



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

**ASX ANNOUNCEMENT
29 MAY 2009**

AUTOMOTIVE HOLDINGS GROUP LIMITED – SHARE PURCHASE PLAN

Automotive Holdings Group Limited (ASX: AHE) ('AHG') recently announced its intention to launch a share purchase plan ('SPP') to allow existing shareholders the opportunity to subscribe for shares in AHG. The SPP will allow eligible shareholders to subscribe for a parcel of shares up to the maximum allowed value of A\$15,000 at the same price as the institutional placement (i.e. \$1.20) which took place on 18 May 2009.

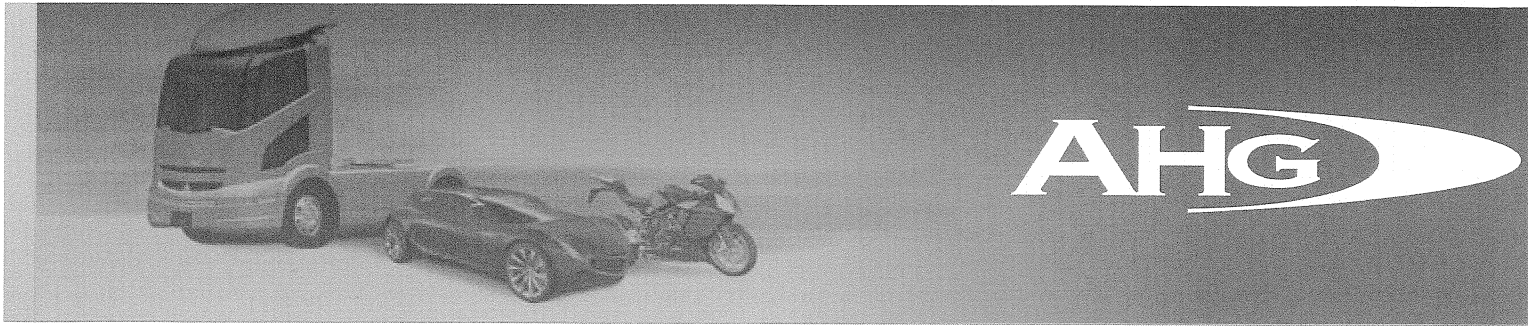
Important dates of the SPP (which are subject to change at the discretion of AHG) are as follows:-

Record Date:	Monday, 18 May 2009
Opening Date:	Monday, 1 June 2009
Closing Date:	Friday, 26 June 2009
Issue Date:	Friday, 3 July 2009
Despatch Date:	Wednesday, 8 July 2009
Quotation Date:	Friday, 10 July 2009

Letter to shareholders and terms of the SPP are attached. Documentation will be dispatched to eligible shareholders shortly.

**Sue Symmons
Company Secretary**

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29 May 2009

Dear Shareholder

SHARE PURCHASE PLAN

On 18 May 2009, Automotive Holdings Group Limited (**AHG**) announced it had successfully completed an Institutional Placement of 28,702,667 shares at \$1.20 per share to raise gross proceeds of \$34.4 million.

AHG also announced on that date that it would undertake a share purchase plan (**SPP**) to allow existing shareholders the opportunity to subscribe for shares at the institutional placement price of \$1.20. The SPP allows for eligible shareholders to subscribe for a parcel of shares up to the maximum permitted value of A\$15,000.

Proceeds from the institutional offer and the SPP will be used to maintain balance sheet flexibility through net debt reduction which will enhance AHG's ability to pursue further growth opportunities.

The Board of AHG are now pleased to offer all eligible shareholders the opportunity to acquire shares under the SPP which allows eligible shareholders to purchase shares free from brokerage and other transaction costs that are usually incurred when buying shares on market.

The subscription price of \$1.20 is the same price as the institutional offer and represents a discount of 7.7% to AHG's closing price of A\$1.30, as at 15 May 2009, being the date immediately prior to AHG announcing the SPP. Participation in the SPP is entirely at your discretion. Funds raised by the SPP will provide us with greater flexibility to pursue future growth opportunities.

Attached 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

You may participate in the SPP if you were a registered holder of AHG securities on Monday, 18 May 2009, with a registered address 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 \$1.20 per share, being the same price as the institutional placement. The shares issued under the SPP will rank equally with existing shares quoted on the ASX and will carry the same voting rights, distribution rights and other entitlements as at the issue date.

