



16 August 2019

Market Announcements Office
ASX Limited

Takeover bid by A.P. Eagers Limited for Automotive Holdings Group Limited Eighth supplementary bidder's statement

A copy of A.P. Eagers Limited's (ASX:APE) (**AP Eagers**) eighth supplementary bidder's statement dated 16 August 2019 and the accompanying letter, which are today being posted to offerees of AP Eagers' off-market takeover bid for all the ordinary shares in Automotive Holdings Group Limited that are not already owned by it, is attached.

ENDS

For further information please contact:

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0477 946 068 / 0438 954 729
jon@domestiqueconsulting.com.au / lauren@domestiqueconsulting.com.au

A.P. EAGERS LIMITED
ABN 87 009 680 013

Registered Office
5 Edmund Street, Newstead, QLD, 4006
P.O. Box 199, Fortitude Valley, QLD, 4006
T (07) 3608 7100 F (07) 3608 7111
E corporate@apeagers.com.au



16 August 2019

Dear fellow AHG shareholder,

AP Eagers' Offer for your AHG shares declared unconditional AHG directors recommend shareholders ACCEPT

A.P. Eagers Limited (**AP Eagers**) has today declared its recommended off-market takeover offer for all the ordinary shares in Automotive Holdings Group Limited (**AHG**) that it does not already own (**Offer**) free from all remaining bid conditions. Accordingly, the Offer is now unconditional.

If you are yet to accept the Offer you are strongly encouraged to do so without delay for the following reasons:

- The Offer is unconditional and AHG's directors **UNANIMOUSLY RECOMMEND** that you **ACCEPT** the Offer, in the absence of a superior proposal.
- You need to **ACCEPT** to receive any interim dividend that may be announced by AP Eagers with its half year results to 30 June 2019.
- You will receive AP Eagers shares within seven business days of receipt of your acceptance.
- As at 7.00pm (Sydney time) on Tuesday, 13 August 2019, AP Eagers had an interest equivalent to 61.917% of AHG shares:¹
 - at this shareholding level, the chance of a competing offer emerging is very low; and
 - if you do not accept the Offer you will remain a minority shareholder in AHG unless AP Eagers is able to proceed with compulsory acquisition.
- The Offer closes at **7.00pm (Sydney time) on 16 September 2019** (unless extended).

AP Eagers' eighth supplementary bidder's statement dated 16 August 2019 (**Eighth Supplementary Bidder's Statement**), which accompanies this letter, should be read together with AP Eagers' original bidder's statement dated 5 April 2019 and all other supplementary bidder's statements. Attached to the Eighth Supplementary Bidder's Statement is your personalised acceptance form which you can use to accept the Offer.²

To accept the Offer, you must sign and return your acceptance form or, if you are a CHESS sponsored holder, contact your broker.³

Enquiries - If you have any questions about the Offer or how to accept it, please call the AP Eagers Offer information line on 1300 560 339 (or +61 2 8011 0354 for overseas domiciled holders) between 9.00am and 5.00pm (Sydney time) Monday to Friday.

Yours faithfully

Tim Crommelin
Chairman

¹ Comprising AP Eagers' *relevant interest* of 38.943% and acceptances into the institutional acceptance facility equivalent to 22.974% in relation to which AP Eagers will acquire a *relevant interest* once those acceptances in the institutional acceptance facility have been delivered by the facility operator.

² Acceptance forms that were attached to either AP Eagers' original bidder's statement dated 5 April 2019 or third supplementary bidder's statement dated 8 May 2019 are still valid and can be used to accept the Offer. If you have already accepted the Offer, you do not need to give AP Eagers another acceptance form.

³ Refer to section 5 of the Eighth Supplementary Bidder's Statement.

