



ASX ANNOUNCEMENT

Wednesday, 22 October 2008

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

2008 Annual General Meetings- Chairman and CEO addresses

In accordance with ASX Listing Rule 3.13.3, attached are the addresses and accompanying slide presentation to be given by Asciano Group's Chairman and Chief Executive Officer at the Annual General Meeting to be held today at 11.30 am.

Yours faithfully

A handwritten signature in black ink that reads "F. Mead".

Fiona Mead
Company Secretary

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Asciano Limited and Asciano Finance Trust - 2008

TIM POOLE:

*****Slide 1 – Title Page*****

Good Morning Ladies and Gentlemen.

My name is Tim Poole and I am your Company's Chairman. I welcome you to the Asciano Group 2008 Annual General Meeting, our inaugural security holders meeting. I also welcome security holders viewing today's proceedings through our webcast facilities.

This is a properly constituted meeting and a quorum is present. I therefore declare the 2008 Annual General Meetings of Asciano Limited and the Asciano Finance Trust open. As Chairman of Asciano Limited I will also be your Chairman for today's concurrent meetings of the Company and the Trust.

Let me start by introducing the people who are on the stage with me today. First of all we have Fiona Mead, our Company Secretary. Next to Fiona is Mark Rowsthorn, our CEO and Managing Director. Next to Mark is Peter McGregor our Chief Financial Officer. Along from Peter are our non-executive directors, Chris Barlow and Peter George.

Our Auditor, the Lead Engagement Partner with KPMG, Mr Duncan McLennan and his fellow partner, Martin Sheppard are present at today's meeting.

Also present today are a number of the members of Asciano's senior management team, who will be available to answer any questions you may have over refreshments following the close of the formal meeting.

Finally I note that Mr Anthony Evans from PIML, the Responsible Entity of the Asciano Finance Trust is also present at this meeting.

All security holders have received the Notice of Meeting which I propose to be taken as read. There has been an amendment to one of the motions which I will address when we get to that motion.

***** Slide 2 – Disclaimer***

***** Slide 3 - Agenda *****

The format for today's meeting is that I will make some opening comments, after which Mark Rowsthorn will provide a review of the 2008 financial year and a trading update for the September quarter, the first quarter of the 2009 financial year. I will then make some brief comments on the outlook and prospects for Asciano, after which the formal business of the meeting will be conducted. There will be an opportunity throughout the meeting for any security holders present who wish to ask questions or make comments, either of a general nature or in relation to specific items of business being considered.

***** Slide 4-Chairmans Address *****

I would like to begin by taking some time to talk about the overall performance of the Asciano Group during the past 12 months or so.

Asciano's first year as an independent group has two quite distinct parts. On the one hand, the year has been characterised by a very satisfactory operating performance and a strong contribution from three of our four core business units. Asciano is a group that has world class assets with world class people. The assets within our portfolio and the depth of experience and expertise within our businesses places Asciano at the forefront of the transport infrastructure sector.

*****Slide 5- Summary Financial Results*****

As you will have read in our Annual Report the Asciano Group has achieved solid results for the 2008 financial year. Across the board the operating divisions performed well achieving a 5% increase in total revenue for the group. This resulted in an increase in EBITDA of 11% and a net profit before tax and significant items of \$37.1 million.

I will leave it to Mark to provide more detailed comments on the performance of the individual businesses.

The second part to Asciano's first year as an independent group has been the external environment and the unprecedented volatility and weakness in global equity and credit markets. These conditions have plagued many companies within Australia and have particularly impacted those carrying or perceived to be carrying high levels of debt.

The Board is acutely aware of and extremely concerned by the fall in the market price of Asciano securities. The Board absolutely believes that the current market price of Asciano securities in no way reflects the underlying value of Asciano's businesses. The

Asciano Board and management team are currently working very hard to try and close the gap between the security price and the underlying value of our businesses as soon as possible.

*****Slide 6- Asciano Strategy*****

At the time of Asciano's interim results announcement in March, we announced that we have formulated a clear strategic direction to take the group forward. The announced strategy has four key elements.

1. Focus on our core businesses;
2. Increase the return on equity from our existing businesses;
3. Leverage our operating capabilities into new opportunities;
and
4. Optimise our capital structure.

I am pleased to report that we have made progress in respect of all four of these strategic objectives.

In terms of our core business, Asciano is committed to an absolute focus on ports and rail, and on those components of our current operations which make a genuine difference to security holder value.

The implementation of this strategy drove the decision to divest Asciano's shareholding in Brambles.

By way of background, Brambles was, and remains, a business with many industry and strategic similarities to Asciano. In particular, Brambles has many of the “essential asset” characteristics of Asciano’s port and rail businesses including:

- Being a monopoly or duopoly in many markets;
- Having consistent revenue and EBTIDA margin growth; and
- Selling a product or service that is an essential part of the logistics supply chain.

We believe the rationale for looking at opportunities to bring the businesses together was sound. Having said that, the decision to invest in Brambles was not a decision taken lightly. It was the result of a detailed assessment of the strategic fit between the two businesses and the potential benefits of bringing the businesses together.

Unfortunately what was not factored in was the developing crisis in global credit markets and the impact on equity market volatility. This market volatility, combined with a fall in the Asciano security price, meant that the commercial drivers for the deal quickly became less attractive. As a consequence, we set about disposing the shareholding. The final realised position of a net loss (after factoring in dividends received and before funding costs) of \$85 million is clearly a disappointing outcome. The strong message we subsequently received from our security holders is that we needed to revise our strategic objectives and temper our appetite for major acquisitions in light of the changed market environment. This has been a key driver of the development of the four-pronged strategy I have just summarised.

Turning to the second strategic objective – improving the return from our existing businesses. One of the key milestones reached in terms of this strategy during the year has been the restructuring of our grain haulage business. This business had historically been both volatile and unprofitable for Asciano as a result of the enduring drought in eastern Australia. Through a cooperative process involving our largest grain customer, GrainCorp, and the State Governments of New South Wales and Victoria, we have entered into new contractual arrangements for the coming five years which provide earnings certainty to Asciano and certainty of services to GrainCorp. As a result of these new contracts with GrainCorp and revised arrangements with other key customers, the grain business will be profitable for Asciano in 2009 regardless of volumes carried.

To further enhance returns from our existing businesses, Asciano has commenced a wide-ranging efficiency review program across all aspects of the business. This program is intended to drive renewed thinking around all key processes and functions within the business, and is expected to generate a significant improvement in profitability in the medium term. The program is in its early stages, and we intend to keep the market informed as milestones are achieved.

Turning to the third strategic objective, of leveraging our operating capabilities into new opportunities, the most potent example of the potential of this strategy is our recently announced entry into the Queensland coal market. The Board believes the successful negotiations of a 10 year contract that secures our entry into this market, as the most significant strategic achievement for Asciano during the year.

