



# Kingsgate

Consolidated Limited

1 February 2012

**Via ASX Online**

Manager  
Company Announcements Office  
Australian Securities Exchange

**Notice of compulsory acquisition following takeover bid**

Kingsgate Consolidated Limited (ASX: KCN) ("Kingsgate") refers to its off-market takeover offer for certain securities in Laguna Resource NL (ASX: LRC) ("Laguna") which closed on 13 January 2012 ("Offer").

Enclosed, pursuant to section 661B(1) of the Corporations Act 2001 (Cth), is a copy of a compulsory acquisition notice which will be given to Laguna securityholders who did not accept the Offer. A copy of the notice was given to the Australian Securities & Investments Commission today. Personalised notices will be sent to affected securityholders today. A copy of a cover letter sent to securityholders is also enclosed.

*Kingsgate does not have registered addresses for all Laguna securityholders. Accordingly, if you are a Laguna securityholder and do not receive a compulsory acquisition notice pursuant to paragraph 661B(1)(c) of the Corporations Act within one week following the lodgement of the notice pursuant to paragraph 661B(1)(b) of the Corporations Act, you should contact Kingsgate's Company Secretary by phone on +61 2 8256 4800. Lodgement of the notice pursuant to paragraph 661B(1)(b) occurred today.*

Yours sincerely,

**Ross Coyle**  
Company Secretary

Enc.



# Kingsgate

Consolidated Limited

Dear Laguna securityholder

## **Compulsory acquisition of bid class securities**

As you may be aware, in November 2011 Kingsgate Consolidated Limited ("Kingsgate") made an off-market takeover offer for certain securities ("Bid Class Securities") in Laguna Resources NL ("Laguna"). The takeover offer closed on 13 January 2012.

Kingsgate is entitled, and now wishes, to compulsorily acquire the outstanding Bid Class Securities pursuant to Division 1 of Part 6A.1 of the Corporations Act 2001 (Cth) ("Corporations Act"). Enclosed is a compulsory acquisition notice for this purpose.

Kingsgate has elected:

1. for the purposes of section 661A(4)(b) of the Corporations Act, to acquire all Bid Class Securities that were issued or granted after the end of the offer period and before the enclosed compulsory acquisition notice was issued and in which it does not have a relevant interest; and
2. for the purposes of section 661A(4)(c) of the Corporations Act, to acquire securities that come to be Bid Class Securities during the period of 6 weeks after the enclosed compulsory acquisition notice is given due to a conversion or exercise of the rights attached to other Laguna securities (and specifically Laguna Equity Participation Shares, a form of convertible security).

This means you have been given this notice either because you currently hold Bid Class Securities or because you hold Equity Participation Shares which could be converted to Bid Class Securities.

Holders of Equity Participation Shares will separately receive notices under Division 3 of Part 6A.1 and Division 1 of Part 6A.2 of the Corporations Act relating to those shares.

You should read the enclosed compulsory acquisition notice carefully.

Yours sincerely,

**Ross Coyle**  
Company Secretary



# Notice of compulsory acquisition following takeover bid

If there is insufficient space in any section of the form, you may attach an annexure and submit as part of this lodgement

## Lodgement details

Who should ASIC contact if there is a query about this form?

Name

Mr Ross Coyle

ASIC registered agent number (if applicable)

Not applicable

Company/entity name

Kingsgate Consolidated Limited

ACN/ABN/ARBN/ARSN

ABN 42 000 837 472

Telephone number

+61 2 8256 4800

Postal address

Suite 801, Level 8, 14 Martin Place, Sydney NSW 2000

Email address (optional)

## Notice

Name and address of holder.

To:

Name

ACN (if applicable)

At the office of, C/- (if applicable)

Office, unit, level

Street number and Street name

Suburb/City

State/Territory

Postcode

Country (if not Australia)

Securities of:

Name of target company or body

Name ('the Company')

Laguna Resources NL


ACN/ARBN/ARSN

ABN 36 008 460 366

## Continued... Notice

1.	Under an
Tick one box	<input checked="" type="checkbox"/> Off Market Bid <input type="checkbox"/> Market Bid
Name of bidder.	offers were made by <input type="text" value="Kingsgate Consolidated Limited"/>
Insert description of class of securities to which the bid related	in respect of the acquisition of <input type="text" value="fully paid ordinary shares, partly paid shares paid up to \$251.70 with \$996.21 unpaid and partly paid shares paid up to \$417.32 with \$181.99 unpaid"/> In the Company.
Tick one box	The offers <input checked="" type="checkbox"/> closed <input type="checkbox"/> are scheduled to close
Insert date offers closed or are scheduled to close	on Date <input type="text" value="1"/> <input type="text" value="3"/> / <input type="text" value="0"/> <input type="text" value="1"/> / <input type="text" value="1"/> <input type="text" value="2"/> [D] [D] [M] [M] [Y] [Y]
2.	You are, or are entitled to be, registered as the holder of securities in respect of which an offer was made, but have not accepted the takeover offer.
3.	The bidder hereby gives you notice under subsection 661B(1) of the Corporations Act 2001 ("the Act") that the bidder has become entitled pursuant to subsection 661A(1) of the Act to compulsorily acquire your securities and desires to acquire those securities.
4.	Under section 661D of the Act, you have the right, by notice in writing given to the bidder within one month after this notice is lodged with ASIC, to ask the bidder for a written statement of the names and addresses of everyone else the bidder has given this notice to.
6.	Under section 661E of the Act, you have the right, within one month after being given this notice or within 14 days after being given a statement requested under section 661D of the Act (as referred to in paragraph 4 of this notice), whichever is the later, to apply to the Court for an order that the securities not be compulsorily acquired.
7.	The bidder is entitled and bound to acquire the securities on the terms that applied under the takeover bid immediately before <input type="checkbox"/> this notice was given. <input checked="" type="checkbox"/> the end of the offer period.
8.	Unless on application made by you under section 661E within one month after being given this notice (as referred to in paragraph 6 of the notice) or within 14 days after being given a statement under section 661D of the Act (as referred to in paragraph 4 of this notice), whichever is the later, the Court otherwise orders, the bidder must comply with paragraph 7 of this notice.

## Signature

Name of person signing
Mr Ross Coyle
Capacity
Company Secretary, Kingsgate Consolidated Limited
Signature

Date signed
<input type="text" value="0"/> <input type="text" value="1"/> / <input type="text" value="0"/> <input type="text" value="2"/> / <input type="text" value="1"/> <input type="text" value="2"/>
[D] [D] [M] [M] [Y] [Y]

## Lodgement

Send completed and signed forms to:  
Australian Securities and Investments Commission,  
PO Box 9827 in your capital city.

Or lodge the form in person at an ASIC Service Centre  
(see [www.asic.gov.au/servicecentres](http://www.asic.gov.au/servicecentres))

### For more information

Web [www.asic.gov.au](http://www.asic.gov.au)  
Need help? [www.asic.gov.au/question](http://www.asic.gov.au/question)  
Telephone 1300 300 630