

Head Office:
591 Boundary Road, Truganina, Vic 3029
PO Box 57, Laverton, Vic 3028
Tel: (03) 8744 3500 Fax: (03) 8744 3599

17 March 2014

ASX Limited
Level 4, North Tower, Rialto
525 Collins Street
Melbourne VIC 3000

Dear Sir/Madam

Takeover bid by K&S Freighters Pty Ltd for all of the fully paid ordinary shares in Scott Corporation Limited - Notice Of Compulsory Acquisition

We refer to the off-market takeover offer by K&S Freighters Pty Ltd (a wholly owned subsidiary of K&S Corporation Limited) for all of the fully paid ordinary shares in Scott Corporation Limited (**SCC Shares**).

Enclosed is a copy of the Notice of Compulsory Acquisition lodged today with the Australian Securities and Investments Commission, and a copy of the pro forma letter which will be sent to SCC Shareholders.

Yours faithfully,



Chris Bright
Company Secretary
K&S Freighters Pty Ltd

17 March 2014

Dear SCC Shareholder

Takeover bid by K&S Freighters Pty Ltd for all of the fully paid ordinary shares in Scott Corporation Limited - Notice of Compulsory Acquisition

Please ignore this letter and the Notice if you have already accepted the Offer

We refer to the off-market takeover offer (**Offer**) by K&S Freighters Pty Ltd (a wholly owned subsidiary of K&S Corporation Limited) (**K&S**) for all of the fully paid ordinary shares in Scott Corporation Limited (**SCC Shares**).

K&S declared the Offer unconditional on 24 February 2014 and has now acquired over 90% of all of the SCC Shares issued and at least 75% of the SCC Non-Associated Shares that K&S offered to acquire. K&S will now proceed to compulsorily acquire all SCC Shares that it has not yet acquired under the Offer.

We enclose for your information under section 661B(1)(c) of the Corporations Act a copy the Australian Securities and Investments Commission (**ASIC**) Form 6021 lodged with ASIC on 17 March 2014 (**Notice**).

The Notice is being sent to all remaining SCC Shareholders and is to inform you that we propose to compulsorily acquire your SCC Shares under the Corporations Act.

The offer consideration that you will receive for your SCC Shares is the same as that under the Offer.

Therefore, you may choose between the following forms of consideration:

- \$0.59 cash for each SCC Share you hold; or
- 0.345 ordinary shares in K&S Corporation Limited for each SCC Share you hold.

An Election Form is enclosed, which you should complete and return in the enclosed reply paid envelope by 22 April 2014, to elect the form of consideration you wish to receive for your SCC Shares.

If you do not elect your preferred form of consideration by 22 April 2014, you will receive \$0.59 cash for each SCC Share you hold.

Head Office:
591 Boundary Road, Truganina, Vic 3029
PO Box 57, Laverton, Vic 3028
Tel: (03) 8744 3500 Fax: (03) 8744 3599

Procedure for the compulsory acquisition and objections

You may obtain the names and addresses of other SCC Shareholders on the SCC Shareholder register by writing to us at the following address within 1 month of receipt of this notice:

K&S Freighters Pty Ltd
PO BOX 57
Laverton VIC 3028

You may apply to the Court for an order that your SCC Share not be compulsorily acquired under section 661A(1) of the Corporations Act within 1 month of receipt of the Notice or within 14 days of having been provided the names and addresses of other SCC Shareholders (whichever is the later).

Unless you apply to the Court within the timeframe specified above, K&S will be entitled and bound to compulsorily acquire your SCC Shares.

Once the compulsory acquisition procedure is complete, you will receive a further letter explaining how to claim the purchase price for your SCC Shares.

The enclosed Notice sets out more details regarding the compulsory acquisition procedure and your rights.

Yours faithfully,



Chris Bright
Company Secretary
K&S Freighters Pty Ltd

K&S FREIGHTERS PTY LTD

ABN 67 007 544 390

Return your Form:



By Mail:

Computershare Investor Services Pty Limited
GPO Box 1326
Adelaide South Australia 5001
Australia

For all enquiries:

Phone:



(within Australia) 1300 296 915
(outside Australia) +61 3 9415 4109

Consideration Election Form

 **Your form must be received by 5:00pm (Adelaide time) on the later of 22 April 2014 or 14 days after you have received a statement under section 661D of the Corporations Act (if you have asked for this).**

This form is an important document that requires your immediate attention. This form relates to the ASIC Form 6021 (notice of compulsory acquisition) ("Notice") which accompanies this form pursuant to which you may elect one of the forms of consideration. Any Election will apply to the compulsory acquisition of your Scott Corporation Limited ("Scott Corporation") Shares. Terms defined in K&S Freighters Pty Ltd's ("K&S") Bidder's Statement dated 18 December 2013 and any replacement or supplements (the "Bidder's Statement") but not in this form have the same meaning as in the Bidder's Statement unless the context requires otherwise. The Bidder's Statement shall prevail over this form, to the extent of any inconsistency.

If you are in doubt about how to deal with this Offer, please contact your financial or other professional advisor.

Note this form can only be used in relation to the securityholding represented by the details printed above and overleaf.