The rail haulage market for coal in this part of the country is growing at significant rates and the incumbent monopoly operator cannot deliver the capacity to accommodate future demand for coal haulage services.

Gaining a foothold in this multi billion dollar industry provides major growth opportunities for Pacific National. Our management team is currently in discussion with a number of existing and new coal customers and we expect to increase our contracted volumes from 2010 onwards. Our investment of \$580 million will provide us with the capacity to haul some 30 million tonnes of coal within our first 2 years of operation. An important point to note in terms of this extremely attractive opportunity is that we did not win it by outbidding others, or as a result of our cost of capital. Rather, we will be entering the market as a result of a cooperative process involving two of our important coal customers who recognise the benefits that our operating expertise and experience can bring to this very important segment of their businesses.

In respect of the fourth strategic objective, of optimising our capital structure, the Board and management team have undertaken a detailed review of the company's capital structure. At Asciano's full year results presentation in August, management clearly articulated a set of initiatives to manage the capital requirements of the businesses for the next 12 months.

I would like to emphasise that the review of the capital structure was driven by the need to fund new and attractive growth initiatives for Asciano, rather than any immediate need to address capital structure issues.

We have remained in compliance with all of our banking covenants during the 2008 financial year, and there is no short-term risk to Asciano's ongoing ability to fund its debt obligations.

As many of you will be aware one of the decisions taken was to revise our distribution policy. From 2009 all distributions to security holders will be fully funded by free cash flow generated by the businesses. Other initiatives announced included a fully underwritten Share Purchase Plan and two underwritten Distribution Reinvestment Plans to secure all necessary funding for Asciano's growth initiatives during the 2009 financial year.

Management also announced plans to undertake a monetisation process that will essentially result in the group raising fresh capital to assist the funding of growth initiatives and reduce gearing. It is likely that the new capital will not have recourse to the wider Asciano group, but be secured against a minority shareholding in one or more of our businesses. This process is well underway and further information will be disclosed as the process continues.

In summary, we are very confident that if we continue to execute each of the four strategies I have just outlined, the market will start to look past the external issues and focus on the extremely valuable assets that Asciano owns and operates and their outstanding long term prospects.

Before I hand over to Mark I would like to take this opportunity to thank him and his management team and all employees within the Asciano Group for delivering very good results for the 2008 financial year and remaining focussed despite the many challenges we faced and the uncertain external environment.

It is the hard work, expertise and experience of our people that underpins the performance of this group.

Let me now ask our Chief Executive Officer and Managing Director, Mark Rowsthorn to provide a summary of the group's performance during the past year.

*****Slide 7-CEO Report*****

MARK ROWSTHORN:

If I can just follow on from comments made by the Chairman, I would like to further acknowledge the great performance of everyone at Asciano. Asciano has received a significant amount of public attention over the past 12 months, and to have achieved the operating results we did, it is a testament to the strength of our hard working employees and management team.

I would like to reiterate the thanks given by the Chairman and once again congratulate everyone on the solid performance achieved over the past year.

I would like to take some time to look at each of our businesses in some detail and highlight the future prospects within each area.

*****Slide 8- Asciano Overview*****

Essentially we have two port and two rail businesses.

Our Patrick ports business is split into two areas, Container Ports and Auto Bulk and General Ports.

Within the Container Ports portfolio there are two key tasks, there is the movement of containers on and off the ship and the transport of containers to and from the container terminal. The Container Ports business currently handles approximately 50% of the import and export containers moving through our major capital cities.

Our Auto, Bulk and General Ports business is essentially made up of a few different areas. We have Autocare which is a joint venture business with NYK Lines that involves the transport, processing and storage of motor vehicles, our bulk stevedoring business that involves the transfer of bulk and general products from ship to wharf and our port ownership and management business that operates in a range of regional ports throughout Australia and New Zealand.

Moving on to our rail business, there are two key operating Divisions within the Pacific National portfolio. There is the Intermodal business which involves the movement of containerised goods and steel interstate and the haulage of non containerised cargo within our eastern sea board states.

Our bulk rail business is involved in the haulage of a range of agricultural and mining commodities, most notably grain and coal, together with general industrial freight. The largest component of this business is our coal operations - we are the largest transporter of coal in the Hunter Valley, servicing the mining companies exporting through the port of Newcastle, and as Tim has mentioned will soon enter the Queensland coal market.

*****Slide 9- Patrick Container Ports*****

Looking at each division in more detail, starting with Container Ports. Overall, a demand for containerised imports delivered a 9.6% increase in revenue and a 14.5% growth in EBITDA for the 07/08 financial year.

Across our four terminals in Melbourne, Sydney, Brisbane and Fremantle, the total number of TEUs or Twenty foot equivalent units containers, increased by 11%, with both Melbourne and Sydney achieving record volumes. Wharfside productivity at our terminals has continued to improve despite the additional volumes moving through the ports.

We are continuing to enhance the critical interface between our wharfside and landside operations. We are continuing to implement processes at the terminal to address some of the bottlenecks associated with road and rail access. Part of our focus is to increase the use of rail where it makes sense to do so.

At our Port Botany terminal, we have recently commissioned 5 Rail Mounted Gantries that will assist in the transfer of containers from the wharf onto rail. The introduction of the RMGs coincided with a reconfiguration of the terminal improving the road access to and from the facility and the stacking of containers within the terminal.

The performance of our Automated straddles at our Brisbane terminal also continued to improve during the year.

*****Slide 10 – Patrick Auto Bulk and General*****

Overall, the Auto Bulk and general Ports sector achieved sound results with revenue increasing by 6.2 per cent and EBITDA by 25.7 per cent. The Autocare business performed particularly well recording increases in the number of vehicles carried and stored. Our Bulk and general stevedoring business was impacted by weaker export volumes associated with the continuing drought.

*****Slide 11 – Pacific National Intermodal*****

Turning to Pacific National, the intermodal division achieved record revenue and EBITDA in the 2007/08 period. Revenue grew 11.9 per cent and EBITDA by 22.8 per cent. A lot of work has been undertaken in this part of the business to improve our train capacity utilisation and our operating efficiency. Our premium east West intermodal service – known as the Express business - performed very strongly, as did our dedicated steel business – known as Steelink. Pacific National has maintained its market share in this particular segment.

*****Slide 12 – Pacific National Bulk*****

Our bulk rail business, which is predominately our coal operations, achieved satisfactory results with revenue up 9.8 per cent and EBITDA up 2.3 per cent. The strong demand for coal exports from overseas continued throughout the year, however, the total tonnes hauled were constrained by a range of infrastructure related factors. The well publicised Hunter Valley supply chain capacity issues has impacted Pacific National's ability to move coal, the capacity issues are predominately due to rail and port infrastructure constraints and delays to supply due to bad weather.

