

Notice of Annual General Meeting

2011



AUTOMOTIVE HOLDINGS GROUP

Notice of Annual General Meeting 2011

AUTOMOTIVE HOLDINGS GROUP LIMITED

ABN 35 111 470 038

Notice is hereby given that the 2011 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 18 November 2011
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 financial year ended 30 June 2011.

Resolutions

1. Adoption of remuneration report

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

"That the remuneration report for the financial year ended 30 June 2011 be adopted."

Voting exclusion

The Company will disregard any votes cast on resolution 1 by any member of key management personnel whose remuneration details are included in the remuneration report and a closely related party of such a member (each an Excluded Person). However, the Company will not disregard a vote if:

- (a) it is cast by an Excluded Person as proxy for a person who is entitled to vote, and the proxy form specifies how the proxy is to vote on the proposed resolution; and
- (b) the vote is not cast on behalf of an Excluded Person.

2. Re-election of directors of the Company

2.1 Re-election of Mr Peter William Stancliffe

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

"That Mr Peter William Stancliffe, 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 Giovanni (John) Groppoli

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

"That Mr Giovanni (John) Groppoli, 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. Ratification of placement by the Company

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

"That, for the purposes of ASX Listing Rule 7.4 and all other purposes, shareholders ratify the issue of 33,958,136 shares at an issue price of \$2.44 per share to institutional and sophisticated investors, as more fully described in the explanatory notes accompanying this notice of meeting."

Voting exclusion

The Company will disregard any votes cast on resolution 3 by any person who participated in the issue of shares referred to in resolution 3 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 4.00 pm (Perth time) on Wednesday 16 November 2011. 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 attendance 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 to the meeting. 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 "Certificate of 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 by one of the methods listed above for the receipt of proxy appointments at least 48 hours prior to the commencement of the meeting.

Voting intentions in respect of proxy voting on resolution 1 (remuneration report)

Chairman as proxy

The chairman intends to vote in favour of all resolutions on the agenda in respect of all undirected proxies, including in relation to resolution 1 (remuneration report).

If you appoint the chairman as your proxy and you do not provide a direction nor mark the chairman's box, you will be taken to have directed the chairman to cast your votes in accordance with his expressed intention to vote in favour of resolution 1.

If you appoint the chairman as your proxy and wish to direct him how to vote, you can do so by either marking the boxes for resolution 1 (i.e. by directing him to vote 'for', 'against' or 'abstain') or by marking the chairman's box on the proxy form (in which case the chairman will vote in favour of this resolution).

Other member of key management personnel as proxy

If you appoint any other member of AHG's key management personnel whose remuneration is included in the remuneration report (being any member of AHG's key management personnel other than the chairman), or a closely related party of such a member as your proxy and do not direct them how to vote on resolution 1 (remuneration report), such a person will not vote your proxy on that item of business.

The remuneration report, which is set out on pages 40 to 52 of the 2011 annual report, identifies AHG's key management personnel for the financial year to 30 June 2011. Their closely related parties are defined in the Corporations Act, and include certain of their family members, dependants and companies they control.

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 Brad McVeigh of BDO Audit (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 2011. 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 to the facsimile number below by no later than 5.00 p.m. (Perth time) on 11 November 2011.

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



David Rowland
Company Secretary
Automotive Holdings Group Limited
17 October 2011

EXPLANATORY NOTES

Financial statements and reports

The 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 2011 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 2011, 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 (other than 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 be put to the vote at the Company's annual general meeting.

The remuneration report is set out on pages 40 to 52 of the 2011 annual report, which may be accessed by visiting the Company's investor relations website at www.ahgir.com.au.

Under the Corporations Act, if 25% or more of votes that are cast on the remuneration report resolution are voted against the adoption of the remuneration report at two consecutive annual general meetings, shareholders will be required to vote at the second of those annual general meetings on a resolution (a 'spill resolution') that another meeting be held within 90 days at which all of the Company's directors (other than the Managing Director) must go up for re-election.