Step 1: Registration Name & Offer Details

Your consideration will be issued to the name(s) as they appear on the latest copy of the Scott Corporation register, as provided to K&S. The current address recorded by K&S is printed above and overleaf. If you have recently bought or sold Shares your holding may differ from that shown. If you have already sold all your Shares in Scott Corporation, do not complete or return this form.

Step 2: Make an Election

If you wish to ELECT the form of consideration you will receive, you need to complete Step 2 and sign in Step 3 on the reverse of this form. You will be deemed to have elected to receive \$0.59 cash for each SCC Share you hold in consideration for ALL of your Shares if you fail to return a validly completed form OR if you do not complete, or make an invalid election in, Step 2 on the reverse of this form.

Step 3: Signing Instructions

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders must sign.

Power of Attorney: Where signing as Power of Attorney (POA), you must attach an original certified copy of the POA to this form.

Companies: Where the holding is in the name of a Company, this form must be signed in accordance with the Corporations Act, either as:

- a Sole Director and Sole Company Secretary **OR** a Sole Director (if no Company Secretary exists), **OR**
- two Directors, **OR**
- a Director and Secretary.

Overseas Companies: Where the holding is in the name of an Overseas company (companies incorporated outside Australia) the form must be signed as above, or documentation must be provided showing that the company can sign in an alternate manner.


Deceased Estate: All executors must sign and a certified copy of Probate or Letters of Administration must accompany this form.

Entering contact details is not compulsory, but will assist us if we need to contact you.

Turn over to complete the form →

Consideration Election Form

STEP 1 Registration Name & Offer Details

 For your security keep your SRN/
HIN confidential.

Registration Name:

Offer Details: Securityholding as at Tuesday 11 March 2014:

STEP 2 Make an Election

You will be deemed to have elected to receive the Cash Alternative in consideration for ALL of your SCC Shares if you fail to return a validly completed form OR if you do not complete, or make an invalid election below. The consideration applicable is set out in the terms of K&S's Offer.

- CASH Alternative for ALL of my/our SCC Shares**
- SCRIP Alternative for ALL of my/our SCC Shares.** If you are an Ineligible Foreign SCC Shareholder, you will not receive KSC Shares under the Offer. Instead your Offer Consideration will be determined in accordance with sections 13.47 and 13.48 of the Bidder's Statement.

STEP 3 Signature of Securityholder(s) *This section must be completed.*

I/We accept the Offer made by K&S for Shares in Scott Corporation and I/we agree to be bound by the terms and conditions of the Offer and transfer ALL of my/our Shares as per the above instruction.

Individual or Securityholder 1

Sole Director and Sole Company Secretary/
Sole Director (cross out titles as applicable)

Securityholder 2

Director

Securityholder 3

Director/Company Secretary
(cross out titles as applicable)

Contact
Name _____

Contact
Daytime
Telephone _____

Date ____ / ____ / ____

Privacy Notice

Personal information is collected on this form by Computershare Investor Services Pty Limited ("CIS") for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. In addition, K&S Freighters Pty Ltd may authorise us on their behalf to send you marketing material or include such material in a corporate communication. You may elect not to receive marketing material by contacting CIS using the details provided on the front of this form or emailing privacy@computershare.com.au. We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf or to third parties upon direction by K&S Freighters Pty Ltd where related to their administration of your securityholding, or where you have otherwise agreed we may disclose it. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at privacy@computershare.com.au or see our Privacy Policy at <http://www.computershare.com/au/Pages/default.aspx>.

Notice of compulsory acquisition following takeover bid

Notice To each holder of:

Description of class of securities to which the bid relates

Ordinary shares

('Bid Class Securities')

Name of target company or body

in

Name ('the Company')

Scott Corporation Limited

ACN/ARBN/ARSN

003 707 499

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

K&S Freighters Pty Ltd

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

Tick one box

The offers

- closed
- are scheduled to close

Date offers closed or are scheduled to close

on

Date

0 4 / 0 3 / 1 4
[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

Tick one box

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

- 661A(1)
- 661A(3)

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

Continued... Notice

Date of lodgement

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

1	7	/	0	3	/	1	4
[D]	[D]		[M]	[M]		[Y]	[Y]

Insert paragraph 4A only where alternative forms of consideration were offered under the bid.

- 4A. You are entitled, 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 the later, by notice in writing to the bidder, to elect which of the following forms of consideration will apply to the acquisition of your securities:

Details of alternative terms

\$0.59 cash for each of your shares in Scott Corporation Limited (Cash Alternative)
or
0.345 ordinary shares in K&S Corporation Limited for each of your shares in Scott Corporation Limited (Script Alternative)

If you do not elect which of the alternative forms of consideration will apply to the acquisition of your securities, the form of consideration that will apply will be:

Set out the terms that will apply

\$0.59 cash for each of your shares in Scott Corporation Limited (Cash Alternative)

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.

Tick one box

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

Chris Bright

Capacity

Company Secretary

Signature



Date signed

1	4	/	0	3	/	1	4
[D]	[D]		[M]	[M]		[Y]	[Y]