

# Supplementary Bidder's Statement

in relation to the Offer

by

**AMA Group Limited**

ACN 113 883 560

to purchase **ALL OF THE SHARES** in

**Automotive Solutions Group Limited**

ACN 613 474 089

**This document should be read together with the Bidder's Statement dated 23 May 2017.**

**THIS IS AN IMPORTANT DOCUMENT AND REQUIRES YOUR IMMEDIATE ATTENTION**

It contains an offer by AMA Group Limited to purchase all of the shares in Automotive Solutions Group Limited. You should consult your financial, legal, taxation or other professional adviser as soon as possible.

# AMA Group Limited

ACN 113 883 560

## SUPPLEMENTARY BIDDER'S STATEMENT

### 1. Introduction

This document is a Supplementary Bidder's Statement issued by AMA Group Limited (**AMA**).

This Supplementary Bidder's Statement is dated 8 June 2017 and issued under section 643 of the Corporations Act. It relates to the offer by AMA to acquire all of the shares in Automotive Solutions Group Limited (ACN 613 474 089) (**ASGL**) as set out in AMA's Bidder's Statement dated and lodged with the Australian Securities and Investments Commission (**ASIC**) on 23 May 2017 (**Original Bidder's Statement**).

This Supplementary Bidder's Statement has been prepared by AMA to clarify some statements in the Bidder's Statement and update ASGL shareholders.

A copy of this Supplementary Bidder's Statement was lodged with ASIC on 8 June 2017. Neither the ASIC nor any of its officers takes any responsibility for the contents of this Supplementary Bidder's Statement.

**This Supplementary Bidder's Statement supplements, and must be read together with, the Original Bidder's Statement.**

Unless the context otherwise requires, defined terms in the Original Bidder's Statement have the same meaning in this Supplementary Bidder's Statement. This Supplementary Bidder's Statement will prevail to the extent of any inconsistency with the Original Bidder's Statement.

### 2. Disclosure Under Section 636(i)(h)

Section 621(3) of the Corporations Act states that the consideration offered for securities in the bid class under a takeover bid must be equal or exceed the maximum consideration that the bidder or an associate provided or agreed to provide for a security in the bid class during the four months before the date of the bid.

AMA confirms that this requirement has been met.

Section 5.3 of the Bidder's Statement referred to lodgements with the ASX which have now been revised and made available on the ASX platform. For clarity, as at the last trading day prior to the date of the Bidder's Statement, AMA held 9,082,119 ASGL Shares (representing voting power of 18.04% in ASGL).

In the four months prior to the date of the Offer, AMA entered into the following dealings for the purchase of ASGL Shares:

Date of Transaction	Details of Transaction	Consideration per Share (\$)
01/05/2017	Bought 1,450,242	0.27
01/05/2017	Bought 75,000	0.28
01/05/2017	Bought 551,807	0.28
02/05/2017	Bought 220,000	0.28
03/05/2017	Bought 5,647,233	0.30
08/05/2017	Bought 1,137,837	0.31

### 3. Recent Share Price Performance

The table at **Section 5(a)** of the Original Bidder's Statement is based on publicly available information on the ASX. The table was prepared by Bell Potter Securities Limited using data feed sourced from IRESS software system. Please see **Section 9.3** of the Original Bidder's Statement in relation to obtaining copies of this table.

### 4. Reference in Section 7.2 of the Original Bidder's Statement

The reference to 'ASGL' in the third paragraph should be a reference to 'the Bidder'.

### 5. Annexure A of the Original Bidder's Statement

Annexure A is attached as Annexure A to this Supplementary Bidder's Statement. This Annexure may have not been included in original Bidder's Statement mail out sent to ASGL shareholders, and hence it is re-attached for the avoidance of doubt. Annexure A is an announcement which was lodged with the ASX on 23 May 2017.

### 6. Prescribed Events

**Section 10** of the Original Bidder's Statement includes the definition of 'Prescribed Events'. There was a typographical error which is resolved by deleting the definition of 'Prescribed Events' in the Original Bidder's Statement and inserting in lieu thereof:

*"Prescribed Event means where:*

- (a) ASGL converts all or any of its shares into a larger or smaller number of shares;
- (b) ASGL or a subsidiary of ASGL resolves to reduce its share capital in any way;
- (c) ASGL or a subsidiary of ASGL:
  - (i) enters into a buy-back agreement; or
  - (ii) resolves to approve the terms of a buy-back agreement (Section 257(1) or Section 257D(1) of the Corporations Act);

- (d) ASGL or a subsidiary of ASGL issues shares, or grants an option over its Shares, or agrees to make such an issue or grant such an option;
- (e) ASGL or a subsidiary of ASGL issues, or agrees to issue, convertible notes;
- (f) ASGL or a subsidiary of ASGL disposes, or agrees to dispose, of the whole, or a substantial part, of its business or property;
- (g) ASGL or a subsidiary of ASGL grants, or agrees to grant, a security interest in the whole, or a substantial part, of its business or property; and
- (h) ASGL or a subsidiary of ASGL resolves to be wound up."

## 7. Defined Terms

The following additional terms are inserted into the Original Bidder's Statement:

- (a) **Trading Day** means a trading day on the ASX; and
- (b) **Register Date** means the date the Original Bidder's Statement was lodged with ASIC.

