



12 October 2015

Australian Securities Exchange

Techniche Limited - ASX Code TCN

Annual General Meeting

The Company's annual general meeting will be held on 12 November 2015.

Please find attached the following documents which have been sent to the Company's shareholders:

1. Chairman's Letter;
2. Notice of Annual General Meeting; and
3. Proxy Form.

TECHNICHE LIMITED

John Lemon
Company Secretary

About Techniche

Headquartered in Brisbane Australia, Techniche delivers value to shareholders by investing in profitable technology companies that improve business performance. We employ an active management approach by working with and incentivizing management, to successfully grow the businesses organically and via strategic acquisitions.

Techniche has offices in Hamburg, Germany, Milton Keynes, UK, Chicago, USA, Melbourne, Australia, and a support and development team based in New Delhi, India and currently owns the following businesses;

- ERST Technology GmbH creates software for reliable high speed data transfer solutions, helping companies to transfer mission critical data, On time, anywhere, in any format. <https://www.erst-technology.com/>
- Urgent Technology Ltd provide a highly configurable Facilities Management infrastructure and field service management software to over 30,000 sites worldwide. These sites are typically managed and maintained by over 1 million third party contractors, with the software providing tight financial and regulatory control, while improving performance and encouraging behavior through industry best practice. <http://www.urgtech.com/>

- Statseeker designs, develops, markets, distributes and supports a network infrastructure monitoring (NIM) software tool to blue chip enterprises around the world. Statseeker is currently deployed in over 500 customer sites spanning many industries including Government, Military, Banking, Education, Manufacturing, Aviation, Telecommunications, Retail, Publishing, Automotive and Health. Further information on Statseeker can be read at www.statseeker.com.

For further information please contact Executive Chairman Mr Karl Jacoby on 1300 556 673.



Techniche

Techniche Ltd
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Telephone +61 1300 556 673
Email mail@tcnglobal.net
Website www.tcnglobal.net
ABN 83 010 506 162

9 October 2015

Dear Shareholder

Annual General Meeting

I am pleased to invite you to the annual general meeting of Techniche Limited which will be held in Room 81, Level 8, Hilton Hotel, 190 Elizabeth Street, Brisbane, Queensland on Thursday, 12 November at 4.00 pm (Queensland time).

Enclosed is a notice of meeting which details the business to be considered at the meeting.

Appointing a Proxy

If you are unable to attend the meeting in person you may appoint a proxy to vote on your behalf at the meeting by completing and lodging the enclosed proxy form in accordance with the instructions on the form. The completed proxy form must be received by 4.00 pm (Queensland time) on Tuesday, 10 November 2014 to be valid for the meeting.

Annual Report 2015

The Company's 2015 Annual Report can be accessed online at <http://www.asx.com.au/asxpdf/20150925/pdf/431kw5c7sc4lc1.pdf>.

Become an eShareholder (receive your communications electronically)

If you have not already done so you can elect to receive all your shareholder communications electronically, including annual reports, notices of meeting and other shareholder communications. By providing your email address and electing to become an eShareholder you will be helping to reduce the impact on the environment and costs associated with printing and sending shareholder documents. Simply follow the instructions in the enclosed election form.

I look forward to welcoming you to the Annual General Meeting.

Yours Sincerely

....

Karl Jacoby
Executive Chairman



NOTICE OF ANNUAL GENERAL MEETING

Date of Meeting: Thursday, 12 November 2015

Time of Meeting: 4.00 pm (Queensland Time)

Place of Meeting: Room 81
Level 8
Hilton Hotel
190 Elizabeth Street
Brisbane, Queensland
Australia

This Notice of Annual General Meeting should be read in its entirety.
If you are in doubt as to how to vote at the meeting you should seek advice from your
accountant, solicitor or other professional adviser before voting.

TECHNICHE LIMITED
ABN 83 010 506 162

NOTICE OF ANNUAL GENERAL MEETING

The 2015 Annual General Meeting of Techniche Limited ("the Company") will be held in Room 81, Level 8, Hilton Hotel, 190 Elizabeth Street, Brisbane, Queensland, Australia on Thursday, 12 November 2015 at 4.00 pm (Queensland time).

The Company's 2015 Annual Report can be accessed at
<http://www.asx.com.au/asxpdf/20150925/pdf/431kw5c7sc4lc1.pdf>.

AGENDA

1. CONSIDERATION OF REPORTS

To receive and consider the Financial Report, Directors' Report and Independent Audit Report for the Company and its controlled entities for the financial year ended 30 June 2015.