These capacity constraints resulted in Pacific National incurring a number of additional expenses during the year which could not be recovered through customer revenue.

Overall the Operating Divisions have performed very well despite some of the internal and external challenges we have had to face. Whilst many of our challenges are a result of circumstances out of our control, our management team has been successful in alleviating some of the impacts on our business.

*****Slide 13 – Divisional Outlook - Patrick*****

Looking ahead for the Patrick business, the medium term outlook for the Container Ports business remains positive notwithstanding that the current economic environment may have some short term implications for container volumes.

In terms of our Auto, Bulk & General business, we expect a slowing in motor vehicle imports, however this will result in additional storage requirements for this market, minimising the impact on this part of the business. From a bulk and general stevedoring perspective we expect agricultural export volumes to increase as a result of drought conditions improving. This will have a positive impact in both our bulk stevedoring and port management businesses.

*****Slide 14 – Divisional Outlook - PN*****

Our intermodal rail business is potentially the business with the most opportunity for growth. With Australia's freight task expected to double by 2015 and possibly triple by 2025, and with the growing focus on climate change and the reduction of green house gas emissions, rail is in prime position to increase its share of the national freight task.

We will continue to lobby Government to invest in our national rail infrastructure to ensure we are able to accommodate this expected growth and deliver a sustainable transport solution for the benefit of all Australians.

In the short to medium term the coal business will improve significantly as a result of the planned rail infrastructure projects and the introduction of a new terminal at the port of Newcastle. We have recently introduced three new train sets into the system which will increase our operating capability and enhance our ability to service the growing spot market. The Hunter Valley coal chain is expected to grow from 95 million tonnes this year to approximately 145 million tonnes by 2011. Pacific National is well placed to handle this growth and take advantage of its competitive position in this market.

All in all I would have to say the medium to long term future of the businesses is very promising. We are currently looking at ways to safeguard the business from further economic downturn in the short term.

*****Slide 15-2009 September Quarter KPIs*****

Before I conclude, let me make a few brief comments regarding the performance of the business during the September quarter. Overall, the business has continued to perform well through the first quarter of the new financial year.

Container port volumes have to date been in line with our expectations, after factoring in the slight loss of market share we experienced late in the last financial year. Similarly, our Autocare business has continued to perform well. Whilst a decline in new motor vehicle sales has seen a slight reduction in vehicles carried, this has resulted in a significant increase in the number of vehicles stored in our facilities.

Volume growth in our Intermodal rail business has been modest, at 1%. This result reflects, amongst other factors, the impact of a number of derailments on the Interstate standard gauge network during the quarter. One encouraging element of the Intermodal division performance has been the strong performance of the express and steel businesses which is significant as they are key drivers of profitability within this division.

Finally, coal volumes have grown strongly, as expected, given the progress that has been made on actively managing the capacity constraints that held this business back during the past year, whilst grain volumes have also shown a slight improvement.

The fact that the overall business is continuing to track in line with our expectations despite an uncertain economic environment is a testament to the quality, diversity and strategic market positioning of our business.

At this stage, our expectations for the 2009 full-year remain on track. We expect a continued strong performance from the coal division, and the benefits the restructuring of our grain business will bring. We will also continue to enjoy the benefits that the strong market shares our container ports and intermodal rail business hold. However, whilst this market position provides a degree of resilience to economic cycles in the short term, a key factor in determining the full-year operating and financial performance of the company for 2009 will be the trend in consumer sentiment and therefore consumer spending over the coming Christmas period. To ensure that our business remains resilient in any economic environment, we are currently focused on ensuring we actively manage our cost base for the remainder of the year to minimise the impact of any slowing in volumes should it eventuate during the second half.

I would now like to hand you back to our Chairman.

TIM POOLE:

Thank you Mark.

*****Slide 16 - Outlook*****

I would like to now make a couple of brief comments in terms of the longer-term outlook for Asciano. During the past three months, Asciano has completed an extensive and detailed ten-year strategic planning process. This process reinforced that we have very valuable assets that are underpinned by a strong operating capability. Our businesses have strong market positions in each of the markets we operate in and more importantly these businesses

are extremely difficult, if not impossible, to replicate. The services we provide to our customers and the industries we operate in are all critical to Australia's growing economy.

The quality of our businesses, their leading market positions and the experience and capability of our people, give us confidence that Asciano will be able to continue to deliver earnings growth in the future.

Furthermore, with the emergence of a Carbon Pollution Reduction Scheme and a continued focus on climate change, freight rail is at the forefront of providing much needed solutions to reduce transport emissions. If we combine this with the continuing demand for Australian resources in overseas markets, the outlook for rail is extremely attractive. Our bulk stevedoring operations will also benefit from increasing agricultural and resource commodity exports. Our automotive and container stevedoring businesses may see a slight short-term slowing of the double digit growth rates they have experienced during the past two years, given the current slowing domestic economy. However, these businesses remain strategically well-placed and we expect them to continue to grow and build security holder value in the medium and longer terms.

If we combine the organic growth we expect with the new growth opportunities we have secured and move to a more acceptable capital structure, there is no doubt in my mind that Asciano will be able to turn around its poor trading performance to date and prove to be a valuable investment.

Before I move to the formal business of the meeting, there is one final issue I would like to address.

On 4 August I received a letter from TPG Capital and Global Infrastructure Partners expressing interest in acquiring 100% of the issued securities of the Asciano Group for \$4.40 per security. At the time our securities were trading at around \$4.00, and had traded at an average price of around \$3.50 during the preceding four weeks. In their letter TPG and GIP indicated that they regard Asciano as a successful business with experienced and capable management. They further indicated that they had no intention of materially altering the strategy and direction of the group and wished to retain the company's integrated transport infrastructure business model.

It is important to note that the approach from TPG and GIP was indicative and non-binding and was not an offer capable of acceptance.

The Board gave serious consideration to this approach. However, having just undergone the strategic planning process I referred to earlier, we were able to form the view at the time that the indicative price of \$4.40 per security undervalued the group.

I therefore informed TPG and GIP on 4 August 2008 that the Board did not believe the offer was high enough to allow them access to our books and records for the purpose of carrying out due diligence on us.

Since that time, there have been no discussions with TPG and GIP on any substantive proposal. The only other contact was a brief telephone call from TPG and GIP on Monday of this week. They indicated they may seek to have further discussions with Asciano in the future, but nothing has been agreed.

In this context I want to reiterate my earlier comments that the Board absolutely believes that the current market price of Asciano securities in no way reflects the underlying value of Asciano's businesses, in the same way that the indicative offer from TPG and GIP failed to recognise that true value.

I am confident that with continued strong performance the quality of our businesses and their unique and strategic value will ultimately be reflected in our share price.

