

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To: Company Name/Scheme Scott Corporation Limited (*Scott*)

ACN/ARSN 003 707 499

1. Details of substantial holder (1)

Name K&S Freighters Pty Ltd (*K&S*)

ACN (if applicable) 007 544 390

This notice is also given by K&S on behalf of each of its related bodies corporate listed in Annexure "A".

There was a change in the interests of the substantial holder on: 20/01/2014

The previous notice was given to the company on 16/01/2014

The previous notice was dated 16/01/2014

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	55,786,267	73.99%	59,266,887	78.60%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest or 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
20/01/2014	K&S and its related bodies corporate listed in Annexure A	Acquisition of relevant interest in Scott shares arising from acceptances of K&S' offer dated 23 December 2013 (<i>Offer</i>) contained in its Bidder's Statement dated 18 December 2013.	\$0.59 cash or 0.345 K&S Corporation Limited shares for each Scott share, subject to the terms of the Offer	3,480,620 Ordinary Shares	3,480,620

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
K&S and its related bodies corporate listed in Annexure A	Various holders of Scott shares who have accepted the Offer	K&S, subject to the terms of the Offer	Relevant interest under section 608(1) of the Corporations Act as a result of acceptances under the Offer	59,266,887 Ordinary Shares	59,266,887

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 (if applicable)	Nature of association
N/A	N/A

6. Addresses

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

Name	Address
K&S and its related bodies corporate listed in Annexure A	141-147 Jubilee Highway West, MOUNT GAMBIER, SA, AUSTRALIA, 5290

Signature

print name Christopher Wyndham Bright

capacity Company Secretary



sign here

date 21 / 01 / 2014

Directions

1. If there are a number of substantial shareholders 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 by 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 of 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 the annexure of one page marked "A" mentioned in the K&S Form 604 - Notice of change of interests of substantial holder signed by me and dated 21 January 2014.



Signed: _____

Name: Christopher Wyndham Bright, Company Secretary

K&S Freighters Pty Ltd and its related bodies corporate:		ACN
K & S Corporation Limited		007 561 837
K & S Group Pty Ltd		007 633 650
K & S Group Administrative Services Pty Ltd		008 068 620
K & S Integrated Distribution Pty Ltd		004 550 332
K & S Logistics Pty Ltd		007 034 933
K & S Transport Management Pty Ltd		007 763 644
Kain & Shelton Proprietary Limited		007 536 692
Kain & Shelton (Agencies) Proprietary Limited		007 562 692
Blakistons-Gibb Pty Limited		007 874 044
Reid Bros Pty Ltd		007 870 082
K & S Freighters Limited		Incorporated in New Zealand
Cochrane's Transport Limited		Incorporated in New Zealand
DTM Pty Ltd		002 985 195
DTM Holdings Pty Ltd		083 235 723
DTM Holdings (No. 2) Pty Ltd		001 138 478
Alento Pty Ltd		002 023 387
Regal Transport Group Pty Ltd		134 989 343
Strategic Transport Services Pty Ltd		072 045 973
Vortex Nominees Pty Ltd		009 177 440
K & S Project Services Pty Limited		136 861 044