A.P. EAGERS LIMITED
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Registered Office
5 Edmund Street, Newstead, QLD, 4006
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E corporate@apeagers.com.au



Eighth Supplementary Bidder's Statement

in relation to the recommended Offer by

A.P. Eagers Limited

ABN 87 009 680 013

to purchase all of your ordinary shares in

Automotive Holdings Group Limited

ABN 35 111 470 038

for **1 APE Share for every 3.6 AHG Shares that you own.**

- Offer is **unconditional**.
- AHG's Directors **UNANIMOUSLY RECOMMEND** you **ACCEPT the Offer**, in the absence of a Superior Proposal.
- You need to **ACCEPT** to receive any interim dividend that may be announced by AP Eagers with its half year results to 30 June 2019.
- Accepting AHG Shareholders will receive APE Shares within seven Business Days of receipt of acceptance.
- To **ACCEPT** sign and return the attached Acceptance Form or, if a CHESSE sponsored holder, contact your broker.
- Offer closes at **7.00pm (Sydney time) on 16 September 2019** (unless extended).

This document is important and requires your immediate attention.

If you are in any doubt about how to deal with this document or the Offer, you should contact your legal, financial or other professional adviser as soon as possible.

Eighth Supplementary Bidder's Statement

Important notices

This document is a supplementary bidder's statement under section 643 of the *Corporations Act 2001* (Cth) (**Corporations Act**). It is the eighth supplementary bidder's statement (**Eighth Supplementary Bidder's Statement**) issued by A.P. Eagers Limited ACN 009 680 013 (**AP Eagers**) in relation to its off-market takeover bid for all the ordinary shares in Automotive Holdings Group Limited ACN 111 470 038 (**AHG**) that AP Eagers does not already own.

This Eighth Supplementary Bidder's Statement supplements, and should be read together with, AP Eagers' bidder's statement dated 5 April 2019 (**Original Bidder's Statement**), first supplementary bidder's statement dated 26 April 2019 (**First Supplementary Bidder's Statement**), second supplementary bidder's statement dated 1 May 2019 (**Second Supplementary Bidder's Statement**), third supplementary bidder's statement dated 8 May 2019 (**Third Supplementary Bidder's Statement**), fourth supplementary bidder's statement dated 15 May 2019 (**Fourth Supplementary Bidder's Statement**), fifth supplementary bidder's statement dated 26 June 2019 (**Fifth Supplementary Bidder's Statement**), sixth supplementary bidder's statement dated 5 July 2019 (**Sixth Supplementary Bidder's Statement**) and seventh supplementary bidder's statement dated 25 July 2019 (**Seventh Supplementary Bidder's Statement**). In this Eighth Supplementary Bidder's Statement all references to the Original Bidder's Statement are references to the Original Bidder's Statement as amended and supplemented by the First Supplementary Bidder's Statement, the Second Supplementary Bidder's Statement, the Third Supplementary Bidder's Statement, the Fourth Supplementary Bidder's Statement, the Fifth Supplementary Bidder's Statement, the Sixth Supplementary Bidder's Statement and the Seventh Supplementary Bidder's Statement and the notice of variation dated 8 May 2019. This Eighth Supplementary Bidder's Statement prevails to the extent of any inconsistency with the Original Bidder's Statement, the First Supplementary Bidder's Statement, the Second Supplementary Bidder's Statement, the Third Supplementary Bidder's Statement, the Fourth Supplementary Bidder's Statement, the Fifth Supplementary Bidder's Statement, the Sixth Supplementary Bidder's Statement and the Seventh Supplementary Bidder's Statement. Unless the context requires otherwise or separately defined in this Eighth Supplementary Bidder's Statement, terms defined in the Original Bidder's Statement have the same meaning in this Eighth Supplementary Bidder's Statement.

A copy of this Eighth Supplementary Bidder's Statement was lodged with ASIC on 16 August 2019. Neither ASIC nor any of its officers takes any responsibility for the content of this Eighth Supplementary Bidder's Statement.