*****Slide 17 – Formal Business of Meeting*****

Ladies and Gentlemen, I will now turn to the formal business of the meeting.

There are 7 items of business before this meeting today. I intend to allow questions on each item of business and at the conclusion of these I will open up to general questions. I will also address the questions that have been submitted to us prior to the meeting.

Firstly, if there is any person present who believes they are entitled to vote but have not registered to vote, would you please raise your hand and a member of Computershare's staff will assist you.

*****Slide 18 – Voting Cards*****

The persons entitled to vote on this poll are all shareholders, representatives and attorneys of shareholders, and proxyholders who hold blue admission cards. This card may be used for voting on both company and trust resolutions.

On the reverse of your blue admission card is your voting paper which details the motions being put to this poll.

I will now go through the procedures for filling in the voting papers.

If you are a proxyholder and have only directed votes (for and/or against) as shown on the summary of votes attached to your admission card, all you need to do is print your name and sign the voting paper and lodge it in a ballot box.

You must lodge your voting paper for your votes to be counted.

If you are a proxyholder with open votes, you need to mark a box beside the motion to indicate how you wish to cast any open votes.

Shareholders also need to mark a box beside the motion to indicate how you wish to cast your votes.

Please ensure that you print your name where indicated and sign the voting paper. When you have finished filling in your voting paper, please lodge it in a ballot box.

If you require any assistance, Computershare staff are here to assist you. Please raise your hand if you require assistance.

Security holders with a red card may, if you wish, raise questions but you are not entitled to vote.

Visitors have white cards and are not entitled to raise questions or to vote.

*****Slide 19 Formal Business of Meeting*****

I would like to ask security holders present today to be mindful that this is a meeting for all security holders. If any security holder has a question relating to their personal circumstances, this can be raised with the company and Computershare representatives present in the registration area. These representatives are experienced with our individual security holder concerns and will be able to deal with these in a more detailed and personalised way than we could in a meeting such as this.

For those present who are eligible to and who wish to ask a question, please move to one of the microphones which are located in the room. There is reserved seating behind each microphone. I ask that you show your blue or red card to the microphone attendant and give your name. You will be invited to the microphone when your turn comes. If we can't answer your question in full today we will work to provide you with a response after the meeting. I request that you:

- Ask only one question at a time; and
- Ensure your questions are relevant to the matters before the meeting and matters relevant to security holders as a whole.

In order to ensure that the views of all security holders are taken into account I am declaring a poll on all items of business before the meeting where a vote is required and I declare all such polls to be now open. Voting on the poll for each motion will remain open until 10 minutes after the end of the meeting.

I will show a slide for each resolution which shows the proxy position with respect to that resolution and I will also declare the manner in which I intend to vote undirected proxies. The results of the poll will not be available before the end of the meeting but will be announced on the ASX and on the company's website.

If you need to leave the meeting early a Computershare staff member will accept your voting card as you leave.

I appoint Danielle Hine of Computershare Investor Services as the Independent Returning Officer.

I turn now to the first item of business on the agenda, the consideration of the Financial Statements and Reports for the company and for the trust. The Corporations Act requires the Board to lay the Financial Report, the Director's Report and the Auditor's Report for the last financial year before the Annual General Meeting. The Corporations Act does not however require a vote of security holders on this resolution.

Before taking any questions from the floor I am going to address some questions that have been raised with us prior to the meeting.

1. What is the likelihood of further significant write downs? For the 2009 financial year we do not currently believe there will be any material write downs in the value of any of our assets or businesses. In respect of other significant items, I have mentioned earlier that we have embarked on a major efficiency review across the business. Whilst this review is in its early stages, it is possible that there may be some costs incurred through this process that will be classified as significant items.

However, I can assure security holders that such one-off costs will only be incurred if they assist in improving the overall efficiency and profitability of Asciano.

2. The balance sheet carries in excess of \$4 billion of intangible assets – what is the likelihood for the write down of these assets that may impact earnings? We have \$4.2 billion of intangible assets of which \$3.7 billion is goodwill relating to the acquisition of Patrick's by Toll. We had a very close look at the carrying value of this goodwill at 30 June to ascertain whether any part of this asset was impaired. In summary we concluded that the expected future cash flows from our businesses support the value of goodwill on our balance sheet. The impairment testing that was undertaken was reviewed in detail by our Auditors at KPMG and their audit report supported our conclusions. As a result, we do not expect any significant write down of this asset in the 2009 financial year.

3. Could the group save some money by rationalising some of the 49 subsidiaries? The answer to this is no. Our group structure is actually very lean and efficient as it was created only 18 months ago. The costs of running these subsidiaries are minimal and each one of them is a necessary part of the group.

4. What is the impact of movements in the exchange rate on profitability? The major direct source of exchange rate exposure for Asciano relates to the purchase of capital equipment from overseas. We have a policy of hedging the exchange rate at the time of entering contracts to acquire equipment offshore. As a result, we do not have any material direct foreign exchange risk in our businesses.

Like most major businesses in Australia, we do have some exposure to the indirect impacts of exchange rate movements, such as the impact on demand for imported goods and for exported commodities.

However, the diversity of our business base, and our exposure to both key import and export markets provides us with comfort that exchange rate movements, of themselves, will not have a significant impact on overall earnings in any particular period.

Finally, I note that we have had a question directed to our Auditor, KPMG from Mr Read. Mr Read observed that he believed the Company's accounts did not comply with the Australian Accounting Standards. I believe that this question arises from the fact that an erratum to our annual report was issued to those security holders who received a hard copy of the annual report. I advise that the accounts that were signed off by the Auditors and the Directors and submitted to the ASX and to ASIC were correct. Minor typographical errors occurred in the subsequent printing of these reports leading to the need to issue the erratum. I confirm that all legal and accounting requirements have been complied with in relation to the accounts.

I now turn to the floor and ask for any other questions from those present concerning the company and trust reports. Please limit your questions at this stage to just matters relating to the reports, as I mentioned there will be an opportunity for general questions later.

Questions from the floor on the Financial Reports.

If there are no further questions I declare that the reports have been received and considered at the meeting.

*****Slide 20 – Item 2 – Remuneration Report*****

In accordance with the Notice of Meeting I now move onto Item 2, adoption of the Company's Remuneration Report for the financial year ended 30 June 2008. I note that the vote on this item is advisory only and does not bind the company or its directors. As Chairman of the company's Remuneration Committee I would like to take this opportunity to provide you with an overview of the Company's approach to remuneration. Please note that I will address the proposed grant of options to Mr Rowsthorn when we consider that item of business.

