



# Kingsgate

Consolidated Limited

ABN 42 000 837 472

## ASX & MEDIA RELEASE

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20 March 2014

## **Kingsgate Completes Institutional Capital Raising and Announces a Fully Underwritten Retail Entitlement Offer**

Kingsgate Consolidated Limited (ASX: KCN) ("**Kingsgate**" or the "**Company**") is pleased to announce the successful completion of the institutional component of its 3 for 11 pro rata accelerated non-renounceable entitlement offer ("**Institutional Entitlement Offer**") and institutional placement ("**Placement**" and, together with the Institutional Entitlement Offer, the "**Institutional Offer**") of new ordinary shares in Kingsgate ("**New Shares**"). The Institutional Offer will raise gross proceeds of approximately A\$27.9 million at an offer price of A\$1.00 per New Share.

Completion of the Institutional Offer represents the first stage of Kingsgate's A\$59.4 million equity raising announced on Tuesday, 18 March 2014. The Institutional Offer received strong support from existing institutional shareholders and a number of new institutional investors.

As a result of the strong support from existing and new shareholders, the retail component of the entitlement offer has now been fully underwritten by the Joint Lead Managers.

Chairman of Kingsgate Ross Smyth-Kirk said, "We are delighted with the strong support from existing shareholders and we are pleased to welcome new institutional shareholders onto the register".

New Shares issued pursuant to the Institutional Offer will rank equally with existing Kingsgate ordinary shares from the date of their issue. Settlement of the Institutional Offer is scheduled for Thursday, 27 March 2014. The New Shares offered under the Institutional Offer are expected to be issued, and to commence trading on the Australian Securities Exchange ("**ASX**"), on Friday, 28 March 2014.

## Retail Entitlement Offer

The retail component of the 3 for 11 pro rata non-renounceable entitlement offer ("**Retail Entitlement Offer**") and together with the Institutional Offer, the "**Offer**") will open at 9.00am (Sydney time) on Wednesday, 26 March 2014 and is expected to close at 5.00pm (Sydney time) on Wednesday 9 April 2014.

Eligible retail shareholders<sup>1</sup> will be able to subscribe for 3 New Shares for every 11 Kingsgate shares held at the record date of 7.00pm (Sydney time) on Friday, 21 March 2014, at the same A\$1.00 offer price as the Institutional Offer.

The retail offer booklet ("**Retail Entitlement Offer Booklet**") will be sent to eligible retail shareholders on Wednesday, 26 March 2014 and will be made available on Kingsgate's website ([www.kingsgate.com.au](http://www.kingsgate.com.au)) and from the ASX. Eligible retail shareholders wishing to acquire New Shares under the Retail Offer will need to complete, and otherwise apply in accordance with, the personalised entitlement and acceptance form ("**Entitlement and Acceptance Form**") that will accompany the Retail Offer Booklet.

Eligible retail shareholders can choose to take up their entitlement to New Shares in whole, in part, or not at all. Eligible retail shareholders wishing to participate in the Retail Offer should carefully read the Retail Offer Booklet and the accompanying personalised Entitlement and Acceptance Form. Retail shareholders should consult their stockbroker, accountant or other professional adviser to evaluate whether or not to participate in the Retail Offer. Shareholders will not receive any payment in respect of entitlements not taken up.

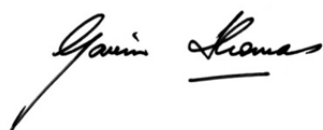
Eligible retail shareholders who have any queries are encouraged to contact Security Transfer Registrars Pty Limited on (08) 9315 2333 from within Australia or +61 (08) 9315 2333 from outside Australia between 8.30am and 5.30pm (Perth time) Monday to Friday during the period the Retail Entitlement Offer is open.

The maximum number of New Shares to be issued under the Offer is approximately 31.5 million. The Retail Entitlement Offer is fully underwritten by the Joint Lead Managers.

Further details of the Entitlement Offer, including investment considerations and risks associated with the Offer, are included in the investor presentation ("**Investor Presentation**") released on 18 March 2014 to ASX.

### Resumption of Trading:

Kingsgate's shares are expected to resume trading on an ex-entitlement basis from market open today.



**Gavin Thomas**  
**Managing Director & CEO**  
**Kingsgate Consolidated Limited**

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<sup>1</sup> Full eligibility criteria will be set out in the Retail Entitlement Offer Booklet.