1 Reasons to ACCEPT the Offer without delay

All AHG Shareholders who are yet to accept the Offer are strongly encouraged to do so without delay for the following reasons:

- The Offer is now unconditional (see section 2 of this Eighth Supplementary Bidder's Statement).
- AHG's board unanimously recommends that AHG Shareholders accept the Offer, in the absence of a Superior Proposal. Each AHG Director has agreed to accept, or procure the acceptance of, the Offer for all the AHG Shares they own or control.¹
- Accelerated payment terms now apply (see section 3 of this Eighth Supplementary Bidder's Statement). AHG Shareholders² who accept the Offer will be issued their APE Shares within seven Business Days of AP Eagers receiving a valid acceptance (or for AHG Shareholders whose valid acceptances have been received by AP Eagers before 16 August 2019, by Monday, 26 August 2019).
- To be entitled to receive any interim dividend that may be announced by AP Eagers before the end of the Offer Period in respect of the APE Shares issued to them under the Offer, AHG Shareholders need to accept the Offer.³
- As at 7.00pm (Sydney time) on Tuesday, 13 August 2019, AP Eagers had an interest equivalent to 61.917% in AHG Shares, comprising its Relevant Interest of 38.943% and acceptances into the Acceptance Facility equivalent to 22.974%. As the Offer is unconditional, the acceptances into the Acceptance Facility will now be accepted into the Offer (see section 4 of this Eighth Supplementary Bidder's Statement).
- AHG Shareholders who do not accept the Offer will remain minority shareholders in AHG unless AP Eagers is able to proceed with compulsory acquisition.⁴
- AP Eagers intends to have AHG removed from the Official List of the ASX if the number of AHG Shareholders is less than that required by the ASX to maintain an ASX listing.⁵
- No Competing Proposal has emerged since the Offer was announced by AP Eagers on 5 April 2019.

2 Offers freed from all remaining Bid Conditions

Each of the Offers (and all contracts formed by acceptance of the Offers) has been declared to be free from all of the remaining Bid Conditions. Accordingly, the Offer is now unconditional.

A formal notice required under each of section 630(4) and section 650F Corporations Act has been provided to AHG and ASX today.

¹ In accordance with the implementation deed dated 7 May 2019 between AHG and AP Eagers.

² Other than Foreign Shareholders (see section 13.2 and paragraph 8.2 of Schedule 1 of the Original Bidder's Statement).

³ Assuming that accepting AHG Shareholders do not dispose of their APE Shares prior to the *record date* for any applicable dividend.

⁴ AP Eagers will be able to and will compulsorily acquire outstanding AHG Shares if, during or at the end of the Offer Period, AP Eagers has a Relevant Interest in above 90% of AHG Shares.

⁵ See sections 8.3 and 8.4 of the Original Bidder's Statement for further information in relation to AP Eagers' intentions to delist AHG.

3 Accelerated payment terms

Accelerated payment terms to AHG Shareholders have been introduced such that:

- AHG Shareholders whose valid applications have been received by AP Eagers before 16 August 2019 will be issued APE Shares by no later than Monday, 26 August 2019; and
- all remaining AHG Shareholders who validly accept the Offer will wait no longer than seven Business Days from the date their acceptance is processed to receive their APE Shares.

Provision of the Offer Consideration will continue to be subject to paragraph 8.2 (payments to Foreign Shareholders), paragraphs 8.3 and 8.4 (where additional documents are required), and paragraph 8.8 (clearance for offshore residents) of the Offer Terms in Schedule 1 of the Original Bidder's Statement.

4 Acceptances Instructions under Acceptance Facility

AP Eagers has given the Facility Operator in respect of the Acceptance Facility established by AP Eagers a Confirmation Notice stating that it has declared the Offer free of all Bid Conditions. The Facility Operator must now deliver (as applicable):

- all duly completed and executed Acceptance Forms lodged with the Facility Operator to AP Eagers (or its share registry) in accordance with the instructions on the relevant Acceptance Forms; and
- all Custodian Directions which have been lodged with the Facility Operator by Eligible AHG Shareholders to the relevant custodian, nominee and trustee.

As at 7.00pm on Tuesday, 13 August 2019, Acceptance Instructions for 22.974% of AHG Shares on issue have been deposited with the Acceptance Facility.

