

MILTON CORPORATION LIMITED

ABN 18 000 041 421

*Registered Office:
Level 2
50 Pitt Street
Sydney NSW 2000*

*PO Box R1836
Royal Exchange NSW 1225*

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Facsimile: (02) 9251 7033
Email: general@milton.com.au
Website: www.milton.com.au
ASX code: **MLT**
Share Registry Enquiries: 1800 641 024*

3 September 2013

Dear Shareholder,

SHARE PURCHASE PLAN

I am pleased to provide you with the opportunity to participate in the Milton Share Purchase Plan ("SPP") which enables you to subscribe for up to A\$15,000 in additional Milton shares at a discount to the recent market price and free of any brokerage.

Milton intends to use the funds raised by the issue of shares under the SPP for general investment purposes.

The issue price of the Milton shares under the SPP is A\$19.12 per share. This price has been calculated by applying a discount of 2.5% to the volume weighted average price of Milton shares traded on the ASX over the three days immediately after the shares traded ex dividend (i.e. 16 August 2013 to 20 August 2013 inclusive).

The SPP is offered to eligible Milton shareholders in accordance with the ASIC Class Order (CO 09/425). Pursuant to this Class Order, Milton shareholders can apply for a maximum of A\$15,000 worth of additional shares in aggregate in any 12 month period unless you are applying as a Custodian. An Application Form and the Terms and Conditions are enclosed with this letter. I encourage you to read these documents carefully, and if necessary seek your own financial and taxation advice, before you decide to participate in the SPP.

Applications under the SPP can only be made for one of the 10 share parcel options detailed in the attached Application Form with a minimum payment of A\$956.

The new shares issued under the SPP will rank equally with the existing Milton shares and will be entitled to the 2014 interim dividend which is expected to be paid in March 2014.

Milton does not intend to scale back any applications under the SPP unless required to in order to comply with the ASX Listing Rules.

As the SPP is due to close at 5pm (AEST) on 20 September 2013 it is important that your application is received by Link Market Services prior to this time.

If you do not wish to participate in the SPP you do not need to take any action.

Yours Sincerely
MILTON CORPORATION LIMITED



Robert Millner
Chairman

MILTON CORPORATION LIMITED

Share Purchase Plan – Terms and Conditions

Milton Corporation Limited ABN 18 000 041 421 (**Milton**) is pleased to provide Eligible Shareholders with the opportunity to participate in the Milton Share Purchase Plan (**SPP**) by investing up to A\$15,000 to subscribe for additional ordinary shares in Milton (**New Shares**) without incurring brokerage or transaction costs.

1. Participation in the SPP

- 1.1 Participation in the SPP is optional and is subject to these terms and conditions. The Offer made under this SPP is made to Eligible Shareholders (defined in clause 3 below) who are registered shareholders in Milton at the record date except if you are a shareholder whose registered address in Milton's share register is in a country whose laws or regulations make it unlawful or impracticable for the SPP to apply to them.
- 1.2 This Offer is non-renounceable.

2. Key Dates

Action	Date
Record Date	Wednesday 24 July 2013 (7.00pm AEDST)
SPP Offer opens	Thursday 5 September 2013
Pricing Period	Friday 16 August 2013 to close of trading on Tuesday 20 August 2013
SPP Offer closes (Closing Date)	Friday 20 September 2013 (5.00pm AEDST)
Allotment of New Shares	Monday 30 September 2013
Despatch of allotment confirmations	Thursday 3 October 2013

Dates are indicative only and Milton reserves the right to vary the timetable for the SPP, including the Closing Date of the SPP without advance notice.

3. Eligible Shareholders

- 3.1 You are eligible to participate in the SPP (an **Eligible Shareholder**) if:
 - (a) you are registered on the Milton share register as a holder of Milton Shares at 7.00pm (AEDST) on 24 July 2013 (**Record Date**); and
 - (b) you have a registered address in either Australia or New Zealand at that time.
- 3.2 If you hold Milton Shares on behalf of persons who reside outside Australia or New Zealand or who are "US Persons" (as defined in Regulation S of the Securities Act of 1933 (as amended)) (**U.S. Persons**) or who act for the account or benefit of a U.S. Person, then you are not entitled to participate in the SPP.
- 3.3 Eligible Shareholders can only apply for a maximum of A\$15,000 worth of New Shares in aggregate under the SPP in any 12 month period (unless you are applying as a **Custodian** as per clause 4 below). This limitation applies even if Eligible Shareholders receive more than one Application Form due to multiple holdings, or if they hold Milton shares in more than one capacity such as a sole Eligible Shareholder and a joint Eligible Shareholder and/or an Eligible Shareholder with more than one holding under a separate account or designation.