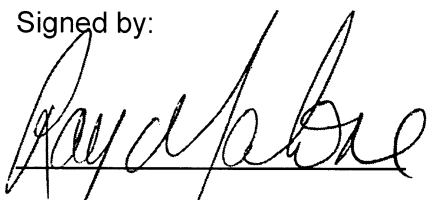
## 8. Consent

Bell Potter Securities Limited (**Bell Potter**) has given and not withdrawn its consent to be named in this Supplementary Bidder's Statement, in the form and context in which it is named. To the maximum extent permitted by law, Bell Potter expressly disclaims and takes no responsibility for any part of this Supplementary Bidder's Statement other than the reference to its name in the context it appears in **Section 3 and 8**.

## 9. Approval of this Supplementary Bidder's Statement

This Supplementary Bidder's Statement is dated 8 June 2017 and was approved by a resolution of the Directors of AMA.

Signed by:



Ray Malone

Chairman, AMA Group Limited

Dated: 8 June 2017

## **ANNEXURE A - ANNOUNCEMENT**

For personal use only

# BELL POTTER

BY FAX 1300 135 638 OR VIA ASX ONLINE

Company Announcements Office  
ASX Limited  
20 Bridge Street  
Sydney NSW 2000

23<sup>rd</sup> May 2017

## AMA GROUP LIMITED (ASX:AMA) – ON MARKET TAKEOVER BID FOR AUTOMOTIVE SOLUTIONS GROUP LTD (ASX:4WD)

Bell Potter Securities Limited (**Bell Potter**) announces that it will, on behalf of AMA Group Limited (ACN 113 883 560) (ASX:AMA) (**Bidder**) pursuant to section 635 of the *Corporations Act 2001* (Cth) (**Corporations Act**) offer to acquire on market at a price of \$0.35 per share (**Offer Price**), all of the fully paid ordinary shares (**4WD Shares**) in Automotive Solutions Group Ltd (ACN 613 474 089) (ASX:4WD) (**Target**) which are listed for quotation on the official list of the Australian Securities Exchange (**ASX**) that exist or will exist at any time during the Offer Period (as defined below) and that are not already owned by the Bidder or its associates (**Offer**).

From the date and time of this announcement and ending at the close of trading on the ASX on 7th July 2017 (unless the Offer is withdrawn or extended in accordance with the Corporations Act) Bell Potter (on behalf of the Bidder) will accept at the Offer Price every 4WD Share offered to Bell Potter on market, up to a maximum of 41,263,503 4WD Shares (being all of the 4WD Shares not already owned by the Bidder or its associates) plus any additional 4WD Shares which are issued and quoted on the ASX during the Offer Period.

### Terms of the Offer

As the Offer is an on market bid, it is unconditional and payment of the consideration will be by way of cash.

The key features of the Offer are:

- it is an on market, unconditional offer of \$0.35 per 4WD Share;
- Bell Potter will accept, on behalf of the Bidder, all 4WD Shares offered to it on market from today at the Offer Price until the conclusion of the Offer Period; and
- the Offer Period may be extended and the Offer Price may be increased or the Offer withdrawn in accordance with the Corporations Act.

### Acquisition from Announcement

The Bidder has appointed Bell Potter to purchase all 4WD Shares that exist or will exist from today until the conclusion of the Offer Period on its behalf on market during the official trading days (**Trading Days**) of the ASX. Bell Potter has been instructed to purchase, at the Offer Price, every 4WD Share offered for sale during the Trading Days in the period from the date of this announcement until the end of the Offer Period subject to the Corporations Act.

## Settlement and Brokerage

Payment for 4WD Shares sold to the Bidder under the Offer will be made on a T+2 settlement basis in accordance with the usual ASX Settlement Operating Rules for ASX trading.

The Offer will only be capable of acceptance by shareholders selling through brokers which are participating organisations of ASX. All 4WD Shares to be purchased by the Bidder under the Offer will be purchased on market only during Trading Days.

Any brokerage charged by brokers acting for shareholders wishing to sell their 4WD Shares will be the sole responsibility of those shareholders.

## Offer Period

Bell Potter will stand in the market on behalf of the Bidder and accept 4WD Shares offered to it at the Offer Price from the date of this announcement. However, the Offer will be made during the period commencing on 6<sup>th</sup> June 2017 (being the first trading day after the end of 14 days after the date of this announcement) and ending on 7<sup>th</sup> July 2017 (**Offer Period**) unless extended by the Bidder pursuant to the Corporations Act.

The Bidder reserves the right to withdraw unaccepted Offers in the circumstances permitted by, and in accordance with, Part 6.7 of the Corporations Act, at any time before the end of the Offer Period.

## Bidder's Statement

In accordance with section 635 of the Corporations Act, a Bidder's Statement will be served on the Target and lodged with each of the ASX and Australian Securities and Investments Commission today. A copy of the Bidder's Statement will also be sent to shareholders before commencement of the Offer Period.

## 4WD Shares

The 4WD Shares which are the subject of the Offer are all fully paid ordinary shares in the capital of 4WD, which are on issue at the date of the Bidder's Statement and such other shares which are issued before the end of the Offer Period. Immediately before making this announcement:

- in so far as the Bidder is aware, there are 50,345,622 4WD Shares on issue, all of which are quoted on ASX; and
- the Bidder has a relevant interest in 9,082,119 4WD Shares, which represent approximately 18.04% of all 4WD Shares on issue in the capital of the Target.

Signed for and on behalf of Bell Potter Securities Limited



**Alastair Provan**  
Managing Director