2. QUESTIONS AND COMMENTS

Shareholders will be given a reasonable opportunity to:

- (i) ask questions about or comment on the management of the Company; and
- (ii) ask the Auditor's representative questions relevant to the Auditor's audit of the Financial Report.

The Auditor's representative will also be given a reasonable opportunity to answer any written questions submitted to the Auditor prior to the Meeting in accordance with the *Corporations Act 2001* (Cth).

3. RESOLUTION 1 – RE-ELECTION OF DIRECTOR – A. CAMPBELL

To consider and, if thought appropriate, pass the following resolution as an **ordinary resolution**:

"That Andrew Lambert Campbell, who retires in accordance with the Company's constitution and, being eligible, offers himself for re-election, is re-elected a director of the Company."

4. RESOLUTION 2 – AMENDMENT OF CONSTITUTION

To consider and, if thought appropriate, pass the following resolution as a **special resolution**:

"That the Company's Constitution be altered by:

- (i) *amending the heading of Rule 61 from "Dividends" to "Dividends and payments";*
- (ii) *deleting Rule 61.15 and replacing it with the following provision:*

61.15 All dividends unclaimed after having been declared, and any interest and other money paid or payable in cash in respect of shares and/or Debt Securities which remain unclaimed after the time for payment has passed, may be invested and otherwise made use of by the Directors for the benefit of the Company until claimed and the Company shall not be constituted a trustee in respect of those funds. This paragraph is subject to the provisions of Section 544 of the Corporations Act and the Public Trustee Act 1978 (Qld); and

- (iii) *inserting the following new Rule 61.16 immediately after Rule 61.15:*

61.16 Subject to Rule 61.15, if the Company decides to make a payment by electronic or other means determined under Rule 61.13(b) or 61.13(c) and an account is not nominated by a holder or joint holder in accordance with Rule 61.13(b), the Company may hold the amount payable in a separate account of the Company until the holder or joint holder nominates an account in accordance with Rule 61.13(b), without any obligation to pay interest to such holder, and the amount so held is to be

taken as having been paid to the holder or joint holders at the time it is credited to that separate account of the Company.”

5. RESOLUTION 3 – REMUNERATION REPORT ADOPTION

To consider and, if thought appropriate, pass the following resolution as an **ordinary resolution**:

“That the Remuneration Report for the year ended 30 June 2015 be adopted.”

**BY ORDER OF THE BOARD
TECHNICHE LIMITED**



John Lemon
Company Secretary

9 October 2015

TECNICHE LIMITED
ABN 83 010 506 162

NOTICE OF ANNUAL GENERAL MEETING
EXPLANATORY MEMORANDUM

INTRODUCTION

This Explanatory Memorandum forms part of the notice convening the Company's Annual General Meeting to be held on Thursday, 12 November 2015. This Explanatory Memorandum is to assist Shareholders in understanding the background to and implications of the resolutions proposed, and procedural matters concerning the Meeting. Terms used in this Explanatory Memorandum are defined in Section 10.

1. AGENDA ITEM 1 – CONSIDERATION OF REPORTS

- 1.1 The Financial Report, the Directors' Report and the Independent Audit Report for the year ended 30 June 2015 will be presented for consideration.
- 1.2 The abovementioned reports were released by the Company to ASX on 25 September 2015. They can be accessed at <http://www.asx.com.au/asxpdf/20150925/pdf/431kw5c7sc4lc1.pdf>. Shareholders are not required to vote on the reports, however Shareholders will be given a reasonable opportunity to ask questions concerning the reports.

2. AGENDA ITEM 2 – QUESTIONS AND COMMENTS

- 2.1 The chairman of the meeting ("the Chairman") will give Shareholders a reasonable opportunity to ask questions about or make comments on the management of the Company.
- 2.2 A representative of the Company's auditor will attend the Meeting. The Chairman will give Shareholders a reasonable opportunity to ask the Auditor's representative questions relevant to:
 - (i) the conduct of the audit; and
 - (ii) the preparation and content of the Auditor's report; and
 - (iii) the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
 - (iv) the independence of the Auditor in relation to the conduct of the audit.
- 2.3 The Chairman will also give the Auditor's representative a reasonable opportunity to answer written questions submitted to the Auditor in accordance with the *Corporations Act 2001* (Cth). A list of written questions, if any, submitted by Shareholders will be made available at the start of the meeting, and any written answer tabled by the Auditor's representative at the meeting will be made available to Shareholders as soon as practicable after the meeting.
- 2.4 Pursuant to section 250PA *Corporations Act 2001* (Cth) a Shareholder entitled to vote at the Meeting may submit a written question to the Company's auditor if the question is relevant to:
 - (a) the content of the Auditor's report to be considered at the Annual General Meeting; or
 - (b) the conduct of the audit of the annual financial report to be considered at the Annual General Meeting.

