

29 September 2009

Australian Securities Exchange  
20 Bridge Street  
SYDNEY NSW 2000

### **Fluorotechnics Limited – Annual General Meeting**

Shareholders are advised that the 2009 Annual General Meeting of Fluorotechnics Limited will be held as follows:

Date: 17 November 2009

Time: 9.30am

Location: The Tang Room  
Christie Corporate  
Level 2  
3 Spring Street (Cnr Gresham Street)  
SYDNEY

The Notice of the Annual General Meeting, to be dispatched to shareholders with the Annual Report, is attached.

Ian Gilmour  
Company Secretary



# **Fluorotechnics Limited**

**Notice of Annual General Meeting**

**2009**

# Fluorotechnics Limited

ACN 099 098192

## Notice of Annual General Meeting

Notice is given that the Annual General Meeting of the Company will be held at 9.30am on Tuesday 17 November 2009 in the Tang Room, Christie Corporate, Level 2, 3 Spring Street Sydney.

This Notice of Meeting should be read in conjunction with the accompanying Explanatory Memorandum. All Shareholders should read the Explanatory Memorandum carefully and any Shareholders who are in doubt regarding any part of the business of the meeting should consult their professional advisers.

A Proxy Form is attached to this Notice of Meeting.

## AGENDA

### ORDINARY BUSINESS

#### 1. FINANCIAL STATEMENTS & REPORTS

To receive and consider the financial report, Directors' report and auditor's report for the Company and its controlled entities for the financial year ended 30 June 2009.

#### 2. ADOPTION OF REMUNERATION REPORT

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

*"That the Remuneration Report for the year ended 30 June 2009 be adopted."*

#### 3. ELECTION OF DIRECTORS

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

##### *Resolution 3A*

*"That Mr Richard Taylor, who retires by rotation and, being eligible, offers himself for re-election, is re-elected as a Director of the Company."*

##### *Resolution 3B*

*"That Emeritus Professor Peter Bergquist, who retires by rotation and, being eligible, offers himself for re-election, is re-elected as a Director of the Company."*

##### *Resolution 3C*

*"That Mr Lars Utterman, who retires in accordance with clause 3.3(b) of the Constitution, and, being eligible, offers himself for election, is elected as a Director of the Company."*

## SPECIAL BUSINESS

### 4. RATIFICATION OF PRIVATE PLACEMENT

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

*“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:*

- (i) 269,825 fully paid ordinary Shares to Vincent Sweeney as trustee for the Maguire Super Fund A/c; and*
- (ii) 440,957 fully paid ordinary Shares to Edward Furnival Griffin and Deborah Ann Griffin as trustees for the Griffin Super Fund A/c,*

*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 15% limit set out in ASX Listing Rule 7.1, as detailed in item 4 of the Explanatory Memorandum.”*

**Note:** A voting exclusion statement applies to this resolution. Please refer to the section of this Notice titled “Voting Exclusion Statement”.

### 5. AMENDMENT TO CONSTITUTION

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

*“That the Constitution of the Company be amended by:*

- (i) Inserting a new clause 3.8 as follows:*

#### **3.8 Retirement and election of Directors at annual general meeting**

- (a) No Director who is not the Managing Director may hold office without re-election after 3 years or beyond the third annual general meeting following the meeting at which the Director was last elected or re-elected (whichever is the later).*
- (b) If no Director would be otherwise required (by clause 3.3(b) or 3.8(a)) to submit for election or re-election, the Director to retire at the annual general meeting is the Director who has been longest in office since their last election or appointment. As between Directors who were last elected or appointed on the same day, the one to retire must, unless they can agree among themselves, be decided by lot. A Director retiring pursuant to this clause 3.8(b) is eligible for re-election.*

(c) *If there is more than one Managing Director, only one of them, nominated by the Directors, is entitled not to be subject to vacation of office under clause 3.3(b) or retirement under clause 3.8(a).*

(d) *The Company may by resolution at an annual general meeting fill an office vacated by a Director under clauses 3.3(b), 3.8(a) or 3.6 by electing or re-electing an eligible person to that office.*

*If at a general meeting at which an election of Directors ought to have taken place, no such election is made, the retiring Directors or those retiring Directors whose positions on the Board have not been filled, may, if willing to act, continue in office until the next annual general meeting of the Company.*

(e) *The retirement of a Director from office under this Constitution and the re-election of the Director or the election of another person to that office (as the case may be) takes effect at the conclusion of the meeting of the Company at which the retirement and re-election or election occur.*

(ii) *Deleting clause 7.2 and inserting a new clause 7.2 as follows:*

*The Managing Director is subject to the same rules regarding resignation and removal from office as the other Directors. The Managing Director is subject to clause 3.8 in relation to retirement and election at an annual general meeting.*

## Information for Shareholders

### Proxies

A Shareholder entitled to vote at the meeting is entitled to appoint two proxies.

