

ABN 42 000 837 472

19 October 2010

Via ASX Online (6 pages including cover)

The Manager Company Announcements Office Australian Securities Exchange

Dear Sir/Madam,

#### Notice of 2010 Annual General Meeting / Explanatory Memorandum / Proxy Form

Please find attached the following information which has been forwarded to shareholders in respect of the year ended 30 June 2010:

- Notice of Annual General Meeting (1 page)
- Explanatory Memorandum (2 pages)
- Proxy form (2 pages)

Please note the marked up copy of the Company's Constitution referred to in the *Explanatory Memorandum – Item 3 – Changes to the Constitution* can be found on Kingsgate's website as listed.

Telephone: 61 2 8256 4800

Facsimile: 61 2 8256 4810

Email: info@kingsgate.com.au

Website: www.kingsgate.com.au

http://www.kingsgate.com.au/company/constitution-proposed-changes.htm

Yours sincerely, KINGSGATE CONSOLIDATED LIMITED

PETER WARREN
Company Secretary



Kingsgate Consolidated Limited

## Notice of Annual General Meeting

ABN 42 000 837 472

Notice is hereby given that the Annual General Meeting of the members of Kingsgate Consolidated Limited ABN 42 000 837 472 ("the Company") will be held on **Thursday, 18 November 2010 commencing at 2:00 p.m.** at the **Museum of Sydney, corner of Phillip and Bridge Streets, Sydney, NSW 2000.** 

The business to be considered at the Annual General Meeting is set out below. This Notice of Meeting should be read in conjunction with the accompanying Explanatory Memorandum. A Proxy Form also accompanies this notice.

#### **ORDINARY BUSINESS**

#### **Annual Reports and Accounts**

To receive and consider the Annual Financial Report, Director's Report and Auditor's Report to the Shareholders of the Company for the year ended 30 June 2010.

#### Resolution 1 – Re-election of Mr Craig Carracher

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

That Mr Craig Carracher, a director of the Company retiring by rotation in accordance with the Company's Constitution and the ASX Listing Rules, and being eligible and having signified his candidature for the office, be re-elected as a director of the Company.

Directors recommend that members vote in favour of the re-election of Mr Carracher.

#### Resolution 2 - Directors' Remuneration Report

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

That the Directors' Remuneration Report for the year ended 30 June 2010 is adopted for the purposes of the Corporations Act 2001.

Note: This is a non-binding vote by shareholders.

#### **SPECIAL BUSINESS**

#### Resolution 3 – Changes to the Constitution

To consider and, if thought fit, pass the following special resolution:

That the Kingsgate Constitution be amended as outlined in the explanatory notes in the Notice of Meeting.

Directors recommend that members vote in favour of the special resolution.

#### **LODGEMENT OF PROXY**

The proxy form (and any power of attorney under which it is signed) must be received no later than 2:00pm on 16 November 2010, being 48 hours before the time for holding the meeting.

Any proxy form received after that time will not be valid for the scheduled meeting. Please lodge the proxy form with the Company's Share Registry. You are encouraged to submit your proxy by mail, scan proxy form and forward by email, or fax proxy form to 08 9315 2233.

The address of Security Transfer Registrars Pty Limited is as follows: PO Box 535, Applecross WA 6953; or 770 Canning Highway, Applecross WA 6153

By order of the Board

PETER WARREN

Company Secretary

18 October 2010



Kingsgate Consolidated Limited

# **Explanatory Memorandum**

ABN 42 000 837 472

This Explanatory Memorandum is an important document. It should be read carefully.

If you have any questions regarding the matters set out in this Explanatory Memorandum or the accompanying Notice, please contact the Company, your stockbroker or other professional adviser.

#### **Annual Report and Accounts**

The *Corporations Act 2001* requires the Financial Report, Directors' Report and Auditor's Report for the past financial year to be tabled before the Annual General Meeting, and the Company's Constitution provides for such Reports to be received and considered at that Meeting. Neither the *Corporations Act 2001* nor the Company's Constitution require a vote of Shareholders at the Annual General Meeting on such Reports. The Annual General Meeting provides a forum for shareholders to ask questions and make comments on the Company's reports and accounts and on the business and operations of the Company for the year ended 30 June 2010.

