



**K&S CORPORATION LIMITED**

**K&S CORPORATION LIMITED**  
(A.C.N. 007 561 837)

**NOTICE OF ANNUAL GENERAL  
MEETING AND EXPLANATORY  
NOTES TO SHAREHOLDERS**

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**A PROXY FORM IS ALSO ENCLOSED**

**Please read the Notice and Explanatory Notes carefully.**

**If you are unable to attend the Annual General Meeting  
of shareholders, please complete and return the enclosed  
Proxy Form in accordance with the specified directions.**

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# NOTICE OF ANNUAL GENERAL MEETING

## NOTICE OF MEETING

Notice is hereby given that the Annual General Meeting of shareholders of K&S Corporation Limited (the "Company") will be held at the corporate office of the Company's freight terminal located at 591 Boundary Road, Truganina, Victoria on Tuesday, 26 November 2019 at 2.00pm (EDST).

## AGENDA

### Ordinary Business

#### 1. Financial Statements and Reports

To consider the Financial Statements and the Reports of the Directors and of the Auditors in respect of the year ended 30 June 2019.

[www.ksgroup.com.au](http://www.ksgroup.com.au)

#### 2. Remuneration Report

To adopt the Remuneration Report for the year ended 30 June 2019.

*Note, the resolution is advisory only and does not bind the directors or the Company.*

#### 3. Election of Directors

To consider, and if thought fit, to pass the following resolutions as ordinary resolutions:

##### 3.1 Election of Mrs SA Emmett

"That the appointment of Mrs Sallie Askwith Emmett as a director of the Company by the board of directors with effect on 24 September 2019 pursuant to Rule 73 of the Constitution of the Company be confirmed."

##### 3.2 Re-election of Mr JL Winser

"That Mr John Legh Winser, being a director of the Company who retires by rotation pursuant to Rule 84 of the Constitution of the Company, and being eligible, is re-elected as a director of the Company."

## EXPLANATORY NOTES

Shareholders are referred to the Explanatory Notes accompanying and forming part of this Notice of Meeting.

## VOTING EXCLUSION STATEMENT

### Resolution 2

In accordance with sections 250BD and 250R of the *Corporations Act 2001 (Cth)*, the Company will disregard any votes cast on Resolution 2 by the persons named in the Remuneration Report (ie, Messrs Johnson, Sarant, Winser, Smith, Walters, Johnston, Bright, Hine and Walsh) or their closely related parties.

Notwithstanding the foregoing, the Company need not disregard a vote cast on the Resolution by the named person or a closely related party of the named person if the vote is cast by that person as proxy for a person who is entitled to vote on the Resolution, in accordance with the directions on the proxy form.

If you complete a proxy form appointing the chairman of the meeting to vote on your behalf as proxy holder, and you do not mark any of the boxes, you provide express authority to the chairman to cast your votes. The chairman intends to vote undirected proxies in favour of Resolution 2.

## PROXY FORMS

A proxy form accompanies this Notice of Meeting and to be effective must be completed in accordance with the Explanatory Notes and received at the Company's registered office:

The Company Secretary  
K&S Corporation Limited  
141-147 Jubilee Highway West  
Mount Gambier SA 5290

or by facsimile on: (08) 8721 1799

by no later than 2.00 pm eastern daylight savings time on Sunday, 24 November 2019.

By Order of the Board



Chris Bright  
Company Secretary

Dated: 18 October 2019

# EXPLANATORY NOTES FORMING PART OF THE NOTICE OF ANNUAL GENERAL MEETING AND THE PROXY FORM

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## DETERMINATION OF ENTITLEMENT TO ATTEND AND VOTE

For the purposes of the Annual General Meeting, shares will be taken to be held by the persons who are registered as shareholders as at 2:00 pm eastern daylight savings time on Sunday, 24 November 2019.