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Eligible shareholders participating in the SPP may only apply for one of the following parcel options:-

Option	Shares	Issue Price per Share (A\$)	Total Amount to be Paid (A\$)
A	12,500	1.20	15,000
B	10,000	1.20	12,000
C	8,000	1.20	9,600
D	4,000	1.20	4,800
E	2,000	1.20	2,400

The SPP opens on Monday, 1 June 2009 and closes on Friday, 26 June 2009. No late applications will be accepted.

SPP key dates (subject to change at the discretion of AHG)

Monday, 18 May 2009, 5pm (AWST)

Record Date

The date on which AHG determined eligible shareholders.

Friday, 29 May 2009

Offer Date

The date the offer under the SPP is made.

Monday, 1 June 2009

Opening Date

The date on which the SPP opens.

Friday, 26 June 2009

Closing Date

The date on which the SPP closes. Applications must be received by 5.00pm (AWST).

Friday, 3 July 2009

Allotment Date

The date on which shares are allotted.

Wednesday, 8 July 2009

Despatch Date

The date on which transaction confirmation and holding statements are mailed to shareholders.

Friday, 10 July 2009

Share Trading Date

The date on which the shares commence trading on ASX.

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

On behalf of the Board, I encourage you to consider the opportunity provided under the SPP and thank you for your continued support as an AHG shareholder.

Yours faithfully

A handwritten signature in black ink, appearing to read 'Bob Branchi', is positioned above the printed name.

Bob Branchi
Chairman

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Terms and Conditions of the Share Purchase Plan

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

1 Introduction

1.1 The SPP is a convenient and cost effective way for eligible shareholders to acquire Shares at a discount to recent market prices and free of brokerage and other transaction costs.

1.2 The Offer being made under this SPP is dated, and taken to be made on, 29 May 2009.

2 Reason for the SPP

2.1 AHG is undertaking the SPP to provide an opportunity for shareholders to increase their holding in AHG. The proceeds will be used to maintain balance sheet flexibility through net debt reduction which will enhance AHG's ability to pursue further growth opportunities.

3 Eligible Shareholders

3.1 You are an Eligible Shareholder and may participate in the SPP if you were a registered holder of Shares as at 5.00pm (AWST) on 18 May 2009 (the **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;
- you are a "US Person" as defined in Regulation S under the US Securities Act of 1933; or
- you are acting for the account or benefit of a US Person, in which case you will not be eligible to participate in respect of the Shares of that person.

3.2 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.

3.3 For the purposes of determining eligibility, joint holders of 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.

3.4 Where a trustee or nominee is a registered holder of 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 Shares, certification or issue of 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 on the details provided at section 13 below for assistance with the application process.

3.5 Participation in the SPP is entirely voluntary and optional. In deciding whether to participate in the SPP, please take time to read these Terms and Conditions. We encourage you to contact your financial or taxation adviser for your own professional advice regarding your participation in the SPP.

3.6 The offer under the SPP is non-renounceable (meaning Eligible Shareholders cannot transfer their right to acquire Shares under the SPP to anyone else).

4 Ranking of Shares

4.1 All Shares issued under the SPP will rank equally with existing Shares quoted on the ASX and will carry the same voting rights, distribution rights and other entitlements as at the issue date.

5 Issue Price

5.1 The Issue Price for each new Share applied for under the SPP is \$1.20.

5.2 The Issue Price is the same price as the placement of \$34.4 million to institutional investors previously announced to the market on 18 May 2009. The Issue Price represents a 7.7% discount to AHG's closing price of A\$1.30, as at 15 May 2009, being the date immediately prior to AHG announcing the SPP.

5.3 You should note that the market price of shares may rise or fall between the date of this offer and the date that Shares are issued under the SPP. This means that the price at which Shares are issued under the SPP (\$1.20) and the price you pay for each Share under this Offer may be more or less than the market price of 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 Shares on the market at the time that Shares are issued under the SPP.

6 Level of participation available

6.1 Eligible Shareholders can choose to invest in parcels of A\$2,400 up to A\$15,000 in Shares. 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 11 below.

