

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Automotive Holdings Group Limited (ASX: AHE)

ACN/ARSN 111 470 038

1. Details of substantial holder (1)

Name A.P. Eagers Limited ACN 009 680 013 and its associated entities set out in Annexure A

ACN/ARSN (if applicable) As set out above and in Annexure A

There was a change in the interests of the substantial holder on

See item 3 below

The previous notice was given to the company on

24/12/13

The previous notice was dated

24/12/13

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
ORD	51,018,439	19.57%	52,631,417	17.92%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
2/1/14	A.P. Eagers Limited	Acquisition	\$106,597	ORD 27,598	27,598
3/1/14	A.P. Eagers Limited	Acquisition	\$3,143,470	ORD 820,000	820,000
6/1/14	A.P. Eagers Limited	Acquisition	\$1,058,124	ORD 274,367	274,367
7/1/14	A.P. Eagers Limited	Acquisition	\$39,091	ORD 10,075	10,075
8/1/14	A.P. Eagers Limited	Acquisition	\$846,534	ORD 220,400	220,400
9/1/14	A.P. Eagers Limited	Acquisition	\$868,050	ORD 225,000	225,000
10/1/14	A.P. Eagers Limited	Acquisition	\$137,742	ORD 35,538	35,538
1/4/14	A.P. Eagers Limited	AHE issued 32,951,290 ordinary shares pursuant to a placement	n/a	n/a	n/a

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
A.P. Eagers Limited	A.P. Eagers Limited	A.P. Eagers Limited	Holder of the securities	ORD 52,631,417	52,631,417

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:


Name and ACN/ARSN (if applicable)	Nature of association

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
A.P. Eagers Limited	80 McLachlan Street, Fortitude Valley Qld 4006
Entities associated with A.P. Eagers Limited	See Annexure A

Signature

print name	Denis Gerard Stark	capacity	Secretary
sign here		date	2/4/14

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included on any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

ANNEXURE A**SUBSTANTIAL HOLDERS – ASSOCIATED ENTITIES**

THIS IS ANNEXURE A OF TWO PAGES REFERRED TO IN FORM 604 NOTICE OF CHANGE OF INTERESTS OF SUBSTANTIAL HOLDER.

DATED: 2/4/14

SIGNED: *Denis Stark*

NAME: Denis Gerard Stark

CAPACITY: Secretary

ASSOCIATED ENTITIES OF A.P. EAGERS LIMITED:

NAME	ACN	ADDRESS
Eagers Retail Pty Ltd	009 662 211	80 McLachlan Street, Fortitude Valley, Queensland 4006
Eagers MD Pty Ltd	009 727 753	80 McLachlan Street, Fortitude Valley, Queensland 4006
Eagers Finance Pty Ltd	009 721 288	80 McLachlan Street, Fortitude Valley, Queensland 4006
Nundah Motors Pty Ltd	009 681 556	80 McLachlan Street, Fortitude Valley, Queensland 4006
Eagers Nominees Pty Ltd	009 723 488	80 McLachlan Street, Fortitude Valley, Queensland 4006
Austral Pty Ltd	009 662 202	80 McLachlan Street, Fortitude Valley, Queensland 4006
E G Eager & Son Pty Ltd	009 658 306	80 McLachlan Street, Fortitude Valley, Queensland 4006
A.P. Group Ltd	010 030 994	80 McLachlan Street, Fortitude Valley, Queensland 4006
A.P. Ford Pty Ltd	010 602 383	80 McLachlan Street, Fortitude Valley, Queensland 4006
A.P. Motors Pty Ltd	010 579 996	80 McLachlan Street, Fortitude Valley, Queensland 4006
A.P. Motors (No.1) Pty Ltd	010 585 234	80 McLachlan Street, Fortitude Valley, Queensland 4006
A.P. Motors (No.2) Pty Ltd	010 585 243	80 McLachlan Street, Fortitude Valley, Queensland 4006
A.P. Motors (No.3) Pty Ltd	010 585 252	80 McLachlan Street, Fortitude Valley, Queensland 4006
Associated Finance Pty Limited	009 677 678	80 McLachlan Street, Fortitude Valley, Queensland 4006
Leaseline & General Finance Limited	010 131 361	80 McLachlan Street, Fortitude Valley, Queensland 4006
City Automotive Group Pty Ltd	067 985 602	80 McLachlan Street, Fortitude Valley, Queensland 4006
PPT Investments Pty Ltd	000 868 860	80 McLachlan Street, Fortitude Valley, Queensland 4006
PPT Holdings No 1 Pty Ltd	078 207 333	80 McLachlan Street, Fortitude Valley, Queensland 4006
PPT Holdings No 2 Pty Ltd	078 207 397	80 McLachlan Street, Fortitude Valley, Queensland 4006
PPT Holdings No 3 Pty Ltd	078 207 468	80 McLachlan Street, Fortitude Valley, Queensland 4006
Bill Buckle Holdings Pty Ltd	062 951 106	80 McLachlan Street, Fortitude Valley, Queensland 4006
Bill Buckle Autos Pty Ltd	000 388 054	80 McLachlan Street, Fortitude Valley, Queensland 4006
Bill Buckle Leasing Pty Ltd	000 871 910	80 McLachlan Street, Fortitude Valley, Queensland 4006

Adtrans Group Limited	008 129 477	80 McLachlan Street, Fortitude Valley, Queensland 4006
Adtrans Corporate Pty Ltd	056 340 928	80 McLachlan Street, Fortitude Valley, Queensland 4006
Adtrans Automotive Group Pty Ltd	007 866 917	80 McLachlan Street, Fortitude Valley, Queensland 4006
Stillwell Trucks Pty Ltd	008 014 720	80 McLachlan Street, Fortitude Valley, Queensland 4006
Adtrans Trucks Pty Ltd	008 264 935	80 McLachlan Street, Fortitude Valley, Queensland 4006
Graham Cornes Motors Pty Ltd	008 123 993	80 McLachlan Street, Fortitude Valley, Queensland 4006
Whitehorse Trucks Pty Ltd	116 437 702	80 McLachlan Street, Fortitude Valley, Queensland 4006
Adtrans Used Pty Ltd	074 561 514	80 McLachlan Street, Fortitude Valley, Queensland 4006
Adtrans Hino Pty Ltd	127 369 260	80 McLachlan Street, Fortitude Valley, Queensland 4006
Adtrans Australia Pty Ltd	008 278 171	80 McLachlan Street, Fortitude Valley, Queensland 4006
Melbourne Truck and Bus Centre Pty Ltd	143 202 699	80 McLachlan Street, Fortitude Valley, Queensland 4006
Adtrans Truck Centre Pty Ltd	106 764 327	80 McLachlan Street, Fortitude Valley, Queensland 4006
Adtrans Trucks Adelaide Pty Ltd	151 699 651	80 McLachlan Street, Fortitude Valley, Queensland 4006
Precision Automotive Technology Pty Ltd	163 233 207	80 McLachlan Street, Fortitude Valley, Queensland 4006