If two proxies are appointed:

- the Shareholder may appoint each proxy to represent a specified proportion of the Shareholder's voting rights; or
- if the Shareholder does not specify the proportion or number of the Shareholder's votes that each proxy may exercise, each proxy may exercise half of the votes.

A proxy need not be a Shareholder of the Company.

A Proxy Form accompanies this Notice of Meeting: please follow the instructions on the form.

The Proxy Form must be signed by the Shareholder or the Shareholder's attorney. Proxies given by corporations must be signed under seal or under the hand of a duly authorised officer or attorney.

To be valid, the form appointing the proxy and the power of attorney or other attorney (if any) under which it is signed (or an attested copy) must be either lodged at the Registered Office of the Company or received at the facsimile number appearing on the Proxy Form by 9.30am AEST on 15 November 2009.

Unless a Shareholder specifically directs a proxy how to vote, the proxy may vote as the proxy thinks fit or abstain from voting.

The Chairman of the Annual General Meeting intends to vote all undirected proxies in favour of all of the Resolutions proposed at the Annual General Meeting.

### Voting Entitlement

The Company has determined, in accordance with regulation 7.11.37 of the Corporations Regulations that, for the purpose of entitlement to vote at the Annual General Meeting, Shares will be taken to be held by those who hold them at 7.00pm on 15 November 2009.

### Voting Exclusion Statement

The Company will disregard votes on Resolution 4 by Vincent Sweeney, Edward Furnival Griffin and Deborah Ann Griffin and any of their associates, unless the vote is cast:

- (a) by a person as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form; or
- (b) by the person chairing the meeting as proxy (or its corporate representative), for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

For the purposes of the voting exclusion statement, an associate is defined by sections 11 and 13-17 of the Corporations Act 2001 (Cwlth).

**Majority Required**

All of the Resolutions are ordinary resolutions, except for Resolution 5 which is a special resolution. Each of Resolutions 1 to 4 will be passed if more than 50% of votes cast by Shareholders entitled to vote on the Resolution are cast in favour of the Resolution. Resolution 5 will be passed if more than 75% of votes cast by Shareholders entitled to vote on Resolution 5 are cast in favour of Resolution 5.

**Further Information**

Shareholders should direct their queries to the Company Secretary of the Company on (02) 9817 7400 or email at [igilmour@fluorotechnics.com](mailto:igilmour@fluorotechnics.com).

By order of the Board

**Ian Gilmour**  
**Company Secretary**

29 September 2009

# Fluorotechnics Limited

ACN 099 098 192

## Explanatory Memorandum

This Explanatory Memorandum is intended to assist Shareholders of Fluorotechnics Limited with their consideration of the business proposed at the Annual General Meeting. It forms part of the Notice of Meeting and should be read in conjunction with it.

### Explanatory Notes on Ordinary Business

#### Item 1 – Annual Financial Report

The Corporations Act requires the reports of the Directors and of the auditor and the annual financial report, including the financial statements, to be put before the Annual General Meeting and the Constitution provides for those reports and statements to be received and considered at the Annual General Meeting. Neither the Corporations Act nor the Constitution requires a vote of Shareholders at the Annual General Meeting on the reports or statements. However, Shareholders will be given the opportunity to raise questions on the reports and the statements at the Annual General Meeting.

#### Item 2 – Adoption of Remuneration Report

The Corporations Act requires the Directors to prepare, and include in the Directors' Report, the Remuneration Report. The Remuneration Report, in the form required by the Corporations Act, is set out on pages 10 to 18 of the Annual Report. The Corporations Act also requires the Directors to put to the Annual General Meeting a resolution to adopt the Remuneration Report. The Corporations Act states that the vote on the resolution is advisory only and does not bind the Directors or the Company. Shareholders will be given the opportunity to raise questions on the Remuneration Report at the Annual General Meeting.

#### Item 3A – Election of Director – Mr Richard Taylor

Mr Richard Taylor, retires by rotation and, being eligible, is offering himself for re-election to the office of Director. He was a founder director of the Company and is a substantial shareholder.

Mr Taylor is Chairman of the Board and a member of the Audit and Risk Committee and the Remuneration and Nomination Committee.

Further details are contained in the Annual Report on page 6.

The other members of the Board unanimously recommend the re-election of Mr Taylor as Director.

#### Item 3B – Election of Director – Emeritus Professor Peter Bergquist

Emeritus Professor Peter Bergquist, retires by rotation and, being eligible, is offering himself for re-election to the office of Director.

Emeritus Professor Peter Bergquist is a member of the Audit Committee.

Further details are contained in the Annual Report on page 7.

The other members of the Board unanimously recommend the re-election of Emeritus Professor Peter Bergquist as Director.

### **Item 3C – Election of Director – Mr Lars Utterman**

Mr Lars Utterman retires under clause 3.3(b) of the Constitution and, being eligible, is offering himself for re-election to the office of Director. He was appointed by the Board as a Director in August 2009 and is required to retire at this AGM and be considered for election by the shareholders.