## PROXY FORMS

1. In the case of joint shareholders, this form must be signed by each of the joint shareholders personally or by attorney.
2. A corporate shareholder must execute this form in accordance with its constitution or under the hand of its duly authorised attorney.
3. A member entitled to vote is entitled to appoint a maximum of two (2) proxies. Unless a member specifies the specific proportion or number of votes in respect of which each proxy is appointed, under the Constitution of the Company each proxy will be deemed to represent half of the votes that the member is entitled to cast. If the member wishes to appoint two (2) proxies, additional forms are available from the Company's registered office.
4. A proxy need not be a member of the Company.
5. Completed proxy forms should be returned to the Company Secretary at the Company's registered office shown on the proxy form. The Constitution of the Company requires that, to be effective, proxy forms together with any power of attorney under which they are executed must reach the Company not less than forty eight (48) hours before the commencement of the meeting. Alternatively the completed proxy forms can be sent by facsimile transmission to the Company on facsimile number (08) 8721 1799.

## ORDINARY BUSINESS OF THE ANNUAL GENERAL MEETING

The following notes set out the detail of the ordinary resolutions to be proposed at the Annual General Meeting:

### Item 1 – Financial Statements and Reports

This item is self explanatory. It is intended to provide an opportunity for shareholders at the Annual General Meeting to raise questions on the Financial Statements and Reports themselves and on the performance of the Company generally.

No formal vote is required in relation to item 1.

### Item 2 – Resolution – Remuneration Report

During this item, there will be a reasonable opportunity for shareholders at the Annual General Meeting to comment on and ask questions about the Remuneration Report which commences on page 13 of the Company's 2019 Annual Report.

The vote on the proposed resolution in item 2 is advisory only and will not bind the directors or the Company. However, the directors will take the outcome of the vote into consideration when reviewing remuneration practices and policies.

In addition, pursuant to amendments to the *Corporations Act 2001 (Cth)* which took effect in 2011, if:

- at the Company's 2019 Annual General Meeting, at least 25% of the votes cast on the resolution that the Remuneration Report be adopted are against the adoption of the Remuneration Report; and
- at the Company's 2020 Annual General Meeting, again at least 25% of the votes cast on the resolution that the Remuneration Report be adopted are against the adoption of the Remuneration Report,

then at the Company's 2020 Annual General Meeting the Company must allow shareholders to vote on a resolution that:

- another general meeting (the "spill meeting") of the Company's shareholders be held within 90 days; and
- all of the directors of the Company (other than the managing director who will remain in office) cease to hold office immediately before the end of the spill meeting; and
- resolutions to appoint persons to the offices (ie, as directors) that will be vacated immediately before the end of the spill meeting be put to a vote at the spill meeting.

### Voting Exclusion Statement

A voting exclusion statement in respect of the resolution in item 2 is set out in the Notice of Meeting. As disclosed in the Notice of Meeting and the proxy form, if you complete a proxy form that authorises the chairman to vote on your behalf as proxy holder, and you do not mark any of the boxes so as to give him directions about how your votes should be cast, then your proxy will automatically become a directed proxy in favour of the resolution to adopt the Remuneration Report, and the chairman will vote accordingly. If you wish to appoint the chairman as your proxy holder but you do not want to put him in a position to cast your votes in favour of the Remuneration Report, you should complete the appropriate box on the proxy form, directing him to vote against or abstain from voting on this resolution.

The directors recommend that shareholders vote in favour of the resolution in item 2.

# EXPLANATORY NOTES FORMING PART OF THE NOTICE OF ANNUAL GENERAL MEETING AND THE PROXY FORM

CONTINUED

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## Item 3.1 – Resolution – Election of Mrs SA Emmett

Mrs Emmett was appointed as a non-executive director with effect on 24 September 2019.

Mrs Emmett is a lawyer with over 30 years' experience as a practising solicitor in both legal and management roles. Mrs Emmett is a former partner of national law firm Johnson Winter & Slattery and has a broad range of commercial exposure, including expertise in workplace relations.

Mrs Emmett operates her own legal and management consulting business (SAE Consulting) and has advised the boards and management of a variety of organisations including private and public companies, government, and educational institutions. Mrs Emmett has significant transport sector experience, having acted for a number of transport companies. Mrs Emmett also sits on the board of a number of not for profit organisations.

