



L A W Y E R S

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13 November 2012

By fax | 6 pages

Company Announcements Office  
 ASX Limited  
 20 Bridge Street  
 Sydney NSW 2000

Fax 1300 135 638

**DuluxGroup off-market takeover bid for Alesco Corporation Limited  
 Notice of change of interests of substantial holder and institutional acceptance facility**

Enclosed is an ASIC Form 604; *Notice of change of interests of substantial holder*, issued in relation to shares in Alesco Corporation Limited (**Alesco**) in accordance with section 671B of the Corporations Act 2001 (Cth) lodged by DuluxGroup (Nominees) Pty Ltd (**DuluxGroup**).

Since the previous ASIC Form 604 referred to above, the aggregate of:

- (a) the number of Alesco ordinary shares the subject of acceptance instructions (in the form of acceptance forms and/or directions to custodians to accept the DuluxGroup offer) have been received in the Institutional Acceptance Facility (IAF) as at 7.00pm (Melbourne time), yesterday; and
- (b) the number of Alesco ordinary shares in which the DuluxGroup Entities (as defined in the attached Form 604) have a relevant interest,

(both figures after deducting any withdrawals of acceptance instructions and acceptances) are as follows:

	Number of Alesco ordinary shares		% of Alesco ordinary shares	
	Previous update	Current	Previous update	Current
Shares subject of IAF	25,345,184	25,364,646	26.91%	26.93%
Relevant interest	46,897,564	48,493,795	49.79%	51.48%
<b>Total</b>	<b>72,242,748</b>	<b>73,858,441</b>	<b>76.70%</b>	<b>78.41%</b>

Shares the subject of the IAF do not at this stage constitute formal acceptances of the takeover offer and, accordingly, the Alesco ordinary shares in which the DuluxGroup Entities have a relevant interest (as set out in the table above and reported in the attached Form 604) do not include the Alesco ordinary shares which are the subject of the IAF.

This facsimile is solely for the use of the addressee and may contain information which is confidential or privileged. If you receive this facsimile in error, please notify us immediately and we will arrange for its return at our expense.

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SYDNEY + MELBOURNE + PERTH



LAWYERS

Further details regarding the IAF can be found in section 3 of DuluxGroup's Second Supplementary Bidder's Statement dated 25 June 2012.

Yours faithfully  
**Gilbert + Tobin**

A handwritten signature in black ink, appearing to read "Carmen Wong", written in a cursive style.

**Carmen Wong**  
Lawyer  
T +61 3 8656 3321  
cwong@gtlaw.com.au

**Form 604**  
Corporations Act 2001  
Section 671B

**Notice of change of interests of substantial holder**

To Company Name/Scheme Alesco Corporation Limited (Alesco)

ACN/ARSN 008 666 064

**1. Details of substantial holder (1)**

Name DuluxGroup (Nominees) Pty Ltd, DuluxGroup Limited and each of the related bodies corporate listed in Annexure A (together the DuluxGroup Entities).

ACN/ARSN (if applicable) See Annexure A

There was a change in the interests of the substantial holder on Between 5/11/2012 and 12/11/2012

The previous notice was given to the company on 5/11/2012

The previous notice was dated 5/11/2012

**2. Previous and present voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary shares	46,897,564	49.79% (based on 94,193,403 ordinary shares on issue)	48,493,795	51.48% (based on 94,193,403 ordinary shares on issue)

**3. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
Between 5/11/2012 and 12/11/2012	DuluxGroup Entities	Aggregate of acceptance of offers dated 25 May 2012 for Alesco Shares contained in DuluxGroup (Nominees) Pty Ltd's Bidder's Statement (Offers) and withdrawals of acceptances.	\$2.05 per ordinary share, subject to the terms of the Offers	1,596,231 ordinary shares	1,596,231

**4. Present relevant interests**

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
DuluxGroup Entities	Alesco shareholders who have accepted the Offers	DuluxGroup (Nominees) Pty Ltd subject to the terms of the Offers	Relevant Interest under section 608(1) and/or section 608(8) of the Corporations Act 2001 pursuant to the acceptances of the Offers. The shares which are the subject of the acceptances of the Offers have not yet been transferred into the name of DuluxGroup (Nominees) Pty Ltd	48,493,795 ordinary shares	48,493,795

**5. Changes in association**

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	N/A

**6. Addresses**

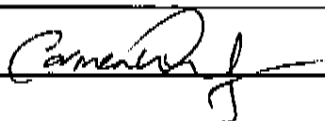
The addresses of persons named in this form are as follows:

Name	Address
DuluxGroup (Nominees) Pty Ltd	1956 Dandenong Road, Clayton VIC 3168
DuluxGroup Limited	1956 Dandenong Road, Clayton VIC 3168
Related bodies corporate listed in annexure A	c/- 1956 Dandenong Road, Clayton VIC 3168

**Signature**

print name Carmen Wong capacity Authorised person

sign here



date 13/11/2012

**DIRECTIONS**

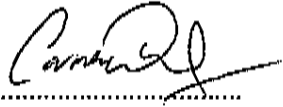
- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.

- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
- (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).
- See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included on any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.
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## Annexure A

This is Annexure A of 1 page referred to in Form 604 – Notice of change of interests of substantial holder.

Dated 13 November 2012



Carmen Wong  
Authorised person

Related Body Corporate	ACN	Place of Incorporation
DuluxGroup (Employee Share Plans) Pty Ltd	144 549 646	Australia
DuluxGroup (Investments) Pty Ltd	133 404 216	Australia
DuluxGroup (Finance) Pty Ltd	133 404 163	Australia
DuluxGroup (New Zealand) Pty Ltd	133 404 118	Australia
DuluxGroup (Australia) Pty Ltd	000 049 427	Australia
Dulux Holdings Pty Ltd	004 078 095	Australia
Pinegro Products Pty Ltd	005 531 546	Australia
DuluxGroup (PNG) Pte Ltd	N/A	Singapore
DGL Camel (Singapore) Pte Ltd	N/A	Singapore
DGL International (Singapore) Pte. Ltd	N/A	Singapore
Dulux Holdings (PNG) Ltd	N/A	Papua New Guinea
DGL Camel International Ltd	N/A	Hong Kong
DGL Camel Powder Coatings Ltd	N/A	Hong Kong
DGL International (Hong Kong) Ltd	N/A	Hong Kong
DGL Camel (Hong Kong) Ltd	N/A	Hong Kong
DGL Camel (China) Ltd	N/A	Hong Kong
DGL International (Malaysia) Sdn Bhd	N/A	Malaysia
DGL International (Shenzhen) Co Ltd	N/A	China
DGL Camel Powder Coatings (Dongguan) Co Ltd	N/A	China
DGL International (Shanghai) Co Ltd	N/A	China
DGL Camel (Dongguan) Co Ltd	N/A	China
DGL International (Vietnam) Limited Company	N/A	Vietnam