4. Participation by Custodians

- 4.1 Eligible Shareholders who are custodians may apply for up to a maximum amount of A\$15,000 worth of Shares for each Beneficiary if, in conjunction with an Application Form, it provides Milton with an additional Schedule (The Schedule can be obtained by contacting Milton SPP Information Line 1800 641 024) that contains certifications stating:
 - (a) that it complies with the interpretation of Custodian in ASIC Class Order 09/425;
 - (b) that the Custodian holds Shares on behalf of one or more Beneficiaries on the date of the Offer who have, subsequent to that date, instructed the Custodian to apply for Shares on their behalf under the SPP;
 - (c) the number of Beneficiaries;
 - (d) the name and address of each Beneficiary;
 - (e) in respect of each Beneficiary, the number of Shares that the custodian holds on their behalf;
 - (f) in respect of each Beneficiary, the number of Shares and the Application Amount the Beneficiary instructed the Custodian to apply for on their behalf; and
 - (g) that there are no Beneficiaries in respect of whom the total of:
 - (i) the Application Price referable to that Beneficiary; and

- (ii) the price paid for any other Shares issued to the custodian in the 12 months before the Application as a result of an instruction given by the Beneficiary to the Custodian to apply for Shares on their behalf under an arrangement similar to the SPP, exceeds A\$15,000.

h) That a copy of the written Offer document was given to each participating Beneficiary.

4.2 Applications received by custodians that are not accompanied by the Schedule will be rejected.

5. Joint holders/joint beneficiaries

If two or more persons are registered on the Milton share register as jointly holding Milton Shares, they are taken to be a single registered holder of Milton Shares and a certification given by any of them is taken to be a certification given by all of them.

6. Application to participate

6.1 An Eligible Shareholder may apply for a maximum of A\$15,000 worth of New Shares under the SPP. The following options to acquire New Shares under the SPP are available:

Option	No of New Shares	Dollar Value of New Shares
1	50	\$956.00
2	100	\$1,912.00
3	150	\$2,868.00
4	200	\$3,824.00
5	300	\$5,736.00
6	400	\$7,648.00
7	500	\$9,560.00
8	600	\$11,472.00
9	700	\$13,384.00
10	784	\$14,990.08

If you wish to apply for New Shares under the SPP, Eligible Shareholders must either:

- (a) make a payment via Bpay® using an Australian bank account as per instructions on the Application Form before the Closing Date. (If paying by Bpay®, you do not need to return the Acceptance Slip); or
- (b) complete the Acceptance Slip attached to the Application Form and return it to the Share Registry with a cheque, bank draft or money order for payment of the Application Amount, so that it is received before the Closing Date being 20 September 2013.

6.2 The Acceptance Slip accompanying the payment as per clause 6.1(b) above, must specify the Application Amount in Australian dollars for the number of Shares applied for at the Issue Price of A\$19.12 (being not less than A\$956 and not more than A\$14,990.08).

6.3 Any application money received in excess of the amount required for the number of New Shares you successfully apply for will be refunded to you without interest. Your payment must be for a minimum A\$956.

6.4 By submitting the Acceptance Slip attached to the Application Form (with a cheque, bank draft or money order) or making payment by Bpay®, the Eligible Shareholder certifies that the aggregate of the application payment paid by the Eligible Shareholder for:

- the parcel of Shares indicated on the Application Form; and
 - any other Shares applied for by the Eligible Shareholder under the SPP or any other similar arrangement in the 12 months prior to the date of submission of the Acceptance Slip or payment by Bpay®,
- does not exceed A\$15,000.

6.5 By making payment, the Eligible Shareholder agrees to be bound by the Constitution of Milton and agrees that the submission of this payment constitutes an irrevocable Offer to the Eligible Shareholder by Milton to subscribe for Milton shares on the terms of the SPP.

