



# NOTICE OF ANNUAL GENERAL MEETING

## 4C Security Solutions Limited (FCS)

ABN 89 000 029 265

The FCS Annual General Meeting will be held at the Killara Inn Hotel & Conference Centre, 480 Pacific Highway, Killara, NSW 2071 on Friday 12 November, 2010 at 2:00pm (Sydney time).

### Agenda

#### Ordinary Business

##### A. CEO's Report

##### B. Financial Statements and Reports

To receive and consider the Financial Statements, the Directors' Statement and the Reports of the Directors and the Auditor for the year ended 30 June, 2010.

Note: There is no requirement for shareholders to approve these reports

##### C. Remuneration Report

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

1. That the Remuneration Report for the year ended 30 June, 2010 be adopted.

Note: This resolution is advisory only and does not bind the directors or the Company.

##### D. Re-election and Election of Directors

To consider, and if thought fit, to pass as separate ordinary resolutions:

2. That Mr. Allan Kwok a director retiring in accordance with Rule 10.3 of the Company's Constitution, and being eligible for re-election, is re-elected as a director of the Company.
3. That Mr. Robert Broomfield a director retiring in accordance with Rule 10.5 of the Company's Constitution, and being eligible for election, is elected as a director of the Company.
4. That Mr. Geoffrey Cleaves a director retiring in accordance with Rule 10.5 of the Company's Constitution, and being eligible for election, is elected as a director of the Company.
5. That Mr. Johan Landsberg a director retiring in accordance with Rule 10.5 of the Company's Constitution, and being eligible for election, is elected as a director of the Company.

##### E. Ratification of previous issue of shares

To consider, and if thought fit, to pass as separate ordinary resolutions:

6. That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, approval is given to the previous issue and allotment of 5 million shares in the Company issued on 24

May 2010 for consideration of \$100,000 (at 2 cents per Share) to PB & GL Twomey Family Trust, with the result of excluding those shares from the calculation of the number of securities that can be issued by the Company in a 12 month period within the 15% limit set out in ASX Listing Rule 7.1 as detailed in the Explanatory Notes.

Note: A voting exclusion statement applies to this resolution. Please refer to Explanatory Notes of this Notice titled "Voting Exclusion Statement".

7. That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, approval is given to the previous issue and allotment of 1.25 million shares in the Company issued on 24 May 2010 for consideration of \$25,000 (at 2 cents per Share) to Lynette Sanders, with the result of excluding those shares from the calculation of the number of securities that can be issued by the Company in a 12 month period within the 15% limit set out in ASX Listing Rule 7.1 as detailed in the Explanatory Notes.

Note: A voting exclusion statement applies to this resolution. Please refer to Explanatory Notes of this Notice titled "Voting Exclusion Statement".

##### F. Proposed issue of shares under private placement

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

8. That for the purpose of ASX Listing Rule 7.1 and for all other purposes, shareholders approve the issue and allotment via a private placement of up to 35 million fully paid ordinary Shares in the Company at an issue price of at least 3 cents each.

Note: A voting exclusion statement applies to this resolution. Please refer to Explanatory Notes of this Notice titled "Voting Exclusion Statement".

### Ordinary Business

To deal with any other business that may be brought forward in accordance with the Company's Constitution and the Corporations Act.

### Voting Entitlements

For the purpose of voting at the Annual General Meeting, shareholders are those persons who are the registered holders of Company shares in the Share Register at 7pm (Sydney Time) Wednesday 10 November, 2010.



## Proxies

A shareholder has the right to appoint a proxy, who need not be a shareholder of 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.

A Proxy Form accompanies this notice of meeting. The Proxy Form must be received at least 48 hours before the start of the meeting and may be:-

- delivered to Computershare, the share register of the Company, located at Level 5, 115 Grenfell Street Adelaide SA 5000, or;
- posted to Computershare at GPO Box 242 Melbourne VIC 3001, or;
- sent by facsimile to Computershare on 1800 783 447 (within Australia) or +61 3 9473 2555, or;
- delivered to the Company's registered office, located at Level 1, 82 Waterloo Road, North Ryde, NSW, or;
- sent by facsimile to the Company on +61 2 8817 2811.

By order of the Board

Geoffrey J. Cleaves  
Company Secretary

## Explanatory Notes

### Item A: CEO's Report

The CEO will address the meeting and discuss the performance and activities of the Company for the year ended 30 June, 2010. After the address, questions from shareholders will be welcome.