The senior management of Asciano receive their remuneration in three ways. Firstly, their base salaries. Secondly, a short-term incentive scheme designed to reward employees based on the achievement of key operational, financial and strategic goals during a particular financial year. Finally, a long-term incentive scheme designed to reward employees for long-term security price appreciation, and the performance of Asciano's security price relative to both its peers and the broader economy. It is important that these components be viewed as a package, rather than in isolation.

The Board believes that the remuneration arrangements that were in place during the 2008 financial year provide an appropriate balance between the objectives of:

- Ensuring Asciano can continue to attract and retain people with the appropriate skills and experience to make a significant contribution to the business,
- Ensuring that a high proportion of remuneration is performance based, and that senior team members are held accountable for the achievement of Asciano's operational, financial and strategic objectives; and
- Ensuring alignment with the interests of security holders

I would like to comment specifically on the short-term incentive payment made to our Chief Executive Officer, Mr Mark Rowsthorn.

Mr Rowsthorn received a short-term incentive payment equivalent to approximately 70% of the maximum provided for in his contract of employment. This payment reflected the full or partial achievement of a number of key operating and financial targets during the year. The key financial target against which Mr Rowsthorn's performance was assessed was underlying earnings before significant items which increased by 11% during the period. Over the longer-term, the Board believes that this is an appropriate benchmark.

However, the Board also recognises that there were unusual circumstances during the past financial year, particularly in respect of the impact on earnings of the loss incurred on Asciano's sale of its shareholding in Brambles, which did not impact on the underlying earnings benchmark against which Mr Rowsthorn's performance was assessed.

In hindsight both Mr Rowsthorn and the board believe these exceptional circumstances should be taken into account. As a result Mr Rowsthorn has proposed, and the Board has agreed, that his 2009 short-term incentive will be adjusted to reflect the impact that the inclusion of the losses on Brambles would have made, had it been included in the 2008 underlying earnings calculation. The impact of this will be that Mr Rowsthorn's 2009 short-term incentive will be approximately \$750,000 less than would otherwise be the case.

The board believes this in-principle decision taken by Mr Rowsthorn and supported by the board sends a strong message of good faith in aligning the interests of management with those of security holders.

Are there any questions on this item of business?

Questions from the floor on the Rem Report

If there are no further questions I formally put the motion:

"That the Remuneration Report for the financial year ended 30 June 2008 be adopted."

*****Slide 21 – Item 2 – Remuneration Report (proxies)*****

As I have indicated, the result of the non binding vote on this resolution will be determined on a poll which was declared and opened earlier in the meeting. The proxy position in relation to this item is shown on the slide behind me. I intend to vote all undirected proxies in favour of the motion.

*****Slide 22 – Item 3 – Re-election of Director*****

The next item of business is the re-election of Mr Chris Barlow as a Director of the Company. Mr Barlow has retired in accordance with the Company's Constitution and being eligible, offers himself for re-election.

The Board fully supports the re-election of Mr Barlow. Details of Mr Barlow's qualifications, his career highlights and experience is set out in the Notice of Meeting and in the Annual Report.

Are there any questions or comments security holders may wish to raise in relation to the re-election of Mr Barlow?

Questions from the floor on the re-election of Chris Barlow

If there are no further questions I formally put the motion as a resolution of the Company:

"That Mr Chris Barlow be re-elected as a director of the Company".

*****Slide 23 –Item 3 – Re-election of Director (proxies)*****

As I have indicated, the result of the election will be determined on a poll which was declared and opened earlier in the meeting. The proxy position in relation to this item is shown on the slide behind me. I intend to vote all undirected proxies in favour of the motion.

*****Slide 24 – Item 4 – Grant of Options to CEO*****

The next item of business for this meeting is the grant of options to Mark Rowsthorn, our Chief Executive Officer. This item of business relates to the long term at risk incentive of Mr Rowsthorn.

I have already provided an overview of the Company's remuneration philosophy which has been applied in offering these options to Mr Rowsthorn. The non-executive directors are of the unanimous view that the remuneration package is reasonable and appropriate taking into account Mr Rowsthorn's duties and responsibilities. The use of options in the Company's long term incentive plan seeks to ensure that there is a focus on the Company's longer term performance. The options are subject to a series of performance hurdles which are outlined in detail in the Notice of Meeting. I would like to inform security holders that, as notified to the ASX on 16 October 2008, an amendment has been made to the performance hurdles relating to the proposed options. Under the original resolution contained in the Notice of Meetings dated 12 September 2008, it was proposed that 75% of the options would have vested subject to Asciano's Earnings before Interest and Tax, its EBIT, growing at a rate in excess of a multiple of the growth in Australian GDP.

The terms of this performance hurdle and hence the motion being put to this meeting have now been amended so that if approved, 75% of the options will vest subject to Asciano's EBIT **per security** growing at a rate in excess of a multiple of GDP growth.

Are there any questions or comments on this resolution?

Questions from the floor on the issue of Mark's options.

If there are no further questions, I will formally put the motion to the Company and the Trust "that approval be given for all purposes for the grant of 2,164,679 options to acquire stapled securities in Asciano to the Managing Director and CEO in accordance with the rules of the Asciano Options and Rights Plan and on the terms summarised in the Explanatory Notes in the Notice of Meeting, as amended".

I note that a voting restriction applies on this motion and that Asciano will disregard any votes cast on this resolution by any Director of the Company and their associates.

*****Slide 25 – Grant of Options to CEO (proxies) *****

The result of voting on this resolution will be determined on a poll which was declared and opened earlier in the meeting. The proxy position in relation to this item is shown on the slide behind me. I intend to vote all undirected proxies in favour of the motion.

*****Slide 26- Item 5 – Issue of Stapled Securities *****

I will turn now to Item 5 on the Notice of Meeting, the approval of the issue of stapled securities. This is a resolution for both the company and the trust and is fully explained in the Notice of Meeting. I note that at the time of printing the notice of meeting that the exact number of securities for which approval would be sought was not known. I can now confirm that the number of securities issued to Goldman Sachs JB Were under the underwriting agreement for the Group's Security Purchase Plan for which approval is sought is 17, 974,371.

Does anyone have any questions in relation to this item?

Questions from the floor on the approval of issue of securities.

I will now put the motion to the meeting "that for the purposes for ASX Listing Rule 7.1 and all other purposes, approval be given for the issue to Goldman Sachs JB Were (as underwriter of the Asciano Security Purchase Plan) on 16 September 2008 of stapled securities under the Security Purchase Plan as detailed in the Notice of Meeting".

I note that there is a restriction on voting in relation to this motion and that Asciano will disregard any votes cast on this resolution by any person who may participate in the issue, a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, and their associates.

*****Slide 27 – Issue of Stapled Securities (proxies)*****

The result of voting on this resolution will be also determined on a poll which was declared and opened earlier in the meeting. The proxy position in relation to this item is shown on the slide behind me. I intend to vote all undirected proxies in favour of the motion.

