



# Intec Ltd

ABN 25 001 150 849

*Superior and Sustainable Metals Production*

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North Sydney NSW 2060 Australia  
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Website: [www.intec.com.au](http://www.intec.com.au)  
ASX code: INL

Companies Announcements Office  
Australian Securities Exchange

20 October 2009

## **Notice of 2009 Annual General Meeting**

Please find attached the Notice of Intec's 2009 Annual General Meeting with the accompanying Explanatory Statement and Proxy Form.

These documents are being mailed out to all shareholders this week, along with printed copies of Intec's 2009 Annual Report to those who have elected to receive them.

Intec's 2009 Annual Report can be viewed online at:

[http://www.intec.com.au/uploaded\\_files/document\\_uploads/2009\\_September\\_30\\_Annual\\_Report.pdf](http://www.intec.com.au/uploaded_files/document_uploads/2009_September_30_Annual_Report.pdf)

Yours faithfully  
**Intec Ltd**

**Philip R Wood**  
Managing Director and Chief Executive Officer



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2 Elizabeth Plaza  
North Sydney NSW 2060 Australia  
P.O. Box 1507  
North Sydney NSW 2059 Australia

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Website: [www.intec.com.au](http://www.intec.com.au)  
ASX code: INL

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## NOTICE OF 2009 ANNUAL GENERAL MEETING

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Notice is given that the 2009 Annual General Meeting of shareholders of Intec Ltd ('Intec' or 'the Company') will be held as follows:

**Time:** 5.30 pm

**Date:** Thursday, 19 November 2009

**Place:** 'The Partners Room', Allens Arthur Robinson Lawyers, Level 28, Deutsche Bank Place, Corner of Hunter and Phillip Streets, Sydney NSW 2000 Australia

This notice should be read in conjunction with the accompanying Explanatory Statement.

This notice is accompanied by a Proxy Form for those shareholders wishing to vote by proxy. Please follow the instructions at the end of the Proxy Form carefully.

### ORDINARY BUSINESS

#### **Resolution 1 Adoption of Financial Report**

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

"That the Company's Financial Report for the financial year ended 30 June 2009, together with the related Directors' and Auditor's Reports, be received, approved and adopted."

#### **Resolution 2 Adoption of 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 2009 be received, approved and adopted."

#### **Resolution 3 Election of Director – Mr Kieran G Rodgers**

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

"That Mr Kieran G Rodgers, retiring in accordance with the Company's Constitution and being eligible for re-election, be re-elected a Director of the Company."

### SPECIAL BUSINESS

#### **Resolution 4 Ratification of Previous Share Issue**

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

"That for the purposes of Listing Rules 7.1 and 7.4 of the Australian Securities Exchange (ASX), and for all other purposes, the issue by the Company of 1,650,179 fully paid ordinary shares in the capital of the Company, as consideration for consulting services, as announced to the ASX on 30 April 2009, at a price of \$0.01725 per share, as referred to in the Explanatory Notes, is hereby approved."

### **Resolution 5 Ratification of Previous Share Issue**

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

"That for the purposes of Listing Rules 7.1 and 7.4 of the ASX, and for all other purposes, the issue by the Company of 24,733,333 ordinary fully paid shares in the Company to a number of professional investors, as announced to the ASX on 19 June, 6 July and 6 August 2009, at a price of \$0.015 per share, which raised \$371,000 as set out in the attached Explanatory Notes, is hereby approved."

### **Resolution 6 Ratification of Previous Share Issue**

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

"That for the purposes of Listing Rules 7.1 and 7.4 of the ASX, and for all other purposes, the issue by the Company of 10,686,848 ordinary fully paid shares in the Company as consideration for consulting services, as announced to the ASX on 19 June 2009, at a price of \$0.015 per share, as referred to in the attached Explanatory Notes, is hereby approved."

### **Resolution 7 Appointment of Auditor**

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

"That for the purposes of section 327B of the Corporations Act 2001 (Cth), and for all other purposes, WHK Horwath Sydney, having been nominated by a shareholder and consented in writing to act in the capacity of auditor, be appointed as auditor of the Company."

### **OTHER BUSINESS**

To transact any other business which may be properly brought before the meeting.

### **Voting Exclusion Statements**

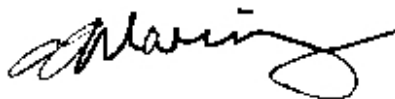
In respect of Resolutions 4, 5 and 6 the Company will disregard any votes cast on those resolutions by the person, and associates of that person, being the persons as detailed in the Explanatory Notes who participated in the issues.

