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ASX code: INL

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## NOTICE OF THE 2015 ANNUAL GENERAL MEETING

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Notice is hereby given that the 2015 Annual General Meeting (Meeting) of the shareholders of Intec Ltd (Intec or the Company) will be held as follows:

**Time:** 2:00pm (Sydney time)  
**Date:** Friday, 27 November 2015  
**Place:** Zulu Room, Christie Corporate,  
Level 4, 100 Walker Street  
North Sydney, NSW, 2060

This Notice of Meeting should be read in conjunction with the attached 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.

### AGENDA

Chairman's Address

Managing Director's Address

### ORDINARY BUSINESS

#### Financial Report

To receive and consider the Financial Report of the Company and its controlled entities for the year ended 30 June 2015.

Note: There is no requirement for shareholders to approve the Financial Report.

#### Resolution 1 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 2015 be received, approved and adopted."

#### *Voting Exclusion Statement for Resolution 1*

In accordance with section 250R(4) of the Corporations Act 2001, the Company will disregard votes cast on Resolution 1 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 Meeting as proxy for a person entitled to vote and the Chairman has received express authority to vote undirected proxies as he/she sees fit.

#### Resolution 2 Election of a Director – Mr Daniel (Don) J Cronin

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

"That Mr Daniel (Don) J Cronin, a Director appointed since 26 November 2013, retiring by rotation in accordance with clause 46 of the Company's Constitution, and the Corporations Act 2001, being eligible for re-election, be re-elected as a Director of the Company."

## OTHER BUSINESS

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

Further information in relation to these Resolutions is set out in the attached Explanatory Statement.

## Important Information Concerning Proxy Votes on Resolution 1

The Corporations Act 2001 places certain restrictions on the ability of Key Management Personnel and their closely-related parties to vote on resolutions connected either directly or indirectly with the remuneration of the Key Management Personnel. Their closely-related parties are defined in the Corporations Act 2001, and include certain of their family members, dependants and companies they control. For these reasons, shareholders who intend to vote by proxy should carefully consider the identity of their proxy and consider appointing someone other than one of the Key Management Personnel; as such persons may not be able to vote undirected proxies in respect of Resolution 1. Shareholders are also encouraged to direct their proxy as to how to vote on all Resolutions. If you do not do so, you risk your vote not being cast.

Undirected proxies held by either relevant Key Management Personnel or their closely-related parties will not be voted on Resolution 1 with the exception that the Chairman of the Meeting is expressly authorised to vote undirected proxies on Resolution 1 as he/she sees fit.

## Eligibility to Vote

For the purposes of Regulation 7.11.37 of the Corporations Act 2001, the Directors have set 7:00pm (Sydney time) on 25 November 2015 as the time and date to determine holders of the Company's shares for the purposes of the Meeting. Share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

On a show of hands every shareholder has one vote, and on a poll, every shareholder has one vote for each share held.

## Voting Intentions of the Chairman of the Meeting

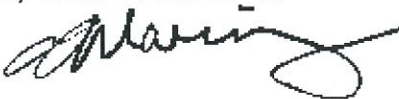
The Chairman of the Meeting intends to vote all undirected proxies in favour of all Resolutions.

## Proxies

Information regarding the appointment of proxies is contained on the Proxy Form attached with this Notice of Meeting.

**Dated:** 23 October 2015

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 2015 Annual General Meeting (Meeting) of Intec Ltd (Intec or the Company).

### ORDINARY BUSINESS

The following items of ordinary business will be considered at the Meeting:

#### FINANCIAL REPORT

The first item of the Meeting deals with the presentation of the consolidated Financial Report of the Company and its controlled entities for the year ended 30 June 2015, including the Directors' Declaration and Directors' Report in relation to that financial year, and the Auditors Report on the financial statements (Financial Report).

Shareholders are asked to consider the Financial Report and raise any matters of interest with the Directors when this item is being considered. Shareholders will be provided with a reasonable opportunity at the Meeting to ask questions about, or make comments on, the Financial Report. No resolution is required to be moved in respect of this item.

#### Resolution 1 Adoption of the Remuneration Report

The Corporations Act 2001 requires that a resolution be put to shareholders 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 shareholders 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 Annual General Meetings, shareholders will be required to vote at the second of those meetings 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. Any undirected proxies held by Directors, with the exception of the Chairman of the Meeting, or other Key Management Personnel, or any of their closely-related parties, will not be voted on Resolution 1. Their closely-related parties are defined in the Corporations Act 2001, and include certain of their family members, dependants and companies they control. The Chairman of the Meeting has received express authority to vote undirected proxies on Resolution 1 as he/she sees fit.

#### Resolution 2 Election of a Director – Mr Daniel (Don) J Cronin

Mr Daniel (Don) J Cronin was appointed as a Non-Executive Director of the Company on 26 November 2013. Under Clause 46 of the Company's Constitution, and the Corporations Act 2001, Mr Cronin retires by rotation and, being eligible, wishes to stand for re-election. Mr Cronin's qualifications and experience are as follows:

**Daniel Joseph Cronin** B.E. (Uni. College, Cork) M.Sc. (Southampton), MBA (LBS)

Mr Cronin was appointed to the Board of Intec on 26 November 2013. Mr Cronin began his career as an Engineer with the British consulting firm Halcrow, working for six years in the UK and South America. This was followed by five years working in project management with the construction company Gammon in Hong Kong and Singapore. Following completion of an MBA degree, he was employed in the chemical industry for 23 years, initially with Sandoz and later with Degussa and BASF. He has worked in senior general management roles in Zurich, Sydney and Singapore. His most recent position was Senior Vice President – Construction Chemicals for BASF with responsibility for Europe, Middle East and Africa. Mr Cronin is the Chairman of the Audit Committee and a member of the Corporate Governance Committee and the Nomination and Remuneration Committee.

*Directors' recommendation:* The Directors (except Mr Cronin) recommend that shareholders vote in favour of Resolution 2.



**All Correspondence to:**

✉ **By Mail** Boardroom Pty Limited  
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Sydney NSW 2001 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** [www.boardroomlimited.com.au](http://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 (AEDT) on Wednesday, 25 November 2015**

### 🖨 TO VOTE ONLINE

- STEP 1: VISIT [www.votingonline.com.au/intecagm2015](http://www.votingonline.com.au/intecagm2015)
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)
- STEP 3: Enter your Voting Access Code (VAC):

### 📱 BY SMARTPHONE



Scan QR Code using smartphone  
QR Reader App

### 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 Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair 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 Chair 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:

- (a) 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.
- (b) 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 by **2:00pm (AEDT) on Wednesday, 25 November 2015**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged as follows:

- 💻 **Online** [www.votingonline.com.au/intecagm2015](http://www.votingonline.com.au/intecagm2015)
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993,  
Sydney NSW 2001 Australia
- 👤 **In Person** Level 12, 225 George Street,  
Sydney NSW 2000 Australia

#### Attending the Meeting

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

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#### 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 Ltd (Company) and entitled to attend and vote hereby appoint:

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the Chair of the Meeting (mark box)

OR if you are NOT appointing the Chair 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 Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at Zulu Room, Christie Corporate, Level 4, 100 Walker Street, NORTH SYDNEY NSW 2060 on Friday, 27 November 2015 at 2:00pm (AEDT) 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.

**Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters:** If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair 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 1, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Resolution 1 is connected with the remuneration of a member of the key management personnel for the Intec Ltd.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution 1). If you wish to appoint the Chair 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	Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	To elect Mr Daniel (Don) J Cronin as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

### 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 / / 2015