*****Slide 28 – Items 6&7 – constitutional changes*****

That brings us to the final 2 items of business for this meeting, which I intend to deal with together. These relate to changes to the constitutions of the Company and of the Trust. These, which could be termed "house keeping", are being proposed to allow the

Constitutions to evolve in line with business and commercial practices and the regulatory environment. The explanatory notes to the Notice of Meeting explain the changes that are proposed to both the Company and Trust Constitutions. Copies of the proposed new Constitutions have been available on the Company's website. Are there any questions or comments?

Questions from the floor on Constitutions.

I now put the following motions to the Company and Trust meeting:

"That the amendments to the constitution of the Company as tabled at the Meeting and, for the purposes of identification, signed by the Chairman of the Meeting, be approved and adopted with effect from the close of the Meeting."

and

"That the amendments to the constitution of the Trust as set out in the document titled "Sixth supplemental deed poll – Asciano Finance Trust" tabled at the Meeting and, for the purposes of identification, signed by the Chairman of the Meeting, be approved and adopted with effect from the close of the Meeting and that Permanent Investment Management Limited as responsible entity of the Trust be authorised to execute the supplemental deed poll and lodge it with the Australian Securities and Investments Commission."

*****Slide 29 – constitutional changes (proxies) *****

The result of voting on this resolution will be determined on a poll which was declared and opened earlier in the meeting. The proxy position in relation to this item is shown on the slide behind me. I intend to vote all undirected proxies in favour of the motion.

*****Slide 30 - Questions *****

That now concludes the formal business of today's meetings. I would request the Computershare staff to collect all voting cards from the floor.

If there is any security holder that would like to vote but has not lodged their voting card please raise your hand.

The poll will remain open for a further 10 minutes after I close the meeting to enable any remaining securityholders to cast their votes.

The results of the polls will be released to the ASX and displayed on the Company's website.

Before seeing whether there are any general questions I would like to answer one further question that was submitted to the company prior to the meeting.

1. Should security holders assume the forecast distributions for the 2009 financial year of 24-30 cents per security will be unfranked? The answer to this question is yes. We currently expect the 2009 distributions to have a similar tax profile to last year – the majority being tax deferred with some taxable component.

I would now like to open up to general questions from the floor.

General questions from the Floor

On behalf of my fellow Board members and the staff of the Company I would like to thank you for making the time to come to our first Annual General Meeting.

I now formally declare this meeting closed and invite you to you join me, the Board and the management team for light refreshments which are being served outside.

*****Slide 31 – Close of Meeting*****

2008 ANNUAL GENERAL MEETING PRESENTATION

RAIL+ PORTS

A NEW EQUATION A NEW COMPANY

asciano

22 October 2008

DISCLAIMER

- This presentation includes “forward-looking statements.” These can be identified by words such as “may”, “should”, “anticipate”, “believe”, “intend”, “estimate” and “expect”. Statements which are not based on historic or current facts may be forward-looking statements.
- Forward-looking statements are based on assumptions regarding Asciano’s financial position, business strategies, plans and objectives of management for future operations and development and the environment in which Asciano will operate.
- Forward-looking statements are based on current views, expectations and beliefs as at the date they are expressed and which are subject to various risks and uncertainties. Actual results, performance or achievements of Asciano could be materially different from those expressed in, or implied by, these forward-looking statements. The forward-looking statements contained in this presentation are not guarantees or assurances of future performance and involve known and unknown risks, uncertainties and other factors, many of which are beyond the control of Asciano, which may cause the actual results, performance or achievements of Asciano to differ materially from those expressed or implied by the forward-looking statements. For example, the factors that are likely to affect the results of Asciano include general economic conditions in Australia; exchange rates; competition in the markets in which Asciano does and will operate; weather and climate conditions; and the inherent regulatory risks in the businesses of Asciano. The forward-looking statements contained in this presentation should not be taken as implying that the assumptions on which the projections have been prepared are correct or exhaustive.
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AGENDA

- Chairman's Address
- CEO Report
- Outlook
- Formal Business of Meeting
- Questions