However the Company need not disregard any vote by any such persons on resolutions 4, 5 and 6 if:

- it is cast by any of them as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or
- it is cast by any of them who is 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.

Dated: 13 October 2009

By order of the Board



**Robert J Waring**  
Company Secretary

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## NOTICE OF INTEC LTD 2009 ANNUAL GENERAL MEETING

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### EXPLANATORY STATEMENT

This Explanatory Statement sets out information in connection with the business to be considered at the 2009 Annual General Meeting of Intec Ltd.

### ORDINARY BUSINESS

The following items of ordinary business will be considered at the meeting.

#### **Resolution 1 Adoption of Financial Report**

This item of business relates to the receipt, approval and adoption of the Company's Financial Report for the year ended 30 June 2009 together with the related Directors' and Auditor's Reports.

#### **Resolution 2 Adoption of Remuneration Report**

The Corporations Act requires that a resolution be put to the members 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 members the opportunity to ask questions or make comments concerning the Remuneration Report during the meeting.

#### **Resolution 3 Election of Director – Mr Kieran G Rodgers**

Mr Kieran G Rodgers was appointed as a Director of the Company in 2007. Under the Company's Constitution, Mr Rodgers retires by rotation and, being eligible, wishes to stand for re-election.

The qualifications and experience of Directors are set out in the Directors' Report in the Annual Report.

### SPECIAL BUSINESS

The following items of special business will be considered at the meeting.

#### **Resolution 4 – Ratification of Previous Share Issue**

The Company previously issued 1,650,179 fully paid ordinary shares in the capital of the Company to Evermoore Environmental Services Pty Ltd, as consideration for consulting services on the Company's Newcastle Project, as announced to ASX on 30 April 2009. The issue satisfied \$28,474 of outstanding fees (at \$0.01725 per share). The issue was not in breach of Listing Rule 7.1 and has not previously been approved by the shareholders of the Company. Resolution 4 calls for shareholder approval and ratification of the issue. The shares issued rank equally in all respects with all existing ordinary shares previously issued by the Company.

#### **Resolution 5 - Ratification of Previous Share Issue**

The Company previously issued 24,733,333 fully paid ordinary shares in the capital of the Company as announced to ASX on 19 June, 6 July and 6 August 2009 to a number of private investors, who were excluded offerees in accordance with section 708 of the Corporations Act 2001, at 1.5 cents per share as part of a placement carried out in conjunction with its Share Purchase Plan offer. The issue was not in breach of Listing Rule 7.1 and has not previously been approved by the shareholders of the Company. The funds raised are being used principally to advance the metalliferous waste treatment activities of the Company and for working capital. Resolution 5 calls for shareholder approval and ratification of this issue. The shares issued rank equally in all respects with all existing ordinary shares previously issued by the Company.

### **Resolution 6 – Ratification of Previous Share Issue**

The Company previously issued 10,686,848 fully paid ordinary shares in the capital of the Company, as announced to ASX on 19 June 2009, as consideration for consulting services on the Company's Newcastle Project provided to Intec by Evermoore Environmental Services Pty Ltd (\$22,000 paid as 1,466,667 shares) and as consideration for Chinese representative services provided to Intec by Chung Tin Holdings Pty Ltd (\$138,303 paid as 9,220,181 shares) at \$0.015 per share in the Company (total 10,686,848 shares for \$160,303). The issues were not in breach of Listing Rule 7.1 and have not previously been approved by the shareholders of the Company. Resolution 6 calls for shareholder approval and ratification of these issues. The shares issued rank equally in all respects with all existing ordinary shares previously issued by the Company.

### **Resolution 7 – Appointment of Auditor**

PricewaterhouseCoopers (PwC) have given notice of their intention to resign as auditor of the Company (under section 329 (5) of the Corporations Act); this is subject to receipt of the consent of the Australian Securities and Investments Commission (ASIC) and shareholder approval of this Resolution for the appointment of WHK Horwath Sydney as auditor.

Subject to ASIC consenting to the resignation of PwC, and PwC submitting a resignation to the Company, it is proposed that the Company appoint WHK Horwath Sydney as auditor of the Company.

In accordance with section 328B (1) of the Corporations Act, the Company has sought and obtained a nomination from a shareholder for WHK Horwath Sydney to be appointed as the Company's auditor. A copy of this nomination is set out below as Annexure A.

WHK Horwath Sydney has given its written consent to act as the Company's auditor subject to shareholder approval of the Resolution.

If this Resolution is passed, the appointment of WHK Horwath Sydney as the Company's auditor will take effect at the close of this AGM.