Further details are contained in the Annual Report on page 7.

The other members of the Board unanimously recommend the election of Mr Lars Utterman as Director.

## **Explanatory Notes on Special Business**

### **Item 4 – Ratification of Private Placement**

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.

Resolution 4 seeks approval by Shareholders under the provisions of ASX Listing Rule 7.4 to ratify the issue and allotment of 269,825 Shares to Vincent Sweeney as trustee for the Maguire Family Super Fund A/c and 440,957 Shares to Edward Furnival Griffin and Deborah Ann Griffin as trustees for the Griffin Super Fund A/c, which were placed at the same time as the rights issue was completed by the Company in September 2009. These issues were within the 15% capacity referred to above.

The placement Shares were issued at 28 cents per Share, being the same price as the Shares issued under the rights issue, and rank equally with all other Shares. The placement raised \$200,000 and the funds will be used, along with the \$1,035,000 raised under the rights issue, to fund the Company's sales and marketing momentum.

The Directors recommend that Shareholders vote in favour of Resolution 4 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 7.4 without further reference to Shareholders and without these Shares counting towards the calculation.

### **Item 5 – Amendment to the Constitution.**

Currently, the Company's Constitution is silent on the rotation of Directors and the procedures to determine which Director or Directors are to stand for re-election. However, the Company is required to comply with certain Listing Rules which cover some of the issues, but not all the issues relating to rotation of Directors.

It is proposed that the Constitution be amended to clarify the rules in relation to rotation of Directors. The proposed amendments follow the Listing Rules and, in addition, sets out procedures to determine which Director or Directors are to retire by rotation at an annual general meeting in certain circumstances.

## Glossary

**ASX** means Australia Stock Exchange Limited.

**Listing Rules** means the listing rules of ASX.

**Annual General Meeting** means the Company's 2009 annual general meeting.

**Company** means Fluorotechnics Limited ACN 099 098 192.

**Board** means the board of directors of the Company.

**Constitution** means the constitution of the Company.

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

**Corporations Regulations** means the regulations under the Corporations Act.

**Director** means a director of the Company.

**Explanatory Memorandum** means the memorandum attached to the Notice of Meeting.

**Notice of Meeting** means this notice of meeting for the Annual General Meeting.

**Proxy Form** means the proxy form for the Annual General Meeting accompanying the Notice of Meeting.

**Registered Office** means the registered office of the Company, being Unit 3, 43 – 51 College Street, Gladesville NSW, 2111.

**Resolutions** means Resolutions 1 to 5 as set out in the Notice of Meeting and further explained in this Explanatory Memorandum.

**Shareholder** means a holder of Shares.

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



**Fluorotechnics Limited**  
ABN 27 099 098 192

**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.**

**YOUR VOTE IS IMPORTANT**

FOR YOUR VOTE TO BE EFFECTIVE IT MUST BE RECORDED BEFORE 9.30 AM  
SUNDAY 15 NOVEMBER 2009

**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 provide 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:

- (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**

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 9:30am on Tuesday 17 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

<Co Name>  
 .<Address 1>  
 <Address 2>  
 <Address 3>  
 <Address 4>  
 <Address 5>

<BARCODE>

### STEP 1 - Appointment of Proxy

I/We being a member/s of **Fluorotechnics Limited** 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 Fluorotechnics Limited to be held at 9:30am Tang Room, Christie Corporate, Level 2, 3 Spring Street, Sydney NSW 2000 on Tuesday the 17 of November 2009 at 9.30am** 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.

If the Chairman of the Meeting is appointed as your proxy or may be appointed by default, and you do not wish to direct your proxy how to vote in respect of a resolution, please mark this box. By marking this box, you acknowledge that the Chairman of the Meeting may vote as your proxy even if he has an interest in the outcome of the resolution and votes cast by the Chairman of the Meeting for those resolutions, other than as proxy holder, will be disregarded because of that interest. 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 the resolution and your votes will not be counted in calculating the required majority if a poll is called. The Chairman intends to vote all undirected proxies in favour of the resolutions.

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

#### Ordinary Business

Item	(a)		For	Against	Abstain*
Item 1	(a)	Financial Reports <i>This item is not subject to a vote</i>			
Item 2	(a)	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	(a)	To re-elect Mr Richard Taylor as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	(b)	To re-elect Emeritus Professor Peter Bergquist as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	(c)	To re-elect Mr Lars Utterman as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

#### Special Business

Item 4	(a)	Ratification of Private Placement to Vincent Sweeney as trustee for the Maguire Super Fund A/c and to Edward Furnival Griffin and Deborah Ann Griffin as trustees for the Griffin Super Fund A/c	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5	(a)	Constitution of the Company be amended by Inserting a new clause 3.8	<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 /