CHAIRMAN'S ADDRESS

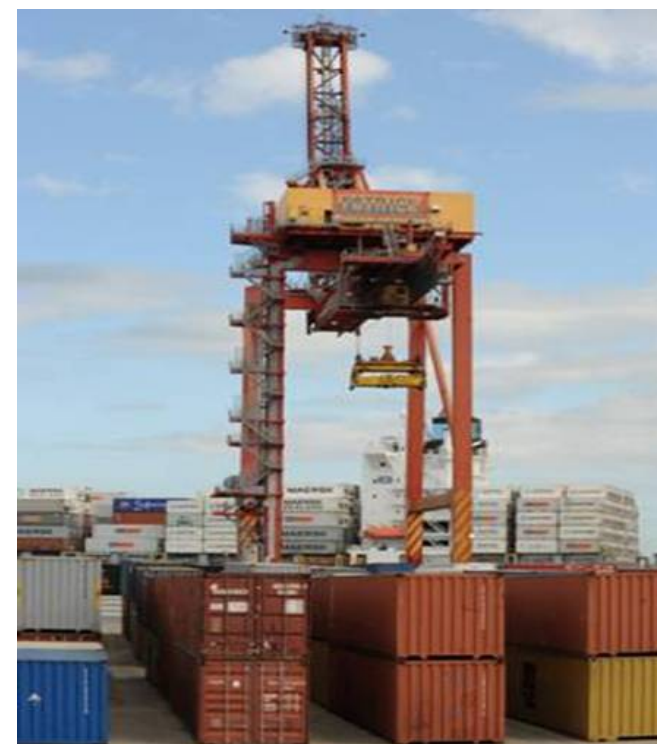
SUMMARY FINANCIAL RESULTS

Total Revenue* ↑ 5% \$2,814.2m

Reported EBITDA ↑ 10% \$677.7m

52 week EBITDA* ↑ 11% \$652.9m

EBITDA Margin* 23.2%

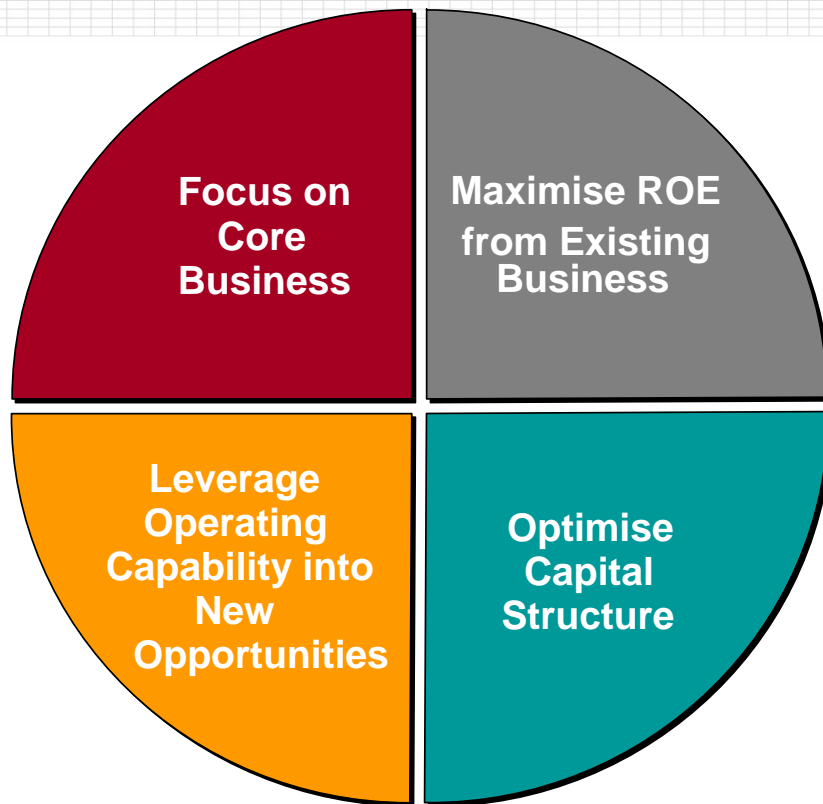


* Revenue and EBITDA figures are for the period 1 July 2007 to 30 June 2008

RAIL+
PORTS

asciano

ASCIANO STRATEGY





CEO REPORT

ASCIANO OVERVIEW



PATRICK CONTAINER PORTS

	Year to June 08	Year to June 07	Change
Container Lifts	1.95m	1.78m	+9.4%
Total TEUs*	2.79m	2.51m	+11.0%



- Total container throughput for period remained buoyant, reflecting continued strong import growth
- All terminals recorded significant increases in container lifts
- Continued efficiency gains being made, with all four terminals recording higher crane rates and reduced dwell times

*TEUs – Twenty foot Equivalent Units

PATRICK AUTO, BULK AND GENERAL



	Year to June 08	Year to June 07	Change
Autocare:			
Vehicles Carried	1.20m	1.15m	+4.5%
Vehicles Stored	12.7m	10.6m	+20.3%
Cars Handled ('000)	628	651	-3.6%
General Tonnes	13.1m	13.2m	-1.3%
Bulk Tonnes	16.8m	18.2m	-8.0%



- Strong performance from Autocare, both in terms of vehicles carried and stored
- Automotive processing, storage and transport contracts renewed
- Bulk and general volumes weaker primarily reflecting impact of drought on agricultural commodity exports and fertiliser imports
- Businesses repositioned to maximise bulk port and rail capability

PACIFIC NATIONAL INTERMODAL



	Year to June 08	Year to June 07	Change
NTKs (excl. Tasmania)	26,379m	25,840m	+2.1%



- Record revenue and EBITDA driven by growth in Express and steel business
- Strong margin improvement driven by increased capacity utilisation
- No loss of significant volume accounts to Queensland Rail or SCT Logistics

PACIFIC NATIONAL BULK



	Year to June 08	Year to June 07	Change
Coal NTKs	12,611m	11,555m	+9.1%
Grain NTKs	1,031m	1,701m	-39%



- Continued strong demand for export coal and record coal prices driving customer demand
- Total tonnage constrained during year by:
 - Supply chain infrastructure capacity issues
 - Ongoing delays in infrastructure improvements
 - Weather-related supply issues
- Grain volumes remained weak due to drought

DIVISIONAL OUTLOOK

RAIL+
PORTS

PATRICK

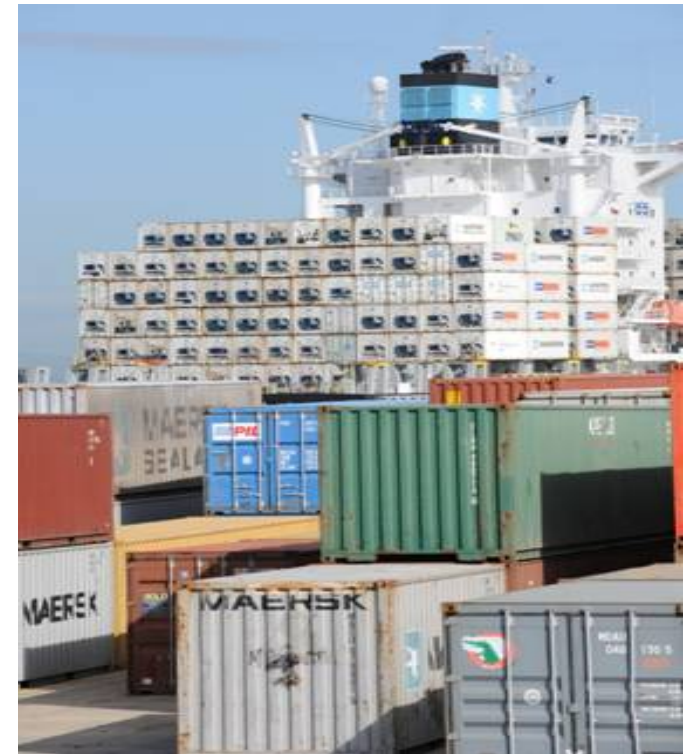
asciano

Containers

- Container growth expected to continue
- Changes to shipping consortium composition will decrease market share by 2 %
- Ongoing efficiency gains through cost management, AutoStrads (Brisbane) and RMGs (Sydney)

Bulk / Auto

- Auto volumes expected to remain solid following closure of local manufacturing plants by Mitsubishi
- Bulk volumes expected to recover due to improved agricultural commodity exports
- Repositioning Grain and Industrial businesses to capitalise on bulk Port / Rail opportunities



DIVISIONAL OUTLOOK

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pacific*national*

- | | |
|-------------------|--|
| Intermodal | <ul style="list-style-type: none">▪ Continued customer demand and key contracts executed in past 12 months should underpin ongoing growth▪ Expansion of Express capacity to meet growing customer demand▪ Full year impact of new steel contract in 08/09▪ Increase in fuel prices and focus on carbon emissions expected to drive further modal shift from road to rail |
| Bulk | <ul style="list-style-type: none">▪ Hunter Valley coal demand expected to remain robust▪ Full year of benefit of additional capacity (three new trains) in Hunter Valley in 2008/09▪ Greiner Review of Hunter Valley capacity should address supply chain issues▪ Significant turnaround in grain profitability due to GrainCorp / Manildra take or pay contracts and expectations of a reasonable grain crop |



