

# Super Cheap Auto Group Limited

ACN 108 676 204

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS GIVEN** that the sixth Annual General Meeting of Super Cheap Auto Group Limited (*“the Company”*) will be held at the Kedron Wavell Services Club, Long Tan Room, 375 Hamilton Road, Chermside South, Queensland on Wednesday, 27 October 2010 at 11.30 am.

### ORDINARY BUSINESS

#### Accounts

1. To receive and consider the financial report of the Company for the period ending 3 July 2010 together with the Directors' and auditor's reports.

#### Remuneration Report

2. To consider and if thought fit to pass the following as an ordinary resolution:

That the Remuneration Report for the year ended 3 July 2010 be approved.

*(Note: the vote on this resolution is advisory only and does not bind the Directors or the Company)*

#### Election of Directors

3. To consider and if thought fit to pass the following as an ordinary resolution:

That Mr R J Skippen, who retires in rotation in accordance with Article 9.3 of the Company's Constitution and, being eligible, offers himself for election, be re-elected as a Director of the Company.

4. To consider and if thought fit to pass the following as an ordinary resolution:

That Ms S A Pitkin, in accordance with Article 9.8 of the Company's Constitution and, being eligible, offers herself for election, be elected as a Director of the Company.

### SPECIAL BUSINESS

#### Approval of Issue of Equity Securities – Placement

5. To consider and if thought fit to pass the following as an ordinary resolution:

That, for the purposes of ASX Listing Rule 7.4, the issue of shares by Super Cheap Auto Group Limited, as and on the basis described in the Explanatory Notes to the Notice convening the Meeting, is approved.

#### Voting exclusion statement – Item 5

In accordance with the ASX Listing Rules, the Company will disregard any votes cast on Item 5 by any person who participated in the issue of shares referred to in Item 5 or, and any associate thereof. However, the Company need not disregard a vote if:

- (a) it is cast by a person referred to above as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting, as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decided.

## Approval of Company Name Change

6. To consider and, if thought fit, pass the following resolution as a special resolution:

That the name of the Company be changed from Super Cheap Auto Group Limited to Super Retail Group Limited with effect from 1 December 2010.

By Order of the Board



D J Kelley  
Secretary  
24 September 2010

### Proxies

If you are unable to attend and vote at the meeting and wish to appoint a person or a body corporate as your proxy, please complete the enclosed proxy form. This form must be received by the Company by 11.30 am on Monday, 25 October 2010. The completed proxy form may be lodged by post using the reply-paid envelope or delivery or facsimile to the Company's registered office at 751 Gympie Road, Lawnton, Queensland, Facsimile (07) 3205 8467.

A member entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the member's voting rights. If a body corporate is appointed as a proxy it may nominate an individual to exercise its powers at the meeting. A proxy need not be a member of the Company.

## **EXPLANATORY NOTES**

### **Introduction**

The purpose of these Explanatory Notes is to provide shareholders with further information on the items of business to be considered at the Annual General Meeting of Super Cheap Auto Group Limited (“the Company”) to be held 11.30 am Wednesday, 27 October 2010.

### **ORDINARY BUSINESS**

#### **Item 1            Receive and consider the Financial and other Reports**

This item is intended to provide an opportunity for shareholders to raise questions on the reports and on the performance and management of the Company generally.

#### **Item 2            Adoption of Remuneration Report (non-binding resolution)**

The Remuneration Report can be reviewed on pages 17 to 23 of the Company’s annual report. The annual report can be found at [www.supercheapautogroup.com.au](http://www.supercheapautogroup.com.au). The Remuneration Report sets out the remuneration policy of the Company and reports the remuneration in place for executive Directors, specified executives and non-executive Directors.

The Directors recommend that shareholders vote in favour of this resolution. The vote on this resolution is advisory only and does not bind the Directors or the Company.

#### **Item 3            Election of a Director**

##### **Information about the candidate for election**

**Mr [Raymond] John Skippen**                      Age 62

Independent Non-Executive Director for 2 years and 1 month, John is also Chairman of the Audit and Risk Management Committee and a Member of the Nomination and Remuneration Committee.

John is the former Finance Director of Harvey Norman Holdings Ltd and has over 30 years' experience as a chartered accountant. During the last three years John has served as a Director of the Briscoe Group Limited (NZ), Flexigroup Limited, Mint Wireless Limited and Slater & Gordon Limited.

The Directors recommend that shareholders vote in favour of this resolution.

#### **Item 4            Election of a Director**

##### **Information about the candidate for election**

**Ms Sally Ann Pitkin**                              Age 50

Independent Non-Executive Director for 3 months, Sally was appointed to the Board in July 2010 in accordance with Article 9.8 of the Company’s Constitution.

