



**Kingsgate**

Consolidated Limited

ABN 42 000 837 472

# NOTICE OF **ANNUAL GENERAL MEETING** 2007

2:00 pm Thursday, 15 November 2007

Museum of Sydney

Cnr Phillip & Bridge Streets

Sydney NSW 2000



## **NOTICE OF ANNUAL GENERAL MEETING 2007**

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, 15 November 2007** commencing at **2:00 pm** 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, Directors' Report and Auditor's Report to the Shareholders of the Company for the year ended 30 June 2007.

#### **Resolution 1 – Re-election of Mr John Falconer**

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

That Mr John Falconer, 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 Falconer.**

#### **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 2007 is adopted for the purposes of the Corporations Act 2001.

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

### **Voting Entitlements**

In accordance with regulation 7.11.37 of the Corporations Regulations, all quoted securities of the Company will be taken, for the purposes of the Annual General Meeting, to be held by the persons who hold them at 7:00 pm Sydney time on 13 November 2007. Only those persons will be entitled to vote at the Annual General Meeting on 15 November 2007.

By order of the Board

Peter Warren  
Company Secretary  
October 2007

## Notes:

1. A member entitled to attend and vote at the meeting has the right to appoint no more than two proxies as his, her or its proxy to attend and vote on his, her or its behalf.
2. A member who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.
3. If the member appoints two proxies and the appointment does not specify the proportion or the number of the member's votes each proxy may exercise, each proxy may exercise one half of the member's votes. If the member appoints two proxies, neither proxy may vote on a show of hands.
4. A proxy need not be a member of the Company.
5. A Proxy Form is enclosed.
6. A Proxy Form must be signed by the member or his or her attorney who has not received any notice of revocation of the power of attorney under which he or she was appointed. Proxies given by corporations must be signed by two directors, or a director and the company secretary, or for a proprietary company that has a sole director who is also the company secretary (if any), that director, or under the hand of a duly authorised officer or attorney.
7. If the form of proxy is signed but blank in all other material aspects, it will be taken to mean that it is in favour of the Chairman of the meeting for full voting rights. For the appointment of a proxy to be effective, the Proxy Form must be received by the Company at least 48 hours before the meeting.

You are encouraged to forward your Proxy Form by facsimile to Security Transfer Registrar Pty Ltd on 08 9315 2233 or by mail to Security Transfer Registrars Pty Ltd, 770 Canning Highway, Applecross, WA 6153.

## Explanatory Notes

### 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 2007.

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 5 days before the AGM.

## NOTICE OF ANNUAL GENERAL MEETING 2007

Kingsgate Consolidated Limited

### **Re-election of Director (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 John Falconer retires in accordance with these requirements and offers himself for re-election.

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

John Falconer, 59, is a principal of Carbone Falconer & Co, a firm of Chartered Accountants practising in Sydney, whose client base includes small publicly listed companies as well as a number of successful family businesses. He is a Director of TZ Limited.

Mr Falconer is the Chairman of the Audit Committee and a member of the Audit Remuneration and Nomination Committees. He has no directorships or other interests which might affect his independence. He has no relationships with Directors of Kingsgate, nor with any customers or suppliers of the company. Mr Falconer holds interests in 380,000 shares in Kingsgate.

**Following consideration by the Nomination Committee and their recommendation in favour of the re-election, the Board recommends that members vote in favour of the re-election of Mr Falconer as a Director.**

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

The Directors' Remuneration Report is included in the Company's Annual Report 2007 on pages 38 to 47. The Corporations Act provides that at a listed company's AGM, 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.**

(The Annual Report 2007 is available on the Company's website [www.kingsgate.com.au](http://www.kingsgate.com.au))

**Kingsgate Consolidated Limited**

ABN 42 000 837 472

**Registered Office and Principal Business Office**

Level 8, 14 Martin Place,  
Sydney, New South Wales, 2000

Tel +61 2 8256 4800

Fax +61 2 8256 4810

Email: [info@kingsgate.com.au](mailto:info@kingsgate.com.au)

**Website: [www.kingsgate.com.au](http://www.kingsgate.com.au)**

**KCN:ASX**



# Kingsgate

Consolidated Limited

ABN 42 000 837 472

# PROXY FORM

## SECTION A

### Appointment of Proxy

I/We being a member(s) of Kingsgate Consolidated Limited and entitled to attend and vote hereby appoint:

the Chairman of the Meeting      **or**     

(mark with "X" in box if you wish to appoint the Chairman)

(write here the name of the person you are appointing if this person is someone other than the Chairman of the Meeting)

or failing the person named, or if no person is named, the Chairman of the Meeting, as my/our Proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the Proxy sees fit) at the Annual General Meeting of the Company to be held at 2:00 pm on Thursday, 15 November 2007 at the Museum of Sydney, corner of Phillip and Bridge Streets, Sydney, NSW 2000 and at any adjournment of that meeting.

## SECTION B

Voting directions to your Proxy – please mark  to indicate your directions –

### Ordinary Business

FOR                      AGAINST                      ABSTAIN\*

(1) To re-elect Mr John Falconer

Directors recommend that members vote in favour of this resolution.

(2) Acceptance of Directors' Remuneration Report

This is a non-binding vote by shareholders.

\* If you mark the Abstain box for a particular item, you are directing your Proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

## SECTION C

### Appointment of a Second Proxy

I/We wish to appoint a second Proxy.

Mark 'X' if you wish to appoint a second Proxy

AND %      OR  State the percentage of your voting rights or the number of securities for this Proxy Form

## PLEASE SIGN BELOW

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Security Holder 1

Sole Director and sole Company Secretary

Security Holder 2

Director

Security Holder 3

Director/Company Secretary

.....  
Contact name

.....  
Contact day time telephone

.....  
Date

## 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 Chairman of the Meeting as your Proxy please mark 'X' in the box in Section A.

If the person you wish to appoint as your Proxy is someone other than the Chairman 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 Chairman 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 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 (08) 9315 2333 or you may photocopy this form.

To appoint a second Proxy you must:

(a) On each of the first Proxy Form and the second Proxy Form 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.

**Joint Holding:** where the holding is in more than one name all of the Shareholders must sign.

**Power of Attorney:** to sign under Power of Attorney you must have already lodged this document with the 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.

**Companies:** 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.

### Lodgement of Proxy

This Proxy Form (and any power of attorney under which it is signed) must be received no later than 2:00 pm on 13 November 2007, 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 or fax 08 9315 2233. The addresses of Security Transfer Registrars is as follows:

By mail: Security Transfer Registrars Pty Ltd  
PO Box 535  
Applecross WA 6953

By hand: Suite 1, 770 Canning Highway  
Applecross WA 6153

By Fax: Fax number + 61 8 9315 2233