5 ACCEPT the Offer without delay

To accept the Offer, AHG Shareholders should follow the instructions set out in section 3 and paragraph 4 of Schedule 1 of the Original Bidder's Statement and the Acceptance Form enclosed with this Eighth Supplementary Bidder's Statement.

Acceptance Forms that were attached to either the Original Bidder's Statement or the Third Supplementary Bidder's Statement are still valid and can be used to accept the Offer. If you have already accepted the Offer, you do not need to give AP Eagers another Acceptance Form.

The Offer remains open for acceptance until 7.00pm (Sydney time) on Monday, 16 September 2019 (unless extended under the Corporations Act).

6 Further information

AHG Shareholders who have any questions in relation to the Offer should contact their legal, financial or other professional adviser or call the AP Eagers Offer information line on 1300 560 339 (or +61 2 8011 0354 for overseas domiciled holders) between 9.00am and 5.00pm (Sydney time) Monday to Friday.

7 Approval of Eighth Supplementary Bidder's Statement

This Eighth Supplementary Bidder's Statement has been approved by a unanimous resolution passed by the Directors of AP Eagers.

Dated 16 August 2019

Signed for and on behalf of

A.P. Eagers Limited

by



Tim Crommelin

Chairman



AP
EAGERS
ABN 87 009 680 013

Return your Form:



By Mail:

Computershare Investor Services Pty Limited
Automotive Holdings Group Limited Takeover
GPO Box 52
MELBOURNE VIC 3001 AUSTRALIA

For all enquiries:

Phone:



(within Australia) 1300 560 339
(outside Australia) +61 2 8011 0354

AHG_TK
MR SAM SAMPLE
UNIT 123
SAMPLE STREET
SAMPLETOWN NSW 2001



Acceptance and Transfer Form

ISSUER

Your form must be received by the end of the Offer Period.

This form and the Bidder's Statement are important documents that require your immediate attention. This form relates to an offer (**Offer**) by A.P. Eagers Limited ACN 009 680 013 (**AP Eagers**) to acquire all of your fully paid ordinary shares in Automotive Holdings Group Limited ACN 111 470 038 (**AHG**) the terms and conditions of which are set out in the Bidder's Statement from AP Eagers dated 5 April 2019 as replaced or supplemented (**Bidders Statement**). Capitalised terms used in this form have the same meaning as in the Bidder's Statement, unless otherwise defined.

If you are in doubt about how to deal with this Offer, please contact your financial or other professional advisor.

Note this form can only be used in relation to the securityholding represented by the details printed above and overleaf.

Step 1: Registration Name & Offer Details

Your consideration will be issued to the name(s) as they appear on the latest copy of the AHG register, as provided to AP Eagers. The current address recorded by AP Eagers is printed above and overleaf. If you have recently bought or sold AHG Shares your holding may differ from that shown. If you have already sold all your AHG Shares, do not complete or return this form.

Step 2: Accept the Offer

Only sign and return this form if you wish to accept the Offer for ALL of your AHG Shares.

By signing this form, you warrant to AP Eagers (and authorise AP Eagers to warrant on your behalf) that you have full legal and beneficial ownership of the AHG Shares to which this form relates and that AP Eagers will acquire them free from all mortgages, charges, liens, encumbrances (whether legal or equitable), restrictions on transfer of any kind and free from any third party rights.

Step 3: Signing Instructions

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 must sign.

Power of Attorney: Where signing as Power of Attorney (**POA**), you must attach an original certified copy of the POA to this form.

Companies: Where the holding is in the name of a company, this form must be signed in accordance with the Corporations Act, either as:

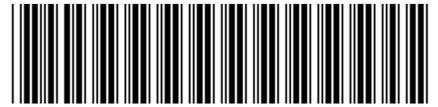
- a Sole Director and Sole Company Secretary **OR** a Sole Director (if no Company Secretary exists), **OR**
- two Directors, **OR**
- a Director and a Secretary.

Overseas Companies: Where the holding is in the name of an overseas company (companies incorporated outside Australia) the form must be signed as above, or documentation must be provided showing that the company can sign in an alternate manner.

Deceased Estate: All executors must sign and a certified copy of Probate or Letters of Administration must accompany this form.

