



Intec Ltd

ABN 25 001 150 849

Superior and Sustainable Metals Production

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ASX code: INL

NOTICE OF THE 2013 ANNUAL GENERAL MEETING

Notice is hereby given that the 2013 Annual General Meeting (AGM) of shareholders of Intec Ltd (Intec or the Company) will be held as follows:

Time: 2:00pm (Sydney Time)
Date: Wednesday, 27 November 2013
Place: Zulu Room,
Christie Conference Centre
Level 4, 100 Walker Street
North Sydney, NSW, 2060

This Notice of AGM should be read in conjunction with the accompanying Explanatory Statement and is accompanied by a Proxy Form for those shareholders wishing to vote by proxy. Please follow the instructions on the Proxy Form carefully.

ORDINARY BUSINESS

Resolution 1 Financial Report

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

"To consider the Company's Financial Report for the financial year ended 30 June 2013, together with the related Directors' and Auditor's Reports."

Resolution 2 Adoption of the Remuneration Report

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

"That the Company's Remuneration Report for the financial year ended 30 June 2013 be received, approved and adopted."

Voting Exclusion Statement for Resolution 2

In accordance with section 250R(4) of the Corporations Act, the Company will disregard votes cast on Resolution 2 by a member of the Company's Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely-Related Party of such a member, unless the vote is cast:

- (a) as a proxy for a person entitled to vote in accordance with a direction on the Proxy Form; or
- (b) by the Chairman of the AGM as proxy for a person entitled to vote and the Chairman has received express authority to vote undirected proxies as he sees fit.

Resolution 3 Election of a Director – Mr James R G Bell

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

"That Mr James R G Bell, a Director appointed since 2007, and retiring in accordance with the Corporations Act 2001 and the Company's Constitution, and being eligible for re-election, be re-elected a Director of the Company."

OTHER BUSINESS

To transact any other business that may be properly brought before the meeting.

Dated: 22 October 2013

By order of the Board

Robert J Waring
Company Secretary

EXPLANATORY STATEMENT

This Explanatory Statement sets out information in connection with the business to be considered at the 2013 Annual General Meeting (AGM) of Intec Ltd (Intec or the Company).

ORDINARY BUSINESS

The following items of ordinary business will be considered at the meeting.

Resolution 1 Consideration of the Financial Report

This item of business relates to the consideration of the Company's Financial Report for the year ended 30 June 2013 together with the related Directors' and Auditor's Reports, as required by the Corporations Act.

Resolution 2 Adoption of the Remuneration Report

The Corporations Act requires that a resolution be put to the members to receive, approve and adopt the Remuneration Report, as disclosed in the Directors' Report. The vote on this resolution is advisory only and non-binding. The resolution gives the members the opportunity to ask questions or make comments concerning the Remuneration Report during the meeting. Under the Corporations Act 2001, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director) must stand for re-election.

Resolution 3 Election of a Director – Mr James R G Bell

Mr James R G Bell was appointed as a Director of the Company in 2007. Under the Company's Constitution, Mr Bell retires by rotation and, being eligible, wishes to stand for re-election. Mr Bell's qualifications and experience are set out in the Report of the Directors on page 4 of the Annual Report.



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All Correspondence to:

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

Level 7, 207 Kent Street,
Sydney NSW 2000 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 2:00pm (Sydney Time) on Monday 25th November 2013.**

🖥 TO VOTE ONLINE

STEP 1: VISIT www.boardroomlimited.com.au/vote/intecagm2013

STEP 2: Enter your holding/investment type:

STEP 3: Enter your Reference Number:

STEP 4: Enter your Voting Access Code:

PLEASE NOTE: For security reasons it is important you keep the above information confidential.

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chairman of the Meeting as your proxy please write the full name of that individual or body corporate. 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 security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the 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 your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

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

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore **before 2:00pm (Sydney Time) on Monday 25th November 2013.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

🖥 **Online** www.boardroomlimited.com.au/vote/intecagm2013

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

👤 **In Person** Level 7, 207 Kent Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

☐

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Intec Limited** and entitled to attend and vote hereby appoint

☐

Appoint the **Chairman of the Meeting (mark box)**

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy below

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 at the Annual General Meeting of the Company to be held at **the Zulu Room, Christie Conference Centre, Level 4, 100 Walker Street, North Sydney, NSW on Wednesday, 27 November 2013 at 2:00pm (Sydney time)** and at any adjournment of that meeting, to act 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.

Chairman authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chairman of the Meeting as my/our proxy or the Chairman of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 2, I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy in respect of this resolution even though resolution 2 is connected with the remuneration of a member of key management personnel for Intec Limited.

The Chairman of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution 2). If you wish to appoint the Chairman of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS

* 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 vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Consideration of the Financial Report	☐	☐	☐
Resolution 2	Adoption of the Remuneration Report	☐	☐	☐
Resolution 3	To re-elect Mr James R G Bell as a Director	☐	☐	☐

STEP 3 SIGNATURE OF SHAREHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2013