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## NOTICE OF THE 2016 ANNUAL GENERAL MEETING

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Notice is hereby given that the 2016 Annual General Meeting (AGM) of the shareholders of Intec Ltd (Intec or the Company) will be held as follows:

**Time:** 2:00pm (Sydney time)

**Date:** Wednesday, 30 November 2016

**Place:** The Boardroom  
Northside Conference Centre  
Corner of Oxley Street and Pole Lane  
Crows Nest NSW

This Notice of AGM should be read in conjunction with the attached Explanatory Notes 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

#### Financial Report

To receive and consider the Company's Financial Report, including the Reports of the Directors and the Auditors of the Company and its controlled entities, for the year ended 30 June 2016.

Note: There is no requirement for Shareholders to approve this Report.

#### Resolution 1: To Adopt 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 2016 be received, approved and adopted.

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

In accordance with section 250R(4) of the Corporations Act, the Company will disregard votes cast on Resolution 1 by a member of the Company's Key Management Personnel (KMP) whose remuneration details are included in the Remuneration Report of the Company's Annual Report, or a closely-related party of such a member, unless the vote is cast as a proxy for a person entitled to vote in accordance with a direction on the Proxy Form.

#### Resolution 2: To Elect a Director – Mr Trevor Jones

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

That the Company Chairman, Mr Trevor Jones, a Non-Executive Director appointed since 28 February 2007, retiring by rotation in accordance with clause 46 of the Company's Constitution and with 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 Notes.

### **Important Information Concerning Proxy Votes on Resolution 1**

The Corporations Act places certain restrictions on the ability of KMP and their closely-related parties to vote on resolutions connected either directly or indirectly with the remuneration of the KMP. Their closely-related parties are defined in the Corporations Act, 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 KMP, as such persons will not be able to vote undirected proxies. Shareholders are also encouraged to direct their proxy 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 KMP 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 sees fit.

### **Eligibility to Vote**

For the purposes of Regulation 7.11.37 of the Corporations Act, the Directors have set 7:00pm (Sydney time) on 28 November 2016 as the time and date to determine holders of the Company's Shares for the purposes of the AGM. Share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the AGM.

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**

The Chairman intends to vote all undirected proxies in favour of all Resolutions, unless otherwise indicated in the Notice of AGM or Explanatory Notes.

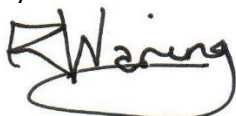
### **Proxies**

To be effective, Proxy Forms must be received by the Company at its registered office at least 48 hours before the time for holding the Meeting.

A member entitled to attend and vote is entitled to appoint not more than two persons as his / her proxy to attend and vote instead of the member. A proxy need not be a member of the Company. If more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the member's voting rights. Unless under Power of Attorney (which should have been noted by the Company) a Proxy Form by a corporation should be executed under either its common seal or in accordance with the Corporations Act.

**Dated:** 25 October 2016

By order of the Board



**Robert J Waring**  
Company Secretary

## EXPLANATORY NOTES

These Explanatory Notes sets out information in connection with the business to be considered at the 2016 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:

#### Financial Report

The first item of the Meeting deals with the consolidated Financial Report of the Company and its controlled entities for the year ended 30 June 2016, 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 of business.

#### Resolution 1: To Adopt the Remuneration Report

The Corporations Act requires that a resolution be put to the members to receive, approve and adopt the Remuneration Report, as it is disclosed in the Directors' Report of the Annual 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, 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. Any undirected proxies held by Directors, with the exception of the Chairman of the Meeting, or other KMP, or any of their closely-related parties, will not be voted on Resolution 1. Their closely-related parties are defined in the Corporations Act, 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 sees fit.

#### *Directors' recommendation*

The Directors recommend that Shareholders vote in favour of Resolution 1. Voting exclusions apply.

#### Resolution 2: To Elect a Director – Mr Trevor Jones

Intec undertakes appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a Director and provides security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a Director. These include checks as to the person's character, experience, education, criminal record and bankruptcy history. A candidate for appointment or election as a Non-Executive Director must provide the Board with the information above and a consent for the Company to conduct any background or other checks it would ordinarily conduct. The candidate must also provide details of his or her other commitments and an indication of time involved, and must specifically acknowledge to the Company that he or she will have sufficient time to fulfil his or her responsibilities as a director. A candidate for election as a director of Intec must disclose to the Company all interests, positions, associations and relationships that may bear on his or her independence. Those matters in turn are disclosed to security holders in the materials given to them in support of his or her election.

Mr Trevor Jones was appointed as a Non-Executive Director of the Company on 28 February 2007. Under Clause 46 of the Company's Constitution, he retires by rotation and, being eligible, wishes to stand for re-election. His qualifications and experience are as follows:

**Mr Trevor Jones B.Comm. (Melb)**

Mr Jones has spent over 30 years working in the finance industry in Australia, the United Kingdom and the United States of America. During this time, he has held senior executive positions in investment funds management, stockbroking and corporate finance companies, and has gained a broad experience of capital structuring and capital raising, particularly in the mining sector. Mr Jones was the manager of equity portfolios for Shell Australia and National Employers Mutual in the United Kingdom. He was a Director of County NatWest Securities Australia Limited in London and then a Director of Corporate Finance with Westpac Institutional Bank in Sydney. More recently, Mr Jones was the Sydney Chief Executive for Melbourne-based Austock Group and was the Chairman of both its Corporate Finance and Investment Management divisions. He was appointed as a Non-Executive Director of Intec on 28 February 2007 and the term of office he has therefore currently served as a Director is nine years and eight months. The Board considers Mr Jones to be an independent Director

***Directors' recommendation***

The Directors (except Mr Jones) recommend that Shareholders vote in favour of Resolution 2.

**All Correspondence to:**

- ✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001 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 (AEDT) on Monday, 28 November 2016**

### 🖥 TO VOTE ONLINE

- STEP 1: VISIT** [www.votingonline.com.au/intecagm2016](http://www.votingonline.com.au/intecagm2016)
- 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 (Sydney time) on Monday, 28 November 2016**. 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/intecagm2016](http://www.votingonline.com.au/intecagm2016)
- 📠 **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.

**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:

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 **The Boardroom, Northside Conference Centre, Corner of Oxley Street and Pole Lane, Crows Nest NSW 2065 on Wednesday, 30 November 2016 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.

**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 of 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 To Adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 To Elect a Director - Mr Trevor Jones	<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	Securityholder 2	Securityholder 3
<input style="width: 90%; height: 30px;" type="text"/>	<input style="width: 90%; height: 30px;" type="text"/>	<input style="width: 90%; height: 30px;" type="text"/>
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name..... Contact Daytime Telephone..... Date / / 2016