In addition, shareholders may, at the meeting, ask questions of the auditor in relation to the following matters:

The conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company for the preparation of the financial statements and the auditor's independence in relation to the conduct of the audit. Members may submit written questions to the auditor in relation to the above items. Any written questions to the auditor must be submitted to the Company five (5) business days before the Annual General Meeting.

## 1 Re-election of Director Mr Craig Carracher (Resolution 1)

Rule 10.3 of the Company's Constitution provides for the retirement by rotation at each Annual General Meeting of one third of the Directors. ASX Listing Rule 14.4 provides that a director must not hold office (without re-election) past the third Annual General Meeting following the director's appointment or three years, whichever is the longer. Mr Carracher retires in accordance with these requirements and offers himself for re-election

The following summary sets out Mr Carracher's biographical details:

Mr Carracher has been a director of the Company since 2007 and is Chairman of the Audit Committee, and a member of the Remuneration and Nomination Committees.

Mr Carracher brings considerable relevant Thai experience having been managing partner of an international law firm based in Thailand for many years. Mr Carracher has held numerous directorships of listed and private groups throughout Asia and was previously Group General Counsel with Consolidated Press Holdings Limited, Special Advisor to the Chairman of the Australian Securities and Investment Commission and Associate to the former Chief Justice of the Supreme Court of New South Wales. Mr Carracher is Managing Director of Telopea Capital Partners, an Asia focused private equity and advisory group with offices in Sydney, Beijing and Hong Kong. Mr Carracher is also a non-executive director of the ASX listed Sunland Group Limited.

Following the consideration of the Nomination Committee and their recommendation in favour of the re-election, the Board (other than Mr Carracher) recommends members vote in favour of the re-election of Mr Carracher as a Director.

#### 2 Directors' Remuneration Report (Resolution 2)

The Directors' Remuneration Report is included in the Company's Annual Report 2010 on pages 41–49. The Corporations Act provides that at a listed company's Annual General Meeting, a resolution that the remuneration report be adopted must be put to the vote. Shareholders will be given the opportunity to ask questions about or make comments on the remuneration report at the Meeting.

The vote on the resolution is advisory only and does not bind the directors or the Company.

#### 3 Changes to the Constitution (Resolution 3)

A number of changes are proposed to the Constitution as a result of changes made to the *Corporation Act 2001* (Cth) and the ASX Listing Rules. These changes are available in a marked-up copy of the Company's Constitution posted on our website www.kingsgate.com.au. A summary of the amendments are outlined below.

#### a) Definitions (rule 1.1)

The term 'Exchange' has been deleted and replaced with 'ASX' to reflect the change of name to ASX Limited effective December 2006. This amendment has been made consistently throughout the Constitution.

The Constitution has been updated to reflect the replacement of the SCH Business Rules with the ASTC Settlement Rules effective in 2005.

#### b) Preference shares (rules 3.6 to 3.17)

The amendments to these rules reflect sections 254A, 254J and 254K of the Corporations Act. Section 254A gives a company the power to issue bonus shares, preference shares, including redeemable preference shares and partly paid shares. Sections 254J and 254K set out the terms on which redeemable preference shares may be redeemed.

#### c) Brokerage (rules 3.21 to 3.23)

Section 258C of the Corporations Act provides that a company may pay brokerage or commission to a person in respect of that person agreeing to take up shares in the company. Rule 3.21 has been inserted to reflect this section, with rules 3.22 and 3.23 being inserted as a matter of good practice.

#### d) Replacement certificate (rules 3.32 to 3.34)

These rules have been updated to reflect the circumstances in which a replacement certificate is to be issued as set out in section 1070D of the Corporations Act.

#### e) Register location (rule 3.41)

The inclusion of this rule reflects section 172(1) of the Corporations Act which sets out the locations at which a register of members may be kept.

#### f) Overseas branch register (rules 3.42 to 3.46)

Section 178 of the Corporations Act sets out the terms on which a company may keep a branch register of members outside Australia, rules 3.42 to 3.46 reflect this section.

### g) Share transfer registration procedure and registration refusal (rule 6)

These rules have been amended in accordance with section 1072F of the Corporations Act, which sets out a company's requirement to register a transfer of shares and circumstances in which directors may refuse to register a transfer of shares.