Mrs Emmett does not have a direct or indirect interest in any shares in the Company.

Mrs Emmett is 53.

Mrs Emmett is currently considered by the board of directors not to be independent having regard to the factors relevant to assessing the independence of a director set out in Box 2.3 of the ASX Corporate Governance Council *Corporate Governance Principles and Recommendations* (4th ed). One of the criteria stipulated in Box 2.3 of the ASX Corporate Governance Council *Corporate Governance Principles and Recommendations* (4th ed) is whether the director, within the last three years, has been a professional adviser to a substantial shareholder. The Scott Group of Companies, which includes the largest shareholder in the Company (AA Scott Pty Ltd), was a material source of professional fees to Mrs Emmett's legal and consulting business (SAE Consulting) in 2016 and 2017.

It is a requirement of the Constitution of the Company, the *Corporations Act 2001 (Cth)* and the ASX Listing Rules that a director appointed during the year must not hold office past the next annual general meeting without re-election by shareholders. Accordingly, Mrs Emmett, being eligible, offers herself for election.

The directors (excluding Mrs Emmett) recommend that shareholders vote in favour of the resolution in item 3.1.

## Item 3.2 – Resolution – Re-election of Mr JL Winser

Mr Winser has been a non-executive director since 2013. Mr Winser is a member of both the Environmental Committee and the Nomination & Remuneration Committee.

Mr Winser is a former Managing Director of the Company, a position which he held for 14 years prior to his retirement in 2012. Mr Winser has extensive knowledge of the transport and logistics industry with more than 40 years' experience.

Mr Winser is an alternate director of several companies within the Scott Group of Companies, including the largest shareholder in the Company, AA Scott Pty Ltd.

Mr Winser has a beneficial interest in 1,278,982 shares in the Company.

Mr Winser is 71.

Mr Winser is not considered by the board of directors to be independent.

Mr Winser retires by rotation in accordance with the Constitution of the Company and the ASX Listing Rules and, being eligible, offers himself for re-election.

The directors (excluding Mr Winser) recommend that shareholders vote in favour of the resolution in item 3.2.



## K&S Corporation Limited

ABN 67 007 561 837



KSC  
MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

### Need assistance?



**Phone:**

1300 850 505 (within Australia)  
+61 3 9415 4000 (outside Australia)



**Online:**

[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



### YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **2:00pm (EDST) Sunday 24 November 2019.**

# Proxy Form

## How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

### APPOINTMENT OF PROXY

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

## SIGNING INSTRUCTIONS FOR POSTAL FORMS

**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 should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

## ATTENDING THE MEETING

**If you are attending in person, please bring this form with you to assist registration.**

### Corporate Representative

If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Appointment of Corporate Representative" prior to admission. A form may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

## Lodge your Proxy Form:

**XX**

### By Mail:

The Company Secretary  
K&S Corporation Limited  
141-147 Jubilee Highway West  
Mount Gambier SA 5290

### By Fax:

08 8721 1799 within Australia or  
+61 8 8721 1799 outside Australia



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

# Proxy Form

Please mark  to indicate your directions

## Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of K & S Corporation Limited hereby appoint

the Chairman of the Meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or 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 directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of K & S Corporation Limited to be held at the corporate office of the Company's freight terminal located at 591 Boundary Road, Truganina, Victoria on Tuesday, 26 November 2019 at 2:00pm (EDST) and at any adjournment or postponement of that meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on **Item 2** (except where I/we have indicated a different voting intention in step 2) even though **Item 2** is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on **Item 2** by marking the appropriate box in step 2.

## Step 2 Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

### Ordinary Business

	For	Against	Abstain
2 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.1 Election of Mrs SA Emmett	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.2 Re-election of Mr JL Winsler	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

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

Individual or Securityholder 1  Securityholder 2  Securityholder 3  / /  
Sole Director & Sole Company Secretary Director Director/Company Secretary Date

### Update your communication details (Optional)

Mobile Number  Email Address   
By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