Entering contact details is not compulsory, but will assist us if we need to contact you.

Turn over to complete the form →



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Acceptance and Transfer Form

For your security keep your SRN/
HIN confidential.

STEP 1 Registration Name & Offer Details

Registration Name: MR SAM SAMPLE
UNIT 123
SAMPLE STREET
SAMPLETOWN NSW 2001

Offer Details: Securityholding as at 7.00pm (Sydney time) on 13 August 2019:

2000

Consideration to be issued to you on the basis of 1 APE Share for every 3.6 AHG Shares accepted.

Cons

By accepting the Offer, you are accepting the Offer for ALL the AHG Shares as recorded by AP Eagers as being held by you at the date your acceptance is processed (even if different to the number stated above).

STEP 2 Accept the Offer

Only sign and return this form if you wish to accept the Offer for ALL of your AHG Shares. The consideration applicable is set out in the terms of the Offer (as varied in accordance with AP Eagers' notice of variation dated 8 May 2019).

STEP 3 Signature of Securityholder(s) *This section must be completed.*

I/We accept the Offer made by AP Eagers for all of my/our AHG Shares and I/we agree to be bound by the terms and conditions of the Offer as set out in the Bidder's Statement and transfer ALL of my/our AHG Shares to AP Eagers as per the above instruction.

Individual or Securityholder 1

Sole Director and Sole Company Secretary/
Sole Director (cross out titles as applicable)

Securityholder 2

Director

Securityholder 3

Director/Company Secretary
(cross out titles as applicable)

Contact Name _____

Contact
Daytime
Telephone _____

Date / /

Privacy Notice

The personal information you provide on this form is collected by Computershare Investor Services Pty Limited ("CIS") for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. We may also use your personal information to send you marketing material approved by A.P. Eagers Limited. You may elect not to receive marketing material by contacting CIS using the details provided on the front of this form or by emailing privacy@computershare.com.au. We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to A.P. Eagers Limited or to third parties upon direction by A.P. Eagers Limited where related to the administration of your securityholding or as otherwise required or permitted by law. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at privacy@computershare.com.au or see our Privacy Policy at <http://www.computershare.com/au>.



AP EAGERS
ABN 87 009 680 013

AHG_TK
MR SAM SAMPLE
UNIT 123
SAMPLE STREET
SAMPLETOWN NSW 2001



Return your Form:



To Your Controlling Participant:
Return this form directly to your stockbroker



By Mail:
Computershare Investor Services Pty Limited
Automotive Holdings Group Limited Takeover
GPO Box 52
MELBOURNE VIC 3001 AUSTRALIA

For all enquiries:



Phone:
(within Australia) 1300 560 339
(outside Australia) +61 2 8011 0354

Acceptance and Transfer Form

CHES

Your form must be received with sufficient time to allow processing prior to the end of the Offer Period.

This form and the Bidder's Statement are important documents that require your immediate attention. This form relates to an offer (**Offer**) by A.P. Eagers Limited ACN 009 680 013 (**AP Eagers**) to acquire all of your fully paid ordinary shares in Automotive Holdings Group Limited ACN 111 470 038 (**AHG**) the terms of which are set out in the Bidder's Statement from AP Eagers dated 5 April 2019 as replaced or supplemented (**Bidders Statement**). Capitalised terms used in this form have the same meaning as in the Bidder's Statement, unless otherwise defined.

If you are in doubt about how to deal with this Offer, please contact your financial or other professional advisor.

Note this form can only be used in relation to the securityholding represented by the details printed above and overleaf.

Step 1: Registration Name & Offer Details

Your consideration will be issued to the name(s) as they appear on the copy of the AHG register, as provided to AP Eagers. The current address recorded by AP Eagers is printed above and overleaf. If you have recently bought or sold AHG Shares your holding may differ from that shown. If you have already sold all your AHG Shares do not complete or return this form.