7. Issue Price

7.1 Shares to be allotted under the SPP have been priced at A\$19.12 which is at a discount of 2.5% to the volume weighted average share price of all ordinary shares in Milton traded on the Australian Securities Exchange Limited (ASX) for the 3 trading days immediately after the shares traded ex dividend (i.e 16 August 2013 to 20 August 2013 inclusive).

As the market price of shares in Milton may rise or fall the subscription price that Eligible Shareholders pay for the shares may exceed the market price of the shares at the time of allotment of the shares under the SPP.

Eligible Shareholders are encouraged to seek their own financial advice and monitor the share price movements of shares in Milton prior to accepting this SPP Offer.

8. Allotment of shares

- 8.1 Allotment of shares under the SPP will occur on or around the 30 September 2013.
- 8.2 Shares allotted under the SPP will rank equally in all respects with existing Shares.
- 8.3 Milton will, promptly after allotment of Shares under this SPP, apply to ASX for admission to the Official List.

9. Class order compliance

The SPP is offered to Eligible Shareholders in accordance with ASIC Class Order (CO 09/425), which grants relief from the requirement to prepare a prospectus for the Offer of New Shares under the SPP.

10. Cost of participation

No brokerage, commission or other transaction costs will be payable by an Eligible Shareholder in respect of Shares allotted under the SPP.

11. Scale Back of Offer

- 11.1 Milton does not intend to Scale Back any applications under the SPP unless required to in order to comply with the ASX Listing Rules. If there is a Scale Back, Milton may in its absolute discretion determine to apply the Scale Back to the extent and in the manner that it sees fit.
- 11.2 If the Scale Back produces a fractional number of New Shares when applied to your issue of New Shares, the number of New Shares issued will be rounded up to the nearest whole New Share.
- 11.3 If there is a Scale Back, your application money may be greater than the value of the New Shares you will be issued. In that event, the excess application money will be refunded to you without interest on or around 3 October, 2013. Any application monies refunded by Milton will be paid by cheque or direct credit (the payment method will be determined by Milton in its absolute discretion) in Australian currency. By applying for New Shares, each shareholder authorises Milton to pay any monies to be refunded by using the payment instructions of the shareholder recorded in Milton's share registry if Milton should elect to pay in this manner.

12. Administration, variation, suspension or termination of the SPP

- 12.1 The SPP will be administered by the Board of Directors of Milton which has the power to:
 - (a) decide appropriate procedures for administration and implementation of the SPP, consistent with the SPP Terms and Conditions, and to settle any difficulty which may arise generally or in a particular case, in regard to the SPP, as the Board thinks appropriate and its decision binds all Eligible Shareholders and other persons to whom the decision relates;
 - (b) resolve conclusively all questions of fact or interpretation in connection with the SPP;
 - (c) vary administrative procedures to be followed in the implementation of the SPP, and
 - (d) delegate to any one or more persons for a period and on the conditions as it may decide, the exercise of its powers or discretions arising under the SPP, but not any powers under clause 12.3
- 12.2 Milton and its officers and agents will not be held responsible or liable for any error or omission which occurs in the administration of the SPP.
- 12.3 The Board may:
 - (a) at any time modify, vary or amend the SPP;
 - (a) suspend the operation of the SPP from time to time for any period; or
 - (b) terminate the SPP at any time without any need for giving advance notice to shareholders. If in the event that the SPP is terminated prior to the issue of New Shares, all application monies received will be refunded. No interest will be paid on any monies returned to you.

13. Acknowledgement

By making payment (including through BPAY) or returning an Application Slip or Custodian Certificate and Schedule, you certify, acknowledge, warrant and represent as true, correct and not misleading to Milton that:

- (a) you have read and accepted the Terms and Conditions in full;
- (b) you declare that all details and statements in your application are true and complete and not misleading;
- (c) your application, under the Terms and Conditions of the SPP (including the Application Form and Custodian Certificate and Schedule), will be irrevocable and unconditional (i.e. it cannot be withdrawn);
- (d) as at the Record Date, you were recorded on Milton's share register as being a registered holder of Milton shares and having an address in Australia or New Zealand;
- (e) if you have a registered address in New Zealand, you continued to hold Milton Shares as at the opening of the SPP Offer on 5 September, 2013;
- (f) you and each person for whose account or benefit you are acting is not in the United States and is not a U.S. Person, or acting for the account or benefit of a U.S. Person;