#### h) Transmission of shares (rule 7.2)

Rule 7.2 has been inserted so that it reflects section 1072A of the Corporations Act, which provides that a personal representative of a deceased shareholder may be required to give the directors such information they may reasonably require to establish the representative's entitlement.

#### Appointment and powers of chairman of general meeting (rule 10.8)

The previous rule has been replaced so that it is not only directors who may be elected to act as chairman at a general meeting, but any individual in accordance with section 249U of the Corporations Act.

#### j) Equality of votes (rule 10.20)

This rule has been amended so that the chair of any meeting now has a casting vote in accordance with section 250E(3) of the Corporations Act.

#### k) Voting majority (rules 10.23 & 10.24)

Rule 10.17 has been deleted and rules 10.23 and 10.24 have been incorporated to set out the terms on which ordinary resolutions and special resolutions are passed at meetings as described in the Corporations Act.

#### l) Corporate representative (rules 10.31 to 10.36)

Section 250D provides that a body corporate may appoint an individual as a representative to exercise all or any powers that the body corporate may exercise, we have included rule 10.39 to reflect this section.

#### m) Appointment of proxy (rules 10.37 to 10.42)

These rules have been amended to reflect the language in sections 249X and 250A of the Corporations Act.

#### n) Directors (rule 11)

Section 201A(2) of the Corporations Act requires a public company to have at least 3 directors, at least 2 of whom ordinarily reside in Australia.

Section 201B of the Corporations Act permits only an individual who is at least 18 to be appointed as a director of a company, we have included rule 11.15 to reflect this. We have deleted the previous rule prohibiting a director of 72 years or over from being a director, we note that section 201C of the Corporations Act was repealed with effect from 11 April 2003 and there is no longer any such restriction.

The rules relating to the removal of directors have been updated to reflect the language used in section 203D of the Corporations Act.

#### o) Meeting minutes (rules 12.6 to 12.9)

The rules relating to minutes have been updated to reflect section 251A of the Corporations Act which sets out the requirements for keeping minutes.

#### p) Appointment of secretary (rule 14.2)

Rule 14.2 has been included so that only a person who is at least 18 may be appointed as a secretary in accordance with section 204B(1) of the Corporations Act.

#### g) Interim dividends (rule 17.2)

This rule has been amended to comply with the recent amendments to the Corporations Act regarding the payment of dividends. Previously, dividends were only to be paid out of the profits of a company. Now, a company can pay a dividend other than out of profits, provided certain requirements are met.

#### r) Indemnity and Insurance (rule 22)

These rules have been amended so that they reflect the language of sections 199A and 199B of the Corporations Act more accurately.

#### s) Proportional takeover approval (rule 23)

This rule has been incorporated in view of section 648D of the Corporations Act which provides that the constitution of a company may contain provisions relating to offers which are made under a proportional takeover bid for securities of the company. Rule 23 is in line with the requirements of the Corporations Act.

The Directors recommend that members vote in favour of the changes to the Constitution.

#### PROXY FORM

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

#### KINGSGATE CONSOLIDATED LIMITED

REGISTERED OFFICE: SUITE 801 LEVEL 8 14 MARTIN PLACE SYDNEY NSW 2000

ABN: 42 000 837 472

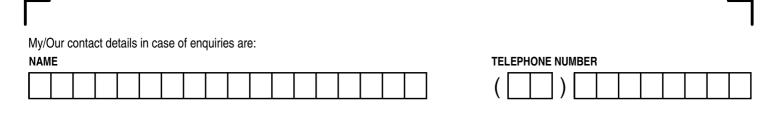
#### SHARE REGISTRY:

Security Transfer Registrars Pty Ltd
All Correspondence to:
PO BOX 535,

APPLECROSS WA 6953 AUSTRALIA

770 Canning Highway, APPLECROSS WA 6153 AUSTRALIA T: +61 8 9315 2333 F: +61 8 9315 2233 E: registrar@securitytransfer.com.au W: www.securitytransfer.com.au