Step 2: Accept the Offer

Only sign and return this form if you wish to accept the Offer for ALL of your AHG Shares. As your AHG Shares are in a CHES Holding, you may contact your Controlling Participant directly (normally your stockbroker) with instructions to accept this Offer. If you do this, your Controlling Participant will provide you with details as to what they require in order to accept this Offer on your behalf. If you want AP Eagers to contact your Controlling Participant on your behalf, sign and return this form to the address above so that it is received in sufficient time to allow your instruction to be acted upon by the close of the Offer Period. This will authorise AP Eagers and Computershare Investor Services Pty Limited (**CIS**) to request your Controlling Participant to initiate acceptance of the Offer on your behalf.

By signing this form, you warrant to AP Eagers (and authorise AP Eagers to warrant on your behalf) that you have full legal and beneficial ownership of the AHG Shares to which this form relates and that AP Eagers will acquire them free from all mortgages, charges, liens, encumbrances (whether legal or equitable), restrictions on transfer of any kind and free from any third party rights.

You should allow sufficient time for your Controlling Participant or AP Eagers to initiate the acceptance of the Offer on your behalf. Neither AP Eagers or CIS will be responsible for any delays incurred by the process of requesting your Controlling Participant to accept the Offer.

Step 3: Signing Instructions

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 must sign.

Power of Attorney: Where signing as Power of Attorney (**POA**), you must attach an original certified copy of the POA to this form.

Companies: Where the holding is in the name of a company, this form must be signed in accordance with the Corporations Act, either as:

- a Sole Director and Sole Company Secretary **OR** a Sole Director (if no Company Secretary exists), **OR**
- two Directors, **OR**
- a Director and a Secretary.

Overseas Companies: Where the holding is in the name of an overseas company (companies incorporated outside Australia) the form must be signed as above, or documentation must be provided showing that the company can sign in an alternate manner.

Deceased Estate: All executors must sign and a certified copy of Probate or Letters of Administration must accompany this form.

Entering contact details is not compulsory, but will assist us if we need to contact you.

Turn over to complete the form →



X 2222222222

I ND

Acceptance and Transfer Form

For your security keep your SRN/
HIN confidential.

STEP 1 Registration Name & Offer Details

Registration Name: MR SAM SAMPLE
UNIT 123
SAMPLE STREET
SAMPLETOWN NSW 2001

Controlling Participant Identifier:

Offer Details: Securityholding as at 7.00pm (Sydney time) on 13 August 2019:

2000

Consideration to be issued to you on the basis of 1 APE Share for every 3.6 AHG Shares accepted.

Cons

By accepting the Offer, you are accepting the Offer for ALL the AHG Shares as recorded by AP Eagers as being held by you at the date your acceptance is processed (even if different to the number stated above).

STEP 2 Accept the Offer

Only sign and return this form if you wish to accept the Offer for ALL of your AHG Shares. The consideration applicable is set out in the terms of the Offer (as varied in accordance with AP Eagers' notice of variation dated 8 May 2019).

STEP 3 Signature of Securityholder(s) *This section must be completed.*

I/We accept the Offer made by AP Eagers for all of my/our AHG Shares and I/we agree to be bound by the terms and conditions of the Offer as set out in the Bidder's Statement and transfer ALL of my/our AHG Shares to AP Eagers as per the above instruction.

Individual or Securityholder 1

Securityholder 2

Securityholder 3

Sole Director and Sole Company Secretary/
Sole Director (cross out titles as applicable)

Director

Director/Company Secretary
(cross out titles as applicable)

Contact
Name

Contact
Daytime
Telephone

Date / /

Privacy Notice

The personal information you provide on this form is collected by Computershare Investor Services Pty Limited ("CIS") for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. We may also use your personal information to send you marketing material approved by A.P. Eagers Limited. You may elect not to receive marketing material by contacting CIS using the details provided on the front of this form or by emailing privacy@computershare.com.au. We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to A.P. Eagers Limited or to third parties upon direction by A.P. Eagers Limited where related to the administration of your securityholding or as otherwise required or permitted by law. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at privacy@computershare.com.au or see our Privacy Policy at <http://www.computershare.com/au>.