6.2 You may apply for one of the following parcels of Shares:

Option	Shares	Issue Price per Share (A\$)	Total Amount to be Paid (A\$)
A	12,500	1.20	15,000
B	10,000	1.20	12,000
C	8,000	1.20	9,600
D	4,000	1.20	4,800
E	2,000	1.20	2,400

6.3 AHG reserves the right to scale-back acceptances on any basis it determines, and application funds received in excess of your actual allocation will be refunded (without interest). Any determination made by AHG in respect of any scale-back will be final.

6.4 If the calculation of the number of Shares to be issued to an Eligible Shareholder following a scale-back or otherwise, produces a fractional number, the number of Shares you will be allotted will be rounded down to the nearest whole number.

7 Applications for Shares

7.1 If you are an Eligible Shareholder and would like to participate in the SPP you must either:

- apply online by making a payment using BPay®. To do this, you must use the Reference Number shown on your Application Form, which is required to identify your holding; or
- apply by completing the enclosed Application Form by ticking the Option you have selected and return it with your cheque made payable to "AHG – Share Purchase Plan Account" so that it is received by Computershare by the closing date i.e. no later than 5.00pm (AWST) on 26 June 2009 (**Closing Date**).

7.2 If you make your payment by BPay® you do not need to complete or return an Application Form. If you are paying by cheque, please complete the enclosed Application Form and ensure that you complete the cheque details section on the Application Form. Cheques must be in Australian dollars and drawn on an Australian bank.

7.3 Please note that you will not be able to withdraw or revoke your application once you have sent it and by completing and returning your application you are accepting the risk that the market price of Shares may change between the date on which you send in your application and the issue date of the new Shares.

7.4 It is expected that new Shares will be quoted on the ASX on or about 10 July 2009. You should also receive your holding statement or confirmation advice on or about 8 July 2009.

8 What is the significance of sending in an application?

8.1 If you apply to participate in the SPP by submitting a BPay® payment or completing and returning an Application Form (together with application moneys):

- you acknowledge that you are an Eligible Shareholder;
- you warrant, confirm and certify that you have not applied for Shares with an aggregate application price in excess of \$15,000 under the SPP and any similar arrangement in the 12 months prior to your application, even though you may have received more than one Offer under the SPP or received Offers in more than one capacity under the SPP;
- 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 or BPay® payment once you have sent it in;
- you acknowledge that AHG may at any time determine that your Application Form is valid, in accordance with these Terms and Conditions, even if the Application Form is incomplete, contains errors or is otherwise defective;
- 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 are responsible for any dishonour fees or other costs AHG may incur in presenting a cheque for payment which is dishonoured;
- you irrevocably and unconditionally agree to these Terms and Conditions and agree not to do any act or thing which would be contrary to the spirit, intention or purpose of the SPP; and
- you acknowledge that neither AHG or Computershare, nor any of their personnel, have provided you with any recommendation or investment, or financial product advice in relation to the SPP.

8.2 The postal acceptance rule does not apply to acceptance of this offer. If the full amount is not received via BPay® or tendered by cheque with a completed Application Form by the closing time for the offer, AHG reserves the right to refund the funds received without interest or return the cheque and Application Form to you and not allot any Shares to you.

9 AHG's discretion regarding applications and administration of the SPP

9.1 AHG may accept or reject applications to buy 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).

9.2 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 or any other law.

9.3 If AHG reject your Application, you will have your application funds returned to you without interest.

9.4 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.

9.5 AHG reserves the right to, 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. If AHG does this it will notify ASX and post a notice on the AHG website (www.ahg.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).

10 Costs

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

11 Multiple holdings

11.1 If you receive more than one offer to participate in the SPP, or if you hold Shares in more than one capacity (for example, because you are a joint holder of Shares or because you hold more than one shareholding under separate accounts), the maximum you may invest under the SPP in all capacities in any consecutive 12 month period is A\$15,000. By applying to acquire Shares in the SPP, you certify and warrant that you have not exceeded, and by applying now will not exceed, the A\$15,000 limit.

11.2 AHG reserves the right to reject any application for Shares where it believes this requirement has not been complied with.

12 Dispute policy

12.1 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.

12.2 These Terms and Conditions are governed by the laws in force in Western Australia.

13 Additional Information

13.1 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).

13.2 Neither AHG nor Computershare, nor any of their personnel, is or is to be taken to be, giving any Shares 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.