



22 October 2010

Company Announcements Office
ASX Limited

A.P. Eagers Limited's takeover bid for Adtrans Group Limited

Offer free from defeating conditions and offer period extended

A.P. Eagers has secured over 90% of Adtrans

A.P. Eagers is pleased to announce that it has now received sufficient acceptances of its takeover offer to take its relevant interest to over 90% of Adtrans and has declared the offer to be free from all defeating conditions.

A.P. Eagers intends to compulsorily acquire all Adtrans shares from Adtrans shareholders who do not accept the offer.

To allow Adtrans shareholders further time to accept the offer before having their shares compulsorily acquired, A.P. Eagers has extended the offer period to close at 7.00pm (Sydney time) on 5 November 2010. Adtrans shareholders who accept the offer before it closes will receive payment for their shares earlier than those shareholders who wait to be compulsorily acquired.

Adtrans shareholders who have not yet accepted the offer are encouraged to do so immediately, failing which they will be subject to compulsory acquisition and delayed payment for their shares.

In accordance with the terms of the offer, A.P. Eagers will be instructing the Adtrans board to declare a special dividend of 50 cents per share, with the record date for the special dividend being 4 November 2010.

Any Adtrans shareholder who is unsure how to accept A.P. Eagers' offer or has any questions about the offer should call the shareholder information line on 1800 633 262 (or +61 2 8256 3351 for overseas callers) between 9.00am and 5.00pm (Sydney time) Monday to Friday.

Attached to this announcement are:

- (a) a copy of A.P. Eagers' letter to Adtrans shareholders;
- (b) a notice of variation of the offer under section 650D *Corporations Act 2001* (Cth) that was today lodged with ASIC and will be sent to Adtrans shareholders with the letter in (a) above;

A. P. EAGERS LIMITED

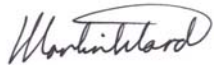
ABN 87 009 680 013

Registered Office
80 McLachlan Street Fortitude Valley Q 4006
P.O. Box 199 Fortitude Valley Q 4006
Telephone (07) 3248 9455 Fax (07) 3248 9459
Email corporate@apeagers.com.au

- (c) by way of service under section 630(5)(b) *Corporations Act*, a notice of extension of the offer period under section 630(2); and
- (d) by way of service under section 650F(3) *Corporations Act*, a notice that the offers under the takeover bid have been freed from all defeating conditions.

A.P. Eagers thanks Adtrans shareholders for their strong support during the takeover.

Yours faithfully
A. P. Eagers Limited

A handwritten signature in cursive script, appearing to read "Martin Ward".

Martin Ward
Chief Executive Officer



22 October 2010

Dear Adtrans Shareholder

A.P. Eagers Limited's takeover bid for Adtrans Group Limited

Offer free from defeating conditions and offer period extended

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A.P. Eagers is pleased to announce that it has now received sufficient acceptances of its takeover offer to take its relevant interest to over 90% of Adtrans and has declared the offer to be free from all defeating conditions.

A.P. Eagers intends to compulsorily acquire all Adtrans shares from Adtrans shareholders who do not accept the offer.

To allow Adtrans shareholders further time to accept the offer before having their shares compulsorily acquired, A.P. Eagers has extended the offer period to close at 7.00pm (Sydney time) on 5 November 2010. **Attached** is a formal notice of variation required by the Corporations Act.

Adtrans shareholders who accept the offer before it closes will receive payment for their shares earlier than those shareholders who wait to be compulsorily acquired.

Adtrans shareholders who have not yet accepted the offer are encouraged to do so immediately, failing which they will be subject to compulsory acquisition and delayed payment for their shares.

In accordance with the terms of the offer, A.P. Eagers will be instructing the Adtrans board to declare a special dividend of 50 cents per share, with the record date for the special dividend being 4 November 2010.

Any Adtrans shareholder who is unsure how to accept A.P. Eagers' offer or has any questions about the offer should call the shareholder information line on 1800 633 262 (or +61 2 8256 3351 for overseas callers) between 9.00am and 5.00pm (Sydney time) Monday to Friday.

If you have already accepted the offer, you do not need to take any further action and A.P. Eagers thanks you for your support.

Yours faithfully
A. P. Eagers Limited

A handwritten signature in black ink, appearing to read 'Martin Ward', is written over a light blue horizontal line.