Sally is currently a director of Aristocrat Leisure Limited, ASC Pty Ltd, Export Finance and Insurance Corporation Limited and UniQuest Pty Ltd. She is a State Councillor of the Australian Institute of Company Directors and the State President of CEDA (Committee for Economic Development of Australia). Sally is also a member of the Queensland Competition Authority. She is a former lawyer and partner of Clayton Utz.

Sally is a member of the Board’s Audit and Risk Committee and the Nomination and Remuneration Committee.

The Directors recommend that shareholders vote in favour of this resolution

## **SPECIAL BUSINESS**

### **Item 5 Approval of Issue of Equity Securities – Placement**

The Company is seeking the approval of members, for the purposes of ASX Listing Rule 7.4, in respect of the issue of 15.9 million ordinary shares under a placement.

On 4 May 2010 the Company completed a private placement through the issue of 15.9 million ordinary shares at \$4.80 per share raising approximately \$76.32 million ('Placement'). The ordinary shares were issued on the same terms as, and rank equally with, all other ordinary shares in the capital of the Company.

The shares were allotted to a combination of new and existing investors, each approved by the Company following consultation with UBS and Macquarie which acted as joint managers of the Placement.

#### **ASX Listing Rules 7.1 & 7.4**

ASX Listing Rule 7.1 imposes a limit on the number of equity securities (including ordinary shares) that a company can issue or agree to issue without shareholder approval, unless an exception applies. Generally, a company may not, without shareholder approval, issue (in any 12 month period) more than 15 per cent of the number of shares on issue 12 months before the date of the issue.

ASX Listing Rule 7.4 provides that an issue by a company of shares made without shareholder approval under ASX Listing Rule 7.1 is treated as having been made with approval for the purposes of ASX Listing Rule 7.1, if the issue did not breach ASX Listing Rule 7.1 when made and the company's shareholders subsequently approve it.

Accordingly, the board has decided to seek shareholder approval under ASX Listing Rule 7.4 for the issue of 15.9 million fully paid ordinary shares in Super Cheap Auto Group Limited on 4 May 2010.

#### **Why are we seeking shareholder approval?**

The Company's capital base is critical to its ability to manage its business. With the current environment surrounding global credit markets, it is important for the board to have maximum flexibility in accessing all forms of capital.

The requirement to obtain shareholder approval for an issue (and the need to convene a special meeting to do so), before the issue, could limit the Company's ability to take advantage of opportunities that may arise to raise equity capital.

No decision has been made by the Board to undertake any further issue of equity securities in the event that approval is received from shareholders in respect of Item 5. The Board will only decide to issue further equity securities if it considers it is in the best interests of the Company to do so. This may depend, amongst other things, on the Company's capital position and conditions in capital markets.

Notwithstanding an approval by shareholders of the proposed resolution relating to this item of business, any future equity raisings would remain subject to the 15 per cent limit set out in ASX Listing Rule 7.1. The effect of the approval would be that the Securities will not reduce the number of shares that can be issued without shareholder approval and will be included in determining the base number of shares from which the 15 per cent calculation is made.

#### **What are the details of the Securities for which approval is being sought?**

The following information is provided in connection with the approval being sought from shareholders under Item 5 for the issue of the Securities.

The Company confirms that the issue of the Securities at the relevant time did not breach ASX Listing Rule 7.1. All of the Securities issued were fully paid ordinary shares, ranking equally in all respects with

the ordinary shares then on issue. The Company has applied the \$76.32 million to acquire *Ray's Outdoors*, to fund the Company's capital expenditure and working capital requirements, and to increase the Company's financial flexibility.

The Board considers that the approval of the issue of the Securities described above is beneficial for Super Cheap Auto Group Limited as it provides it with the flexibility to issue up to the maximum number of shares permitted under ASX Listing Rule 7.1 in the next 12 months (without further shareholder approval), should it be required. Accordingly, the directors recommend that shareholders vote in favour of Item 5.

#### **Voting exclusion statement – Items 5**

In accordance with the ASX Listing Rules, the Company will disregard any votes cast on Item 5 by any person who participated in the issue of shares referred to in Item 5 or, and any associate thereof. However, the Company need not disregard a vote if:

- (a) it is cast by a person referred to above as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting, as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decided.

#### **Item 6 Approval of Company Name Change**

The Company proposes to change its name from Super Cheap Auto Group Limited to Super Retail Group Limited in order to better represent the nature of the Company's activities.

The change of name reflects that the Company is now the holding entity of a number of distinct specialty retail businesses. The Board believes that the name change is in the best interests of the Company by establishment of an identity and branding distinguished from the retail businesses.

