

19 December 2017

The Manager  
Company Announcements  
ASX Limited  
20 Bridge Street  
SYDNEY NSW 2000

Dear Sirs,

**Off-Market Takeover Bid by AMA Group Limited for Automotive Solutions Group Limited**

**Compulsory Acquisition of Remaining Shares in Automotive Solutions Group Limited**

AMA Group Limited (ACN 113 883 560) (**AMA**) has acquired a relevant interest in more than 90% of all shares in Automotive Solutions Group Limited (ACN 613 474 089) (**ASGL**) as at the date of this letter.

AMA has also acquired more than 75% of the ASGL shares that AMA offered to acquire under its Replacement Bidder's Statement dated 10 November 2017 (as supplemented by the Second Supplementary Bidder's Statement dated 24 November 2017 and the Third Supplementary Bidder's Statement dated 11 December 2017).

Accordingly, AMA is exercising its rights under section 661A(1) of the Corporations Act 2001 (Cth) (**Act**) to compulsorily acquire the remaining shares in ASGL it does not already have a relevant interest in.

Attached, in accordance with section 661B(1)(d) of the Act, is a copy of an ASIC Form 6021: Notice of Compulsory Acquisition Following Takeover Bid (**Compulsory Acquisition Notice**), together with a copy of AMA's covering letter to the remaining ASGL shareholders concerning compulsory acquisition of their shares.

The Compulsory Acquisition Notice and covering letter to ASGL shareholders were lodged at the Australian Securities and Investments Commission today and will be dispatched to the remaining ASGL shareholders tomorrow.

Yours faithfully



Terri Bakos  
**Company Secretary**  
**AMA Group Limited**

19 December 2017

[Name of ASGL Shareholder]

[Address of ASGL Shareholder]

[Address of ASGL Shareholder]

[Address of ASGL Shareholder]

Dear Automotive Solutions Group Limited Shareholder,

### **Compulsory Acquisition of Automotive Solutions Group Limited Shares**

AMA Group Limited (ACN 113 883 560) (**AMA**) announced on 1 November 2017 a conditional cash off-market takeover offer by AMA for all of the shares in Automotive Solutions Group Limited (ACN 613 474 089) (**ASGL**) it does not own (**Offer**).

The terms of the Offer are contained in AMA's Replacement Bidder's Statement dated 10 November 2017 (which replaces the Bidder's Statement dated 1 November 2017), as supplemented by the Second Supplementary Bidder's Statement dated 24 November 2017 and the Third Supplementary Bidder's Statement dated 11 December 2017 (**Bidder's Statement**).

As noted in ASGL's Target Statement dated 28 November 2017, the ASGL board recommends you accept AMA's Offer for your ASGL shares.

AMA has become entitled under the Corporations Act 2001 (Cth) (**Corporations Act**) to compulsorily acquire all of the ASGL shares it does not already hold, as it has acquired a relevant interest in more than 90% of all ASGL shares and has acquired more than 75% of the ASGL shares that AMA offered to acquire under the Bidder's Statement as at the date of this letter. AMA has decided to exercise that right to compulsorily acquire your ASGL shares.

### **Your choices**

This letter is being sent to you because you are currently registered as a holder of ASGL shares and you either did not accept the Offer before the date of this letter or your acceptance was not valid.

You now have the following alternatives:

1. **You can ACCEPT the recommended Offer.**

By accepting the recommended Offer, you will receive \$0.35 per ASGL share in cash (**Offer Consideration**).

On 8 December 2017 AMA extended the Offer Period to **7.00 pm AEDT on 12 January 2018. AMA will NOT extend the Offer Period any further.**

If you accept the Offer, the Offer Consideration will be paid within 21 days of the close of the Offer Period.

However, if your ASGL shares are compulsorily acquired, you will have to wait at least 5 to 6 weeks to receive the Offer Consideration.

2. **You can sell your ASGL Shares on-market.**

Please note that in accordance with Section 3 of ASX Listing Rules Guidance Note 33, AMA expects the ASX to suspend ASGL shares from trading on the ASX five business days after the ASX receives a copy of the Notice described in Section 3 below. AMA will provide a copy of the Notice to the ASX on the date of this letter.

3. **You can do nothing and allow your ASGL Shares to be compulsorily acquired, in due course, as described below.**

If you have accepted the Offer recently, please disregard this notice.

### **Compulsory acquisition procedures**

Please find **enclosed** an ASIC Form 6021: Notice of Compulsory Acquisition Following Takeover Bid (**Notice**), which AMA is required to give you under the Corporations Act to exercise its rights to compulsory acquisition.

The compulsory acquisition procedure, which is subject to the Corporations Act, is likely to take approximately 5 to 6 weeks but may take longer in some circumstances. The compulsory acquisition will be on the same terms as those that applied to the Offer, which means you will receive the Offer Consideration of \$0.35 per ASGL share in cash.