- (g) you acknowledge that the New Shares have not, and will not be, registered under the U.S. Securities Act or the securities laws of any state or other jurisdiction of the United States, and the New Shares may not be offered, sold or otherwise transferred unless an exemption from the registration requirements of the U.S. Securities Act is available;
- (h) you represent that you have not, and you agree that you will not, send any materials relating to the SPP to any person in the United States or to any person who is, or is acting for the account or benefit of, a U.S. Person;
- (i) if you are applying on your own behalf (and not as a Custodian) you are not applying for New Shares with an aggregate application value, which when aggregated with the application value of any Milton Shares issued to you or a Custodian on your behalf under the SPP or similar arrangement in the previous 12 months, of more than A\$15,000 under the SPP (including by instructing a Custodian to acquire New Shares on your behalf under the SPP), and you are complying with the limitations detailed in clause 3.3 of the SPP Terms and Conditions;
- (j) if you are a Custodian and are applying on behalf of a Beneficiary on whose behalf you hold Milton Shares:
 - (i) you are a Custodian (within the definition of "Custodian" in ASIC Class Order (CO 09/425));
 - (ii) either or both of the following apply (as applicable):
 - (A) that on the Record Date you held Milton Shares on behalf of one or more other persons (each a Beneficiary) that are not Custodians;
 - (B) that on the Record Date another Custodian (**Downstream Custodian**) held beneficial interests in Milton Shares on behalf of one or more other persons (each a Beneficiary), and you hold the shares to which those beneficial interests relate on behalf of the Downstream Custodian or another Custodian;
 - (iii) each Beneficiary has subsequently instructed either you or the Downstream Custodian (as applicable) to apply for shares on their behalf under the SPP;
 - (iv) details of the number of Beneficiaries instructing you to participate, the name and address of each Beneficiary and in respect of each such Beneficiary:
 - (A) the number of Milton Shares that you hold on behalf of that Beneficiary; and
 - (B) the dollar amount of New Shares that the Beneficiary, or its agent, has instructed you to accept on behalf of the Beneficiary; as set out in the Application Form or the Custodian Certificate and Schedule, is true and correct;
 - (v) there are no Beneficiaries in respect of whom the total of the application value for (a) the New Shares applied for by you under the SPP on their behalf; and (b) for any Milton Shares issued to you in the previous 12 months as a result of an instruction given by the Beneficiary to you or a Downstream Custodian to apply for Milton Shares on their behalf under an arrangement similar to the SPP, exceeds A\$15,000; and
 - (vi) a copy of this Offer document was given to each Beneficiary;
- (k) you may be offered New Shares pursuant to the SPP in accordance with all applicable laws, and any acceptance by you on your own behalf or in respect of any person for which you are acting complies with all applicable laws;
- (l) you accept the risk associated with any refund that may be despatched to you by direct credit or cheque to your address shown on Milton's share register;
- (m) you are responsible for any dishonour fees or other costs Milton may incur in presenting a cheque for payment which is dishonoured;
- (n) you agree to be bound by the provisions of the Constitution of Milton (as amended and as it may be amended from time to time in the future);
- (o) you authorise Milton and its affiliates, officers and representatives to do anything on your behalf necessary for New Shares to be issued to you in accordance with these Terms and Conditions;
- (p) you authorise Milton (and its officers and agents) to correct minor or easily rectified errors in, or omissions from, your application and to complete the application by the insertion of any missing minor detail; and
- (q) Milton may at any time irrevocably determine that your application is valid in accordance with these Terms and Conditions, even if the application is incomplete, contains errors or is otherwise defective.

14. Governing Law

These terms and conditions are governed by the laws in force in New South Wales.

MILTON CORPORATION LIMITED

ABN 18 000 041 421

All Registry communications to:
Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia
Telephone: +61 1800 641 024
ASX Code: MLT
Website: www.linkmarketservices.com.au

SRN/HIN:

Entitlement Number:

Record Date: 7:00pm (AEST), 24 July 2013

Offer Opens: 5 September 2013

Issue Price per Share: A\$19.12

Offer Closes 5:00pm (AEST):	20 September 2013
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SHARE PURCHASE PLAN ("SPP") APPLICATION FORM

How do I apply for Shares under this offer?

