be quoted on the ASX on or about 4 July 2011. AHG expects to despatch a holding statement or confirmation advice in respect of the New Shares on or about 1 July 2011. You should confirm your holding before trading in any New Shares you believe have been allotted to you under the SPP.

20. **Does AHG have a discretion and dispute policy?**

20.1. Yes, AHG reserves the right to waive strict compliance with the Terms and Conditions. Any powers or discretions of AHG may be exercised by the Directors of AHG or any delegate of them.

20.2. AHG may determine, in any manner it thinks fit, any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the SPP, whether generally or in relation to any participant or application. A determination made by AHG will be conclusive and binding on all participants and other persons to whom the determination relates.

20.3. These Terms and Conditions are governed by the laws in force in Western Australia. By accepting this Offer, you submit to the non-exclusive jurisdiction of the courts of Western Australia.

21. **Can AHG change or terminate the SPP?**

21.1. Yes, AHG may, in its absolute discretion, change or terminate the SPP or the Terms and Conditions at any time, whether because of a change of law, ASIC requirement or policy or any other circumstance relevant to the SPP or AHG. Any such amendment, variation, suspension or termination will be binding on all Eligible Shareholders. If AHG does this it will notify the Australian Stock Exchange and post a notice on AHG website (www.ahgir.com.au). Failure to notify shareholders of a change to or termination of the SPP or the Terms and Conditions or the non-receipt of notice by a shareholder will not invalidate the change or termination. If AHG terminates the SPP, it will refund any application moneys to you (without interest).

22. **Class Order [CO 09/425] Compliance**

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

23. **Underwriting**

23.1. The SPP will not be underwritten.

24. **General Application Terms**

24.1. Applications may only be made for parcels of New Shares (as set out in paragraph 13.1 above). Applications may only be paid for by making a contribution of either A$2,440, A$6,100, A$9,760 or A$14,999. If the amount of the payment tendered with your Application Form or your BPAY payment is:

- less than A$2,440 - AHG will not allot any New Shares to you and will refund your application money to you, without interest payable to you;
- greater than A$14,999 - subject to scale back, AHG will allot the maximum number of New Shares to you and will refund the excess application money to you, without interest payable to you; or
- not the amount required to be paid for a parcel (as set out in paragraph 13.1), and is more than A$2,440 and less than A$14,999 - subject to scale back, AHG will allot to you the number of New Shares that would have been allotted had you applied for the highest amount you were permitted to apply for that is less than the amount tendered with your Application Form or your BPAY payment. If that is less than the amount tendered with your Application Form or your BPAY payment, AHG will refund the excess application money to you, without interest payable to you.

24.2. Application Forms must be received by AHG's share registry and BPAY payments must be received by no later than 4.00pm (Perth time) on 22 June 2011. Application Forms and BPAY payments received after that time will not be accepted.

24.3. Application Forms and BPAY payments under the SPP may not be withdrawn once they have been received by AHG. No interest will be payable on application money held by AHG.

24.4. Please read the enclosed Application Form for further details of how to apply for New Shares under the SPP.

25. **Where can I obtain further information in relation to the SPP?**

25.1. If you have any questions about the SPP, the Terms and Conditions or how to make an application, please call Computershare on 1300 850 505 (within Australia) or on +61 3 9415 4000 (outside Australia).

25.2. Neither AHG nor Computershare, nor any of the personnel, is or is to be taken to be, giving any recommendation or investment advice in relation to the SPP, nor do any of them have any obligation to do so. You should seek your own independent professional advice in relation to the SPP.