A shareholder must give the question to the Company (who will pass it on to the Auditor) **no later than 5.00 pm (AEST) on Thursday, 5 November 2015**. If you wish to submit a question to the Company's auditor please deliver it, marked "Attention: The Company Secretary, Techniche Limited", to the Company either personally or by post, facsimile or email to the address, facsimile number or email address designated in section 7.8 of this Explanatory Memorandum. Alternatively, if you are submitting a proxy form (see section 7.8 of this Explanatory Memorandum) you may send it together with the proxy form, provided it is received **by 5.00 pm (AEST) on Thursday, 5 November 2015**.

3. AGENDA ITEM 3 (RESOLUTION 1) – RE-ELECTION OF DIRECTOR – A. CAMPBELL

- 3.1 In accordance with the Company's constitution Andrew Campbell retires by rotation at the end of the Annual General Meeting and, being eligible, offers himself for re-election as a director of the Company.
- 3.2 Mr Campbell has been a non-executive director of the Company since 27 August 2014. He has an extensive technology and investment background and has a Bachelor of Science with Honours in Computer Science and a Master of Business Administration. Mr Campbell is a Senior Member of the Australian Computer Society and a member of the Industry Advisory Board at University of Queensland IT School in the Faculty of Engineering. In recent years he has specialised in mentoring businesses and government programs, and in investing in start-up businesses. Mr Campbell is a member of the Company's Audit Committee and Remuneration Committee and is chair of the Remuneration Committee.
- 3.3 The Company's directors (with Mr Campbell abstaining) recommend that Shareholders vote in favour of Resolution 1.

4. AGENDA ITEM 4 (RESOLUTION 2) – AMENDMENT OF CONSTITUTION

- 4.1 Amendments are proposed to the Company's Constitution to:
- (i) extend the unclaimed money provisions in Rule 61.15 to certain other payments as well as dividend payments; and
 - (ii) facilitate payment of dividends and other share and debt security related payments by Electronic Funds Transfer (EFT) into a shareholder's nominated bank or financial institution account.
- 4.2 The Board is planning to implement a policy that all dividends and other sums payable to any shareholders and debt security holders in Australia in respect of shares or debt securities will be paid by EFT to their nominated bank or financial institution accounts. The reason for this initiative is that EFT is a more secure and convenient way for holders to receive their payments. The benefits include payments credited to nominated account on the payment date as cleared funds, removal of risk associated with loss, fraud and theft of cheques and cost savings for the Company, which benefits all holders. This change in methodology is consistent with the direction other ASX-listed companies have taken. It is also a step in reducing paper consumption.
- 4.3 Resolution 2 amends the Constitution in the following respects:
- (i) the amendment to Rule 6.15 extends the unclaimed moneys provisions to interest and other money paid or payable in cash in respect of shares and/or debt securities, as well as dividend payments which are currently covered by Rule 61.15;
 - (ii) Rule 61.13 of the Company's constitution already allows for dividends and other sums payable to shareholders in respect of shares to be paid by EFT. The new Rule 61.16 further facilitates such payments by specifying that if a shareholder or debt security holder does not provide their bank details to the Company, any sums payable to them will be held (without interest) by the Company until claimed or until required to be dealt with in accordance with the legislation relating to unclaimed moneys (which requires any unclaimed money to be transferred to the Public Trustee of Queensland after a period of 2 years) in accordance with Rule 61.15; and
 - (iii) the change to the heading of Rule 61 makes it clear that Rule 61 covers other payments as well as dividend payments.
- 4.4 Pursuant to the *Corporations Act 2001* (Cth) the Company may only amend its constitution by special resolution, i.e. by a resolution that has been passed by at least 75% of the votes cast by members entitled to vote on the resolution.
- 4.5 A marked copy of the Company's Constitution showing the proposed changes is available at <http://www.tcnglobal.net/wp-content/uploads/2015/10/Constitution-with-proposed-amendments-showing-tracked-changes-Oct-2015.pdf>. Copies are also available for inspection until the close of the AGM at the Company's head office at Unit 20, 43 Lang Parade, Auchenflower, Brisbane, Queensland.

4.6 The Company's directors recommend that Shareholders vote in favour of Resolution 2.

5. AGENDA ITEM 5 (RESOLUTION 3) - REMUNERATION REPORT ADOPTION

5.1 The Remuneration Report is contained in the Company's 2015 Annual Report commencing on page 11. The Remuneration Report's contents include:

- (i) an explanation of the Board's policy for remuneration of Key Management Personnel; and
- (ii) details of remuneration paid to Key Management Personnel.