### Item B: Financial Statements and Reports

The financial statements for the year ended 30 June, 2010 and the reports of the Directors and auditors will be laid before the meeting (as required by Section 317 of the Corporations Act). There is no requirement for a formal resolution on this item.

### Item C: Remuneration Report

The Remuneration Report for the year ended 30 June, 2010 is set out in the Company's 2010 Annual Report. A copy of the 2010 Annual Report is available on the FCS website [www.4csecuritysolutions.com](http://www.4csecuritysolutions.com) under Investors>Annual and Financial Reports.

A resolution that the Remuneration Report will be put to a vote as an ordinary resolution (as required by Section 250R of the Corporations Act). The vote on this item is advisory only and does not bind the directors or the Company, however the Company will take the vote into consideration when reviewing the remuneration practices and policies. The Chairman will allow a reasonable opportunity for shareholders to comment on and ask questions about the Remuneration Report at the meeting.

The Directors unanimously recommend that the shareholders vote in favour of resolution 1.

### Item D: Re-election and Election of Directors

Under Listing Rule 14.4 and the Company's Constitution, 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 longer, and a director appointed to the Board by the directors since the last Annual General Meeting must not hold office (without election by shareholders) past the next Annual General Meeting following the director's appointment.

Mr Allan Kwok was last elected at the 2008 General Meeting, and will retire at the end of the meeting, and offer himself for re-election to the Board. Mr Landsberg, Mr Broomfield and Mr Cleaves were appointed to the Board by the directors after the 2009 Annual General Meeting, are due to retire at the end of the meeting, and offer themselves for election to the Board.

Each re-election and election will be open for discussion as a separate item of business and voted on as a separate ordinary resolution.

*The following director offers himself for re-election to the Board:*

### Item D(2) Mr. Allan Kwok

Mr. Kwok is a chartered accountant and for over 30 years was a partner in a Sydney firm of chartered accountants. He is now the principal of Powell Kwok & Co., a firm of business consultants and chartered accountants.

He has a broad experience in areas including international trade, finance and investment. He is a director of a number of unlisted companies, which have substantial investments both in Australia and overseas and was appointed a director of the Company on 26 November 2002.

Mr. Kwok is a fellow of the Institute of Chartered Accountants (FCA); a fellow of the Taxation Institute of Australia (FTIA) and a member of the Australian Chartered Institute of Secretaries.

The Board (excluding Mr Kwok) recommends the election of Mr Kwok as a director of the Company.

*The following directors offer themselves for election to the Board:*

### Item D(3) Mr. Robert Broomfield

Mr. Robert Broomfield is a seasoned business executive with more than 20 years of management experience including the past 7 in senior positions within companies operating in the security industry.

Mr. Broomfield is currently the CEO and Executive Director of security technology company, Future Fibre Technologies Pty Ltd (FFT), which has achieved significant success in the last 3 years under Rob's leadership and is now rated as the world's leading manufacturer of Fibre Optic based Intrusion Detection Systems.

Prior to joining FFT, he was with Vision Systems Ltd, where he served as the General Manager of Asia Pacific for their Fire and Security systems.

In addition to his international sales and marketing success, Mr. Broomfield has extensive experience in operations management, including product engineering, procurement, manufacturing and operations. He previously had 10 years experience with IBM in Australia and the United States.

The Board (excluding Mr Broomfield) recommends the election of Mr Broomfield as a director of the Company.

### Item D(4) Mr Geoffrey Cleaves

Mr Geoffrey Cleaves has over 25 years experience in finance and operations management within the property, media, print, manufacturing, oil and gas and investment sectors. The last 20 years in senior management positions with both listed and unlisted corporations.

During Geoff's career he has held senior management positions with organisations such as Stockland Group, Chase Corporation, Milton Corporation, Trafalgar Corporate Group, Australian Petroleum Fund and the Independent Print Media Group.

Geoff is a professional manager and his core competencies include general management, investment, asset and funds management, treasury and finance.

Mr Cleaves' highest educational qualification is a Masters degree in Professional Accounting, he also holds the following professional designations; ASCPA, PNA and SA Fin.

The Board (excluding Mr Cleaves) recommends the election of Mr Cleaves as a director of the Company.



#### Item D(5) Mr Johan Landsberg

Mr. Landsberg was born in 1969 in South Africa. He served as an Officer in the South African Defence Force before starting his professional career in the services industry.

He holds qualifications in Business Management and Marketing as well as various safety and security related certifications.

Mr. Landsberg migrated to Australia in 1999. He joined the security industry as a senior executive in various capacities in the successful implementation of large technology deployments in Australia. He has broad experience in related areas including distribution, contract, and risk management.