- Carefully read the SPP Terms and Conditions accompanying this form.
- Decide on the amount for which you wish to apply and select a payment option as detailed below.
 - Option 1: Paying by BPAY®.
 - Option 2: Paying by Cheque, Bank Draft or Money Order.
- Pay for the Shares in accordance with the instructions outlined in the Terms and Conditions Booklet and further important instructions on the reverse of this form.
- Payments must be in Australian dollars.

PAYMENT OPTIONS

Option 1: Paying by BPAY®

If paying by BPAY®, you do **NOT** need to complete or return the Acceptance Slip attached to this Application Form below. Payment must be received by the Registry by BPAY® by 5:00pm (AEST) on 20 September 2013. By paying by BPAY®, you will be deemed to have completed an Application Form for the number of Shares the subject of your Application Payment.

If you make a payment by BPAY® and Milton Corporation Limited receives an amount which is not equal to either A\$956, A\$1,912, A\$2,868, A\$3,824, A\$5,736, A\$7,648, A\$9,560, A\$11,472, A\$13,384 or A\$14,990.08. Milton Corporation Limited may round down the number of Shares that you are applying for to the next lowest parcel at their discretion. Your payment must be for a minimum of A\$956.



Billers Code: 62737

Ref:

Telephone & Internet Banking – BPAY®

Contact your bank or financial institution to make this payment from your cheque, savings, debit or transaction account.
More info: www.bpay.com.au

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Option 2: Paying by Cheque, Bank Draft or Money Order

If paying by cheque, bank draft or money order, complete and return the Acceptance Slip attached to this Application Form with your Application Payment.

- Tick the box beside the amount you wish to apply for, either A\$956, A\$1,912, A\$2,868, A\$3,824, A\$5,736, A\$7,648, A\$9,560, A\$11,472, A\$13,384 or A\$14,990.08.
- Enter your cheque, bank draft or money order details. The amount of your Application Payment should be equal to the amount applied for in section A of the Acceptance Slip. Cheques, bank drafts or money orders must be drawn on an Australian branch of a financial institution in Australian currency, made payable to "Milton Corporation Limited" and crossed "Not Negotiable". Please ensure sufficient cleared funds are held in your account, as your cheque will be banked as soon as it is received. If you provide a cheque, bank draft or money order for an amount that is not equal to either A\$956, A\$1,912, A\$2,868, A\$3,824, A\$5,736, A\$7,648, A\$9,560, A\$11,472, A\$13,384 or A\$14,990.08. Milton Corporation Limited may round down the number of Shares that you are applying for to the next lowest parcel at their discretion. Your payment must be for a minimum of A\$956.
- Enter your contact telephone number at which we may contact you regarding your application for Shares, if necessary.

THIS IS A PERSONALISED FORM FOR THE SOLE USE OF THE SHAREHOLDER AND HOLDING RECORDED ABOVE.

MILTON CORPORATION LIMITED

ABN 18 000 041 421

Please detach and enclose with payment

SRN/HIN:

Entitlement Number:



A I/we wish to purchase a parcel of Shares to the dollar amount of (tick one box only):

- | | | | | | | | | | |
|---|----|---|----|--|----|--|----|---|----|
| <input type="checkbox"/> 50 Shares
A\$956 | OR | <input type="checkbox"/> 100 Shares
A\$1,912 | OR | <input type="checkbox"/> 150 Shares
A\$2,868 | OR | <input type="checkbox"/> 200 Shares
A\$3,824 | OR | <input type="checkbox"/> 300 Shares
A\$5,736 | OR |
| <input type="checkbox"/> 400 Shares
A\$7,648 | OR | <input type="checkbox"/> 500 Shares
A\$9,560 | OR | <input type="checkbox"/> 600 Shares
A\$11,472 | OR | <input type="checkbox"/> 700 Shares
A\$13,384 | OR | <input type="checkbox"/> 784 Shares
A\$14,990.08 | |