5.2 Under the *Corporations Act 2001* (Cth) a resolution that the Remuneration Report be adopted must be put to a vote of shareholders at the Company's Annual General Meeting.

5.3 The Chairman will give shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

5.4 The vote on the resolution is advisory only and does not bind the Company or the Company's directors. However the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.

5.5 Under the Corporations Act, if at least 25% of the votes cast on Resolution 4 are voted against adoption of the Remuneration Report, and then again at the Company's 2016 annual general meeting, the Company will be required to put to Shareholders a resolution proposing the calling of a general meeting to consider the appointment of directors of the Company (**spill resolution**). If more than 50% of Shareholders vote in favour of the spill resolution the Company must convene the general meeting (**spill meeting**) within 90 days of the Company's 2016 annual general meeting. All of the Directors who were in office when the Company's 2016 Directors' Report was approved, other than the Company's Managing Director, will cease to hold office immediately before the end of the spill meeting but may stand for re-election at the spill meeting. Following the spill meeting those persons whose election or re-election as Directors is approved will be the directors of the Company.

5.6 Voting Exclusion Statement

Section 250R(4) Corporations Act provides that a vote must not be cast (in any capacity) on Resolution 4 by or on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report or a Closely Related Party of such a person. However section 250R(5) Corporations Act provides that a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report or a Closely Related Party of such a person may cast a vote on Resolution 4 as a proxy if the vote is not cast on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report or a Closely Related Party of such a person and either:

- (i) the voter is appointed as a proxy by writing that specifies how the proxy is to vote on Resolution 4; or
- (ii) the voter is the chair of the meeting and the appointment of the chair as proxy:
 - (a) does not specify the way the proxy is to vote on Resolution 4; and
 - (b) expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

In accordance with section 250R(8) Corporations Act a vote cast in contravention of section 250R(4) Corporations Act will not be counted.

5.7 The Company's directors recommend that Shareholders vote in favour of Resolution 3.

6. VOTING RIGHTS

The Board has determined that all of the shares of the Company will be taken, for the purposes of determining the right of shareholders to attend and vote at the Meeting, to be held by the persons who are registered in the Company's register of shareholders at 7.00 pm (AEDST) on 10 November 2015 as the owners of those shares. Therefore transfers registered after that time will be disregarded in determining shareholders entitled to attend and vote at the Meeting.

7. PROXIES

- 7.1 A Shareholder entitled to attend and vote at the Meeting may appoint:
- (i) one proxy if the Shareholder is only entitled to one vote at the meeting; or
 - (ii) one or two proxies if the Shareholder is entitled to more than one vote at the meeting, to attend and vote at the meeting for the Shareholder.
- 7.2 A Shareholder may appoint an individual person or a body corporate as the Shareholder's proxy.
- 7.3 A body corporate appointed as a shareholder's proxy may appoint a representative to exercise any of the powers the body corporate 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 provided to the Company.
- 7.4 A Shareholder who appoints two proxies may state on the Proxy Form what proportion or number of the Shareholder's votes the proxy may exercise. If a Shareholder appoints two proxies and does not specify the number or proportion of votes each proxy may exercise, each of the proxies may exercise half of the Shareholder's votes.
- 7.5 A proxy need not be a shareholder of the Company.
- 7.6 Section 250BB(i) Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and **if it does**:
- (i) the proxy need not vote on a show of hands but if the proxy does so the proxy must vote that way (i.e. as directed); and
 - (ii) if the proxy has 2 or more appointments that specify different ways to vote on the resolution the proxy must not vote on a show of hands; and
 - (iii) if the proxy is the chair of the meeting at which the resolution is voted on the proxy must vote on a poll and must vote that way (i.e. as directed); and
 - (iv) if the proxy is not the chair the proxy need not vote on the poll but if the proxy does so the proxy must vote that way (i.e. as directed).
- 7.7 Section 250BC Corporations Act provides that if:
- (i) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the company's members; and
 - (ii) the appointed proxy is not the chair of the meeting; and
 - (iii) at the meeting, a poll is duly demanded on the question that the resolution be passed; and
 - (iv) either of the following apply:
 - (a) if a record of attendance is made for the meeting – the proxy is not recorded as attending;
 - (c) the proxy does not vote on the resolution;
- the chair of the meeting is taken, before voting on the resolution closes, to have been appointed the proxy for the purposes of voting on the resolution at that meeting.
- 7.8 A Proxy Form is enclosed. If you wish to appoint a proxy or proxies you must complete the Proxy Form and deliver it to the Company, together with the power of attorney or other authority (if any) under which it is signed (or a certified copy), **by no later than 4.00 pm (Queensland time) on Tuesday, 10 November 2015** to:
- (i) **by post:**
Techniche Limited
PO Box 2091,