These changes, referred to as the 'two strikes rule' were introduced to strengthen shareholders' non-binding vote on the adoption of the remuneration report and improve boards' responsiveness to shareholders' views on remuneration policies. The Company encourages all shareholders to cast their votes on resolution 1 (and expressly notes that the chairman intends to vote undirected proxies in favour of resolution 1 and certain other members of key management personnel will not be able to vote undirected proxies, as set out above in this notice of meeting).

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 Peter Stancliffe and Giovanni (John) Groppoli will retire by rotation and offer themselves for re-election at the annual general meeting under rule 5.4 of the Company's constitution.

NOTES ON RESOLUTION

2.1 – RE-ELECTION OF MR PETER WILLIAM STANCLIFFE AS A DIRECTOR

Mr Stancliffe was appointed as a non-executive director on 25 November 2005. Mr Stancliffe has over 40 years experience in the management of large industrial companies both in Australia and overseas and has held various senior management positions, including Chief Executive Officer. He has extensive experience in strategy development and a detailed knowledge of modern company management practices. Mr Stancliffe is a graduate of the MIT Senior Management Program and the AICD Company Directors' course.

Mr Stancliffe is also a director of two other listed companies, being, Hills Industries Limited and Korvest Limited. In addition to his listed company directorships he is a director of Harris Scarfe Pty Ltd. He directly or indirectly holds 34,225 shares in the Company.

The board of directors of the Company, with the exception of Mr Stancliffe because of his interest in the resolution, recommends that you vote in favour of Mr Stancliffe's re-election as a director of the Company

NOTES ON RESOLUTION

2.2 – RE-ELECTION OF MR GIOVANNI (JOHN) GROPPOLI AS A DIRECTOR

Mr Groppoli was appointed as a non-executive director on 4 July 2006. Mr Groppoli is a member of the Company's Remuneration and Nomination Committee. Mr Groppoli was a partner of national law firm Deacons (now known as Norton Rose) from 1987 to 2004 where he specialised in franchising, legal compliance and corporate governance. He was Managing Partner of the Perth office of Deacons from 1998 to 2002.

Mr Groppoli left private practice in 2004 and is currently Managing Director of Milners Pty Ltd, a leading Australian brand marketing group specialising in premium homeware products, and Aviva Optical, an importer and national distributor of optical products and accessories. Mr Groppoli is also a director of public unlisted entities Retravision (WA) Limited and Electcom Limited which manage and service the Retravision, Westcoast Hi Fi and Fridge & Washer City retail brands in WA, SA and NT. He directly or indirectly holds 41,600 shares in the Company.

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

NOTES ON RESOLUTION

3 – RATIFICATION OF PLACEMENT BY THE COMPANY

Introduction

ASX Listing Rule 7.1 imposes a limit on the number of equity securities (including ordinary shares) that a company can issue or agree to issue without shareholder approval in any 12 month period. A company must not issue in any 12 month period, a number of equity securities which is more than 15% of the number of fully paid ordinary shares on issue 12 months before the issue, unless the issue falls within one of the nominated exceptions or the prior approval of members of the company in a general meeting is obtained.

It is possible under ASX Listing Rule 7.4 to ratify previous issues that were made without shareholder approval under ASX Listing Rule 7.1. The effect of such ratification is to restore the company's discretionary power to issue further shares (up to a maximum of 15% of the number of the company's issued shares in any 12 month period) without shareholder approval.

The Company experiences delays and incurs costs when obtaining shareholder approval each time it wishes to issue securities which exceed the 15% limit and which do not otherwise fall within one of the exceptions to ASX Listing Rule 7.1. It is for these reasons that the Company has chosen to take this opportunity to ratify the issue of the placement shares and thereby restore part of its 15% discretionary authority to issue shares in the future without shareholder approval.