B Make your cheque, bank draft or money order payable to "Milton Corporation Limited" and crossed "Not Negotiable"

Drawer	Cheque Number	BSB Number	Account Number	Amount of Cheque
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	A\$ <input type="text"/> .00

C Telephone Number – Business Hours Telephone Number – After Hours Contact Name

<input type="text"/>	<input type="text"/>	<input type="text"/>
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IMPORTANT INFORMATION

1. This is an important document which requires your immediate attention. If you are in any doubt as to how to deal with this Application Form, please consult a professional adviser.
2. If you do not wish to purchase additional Shares under this SPP, there is no need to take action.
3. Please ensure you have read and understood the SPP Terms and Conditions and this Important Information, before you make the Application Payment by BPAY® or you submit your Acceptance Slip with your Application Payment.
4. This SPP is non-renounceable. Applications can only be accepted in the name printed on the Application Form.
5. If you are a custodian, trustee or nominee within the definition of "custodian" in ASIC Class Order [CO 09/425] you must complete and submit an additional Schedule that contains additional certifications and details that must be provided ("the Schedule") before your Application will be received. The Schedule can be obtained by contacting the Milton Corporation Limited SPP Information Line. Applications received by custodians that are not accompanied by the Schedule will be rejected.
6. For applicants that are not required to complete the Schedule, by submitting the Acceptance Slip (with a cheque, bank draft or money order) or making payment by BPAY®, you certify that the aggregate of the Application Payment paid by you for:
 - the parcel of New Shares indicated on this Application Form or BPAY® payment; and
 - any other Shares applied for by you, or which you have instructed a Custodian to acquire on your behalf under the SPP or any other similar arrangement in the 12 months prior to the date of submission of the Acceptance Slip or payment by BPAY®does not exceed A\$15,000.
7. By returning the Acceptance Slip or by submitting funds through BPAY®, you represent and warrant that you are not in the United States or a U.S. Person (as defined in Resolution S under U.S. Securities Act of 1933) and are not acting for the account or benefit of a U.S. Person.
8. Milton Corporation Limited reserves the right to make amendments to this Application Form where appropriate.
9. Milton does not intend to Scale Back any applications under the SPP unless required to in order to comply with the ASX Listing Rules. If there is a Scale Back, Milton may use its absolute discretion to the extent and in the manner that it sees fit.

Privacy Clause: Link Market Services Limited advises that Chapter 2C of the *Corporations Act 2001* requires information about you as a securityholder (including your name, address and details of the securities you hold) to be included in the public register of the entity in which you hold securities. Information is collected to administer your securityholding and if some or all of the information is not collected then it might not be possible to administer your securityholding. Your personal information may be disclosed to the entity in which you hold securities. You can obtain access to your personal information by contacting us at the address or telephone number shown on this form. Our privacy policy is available on our website (www.linkmarketservices.com.au).

How to Lodge your Acceptance Slip and Application Payment

A reply paid envelope is enclosed for you to return your Acceptance Slip and Application Payment. No postage stamp is required if it is posted in Australia.

Acceptance Slip and the payment for New Shares must be received by the Registry no later than the closing date shown overleaf. If paying by BPAY® you do not need to complete or return the Application Form. You should check the processing cut off-time for BPAY® transactions with your bank, credit union or building society to ensure your payment will be received by the Registry by the close of the offer.

Mailing Address

Milton Corporation Limited
C/- Link Market Services Limited
GPO Box 3560
Sydney NSW 2001

or

Hand Delivery

Milton Corporation Limited
C/- Link Market Services Limited
1A Homebush Bay Drive
Rhodes NSW 2138 **(Please do not use this address for mailing purposes)**

Make sure you send your Acceptance Slip and Application Payment allowing enough time for mail delivery, so Link Market Services Limited receives them no later than 5:00pm (AEST) on 20 September 2013. Please ensure sufficient cleared funds are held in your account, as your cheque will be banked as soon as it is received. Milton Corporation Limited reserves the right not to process any Acceptance Slips and Application Payments received after the Closing Date.

If you require information on how to complete this Acceptance Slip please contact the Milton Corporation Limited SPP Information Line on 1800 641 024 if calling within Australia or +61 1800 641 024 if calling from outside of Australia.