



APOLLO
C O N S O L I D A T E D

APOLLO CONSOLIDATED LIMITED

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Notice of Annual General Meeting

The Company's 2009 Annual General Meeting will be held at 10.00am on Friday, 27 November 2009 (WST) at Level 4, 16 Milligan Street, Perth, Western Australia.

This Notice should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, stockbroker or other professional adviser prior to voting.

Should you wish to discuss any matter please do not hesitate to contact the Company Secretary by telephone on +61 8 9336 3919.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2009 Annual General Meeting of Shareholders of Apollo Consolidated Limited (“Apollo”, “Company”) will be held at 10.00 am on 27 November 2009 (WST) at Level 4, 16 Milligan Street, Perth, Western Australia (“Meeting”).

The attached Proxy Form forms part of this Notice of Annual General Meeting (“Notice”).

Please note terms used in the Resolutions contained in this Notice have the same meaning as set out in the glossary of the Explanatory Statement accompanying this Notice.

The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders of the Company at 5pm on 25 November 2009 (WST).

AGENDA

Financial Statement and Reports

To receive and consider the annual financial report of the Company and its controlled entities for the financial year ended 30 June 2009 together with a directors' report in relation to that financial year and the auditors' report on the financial report.

Resolution 1 Remuneration Report

To consider, and if thought fit, to pass with or without amendment, the following Resolution as a non-binding resolution:

“That the Remuneration Report of the Company and the entities it controlled during the year ended 30 June 2008 be adopted.”

Note: The vote on this resolution is advisory only and does not bind the Directors or the Company.

Resolution 2 Re-election of Director

To consider, and if thought fit, to pass with or without amendment, the following Resolution as an ordinary resolution:

“That Nicholas Castleden who retires in accordance with the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a director.”

Details of Mr Castleden's experience and qualifications are provided in the Company's 2009 Annual Report

Resolution 3 Ratification of Prior Issue of Shares

To consider, and if thought fit, to pass with or without amendment, the following Resolution as an ordinary resolution:

“That pursuant to and in accordance with Listing Rule 7.4 of the Listing Rules of Australian Securities Exchange and for all other purposes, Shareholders approve and ratify the allotment and issue of 20,000,000 fully paid ordinary shares in the capital of the Company at an issue price of 0.5 cents each on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting.”

Voting exclusion statement

For the purposes of Listing Rule 7.5, the Company will disregard any votes cast on resolution 3 by any person who participated in the issue and any of their associates, unless it is cast:

- by a person as proxy for a person who is entitled to vote (in accordance with the directions on the proxy form); or
- by the person chairing the meeting as proxy for a person who is entitled to vote (in accordance with a direction on the proxy form to vote as the proxy decides).

By Order of the Board



Alex Neuling
Secretary

20 October 2009

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Meeting.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the resolutions in the accompanying Notice. If you have any questions regarding the matters set out in this Explanatory Statement or the preceding Notice, please contact the Company, your stockbroker or other professional adviser.

This Explanatory Statement should be read in conjunction with the Notice. Capitalised terms in the Explanatory Statement are defined in the Glossary.

Financial Statements and Reports

As a Shareholder, you are entitled to submit one written question to the auditors prior to the Annual General Meeting providing that the question relates to:

- the content of the auditors' report; or
- the conduct of the audit in relation to the financial report.

All written questions must be received by the Company no later than five business days before 27 November 2009.

All questions must be sent to the Company and may not be sent direct to the auditors. The Company will then forward all questions to the auditors.

A representative from the audit firm will be attending the Annual General Meeting and will be available to answer questions from Shareholders relevant to:

- the conduct of the audit;
- the preparation and content of the auditors' report;
- the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- the independence of the auditors in relation to the conduct of the audit.

The audit firm representative will also answer written questions submitted prior to the Annual General Meeting.

The Company's 2009 annual report is available online at www.apolloconsolidated.com.au.

Resolution 1 - Remuneration Report

Shareholders are entitled to vote on the question of whether the Remuneration Report as contained in the Annual Report for the year ended 30 June 2009 is to be adopted.

Shareholders should note that Resolution 1 is an "advisory only" resolution which does not bind the Company.

Following consideration of the Remuneration Report, the Chair will give Shareholders a reasonable opportunity to ask about, or make comments on, the Remuneration Report.

Resolution 2 - Re - Election of Director

In accordance with Listing Rule 14.4 and clause 6.3 of the Constitution, at every Annual General Meeting, one third of the Directors (or if the number of Directors is not a multiple of 3, then such number as is appropriate to ensure that no Director other than an alternate Director or the Managing Director holds office for more than 3 years) for the time being must retire from office by rotation and are eligible for re-election. The Directors to retire are those who have been in office for 3 years since their appointment or last re-appointment or who have been longest in office since their appointment or last re-appointment or, if the Directors have been in office for an equal length of time, by agreement.

These requirements for a Director to retire do not apply to a Managing Director (but if there is more than one Managing Director, only one is exempt from retirement).

In determining the number and identity of the Directors to retire by rotation, the Managing Director and any Director seeking election after appointment by the Board to fill a casual vacancy are not taken into account.

Mr Nicholas Castleden retires by rotation at this meeting and, being eligible, offers himself for re-election.

The Directors recommend that Shareholders vote in favour of this resolution.