Under resolution 3, the Company seeks shareholder ratification for the purposes of ASX Listing Rule 7.4 in relation to the issue of 33,958,136 fully paid ordinary shares to institutional and sophisticated investors that occurred on 19 May 2011 under a placement announced by the Company on 12 May 2011.

While it is not the present intention of the board of directors to undertake any further issue of equity securities in the event that approval is received from shareholders in respect of resolution 3, the board of directors may decide to issue further equity securities if it considers it is in the best interests of the Company to do so.

Information required by ASX Listing Rule 7.5

ASX Listing Rule 7.5 requires that the following information be provided to shareholders when seeking an approval for the purposes of ASX Listing Rule 7.4:

The number of shares allotted and issued was 33,958,136. The issue price for the shares was \$2.44 per share. This represented a discount of 8.6% to the closing price of the Company's shares on 11 May 2011, which was the last day of trading prior to the announcement to ASX that the Company was undertaking the capital raising. The shares are fully paid ordinary shares in the Company that rank equally with all other ordinary shares in the Company then on issue. The shares were issued to various institutional and sophisticated investors on 19 May 2011 following a bookbuild that was completed by the Company with the assistance of UBS on 18 May 2011. The majority of funds raised through the placement were used to pay for the acquisitions of Coventry's automotive parts distribution business and Harris Refrigerated Transport (for further information regarding these acquisitions, please see the Company's announcements dated 12 May 2011 and 1 July 2011 or the 'About AHG' section of the annual report). The Company intends to use the balance of the proceeds to fund automotive dealership acquisition opportunities and for general corporate purposes.

The board of directors of the Company unanimously recommend that you vote in favour of resolution 3.



Automotive Holdings Group Limited
ACN 111 470 038

Lodge your vote:



Online:
www.investorvote.com.au



By Mail:
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:
(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000



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MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Proxy Form



Vote online or view the annual report, 24 hours a day, 7 days a week:

www.investorvote.com.au



Cast your proxy vote



Access the annual report



Review and update your securityholding

Your secure access information is:

Control Number: 999999

SRN/HIN: I9999999999



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

For your vote to be effective it must be received by 10.00am (Perth time) Wednesday 16 November 2011

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged 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, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the information tab, "Downloadable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form** ➔

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

☐

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



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IND

■ **Proxy Form**

Please mark ☒ to indicate your directions

STEP 1 **Appoint a Proxy to Vote on Your Behalf**

XX

I/We being a member/s of Automotive Holdings Group Limited hereby appoint

☐ the Chairman of the Meeting

 OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of Automotive Holdings Group Limited to be held at Botanical 3, Lower Level 1, Burswood Convention Centre, Great Eastern Highway, Burswood, Western Australia on Friday, 18 November 2011 at 10.00am (Perth time) and at any adjournment of that meeting.

Important for Resolution 1 Adoption of remuneration report - If the Chairman of the Meeting is your proxy or is appointed as your proxy by default and you do not mark any of the boxes in step 2 below on **Resolution 1** you are directing the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions as set out below and in the Notice of Meeting even though **Resolution 1** is connected directly or indirectly with the remuneration of a member of key management personnel. Please note you are still entitled to appoint the Chairman of the Meeting as your proxy and to direct the Chairman to vote against or abstain from voting on **Resolution 1** (which is contrary to the Chairman's stated voting intention) by marking the appropriate box in step 2 below.

The Chairman of the Meeting intends to vote in favour of all Resolutions in respect of all undirected proxies, including in relation to Resolution 1.

STEP 2 **Items of Business**

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Adoption of remuneration report	☐	☐	☐
Resolution 2.1	Re-election of Mr Peter William Stancliffe	☐	☐	☐
Resolution 2.2	Re-election of Mr Giovanni (John) Groppoli	☐	☐	☐
Resolution 3	Ratification of placement by the Company	☐	☐	☐

The Chairman of the Meeting intends to vote all available proxies in favour of each item of business.

SIGN **Signature of Securityholder(s)** *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date / /