Please note that ASGL shareholders that attempted to accept the Offer but failed to do so validly before the end of the Offer Period, are treated as shareholders whose ASGL shares may be compulsorily acquired by AMA pursuant to the Notice.

If your ASGL shares are compulsorily acquired by AMA, the Offer Consideration will be paid by AMA to ASGL as your trustee upon completion of the compulsory acquisition procedure. You will then be entitled to claim the Offer Consideration from ASGL.

You do not need to sign or return the Notice. In due course, ASGL will send to ASGL shareholders who remain on the register at the end of the compulsory acquisition procedure a written notice setting out details on how to claim the Offer Consideration. Subject to the Corporations Act, this will occur in around 5 to 6 weeks after the date of this letter.

### Further Information

Instructions on how to accept the Offer are set out in the Bidder's Statement and in the Acceptance Form that have been sent to you. **Note, your ability to accept the Offer only applies until 7.00 pm AEDT on 12 January 2018.**

If you have any questions about this letter, the compulsory acquisition procedure generally, or you have any other questions, please contact Computershare on 1300 140 579 (for calls made within Australia) or +61 3 9415 4100 (for calls made from outside Australia) between 9.00 am and 5.00 pm AEDT Monday to Friday or consult your financial or other professional adviser.

Yours faithfully

A handwritten signature in blue ink, appearing to read 'TBakos', is positioned above a light grey rectangular box.

Terri Bakos  
**Company Secretary**  
**AMA Group Limited**

# Notice of compulsory acquisition following takeover bid

## Notice

Description of class of securities to which the bid relates

To each holder of:

ALL ORDINARY SHARES

('Bid Class Securities')

in

Name of target company or body

Name ('the Company')

AUTOMOTIVE SOLUTIONS GROUP LIMITED

ACN/ARBN/ARSN

613 474 089

Tick applicable box(es)

☐ and each holder of securities that will or may be converted into, or confer rights to be issued, in the next 6 weeks, securities to which the bid related.

☐ and each holder of non-transferable securities issued under an employee incentive scheme referred to in paragraph 2.

Name of bidder

1. Under a takeover bid offers were made by

AMA GROUP LIMITED

in respect of the acquisition of Bid Class Securities in the company.

The offers

Tick one box

☐ closed

☒ are scheduled to close

Date offers closed or are scheduled to close on

Date

1 2 / 0 1 / 1 8  
[D] [D] [M] [M] [Y] [Y]

Tick applicable box(es).  
(See subsection 661A(4) and (4A))

2. You are, as at the date of this notice, the holder of one or more of the following

☒ securities in respect of which the takeover offer was made, but have not accepted the offer. (If you have accepted the offer but have received this notice you do not need to do anything in response to this notice—the bidder will acquire your securities under the offer.)

☐ securities to which the bid related issued after the end of the offer period and before the date of this notice

☐ securities that will or may be converted into, or confer rights to be issued, in the next 6 weeks, securities to which the bid related

☐ securities issued under an employee incentive scheme to which restrictions on transfer apply under the company's constitution or the terms of issue, being

Description of securities

Description of securities

☐ the following securities in the bid class in which the bidder has a relevant interest

3. The bidder gives you notice under subsection 661B(1) of the Corporations Act 2001 ('the Act') that the bidder has become entitled pursuant to subsection

Tick one box

☒ 661A(1)

☐ 661A(3)

of the Act to compulsorily acquire your securities and desires to acquire those securities.



## Continued... Notice

- 4 Under section 661D of the Act, you have the right, by notice in writing given to the bidder within one month after this notice is lodged with ASIC, to ask the bidder for a written statement of the names and addresses of everyone else the bidder has given this notice to.

This notice was lodged with ASIC on

Date of lodgement

Date  
19 / 12 / 17  
[D] [D] [M] [M] [Y] [Y]

Tick one box

5. Under section 661E of the Act, you have the right, within one month after being given this notice (see paragraph 8) or within 14 days after being given a statement requested under section 661D of the Act (as referred to in paragraph 4 of this notice), whichever is later, to apply to the Court for an order that the securities not be compulsorily acquired.

6. The bidder is entitled and bound to acquire the securities on the terms that applied under the takeover bid immediately before.

☒ this notice was given.  
☐ the end of the offer period.

7. Unless the Court otherwise orders, on application made by you under section 661E of the Act within one month after being given this notice (see paragraph 8) or within 14 days after being given a statement under section 661D (as referred to in paragraph 4 of this notice), whichever is the later, the bidder must comply with paragraph 6 of this notice.

8. A notice sent by post to you is taken to be given to you 3 days after it is posted.

## Signature

Name of person signing

TERRI-ANNE BAKOS

Capacity

COMPANY SECRETARY

Signature

T. Bakos.

Date signed

18 / 12 / 17  
[D] [D] [M] [M] [Y] [Y]