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### **ANNEXURE A**

16 September 2009

PO Box 944  
MITTAGONG NSW 2575

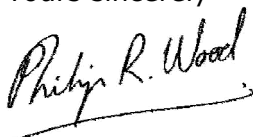
The Directors  
Intec Ltd  
PO Box 1507  
NORTH SYDNEY NSW 2059

Dear Sirs

### **NOMINATION OF AUDITOR**

Following the resignation of PricewaterhouseCoopers, subject to ASIC consent, I, Philip Ronald Wood, being a member of Intec Ltd, hereby nominate WHK Howarth Sydney for appointment as auditor of the Company at the Annual General Meeting to be convened in November 2009. Please distribute copies of this notice of nomination as required by section 328B(3) of the Corporations Act 2001.

Yours sincerely



Philip Ronald Wood



FOR ALL ENQUIRIES CALL:  
(within Australia) 1300 737 760  
(outside Australia) +61 2 9290 9600

FACSIMILE  
+61 2 9290 9655

ALL CORRESPONDENCE TO:  
Registries Limited  
GPO Box 3993  
Sydney NSW 2001  
Australia

#### 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 on the form. Securityholders sponsored by a broker should advise your broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

Shareholder Name and Address

## YOUR VOTE IS IMPORTANT

FOR YOUR VOTE TO BE EFFECTIVE IT MUST BE RECORDED BEFORE 5.30PM 17th NOVEMBER 2009

<SRN/HIN>

## TO VOTE ONLINE



STEP 1 : VISIT [www.registries.com.au/vote/intecagm2009](http://www.registries.com.au/vote/intecagm2009)

STEP 2: Enter your holding/Investment type

STEP 3: Enter your SRN/HIN and VAC: <VAC NUMBER>

## TO VOTE BY COMPLETING THE PROXY FORM

### STEP 1 Appointment of Proxy

Indicate here who you want to appoint as your Proxy  
If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chairman 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 Chairman 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.

#### 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.

#### Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- 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.
- return both forms together in the same envelope.

### STEP 2 Voting Directions to your Proxy

You can tell your Proxy how to vote

To direct your proxy how to vote, place a mark in 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 voting rights are to be voted on any item by inserting the percentage or number of securities 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 your vote on that item will be invalid.

### STEP 3 Sign the Form

The form **must** be signed

In the spaces provided you must sign this form 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 must 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 must be signed by that person. **Please indicate the office held by signing in the appropriate place.**

### STEP 4 Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below not later than 48 hours before the commencement of the meeting at 5.30pm on Thursday, 19 November 2009. Any Proxy Form received after that time will not be valid for the scheduled meeting.

**Proxies may be lodged using the reply paid envelope or:**

**BY MAIL** Share Registry – Registries Limited, GPO Box 3993, Sydney NSW 2001 Australia

**BY FAX** + 61 2 9290 9655

**IN PERSON** Share Registry – Registries Limited, Level 7, 207 Kent Street, Sydney NSW 2000 Australia

**Vote online at:**

**[www.registries.com.au/vote/intecagm2009](http://www.registries.com.au/vote/intecagm2009)**

**or turnover to complete the Form →**



<Address 1>  
<Address 2>  
<Address 3>  
<Address 4>  
<Address 5>

<BARCODE>

### STEP 1 - Appointment of Proxy

I/We being a member/s Of **Intec Ltd** and entitled to attend and vote hereby appoint

the Chairman of the Meeting (mark with an 'X') **OR**

If you are not appointing the Chairman of the Meeting as your proxy please write here the full name of the individual or body corporate (excluding the registered Securityholder) you are appointing as your proxy.

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 at the **Annual General Meeting of Intec Ltd to be held at the 'The Partners Room', Allens Arthur Robinson Lawyers, Level 28, Deutsche Bank Place, Corner Hunter and Phillip Streets, Sydney, NSW 2000 on Thursday, 19 November 2009 at 5.30pm** 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.

### STEP 2 - Voting directions to your Proxy – please mark to indicate your directions

Ordinary Business			For	Against	Abstain*
Resolution	1	Adoption of Financial Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution	2	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution	3	Election of Director – Mr Kieran G Rodgers	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution	4	Ratification of Previous Share Issue	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution	5	Ratification of Previous Share Issue	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution	6	Ratification of Previous Share Issue	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution	7	Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

In addition to the intentions advised above. The Chairman of the Meeting intends to vote undirected proxies in favour of each of the items of business.

\*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 votes will not be counted in computing the required majority on a poll.

### STEP 3 - PLEASE SIGN HERE This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1

Securityholder 2

Securityholder 3

Sole Director and Sole Company Secretary

Director

Director/Company Secretary

Contact Name .....

Contact Daytime Telephone .....

Date / /2009