



Kingsgate

Consolidated Limited

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.

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

Yours sincerely,
KINGSGATE CONSOLIDATED LIMITED

PETER WARREN
Company Secretary



Kingsgate
Consolidated Limited

ABN 42 000 837 472

Kingsgate Consolidated Limited

Notice of Annual General Meeting

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

ABN 42 000 837 472

Kingsgate Consolidated Limited

Explanatory Memorandum

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.
- i) 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.
- q) 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.