Mr. Landsberg was previously a senior executive of 4C Security Solutions Limited and returns with both a good understanding of the Company's history and a wealth of experience gained in the industry.

Mr. Landsberg is currently engaged as a consultant to the public sector providing commercial and technical guidance on the deployment of technologies in large scale implementations.

The Board (excluding Mr Landsberg) recommends the election of Mr Landsberg as a director of the Company.

#### Item E: Ratification of previous issue of shares

ASX Listing Rule 7.1 prohibits a listed company from issuing or agreeing to issue securities without obtaining prior shareholder approval if the result is that the amount of capital issued within the previous 12 months is greater than 15% of the total issued securities of the Company. Under ASX Listing Rule 7.4, an issue of securities will be treated as having been made with prior shareholder approval for the purpose of ASX Listing Rule 7.1 if the issue did not breach ASX Listing Rule 7.1 (i.e. exceed the 15% limit referred to in ASX Listing Rule 7.1) and holders of ordinary securities subsequently approve it.

The resolutions pertaining to Item E of the Notice of Meeting seeks Shareholder approval under the provisions of ASX Listing Rule 7.4 to ratify the issue and allotment of Shares detailed below.

Each ratification will be open for discussion as a separate item of business and voted on as a separate ordinary resolution.

#### Item E(6) Ratification of previous share issue to PB & GL Twomey Family Trust

To enable Shareholders to ratify the previous issue and allotment of Shares within the prior 12 month period, the Directors provide the following information in accordance with ASX Listing Rule 7.5:

On 24 May 2010, a total of 5,000,000 Shares were issued pursuant to a private placement to PB & GL Twomey Family Trust. The Shares were issued at two (2) cents each to raise \$100,000 for the general working and operating capital needs of the Company.

The Shares are fully paid ordinary shares and rank pari passu with existing ordinary shares and have identical rights.

The Directors unanimously recommend that Shareholders vote in favour of this Resolution so as to enable the Company at any time during the next 12 months to issue up to the full 15% limit referred to under ASX Listing Rule 7.1 without further reference to Shareholders and without the Shares described above counting towards the calculation.

The Directors do not believe that there are any disadvantages to the Shareholders which arise from a ratification of this issue of Shares and recommend that the ordinary resolution be approved.

#### Item E(7) Ratification of previous share issue to Lynette Sanders

To enable Shareholders to ratify the previous issue and allotment of Shares within the prior 12 month period, the Directors provide the following information in accordance with ASX Listing Rule 7.5:

On 24 May 2010, a total of 1,250,000 Shares were issued pursuant to a private placement to Lynette Sanders. The Shares were issued at two (2) cents each to raise \$25,000 for the general working and operating capital needs of the Company.

The Shares are fully paid ordinary shares and rank pari passu with existing ordinary shares and have identical rights.

The Directors unanimously recommend that Shareholders vote in favour of this Resolution so as to enable the Company at any time during the next 12 months to issue up to the full 15% limit referred to under ASX Listing Rule 7.1 without further reference to Shareholders and without the Shares described above counting towards the calculation.

The Directors do not believe that there are any disadvantages to the Shareholders which arise from a ratification of this issue of Shares and recommend that the ordinary resolution be approved.

#### Item F: Proposed issue of shares under private placement

The Company is seeking Shareholder approval under ASX Listing Rule 7.1 to issue and allot up to a further thirty five (35) million Shares at an issue price of not less than three (3) cents per Share within three (3) months of the AGM under the Private Placement.

Approval under the ASX Listing Rules

ASX Listing Rule 7.1

ASX Listing Rule 7.1 provides that a listed company may not issue securities in any 12 month period where the total number of securities to be issued exceeds 15% of the number of fully paid ordinary securities on issue 12 months before the date of issue, except with the prior approval of members of the company in general meeting of the terms and conditions of the proposed issue.

Resolution 8 of the Notice of Meeting includes provision for Shareholders to approve the issue of Shares under the terms of the Private Placement, pursuant to ASX Listing Rule 7.1.

