



**AMMTEC LIMITED**

**ABN 23 063 332 516**

**NOTICE OF ANNUAL GENERAL MEETING  
AND EXPLANATORY STATEMENT**

Annual General Meeting to be held in the London Room  
Ground Floor, London House, 216 St Georges Terrace, Perth  
On Monday 29 November 2010 commencing at 10.00am (WST)

The notice of annual general meeting, explanatory statement and proxy form should be read in their entirety. If you are in doubt about how you should vote, you should seek advice from your accountant, solicitor or other professional adviser prior to voting.



## **NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY STATEMENT**

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Notice is given that the Annual General Meeting (Meeting) of Shareholders of Ammtec Limited (the Company) will be held in the London Room, London House, 216 St Georges Terrace, Perth on Monday 29 November 2010 commencing at 10.00am (WST).

### **AGENDA**

#### **Annual Financial Report**

To receive and consider the Annual Financial Report, the Directors' Report and the Auditors' report for the financial year ended 30 June 2010.

### **RESOLUTIONS**

#### **1. Approval of the Remuneration Report – Non Binding Vote**

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

"That, the Company's Remuneration Report for the year ended 30 June 2010 (set out in the Directors' Report) be adopted."

#### **2. Re-election of Non-Executive Director – David Macoboy**

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

"That, David Macoboy, who retires in accordance with Clause 74.1 of the Company's Constitution and, being eligible, is re-appointed as a director of the Company."

### **OTHER BUSINESS**

In accordance with the Corporations Act, a reasonable opportunity will be given to shareholders, as a whole, to ask questions or make comments at the meeting on the management of the Company.

BY ORDER OF THE BOARD

Sharyn Long  
Company Secretary  
15 October 2010

## **NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY STATEMENT**

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### **NOTES**

These notes form part of the Notice of Annual General Meeting.

### **Voting Entitlements**

The directors have determined that for the purpose of voting at the Meeting, members eligible to vote at the meeting are those persons who are the registered holders of shares at 10.00am (WST) on 27 November 2010.

### **How to Vote**

You may vote by attending the Meeting in person, by proxy or by an authorised representative.

### **Voting in Person**

To vote in person, attend the meeting on the date and at the place set out above. Members are asked to arrive at the venue 15 minutes prior to the time designated for the Meeting, if possible, so that the company may check their shareholding against the company's share register and note attendances.

### **Voting by Proxy**

A shareholder has the right to appoint a proxy, who need not be a shareholder of the company. A proxy can be an individual or a body corporate. A body corporate appointed as a shareholder's proxy may appoint a representative to exercise any of the powers the body may exercise as a proxy at the Meeting. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

If a shareholder is entitled to cast two or more votes they may appoint two proxies and may specify the percentage of votes each proxy is appointed to exercise.

To vote by proxy, the Proxy Form (together with the original of any power of attorney or other authority, if any, or certified copy of that power of attorney or other authority under which the proxy is signed) must be received by the Company Secretary of Ammtec Limited no later than 10.00am (WST) Saturday 27 November 2010. Proxy Forms must be received before that time via the following methods:

<p><b>BY POST:</b> Ammtec Ltd PO Box 7497 Cloisters Square WA 6850</p>	<p><b>or BY FACSIMILE:</b> +61 8 9481 4430</p>	<p><b>or BY EMAIL:</b> <a href="mailto:sharyn.long@ammtec.com.au">sharyn.long@ammtec.com.au</a></p> <p><b>Note: Only a scanned copy of the original proxy form can be accepted.</b></p>	<p><b>or BY HAND DELIVERY:</b> Sharyn Long Chartered Accountants Level 6 216 St Georges Terrace Perth WA 6000</p>
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### **Enquiries**

Shareholders are invited to contact the Company Secretary, Sharyn Long, on +61 8 9265 9400 if they have any queries in respect of the matters set out in these documents.

## **NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY STATEMENT**

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### **EXPLANATORY STATEMENT**

This Explanatory Statement has been prepared to provide Shareholders with material information to enable them to make an informed decision on the business to be conducted at the Annual General Meeting of the Company and provides Shareholders with the information required to be provided to Shareholders by the Corporations Act 2001 and the Listing Rules of the Australian Stock Exchange Limited (ASX Listing Rules).

### **Annual Financial Report**

The Corporations Act 2001 requires that Shareholders view the annual company and consolidated financial statements and reports of the directors and auditors every year. Shareholders will be given the opportunity to ask questions of the directors and the auditors in relation to the financial statements that have been provided to Shareholders. The Managing Director will also provide a presentation for shareholders on the results for the year. No resolution is required to be moved in respect of this item.

The Auditor will be available at the meeting to answer any questions in relation to the Auditor's Report or the conduct of the audit of the Financial Report.

#### **1. Approval of the Remuneration Report – Non Binding Vote**

The Remuneration Report for the financial year ended 30 June 2010 is set out in the Directors' Report of the 2010 Annual Report. Section 250R(2) of the Corporations Act 2001 requires companies to put an advisory resolution to their members that the Remuneration Report be adopted. Pursuant to Section 250R(3) of the Corporations Act 2001 shareholders should note that Resolution 1 is an "advisory only" resolution which does not bind the directors or the Company. During the consideration of this item, there will be an opportunity for shareholders to comment on and ask questions about the Company's Remuneration Report.

*The Board unanimously recommends that Shareholders vote in favour of this Advisory Resolution.*

#### **2. Re-election of Non-Executive Director – David Macoboy**

David Macoboy BEcon (Hons) BCom is well-known in the Australian mining industry for his key financial roles in emerging bulk-commodity mining houses. He has a wealth of business and corporate finance experience and is a Fellow of the AICD and a CPA.

He was Finance Director of Consolidated Minerals Ltd from 1999 to 2005 and Executive Director Finance and Corporate with Portman Mining Ltd from 1996 to 1999. He has also held senior executive positions with Challenge Bank, Merrill Lynch and Australian Capital Equity.


He is currently chairman of Vital Metals Ltd.

David brings more than 25 years cross-industry experience especially in the areas of corporate strategy, finance, treasury, risk management and international fund raising to the Ammtec Board.

David was appointed as a Director on 11 September 2007 and Chairman on 23 October 2007. He is a member of the remuneration committee, audit committee and risk and compliance committee.

*The Board, other than David Macoboy recommends that Shareholders vote in favour of this Resolution.  
The Chairman of the meeting intends to vote undirected proxies in favour of the re-election of David Macoboy.*

## Lodge your vote:

 **By Mail:**  
Ammtec Limited  
PO Box 7497 Cloisters Square  
Western Australia 6850 Australia

Alternatively you can fax your form to  
(within Australia) 08 9481 4430  
(outside Australia) +61 8 9481 4430

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

## For all enquiries call:

(within Australia) 1300 366 342  
(outside Australia) +61 3 9946 4419

## Proxy Form

 **For your vote to be effective it must be received by 10:00am (WST) Saturday 27 November 2010**

### 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. Delete titles as applicable.

### 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](http://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 the Annual Report:

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

Update your securityholding, 24 hours a day, 7 days a week:

**[www.investorcentre.com](http://www.investorcentre.com)**

**Your secure access information is: SRN/HIN: I999999999**



**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 Ammtec 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 Ammtec Limited to be held in The London Room, Ground Floor, London House, 216 St Georges Terrace, Perth on Monday 29 November 2010 at 10:00am (WST) 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
Resolution 1	Approval of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Non-Executive Director - David Macoboy	<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 \_\_\_\_/\_\_\_\_/\_\_\_\_