Martin Ward
Chief Executive Officer

A. P. EAGERS LIMITED
ABN 87 009 680 013

Registered Office
80 McLachlan Street Fortitude Valley Q 4006
P.O. Box 199 Fortitude Valley Q 4006
Telephone (07) 3248 9455 Fax (07) 3248 9459
Email corporate@apeagers.com.au

Variation of offer

Section 650D(1) *Corporations Act 2001* (Cth)

TO: Adtrans Group Limited ACN 008 129 477
4 Greenhill Road
Wayville, South Australia 5034

AND TO: Australian Securities and Investments Commission

AND TO: ASX Limited

AND TO: Each person to whom offers were made under the takeover bid

A.P. Eagers Limited ACN 009 680 013 (**AP Eagers**) gives notice under section 650D *Corporations Act 2001* (Cth) (**Corporations Act**) of a variation of the offers dated 20 September 2010 (**Offers**), as amended by an earlier notice under section 650D(1) *Corporations Act* dated 11 October 2010 (**First Variation**) and a supplementary bidder's statement dated 13 October 2010.


AP Eagers further varies the Offers and its bidder's statement dated 15 September 2010 (**Bidder's Statement**) by:

- (a) extending the offer period so that the Offers will remain open for acceptance until 7.00pm (Sydney time) on 5 November 2010; and
- (b) varying the Bidder's Statement and the acceptance form that accompanied the Bidder's Statement so that all references to the date "20 October 2010" (which were deemed to be references to "29 October 2010" following the First Variation) are replaced with "5 November 2010".


A copy of this notice was lodged with ASIC on 22 October 2010. ASIC takes no responsibility for the contents of this notice.

Dated: 22 October 2010

Signed for and on behalf of AP Eagers pursuant to a resolution passed by the directors of AP Eagers by:

▲ 

Director

▲ 

Director

▲ Benjamin Wickham Macdonald

Full name of Director

▲ Martin Andrew Ward

Full name of Director

Extension of offer period

Section 630(2) *Corporations Act 2001* (Cth)

TO: Adtrans Group Limited ACN 008 129 477 (**Adtrans**)
4 Greenhill Road
Wayville, South Australia 5034

AND TO: ASX Limited

A.P. Eagers Limited ACN 009 680 013 (**AP Eagers**) has made offers under an off-market takeover bid for all the ordinary shares in Adtrans (**Offers**). The Offers are contained in the bidder's statement dated 15 September 2010 (**Bidder's Statement**), as amended under section 650D(1) *Corporations Act 2001* (Cth) (**Corporations Act**) on 11 October 2010 and by a supplementary bidder's statement dated 13 October 2010 (**Supplementary Bidder's Statement**).

AP Eagers gives notice under section 630(2) *Corporations Act* that:

- (a) the offer period under the Offers have been extended so that the Offers will remain open for acceptance until 7.00pm (Sydney time) on 5 November 2010;
- (b) the new date for giving notice of the status of the conditions to the Offers, as set out in Schedule 2 of the Bidder's Statement (**Conditions**), is 29 October 2010; and
- (c) AP Eagers has freed the Offers from all Conditions under section 650F *Corporations Act*.

Dated: 22 October 2010.



Denis Stark
Company Secretary

Freeing off-market bid from defeating condition Section 650F *Corporations Act 2001* (Cth)

TO: Adtrans Group Limited ACN 008 129 477 (**Adtrans**)
4 Greenhill Road
Wayville, South Australia 5034

AND TO: ASX Limited

A.P. Eagers Limited ACN 009 680 013 (**AP Eagers**) has made offers under an off-market takeover bid for all the ordinary shares in Adtrans (**Offers**). The Offers are contained in the bidder's statement dated 15 September 2010 (**Bidder's Statement**), as amended under section 650D(1) *Corporations Act 2001* (Cth) (**Corporations Act**) on 11 October 2010 and by a supplementary bidder's statement dated 13 October 2010.

AP Eagers gives notice under section 650F(1) *Corporations Act* that:

- (a) the Offers are free from all conditions set out in Schedule 2 of its Bidder's Statement; and
- (b) as at 7:00pm (Sydney time) on 21 October 2010, AP Eagers' voting power in Adtrans was 91.18%.

Dated: 22 October 2010



Denis Stark
Company Secretary