Resolution 3 – Ratification of Prior Issue of Shares

On 30 March 2009, creditors resolved to accept a recapitalisation proposal from Blueknight Corporation Pty Ltd (“Blueknight”) subject to which the Company would, amongst other things, undertake two capital-raising constituting the issue of up to a maximum aggregate of 450 million new fully paid ordinary shares (including over-subscriptions) and 50 million free attaching options. The capital-raising were to raise up to \$2,125,000 before costs and the payment of \$350,000 into the creditors’ pool under the creditors’ trust

At a meeting held on 4 August 2009, shareholders voted to accept the proposal and the current Board was appointed.

Blueknight is a related party of Mr Roger Steinepreis, one of the directors appointed on 4 August 2009. Blueknight is deemed to be a related party of Mr Steinepreis as he is a director of Blueknight and holder of more than 20% of Blueknight’s share capital.

A prospectus in respect of the capital-raising was lodged on 4 September 2009. Subsequently, on 30 September 2009, the Company lodged a supplementary prospectus to extend the total oversubscriptions which could be accepted by a further 20,000,000 shares. On 5 October 2009 the Company announced that the capital-raising had been completed and had raised a total of \$2,225,000 before costs and the payment of into the creditors’ pool.

Listing Rule 7.1 imposes a limit on the number of equity securities (e.g. shares or options to subscribe for shares) which a company can issue without shareholder approval. In general terms, the limit is that a company may not, without shareholder approval, issue in any 12 month period, equity securities which are more than 15% of:

- the number of fully paid ordinary shares on issue 12 months before the issue; plus
- the number of fully paid ordinary shares issued in that 12 months under an exception contained in Listing Rule 7.2 or with shareholder approval.

Equity securities which are issued under an exception contained in Listing Rule 7.2 or with Shareholder approval do not reduce the number of Shares that may be issued by the Company under Listing Rule 7.1.

Shareholder approval can be obtained either before or after the equity securities are issued.

Listing Rule 7.4 states that an issue by a company of equity securities made without approval under Listing Rule 7.1 is treated as having been made with approval for the purpose of Listing Rule 7.1 if the issue did not breach Listing Rule 7.1 when made and the company’s members subsequently approve it.

Under Resolution 3, the Company seeks approval from Shareholders for, and ratification of, the prior issue of 20,000,000 equity securities relating to additional over-subscriptions under the supplementary prospectus lodged on 30 September 2009. Details of the prior issue are set out below:

Listing Rule 7.5 requires the following information to be given to Shareholders:

20,000,000 Shares were issued on or around 1 October 2009 relating to the acceptance of additional over-subscriptions. These Shares were issued at an issue price of 0.5 cents each to raise an additional \$100,000 (before associated costs). They comprise approximately 4% of the Company’s share capital.

The Shares were issued to applicants under the supplementary prospectus lodged by the Company on 30 September 2009 and allotment was at the discretion of the Board. None of the allottees are related parties of the Company.

The Shares have been issued on the same terms as pre-existing fully paid ordinary shares and rank equally with those Shares.

The Company intends to apply the funds raised towards its existing Over-The-Counter skin care business, the evaluation of potential new projects and for general working capital.

The Board believes that the ratification of this issue is beneficial for the Company. The Board recommends that Shareholders vote in favour of Resolution 3 as it allows the Company to retain the flexibility to issue the maximum number of equity securities permitted under Listing Rule 7.1 without Shareholder approval.

Glossary

In this Explanatory Statement, the following terms have the following meanings unless the context otherwise requires:

ASIC	Australian Securities and Investments Commission
Associates	Has the meaning given to it in Section 9 of the Corporations Act
ASX	ASX Limited ABN 98 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited
Board	The Board of Directors
Chair or Chairman	Mr Roger Steinepreis or such other person appointed chairman in accordance with the Constitution
Company	Apollo Consolidated Limited ACN 102 084 917
Constitution	The constitution of the Company
Corporations Act	<i>Corporations Act 2001 (Cth)</i>
Director	A director of the Company
Explanatory Statement	The information attached to the Notice, which provides information to Shareholders about the Resolutions contained in the Notice
Listing Rules	The listing rules of ASX
Meeting or General Meeting	The general meeting convened by the Notice
Notice	The notice of meeting which accompanies this Explanatory Statement
Share	Fully paid ordinary share in the capital of the Company
Shareholder	A holder of a Share
WST	Australian Western Standard Time

Apollo Consolidated Limited

ABN 13 102 084 917

000001 000 AOP
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Lodge your vote:



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form

For your vote to be effective it must be received by 10.00am (WST) Wednesday 25th November 2009

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, 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 can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the information tab, "Downloadable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form →



View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com

- Review your securityholding
- Update your securityholding

Your secure access information is:

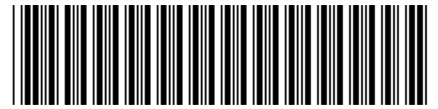
SRN/HIN: I9999999999



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Apollo Consolidated Limited hereby appoint

the Chairman of the meeting OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate 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 Apollo Consolidated Limited to be held at Level 4, 16 Milligan Street, Perth, Western Australia on Friday, 27th November 2009 at 10.00am and at any adjournment of that meeting.

STEP 2 Items of Business

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

	For	Against	Abstain
1. To adopt Remuneration Report for year ended 30th June 2009 (non-binding resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Re-election of Nicholas Castleden as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Ratification of Prior Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date ____/____/____