Toowong, Qld 4066; or

- (ii) **by delivery:**
Techniche Limited
Unit 20, 43 Lang Parade,
Milton, Brisbane, Qld; or
- (iii) **by facsimile:**
(07) 3720 9066 (from within Australia)
(+617) 3720 9066 (from outside Australia)
- (iv) **by email:**
mail@tcnglobal.net

8. CORPORATE REPRESENTATIVE

A Shareholder which is a body corporate may appoint an individual as the Shareholder's representative to attend and vote at the Meeting. The representative must bring the formal notice of appointment to the meeting, unless it has previously been provided to the Company.

9. OTHER INFORMATION

Queries in relation to the lodgement of proxies or other matters concerning the Annual General Meeting may be directed to the Company Secretary, Mr John Lemon (Telephone: (07) 3367 1666).

10. INTERPRETATION

In this notice of meeting the following expressions have the following meanings:

"Board" means the Directors of the Company from time to time acting as a board.

"Closely Related Party" of a member of the Key Management Personnel of the Group has the meaning ascribed to it in the Corporations Act. (The expression includes, for example, certain of Key Management Personnel's family members, dependants and companies they control).

"Company" means Techniche Limited ABN 83 010 506 162.

"Corporations Act" means the *Corporations Act 2001* (Cth).

"Directors" means the directors of the Company.

"Group" means the Techniche Limited group of companies comprising the consolidated entity referred to in the Company's 2015 Annual Report.

"Key Management Personnel" means those persons having authority and responsibility for planning, directing and controlling the activities of the Group, directly or indirectly, including any director (whether executive or otherwise) of the Group.

"Meeting" means the Annual General Meeting of Shareholders convened for 12 November 2015 and any adjournment thereof.

"Section" means a section of this Explanatory Memorandum.

"Shares" means ordinary fully paid shares in the capital of the Company.

"Shareholder" means a shareholder of the Company.

TECHNICHE LIMITED

ABN 83 010 506 162

Unit 20, 43 Lang Parade, Milton, Qld
PO Box 2091, Toowong, Qld 4066
Telephone: 1300 556 673; Fax: (07) 3720 9066

PROXY FORM

I/We _____

of _____

being a shareholder/(s) of Techniche Limited ("the Company") and entitled to

_____ shares in the Company hereby appoint _____

of _____

or failing him/her _____

of _____

or failing him/her the Chairman as my/our proxy to vote for me/us and on my/our behalf at the annual general meeting of the Company to be held in Room 81, Level 8, Hilton Hotel, 190 Elizabeth Street, Brisbane, Queensland on 12 November 2015 at 4.00 pm (Queensland time) ("the Meeting") and at any adjournment thereof in respect of _____ of my/our shares or, failing any number being specified, ALL of my/our shares in the Company.

If two proxies are appointed, the proportion of voting rights this proxy is authorised to exercise is []%. (The Company on request will supply an additional proxy form.)

If you wish to indicate how your proxy is to vote please tick the appropriate boxes below. If no directions are given then, subject to anything to the contrary in the notice of the Meeting, your proxy may vote as your proxy thinks fit or may abstain.

The Chair of the Meeting (Chairman of Directors, Mr Karl Jacoby) intends to vote undirected proxies in favour of all proposed resolutions, including Resolution 3 ("Remuneration Report - Adoption"). If you appoint the Chair of the Meeting as your proxy or the Chair of the Meeting is by default taken to have been appointed as your proxy (refer to Section 7.7 in the notice of the Meeting) unless you indicate otherwise by ticking the "For", "Against" or "Abstain" box for each of Resolutions 1 – 3 (see over page) you will be authorising the Chair of the Meeting to vote in accordance with the Chair's voting intentions on each Resolution, even if the Resolution (as is the case for Resolution 3 ("Remuneration Report Adoption")) is connected directly or indirectly with the remuneration of a member or members of the Techniche Limited group of companies' Key Management Personnel.

(Please note that the above statement as to how the Chair of the Meeting intends to vote undirected proxies expresses the Chair's intention as at the date of the notice of the Meeting. In exceptional circumstances the Chair's intention may change subsequently. If there is a change to how the Chair intends to vote undirected proxies the Company will make an announcement to ASX advising of that fact and explaining the reason for the change).

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