## Summary of Key Dates:

An indicative timetable associated with the Retail Entitlement Offer is set out below.

<b>Event</b>	<b>Date</b>
Record date (Sydney time 7pm)	Friday, March 21, 2014
Retail Entitlement Offer opens (Sydney time 9am)	Wednesday, March 26, 2014
Despatch of Retail Entitlement Offer Booklet and Entitlement and Acceptance Form	Wednesday, March 26, 2014
Retail Entitlement Offer Closes (Sydney time 5pm)	Wednesday, April 9, 2014
Settlement of Retail Offer	Tuesday, April 15, 2014
New Shares issued under the Retail Entitlement Offer	Wednesday, April 16, 2014
New Shares issued under the Retail Entitlement Offer commence trading on ASX	Thursday, April 17, 2014

This timetable is indicative only and may be subject to change. Kingsgate, in conjunction with the joint lead managers appointed by Kingsgate to jointly manage the Offer and subject to the Corporations Act (2001) and ASX Listing Rules, reserves the right to vary the dates and times in connection with the Offer, including the Retail Entitlement Offer closing date, without prior notice and to accept late applications either generally or in particular cases. The commencement of quotation of New Shares is subject to confirmation from ASX.

## Further information:

For further details regarding the Offer, shareholders are advised to refer to the Company's announcement and investor presentation released to the ASX on 18 March 2014.

Retail shareholders who have any questions regarding the Retail Entitlement Offer should contact Security Transfer Registrars Pty Limited on (08) 9315 2333 (within Australia) or on +61 (08) 9315 2333 (from outside Australia) at any time from 8:30am to 5:30pm (Perth time), Monday to Friday during the Retail Entitlement Offer period.

This information is available on our website: <http://www.kingsgate.com.au>

## **Important information**

This announcement contains certain 'forward-looking statements'. Forward-looking statements include those containing words such as: 'expected', 'should', 'may', 'will' and other similar expressions. Any forward-looking statements, opinions and estimates provided in this announcement are based on assumptions and contingencies which are subject to change without notice and involve known and unknown risks and uncertainties and other factors which are beyond the control of the Company, including the risks and uncertainties described in the 'Key Risks' section in the investor presentation which the Company gave to ASX on 18 March 2014. This includes any statements about market and industry trends, which are based on interpretations of current market conditions. This announcement is not, and should not be considered as an offer or invitation to acquire New Shares and does not and will not form any part of any contract for the acquisition of New Shares.

Forward-looking statements may include indications, projections, forecasts and guidance on sales, earnings, dividends, distributions and other estimates. Forward-looking statements are provided as a general guide only and should not be relied upon as an indication or guarantee of future performance. Actual results, performance or achievements may differ materially from those expressed or implied in such statements and any projections and assumptions on which those statements are based. These statements may assume the success of the Company's business strategies. The success of any of these strategies is subject to uncertainties and contingencies beyond the Company's control, and no assurance can be given that any of the strategies will be effective or that the anticipated benefits from the strategies will be realised in the period for which the forward-looking statement may have been prepared or otherwise. Readers are cautioned not to place undue reliance on forward-looking statements and except as required by law or regulation, the Company and the joint lead managers to the Offer assume no obligation to update these forward-looking statements. To the maximum extent permitted by law, the Company, its directors, the joint lead managers to the Offer and any of their respective related bodies corporate and affiliates, and their officers, partners, employees, agents, associates and advisers disclaim any obligations or undertaking to release any updates or revisions to the information in this announcement to reflect any change in expectations or assumptions, do not make any representation or warranty, express or implied, as to the accuracy, reliability or completeness of such information, or likelihood of fulfilment of any forward-looking statement or any event or results expressed or implied in any forward-looking statement, and disclaim all responsibility and liability for these forward-looking statements (including, without limitation, liability for negligence).

This announcement may not be distributed to, or relied upon by, persons in the United States. This announcement does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States. The New Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act") or the securities laws of any state or other jurisdiction of the United States. Accordingly, the New Shares may only be offered or sold to persons that are not in the United States and are not acting for the account or benefit of a person in the United States, in each case, in "offshore transactions" (as defined in Rule 902(h) under the U.S. Securities Act) in reliance on Regulation S under the U.S. Securities Act.