Change of the Company's name will not change the Australian Securities Exchange symbol. This will remain as SUL.

A change in the company name does not affect shareholder interests.

The Directors recommend that shareholders vote in favour of this resolution.

# SUPER CHEAP AUTO GROUP LIMITED

ACN 108 676 204

**All Proxy communications to:**  
Super Cheap Auto Group Limited  
751 Gympie Road Lawnton  
Queensland 4501  
Facsimile (07) 3205 8467  
ASX Code: SUL

## APPOINTMENT OF PROXY

If you propose to attend and vote at the Annual General Meeting, please bring this form with you. This will assist in registering your attendance.

Email: [investorrelations@supercheapauto.com](mailto:investorrelations@supercheapauto.com)  
Website: [www.supercheapautogroup.com.au](http://www.supercheapautogroup.com.au)

I/We being a member(s) of Super Cheap Auto Group Limited are entitled to attend and vote hereby appoint

	the <b>Chairman of the meeting</b> (mark box)	<b>OR</b> if you are <b>NOT</b> appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered Security holder) you are appointing as your proxy	
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or failing the person/or body corporate named, or if no person/body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following instructions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **11.30 am (QLD time) on Wednesday, 27 October 2010** and at any adjournment of that meeting. Where more than one proxy is to be appointed you will need an additional form, you may copy this form for this purpose. Proxies will only be valid and accepted by the Company if they are signed and received in the Company's office no later than 48 hours before the meeting.

To direct your proxy how to vote on any resolution please insert

**X**

 in the appropriate box below

### ORDINARY BUSINESS

#### Item 2

Adoption of Remuneration Report (non-binding resolution)

For	Against	Abstain*
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

#### Item 3

Re-elect as a Director, Mr R J Skippen

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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#### Item 4

Elect as a Director, Ms S A Pitkin

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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### SPECIAL BUSINESS

#### Item 5

Approval of Issues of Equity Securities - Placement

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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#### Item 6

Approval of Company Name Change

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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\*If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

### SIGNATURE OF SECURITY HOLDERS – THIS MUST BE COMPLETED

Individual or Security holder 1	Joint Security holder 2 (Individual)	Joint Security holder 3 (Individual)
Sole Director and Sole Company Secretary	Director/Company Secretary (delete one)	Director

This form should be signed by the security holder. If a joint holding, all of the security holders should sign. If signed by the security holder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the security holder's constitution and the *Corporations Act 2001* (Cwlth).

Super Cheap Auto Group Limited advises that Chapter 2C of the *Corporations Act 2001* requires information about you as a security holder (including your name and address and details of the securities you hold) to be included on the public register of the entity in which you hold securities. Information is collected to administer your security holding and if some or all of the information is not collected then it might not be possible to administer your security holding. Your personal information may be disclosed to the entity in which you hold securities. You can obtain access to your personal information by contacting us at the address or telephone number shown on this form. Our privacy policy is available on our website ([www.supercheapautogroup.com.au](http://www.supercheapautogroup.com.au)).

## How to complete this Proxy Form

### 1. Your Name and Address

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Security holders sponsored by a broker should advise their broker of any changes. **Please note you cannot change ownership of your securities using this form.**

### 2. Appointment of Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a security holder of the Company.

### 3. Votes on Items of Business

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your securities will be noted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### 4. Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, you will need an additional form, you may copy this form for this purpose. To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

### 5. Signing Instructions

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, all of the security holders should sign.

Power of Attorney: to sign under Power of Attorney, you must have already lodged this document with the registry. If you have not lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A) of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary, indicating the office held by signing in the appropriate place.

### 6. Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below not later than 48 hours before the commencement of the meeting being 11.30 am (QLD time) on Monday, 25 October 2010. Any Proxy Form received after that time will not be valid for the scheduled meeting.

#### Documents may be lodged using the reply paid envelope or:

by delivery to the Registered Office of Super Cheap Auto Group Limited being 751 Gympie Road, Lawnton, Queensland 4501 Australia or by facsimile (07) 3205 8467.

Super Cheap Auto Group Limited advises that Chapter 2C of the *Corporations Act 2001* requires information about you as a security holder (including your name and address and details of the securities you hold) to be included on the public register of the entity in which you hold securities. Information is collected to administer your security holding and if some or all of the information is not collected then it might not be possible to administer your security holding. Your personal information may be disclosed to the entity in which you hold securities. You can obtain access to your personal information by contacting us at the address or telephone number shown on this form. Our privacy policy is available on our website ([www.supercheapautogroup.com.au](http://www.supercheapautogroup.com.au)).