2008 September Quarter KPI's

Operating Division	Sept. Qtr 2008/09	Sept. Qtr 2007/08	% Change
Patrick Container Ports			
Container Lifts ('000)	504	481	4.8%
Patrick Auto, Bulk & General			
Autocare – Vehicles Carried ('000)	290	294	(1.5%)
Autocare – Vehicles Stored ('000)	4,109	2,748	49.6%
Bulk & General Tonnes ('000)	7,400	6,389	15.8%
Pacific National – Intermodal (excl. Tasmania)			
Net Tonne Kilometres ('000)	6,718	6,652	1.0%
Pacific National – Bulk			
Coal -Net Tonne Kilometres ('000)	3,369	3,029	11.2%
Grain/Industrial Net Tonne Kilometres ('000)	762	749	1.7%



OUTLOOK



FORMAL BUSINESS OF MEETING

RAIL+ PORTS



Asciano Limited ABN 26 123 652 662
Asciano Finance Trust ARSN 124 102 807

ANNUAL GENERAL MEETING 22 October 2008

SHAREHOLDER/PROXYHOLDER ADMISSION & VOTING CARD

THE DIRECTORS OF ASCIANO GROUP
THANK YOU FOR YOUR ATTENDANCE

PLEASE RETAIN THIS CARD UNTIL THE CLOSE OF THE MEETING



1

Please read the instructions on the reverse before voting

SHAREHOLDER VOTING INSTRUCTIONS

If you wish to cast all your votes for or against a motion or abstain from voting on the motion, place a mark in the appropriate FOR box, AGAINST box or ABSTAIN box for that motion.



1

If you wish to cast some of your votes for a motion and/or some of your votes against the motion and/or abstain from voting some of your votes on the motion, write in the FOR box the actual number or percentage of votes you are casting for the motion, write in the AGAINST box the actual number or percentage of votes you are casting against the motion and write in the ABSTAIN box the actual number or percentage of votes you are abstaining from voting. The sum of the votes cast or the percentages on the motion must not exceed your voting entitlement or 100%.

PROXYHOLDER VOTING INSTRUCTIONS

Please refer to Summary of Proxy Votes Form attached to this card for instructions.

	For	Against	Abstain
2 Remuneration Report (Company Only)	<input type="text"/>	<input type="text"/>	<input type="text"/>
3 Re-election of director - Mr Chris Barlow (Company Only)	<input type="text"/>	<input type="text"/>	<input type="text"/>
4 Grant of Options to CEO - Mr Mark Rowsthorn (Company & Trust)	<input type="text"/>	<input type="text"/>	<input type="text"/>
5 Approval of issue of Stapled Securities (Company & Trust)	<input type="text"/>	<input type="text"/>	<input type="text"/>

SPECIAL RESOLUTIONS

6 Amendments to Constitution (Company Only)	<input type="text"/>	<input type="text"/>	<input type="text"/>
7 Amendments to Constitution (Trust Only)	<input type="text"/>	<input type="text"/>	<input type="text"/>

Name of Shareholder/Proxyholder

Signature





FORMAL BUSINESS OF MEETING

ITEM 2 – Remuneration Report

“That the Remuneration Report for the financial year ended 30 June 2008 be adopted.”

ITEM 2 – Remuneration Report

“That the Remuneration Report for the financial year ended 30 June 2008 be adopted.”

Voting Intention	Proxies Received	%
In Favour	258,310,931	66.19
Against	126,388,304	32.38
Abstain	1,414,503	N/A
Proxy's Discretion	5,592,258	1.43

ITEM 3 – Re-election of Director

“That Mr Chris Barlow be re-elected as a director of the Company”.

ITEM 3 – Re-election of Director

“That Mr Chris Barlow be re-elected as a director of the Company”.

Voting Intention	Proxies Received	%
In Favour	382,925,690	98.00
Against	2,152,216	0.55
Abstain	248,463	N/A
Proxy’s Discretion	5,678,263	1.45

ITEM 4 – Grant of Options to CEO

“That approval be given for all purposes for the grant of 2,164,679 options to acquire stapled securities in Asciano to the Managing Director and CEO in accordance with the rules of the Asciano Options and Rights Plan and on the terms summarised in the Explanatory Notes in the Notice of Meeting”.

ITEM 4 – Grant of Options to CEO

“That approval be given for all purposes for the grant of 2,164,679 options to acquire stapled securities in Asciano to the Managing Director and CEO in accordance with the rules of the Asciano Options and Rights Plan and on the terms summarised in the Explanatory Notes in the Notice of Meeting”.

Voting Intention	Proxies Received	%
In Favour	233,942,388	74.41
Against	75,043,665	23.87
Abstain	1,012,820	N/A
Proxy's Discretion	5,412,152	1.72

ITEM 5 – Issue of Stapled Securities

“That for the purposes for ASX Listing Rule 7.1 and all other purposes, approval be given for the issue to Goldman Sachs JB Were (as underwriter of the Asciano Security Purchase Plan) on 16 September 2008 of stapled securities under the Security Purchase Plan as detailed in the Notice of Meeting”.

ITEM 5 – Issue of Stapled Securities

“That for the purposes for ASX Listing Rule 7.1 and all other purposes, approval be given for the issue to Goldman Sachs JB Were (as underwriter of the Asciano Security Purchase Plan) on 16 September 2008 of stapled securities under the Security Purchase Plan as detailed in the Notice of Meeting”.

Voting Intention	Proxies Received	%
In Favour	382,391,460	97.97
Against	2,331,070	0.60
Abstain	701,533	N/A
Proxy's Discretion	5,590,838	1.43

ITEMS 6 & 7 – Amendments to Constitution

“That the amendments to the constitution of the Company as tabled at the Meeting and, for the purposes of identification, signed by the Chairman of the Meeting, be approved and adopted with effect from the close of the Meeting.”

“That the amendments to the constitution of the Trust as set out in the document titled ‘Sixth supplemental deed poll – Asciano Finance Trust’ tabled at the Meeting and, for the purposes of identification, signed by the Chairman of the Meeting, be approved and adopted with effect from the close of the Meeting and that Permanent Investment Management Limited as responsible entity of the Trust (Responsible Entity) be authorised to execute the supplemental deed poll and lodge it with the Australian Securities and Investments Commission (ASIC).”

ITEMS 6 & 7 – Amendments to Constitution

Company:

Voting Intention	Proxies Received	%
In Favour	383,518,468	98.28
Against	1,026,618	0.26
Abstain	785,059	N/A
Proxy's Discretion	5,684,756	1.46

Trust:

Voting Intention	Proxies Received	%
In Favour	383,437,712	98.26
Against	1,088,479	0.28
Abstain	783,057	N/A
Proxy's Discretion	5,705,653	1.46



Rail+Ports



QUESTIONS

A NEW EQUATION A NEW COMPANY

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CLOSE OF MEETING

A NEW EQUATION A NEW COMPANY

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