For the purposes of requirement for approval under ASX Listing Rule 7.1, the following additional information is provided:

- (a) the maximum number of securities to be issued is thirty five (35) million Shares;
- (b) the Shares the subject of this resolution will be issued and allotted within three (3) months of the AGM;
- (c) the Shares will be issued for no less than three (3) cents each;
- (d) the Shares issued under the Private Placement will be allotted to sophisticated and professional investors, at the discretion of the Company, taking into account the provisions of the ASX Listing Rules and the Corporations Act. The allottees will not be related parties of the company;
- (e) the Shares will be fully paid ordinary shares and will rank pari passu with existing ordinary shares and have identical rights;
- (f) the Company will apply for the Shares to be quoted on ASX;
- (g) the funds raised under the Private Placement will be used to provide short term working capital assistance to strengthen the financial position of FCS's current operating business and to give the Company additional capital flexibility, including for the potential repayment of Company debt; and
- (h) a voting exclusion statement is included in Section 2 of the Notice of Meeting.

The Directors unanimously recommend that Shareholders vote in favour of the ordinary resolution. In making their recommendation, the Directors advise Shareholders to read these Explanatory Notes in their entirety.



## Voting Exclusion Statement

Voting Exclusion Statement in accordance with listing rule 7.5.6 for resolutions Item E6 and E7:

The entity will disregard any votes cast on a resolution by:

- ◆ a person who participated in the issue; and
- ◆ an associate of that person (or those persons).

However, the entity need not disregard a vote if:

- ◆ 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
- ◆ it is cast 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.

Voting Exclusion Statement in accordance with listing rule 7.3.8 for resolution Item F8:

The entity will disregard any votes cast on a resolution by:

- ◆ A person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed; and
- ◆ an associate of that person (or those persons).

However, the entity need not disregard a vote if:

- ◆ 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
- ◆ it is cast 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.

## Glossary

- ◆ Company means 4C Security Solutions Limited
- ◆ Computershare means Computershare Investor Services Pty. Limited which manages the Company's Share Registry.
- ◆ Corporations Act means the Corporation Act 2001 (Commonwealth)
- ◆ Share(s) means ordinary shares in the share capital of the Company
- ◆ Remunerations Report means the Remuneration Report which forms part of the Directors' Report of the Company for the year ended 30 June, 2010 as set out in the Company's 2010 Annual Report.



000001 000 FCS  
 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](http://www.intermediaryonline.com)

**For all enquiries call:**  
 (within Australia) 1300 556 161  
 (outside Australia) +61 3 9415 4000

**Proxy Form**

 **For your vote to be effective it must be received by 2:00pm (Sydney time) Wednesday 10 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 your securityholder information, 24 hours a day, 7 days a week:
<b><a href="http://www.investorcentre.com">www.investorcentre.com</a></b>	
<input checked="" type="checkbox"/> Review your securityholding <input checked="" type="checkbox"/> Update your securityholding	<b>Your secure access information is:</b> SRN/HIN: I999999999
 <b>PLEASE NOTE:</b> 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.



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## 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 4C Security Solutions 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 4C Security Solutions Limited to be held at Killara Inn Hotel & Conference Centre, 480 Pacific Highway, Killara, NSW, 2071 on Friday 12 November 2010 at 2:00pm (Sydney time) and at any adjournment of that meeting.

**Important for Items 6, 7 and 8:** If the Chairman of the Meeting is your proxy and you have not directed him/her how to vote on Items 6, 7 and 8 below, please mark the box in this section. If you do not mark this box and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on Items 6, 7 and 8 and your votes will not be counted in computing the required majority if a poll is called on this Item. The Chairman of the Meeting intends to vote undirected proxies in favour of items 6, 7 and 8 of business.

I/We acknowledge that the Chairman of the Meeting may exercise my proxy even if he/she has an interest in the outcome of that Item and that votes cast by him/her, other than as proxy holder, would be disregarded because of that interest.

### 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 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Mr Allan Kwok as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Election of Mr Robert Broomfield as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Election of Mr Geoffrey Cleaves as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Election of Mr Johan Landsberg as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Ratification of issue of shares - PB & GL Twomey Family Trust	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Ratification of issue of shares - L Sanders	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 Approval of Private Placement	<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 / /



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

Dear Securityholder,

We have been trying to contact you in connection with your securityholding in 4C Security Solutions Limited. Unfortunately, our correspondence has been returned to us marked "Unknown at the current address". For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notices of meeting.

Please note if you have previously elected to receive a hard copy Annual Report (including the financial report, directors' report and auditor's report) the dispatch of that report to you has been suspended but will be resumed on receipt of instructions from you to do so.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following;

- > Securityholder Reference Number (SRN);
- > ASX trading code;
- > Name of company in which security is held;
- > Old address; and
- > New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited  
GPO Box 2975  
Melbourne Victoria 3001  
Australia

Note: If your holding is sponsored within the CHESS environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESS are also updated.

Yours sincerely

**Geoffrey J Cleaves**  
Company Secretary