



ABN 81 108 676 204

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS GIVEN that the third Annual General Meeting of Super Cheap Auto Group Limited (*"the Company"*) will be held at the Pine Rivers Memorial Bowls Club, Cnr. Sparkes & Francis Roads, Bray Park, Queensland on Thursday, 26 October 2006 at 12.00 noon.

Ordinary Business

Accounts

1. To receive and consider the financial report of the Company for the period ending 1 July 2006 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 1 July 2006 be approved.

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

Increase in Non-Executive Directors' Remuneration

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

That in accordance with ASX Listing Rule 10.17 and Article 9.9 of the Company's Constitution, the total aggregate annual remuneration payable to non-Executive Directors of the Company by way of Directors' fees be increased from \$280,000 per annum to a maximum of \$600,000.

Executive Options

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

That the grant to the Managing Director, Mr P A Birtles, of a maximum of 500,000 options to subscribe for ordinary shares to be issued in the company, such options to be granted pursuant to the Super Cheap Auto Executive Share Option Plan and otherwise in terms set out in the Explanatory Notes to the Notice convening this meeting, be approved.

Election of Director

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

That Mr R A Rowe, 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.

A handwritten signature in black ink, appearing to read "D J Kelley", written over a vertical red line.

By Order of the Board
D J Kelley
Secretary
22 September 2006

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 12.00 noon on Tuesday, 24 October 2006. 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 8533.

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 on Thursday 26 October, 2006.

Item 1 Receive and consider the Financial and other Reports

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

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

The Remuneration Report can be reviewed on pages 30 to 35 of the Company's annual report. 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 Increase in Non-Executive Directors' Remuneration

When the Company was listed on the ASX in 2004 the remuneration of Directors was set at a per annum limit for the Chairman (\$100,000) and each of the other non-Executive Directors (\$60,000) inclusive of superannuation and committee fees - a total of \$280,000.

It is proposed to increase the annual limit from \$280,000 per annum to \$600,000 per annum.

The proposed increase will:

- assist in retaining and attracting appropriately qualified and experienced individuals to the Board; and
- allow for some growth in Board remuneration over time to reflect market movements;
- allow for Director fees to be set that reflect the amount of time and effort required to conscientiously perform their duties on behalf of shareholders; and
- create opportunity to increase the number of non-Executive Directors on the Board.

The Directors make no recommendation in relation to this resolution, and have no intention of increasing Directors' fees within the next 12 months.

Voting Exclusion Statement

The company will disregard any votes cast on Resolution 2 by any Director and any associate of any Director. However, the company need not disregard a vote if:

- it is cast by a Director as a proxy for a member who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by a Director who is chairing the meeting as proxy for a member who is entitled to vote, in accordance with the directions on the proxy form.

Item 4 Executive Options

The granting of 500,000 options to subscribe for ordinary shares to be issued in the Company at an exercise price of \$2.44 being the volume weighted average price of the Company's ordinary shares in the 30 days following the Managing Director's appointment on 27 January 2006. Rule 10.14 of the ASX Listing Rules requires the approval of shareholders to the grant of those options. The options to vest in 3 tranches subject to the achievement of the qualifying hurdle:

150,000 on or after 1st February 2009

150,000 on or after 1st February 2010

200,000 on or after 1st February 2011

The exercise of the options would be subject to the Company achieving the qualifying hurdle of 10% annual cumulative growth in earnings per share pre-amortisation from the forecast earnings per share pre-amortisation of 17.2 cents as set out in the Final IPO Prospectus.

Voting Exclusion Statement

The company will disregard any votes cast on Resolution 3 by Mr P A Birtles and any associate of his. However, the company need not disregard a vote if:

- it is cast by a Director as a proxy for a member who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by a Director who is chairing the meeting as proxy for a member who is entitled to vote, in accordance with the directions on the proxy form.

The Directors make no recommendation in relation to this resolution.

Item 5 Election of a Director

Information about the candidate for election

Reg Rowe Age 62

Founder of the business in 1972. A Non-executive Director for 2 years 3 months. Previously 8 years as Chairman and 24 years as Managing Director. Member of the Nomination and Remuneration Committee.

Reg is a Director of a number of private family companies.

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



All Registry communications to:

C/- Link Market Services Limited
Level 12, 680 George Street, Sydney, NSW, 2000
Locked Bag A14, Sydney South, NSW, 1235
Telephone: (02) 8280 7454
Facsimile (02) 9287 0303
ASX Code: SUL

Email: registrars@linkmarketservices.com.au
Website: www.linkmarketservices.com.au

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.

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

the **Chairman of the meeting** (mark box)

OR if you are **NOT** 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

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 **12.00 noon (Qld time) on Thursday, 26 October 2006** 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

in the appropriate box below

Resolution 1

Adoption of Remuneration Report (non-binding resolution)

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

Resolution 2

Increase in non-Executive Directors' Remuneration

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Resolution 3

Grant of share options to the Managing Director, Mr P A Birtles

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Resolution 4

Re-elect as a Director, Mr R A Rowe

<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, either security holder may 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).

Link Market Services 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.linkmarketservices.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. Please indicate 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 at 12.00 noon (QLD time) on Thursday 26 October 2006. 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 8533.