



ASX ANNOUNCEMENT

Friday, 3 June 2016

The Manager
Company Announcements Office
Australian Securities Exchange
Level 45, South Tower Rialto
525 Collins Street
MELBOURNE VIC 3000

ELECTRONIC LODGEMENT

Dear Sir or Madam

Result of Scheme Meeting

In accordance with Listing Rule 3.13.2 and section 251AA of the Corporations Act, we advise details of the resolutions, proxies and poll result and presentation at the Asciano 2016 Scheme Meeting are attached.

Yours faithfully

A handwritten signature in blue ink, reading "Lyndall Stoyles".

Lyndall Stoyles
Group General Counsel & Company Secretary

**Asciano Limited
Scheme Meeting
Friday, 03 June 2016
Voting Results**



The following information is provided in accordance with section 251AA(2) of the Corporations Act 2001 (Cth).

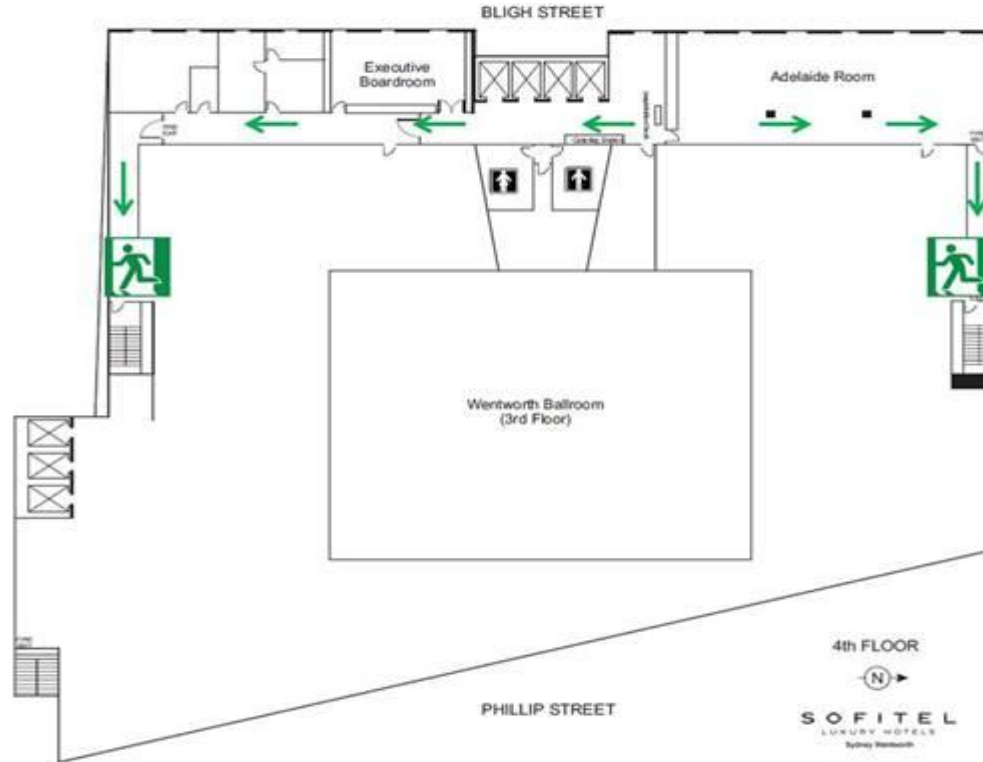
Resolution details		Instructions given to validly appointed proxies (as at proxy close)				Number of votes cast on the poll			Resolution Result
Resolution	Resolution Type	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain*	Carried / Not Carried
1 Approve Scheme	Special	365,728,126 98.86%	545,177 0.15%	3,660,448 0.99%	331,805	369,944,601 99.85%	551,850 0.15%	331,805	Carried
						Number of shareholders voting on the poll			Resolution Result
						For	Against	Abstain*	Carried / Not Carried
						2,842 95.66%	129 4.34%	2,971	Carried

* Votes cast by a person who abstains on an item are not counted in calculating the required majority on a poll.



Asciano Scheme Meeting 3 June 2016

EVACUATION INSTRUCTIONS



Please note: This map is not to scale



Asciano Scheme Meeting 3 June 2016

AGENDA

- 1 CHAIRMAN'S ADDRESS
- 2 REVISED TIMETABLE
- 3 FORMAL BUSINESS OF THE MEETING
- 4 QUESTIONS
- 5 VOTING
- 6 CLOSE OF THE SCHEME MEETING

CHAIRMAN'S ADDRESS

MR MALCOLM BROOMHEAD



REVISED TIMETABLE

Under the current indicative Scheme timetable:

- A** If approved by the Court, the Scheme will come into effect on **28 July 2016**.
- B** The time for determining the Asciano shareholders entitled to the Special Dividend is expected to be 7.00pm Sydney time on **3 August 2016**.
- C** The date the special dividend is paid is expected to be **11 August 2016**.
- D** The time for determining the Asciano shareholders entitled to Scheme Consideration is expected to be 7.00pm Sydney time on **12 August 2016**.
- E** The Implementation Date, being the date when Asciano shareholders will receive the consideration is expected to be **19 August 2016**.

These dates are indicative only and may change.



FORMAL BUSINESS OF THE MEETING

APPROVAL OF THE SCHEME

Resolution for consideration

That pursuant to and in accordance with the provisions of section 411 of the Corporations Act, the scheme of arrangement proposed to be entered into between Asciano and Asciano Shareholders (other than Excluded Shareholders), as more particularly described in the Scheme Booklet accompanying the notice convening this meeting, is agreed to (with or without any modifications or conditions ordered by the Court to which Asciano and each Rail Consortium Member agree) and, subject to approval of the Scheme by the Court, the Asciano Board is authorised to implement the Scheme with any such modifications or conditions.

An aerial photograph of a large port facility. The foreground and middle ground are filled with thousands of colorful shipping containers stacked in neat rows. Several large red gantry cranes, with "ROTORK" and "MAN" logos, are positioned along the water's edge. In the background, a body of water is visible with more ships and cranes. The word "QUESTIONS" is overlaid in large white letters across the center of the image.

QUESTIONS

HANDSET INSTRUCTIONS – CASTING YOUR VOTE

Casting your vote

Ensure that the smart card is inserted, with the chip at the base, and that the handset displays a welcome message.

When the poll opens, the handset will display the voting options, being;

Button 1 to vote **FOR** the resolution

Button 2 to vote **AGAINST** the resolution

Button 3 to **ABSTAIN** your vote

Press the appropriate button on the handset to register your intentions



REQUIREMENTS TO PASS THE RESOLUTION

It must be agreed by:

- **Majority of voting shareholders** (by proxy or present)
- **At least 75% of votes cast** (by proxy or present)

RESULTS OF PROXY VOTES

		# Shareholders	# Votes (Shares)
For		2,599	365,728,126
Open (Chair)		329	3,465,050
Total For	#	2,928	369,193,176
	%	92.28	99.80
Open (Other)		66	195,398
Against		126	545,177
Abstained		32	331,805



CLOSE OF SCHEME MEETING