						E: regist	rar@securitytra www.securitytra	nsfer.com.au
					(	Code:	KCN	
					Holder Nu	mber:		
		SECTION A: Appoi	ntment of Pr	оху				
/We, the above named, being	g registered holders of the Co	mpany and entitled to attend	d and vote here	eby appoint:				
	OR							
The meeting Chairpersor (mark with an "X")	1	(if this po	The name		you are appo		notina)	
or failing the person named, of accordance with the following (Sydney Time) on Thursday 1	directions (or if no directions	Chairperson of the Meeting, have been given, as the Pro	as my/our Prox oxy sees fit) at	ky to act gener the Annual Ge	ally at the mee eneral Meeting	ting on my/ou of the Compa	r behalf and to ny to be held	at 2.00pm
		SECTION B: Voting Dire	ections to yo	ur Proxy				
Please mark "X" in the box Resolution	to indicate your voting directi	ons to your Proxy.				For	Against	Abstain*
Ordinary Business 1. To re-elect Mr. Craig Ca Directors recommend	arracher I that members vote in fa	avour of this resolution						
2. Acceptance of Directors  This is a non-binding	s' Remuneration Report vote by shareholders.							
	s to the Company Constitution							
If no directions are given my profit of the Abstain box for a part		xy not to vote on your behalf on a sh and you do not wish to direct	the Chairperso	n how to vote,	please mark ")	(" in the box.		
disregarded because of that int	terest. If you do not mark this box, and by if a poll is called on the resolution. T	you have not directed your proxy he	ow to vote, the Cha ds to vote undirecte	ir will not cast your ed proxies in favou	votes on the resol			
This section must be signed	d in accordance with the ins				plemented.			
Individual or Secu	rity Holder	Security Ho	lder 2			Security H	older 3	
Sole Director and Sole	Company Secretary	Directo	r		Direc	ctor / Compan	y Secretary	
8141631015	Reference Number:		1		KCN	1		_



#### **NOTES**

#### 1. Name and Address

This is the name and address on the Share Register of KINGSGATE CONSOLIDATED LIMITED. If this information is incorrect, please make corrections on this form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.

#### 2. Appointment of a Proxy

If you wish to appoint the Chairperson of the Meeting as your Proxy please mark "X" in the box in Section A. Please also refer to Section B of this proxy form and ensure you mark the box in that section if you wish to appoint the Chairperson as your Proxy.

If the person you wish to appoint as your Proxy is someone other than the Chairperson of the Meeting please write the name of that person in Section A. If you leave this section blank, or your named Proxy does not attend the meeting, the Chairperson of the Meeting will be your Proxy. A Proxy need not be a Shareholder of KINGSGATE CONSOLIDATED LIMITED.

#### 3. Directing your Proxy how to vote

To direct the Proxy how to vote place an "X" in the appropriate box against each item in Section B. Where more than one Proxy is to be appointed and the proxies are to vote differently, then two separate forms must be used to indicate voting intentions.

#### 4. Appointment of a Second Proxy

You are entitled to appoint up to two (2) persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second Proxy, an additional Proxy form may be obtained by telephoning the Company's share registry +61 8 9315 2333 or you may photocopy this form.

To appoint a second Proxy you must:

- (a) On each of the Proxy forms, state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each Proxy may exercise, each Proxy may exercise half of your votes; and
- (b) Return both forms in the same envelope.

#### 5. Signing Instructions

Individual: where the holding is in one name, the Shareholder must sign.

<u>Joint Holding:</u> where the holding is in more than one name, all of the Shareholders must sign.

<u>Power of Attorney:</u> to sign under Power of Attorney you must have already lodged this document with the Company's share registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

<u>Companies:</u> 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 may sign alone. Otherwise this form must be signed by a Director jointly with either another Director or Company Secretary. Please indicate the office held in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company before the meeting or at the registration desk on the day of the meeting. A form of the certificate may be obtained from the Company's share registry.

#### 6. Lodgement of Proxy

Proxy forms (and any Power of Attorney under which it is signed) must be received by Security Transfer Registrars Pty Ltd no later than 2.00pm (Sydney Time) on Tuesday 16 November 2010, being 48 hours before the time for holding the meeting. Any Proxy form received after that time will not be valid for the scheduled meeting.

Security Transfer Registrars Pty Ltd PO BOX 535 Applecross, Western Australia 6953

Street Address: Alexandrea House, Suite 1 770 Canning Highway Applecross, Western Australia 6153

Telephone +61 8 9315 2333

Facsimile +61 8 9315 2233

Email registrar@securitytransfer.com.au

#### PRIVACY STATEMENT

Personal information is collected on this form by Security Transfer Registrars Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Registrars Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.