

Fluorotechnics Limited

ACN 099 098 192

Notice of Annual General Meeting

2011

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 10.30am on Wednesday 30 November 2011 at Unit 3, 43-51 College Street Gladesville, NSW.

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 2011.

2. ADOPTION OF REMUNERATION REPORT

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

"That the Remuneration Report required by Section 300A of the Corporations Act, as contained in the Directors' Report of the Company, for the year ended 30 June 2011 be adopted."

This resolution is advisory only and does not bind the Company or the Directors. However, the Directors will consider the outcome of the vote and shareholders' comments made at the meeting when reviewing remuneration policies.

If 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGMs, the shareholders, at the second of those AGMs will be required to vote on a resolution (the "spill resolution") that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director/CEO) must stand for re-election. The result of this process must be that there are not less than three directors, the minimum number of directors for a public company.

3. ELECTION OF DIRECTOR

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

"That Richard Taylor, who retires in accordance with Clause 3.8(b) of the Constitution, and, being eligible, offers himself for re-election, is re-elected as a Director of the Company."

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 Share Registry, Boardroom Pty Limited, or received at the facsimile number appearing on the Proxy Form by 10.30am Australian Eastern Summer Time on 28 November 2011.

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 28 November 2011.

Majority Required

All of the Resolutions are ordinary resolutions. Each of Resolutions 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.

Further Information

Shareholders should direct their queries to the Company Secretary of the Company on 0401 700 106 or email at igilmour@fluorotechnics.com.

By order of the Board



Ian Gilmour
Company Secretary

28 October 2011

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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 8 to 14 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.

The Directors will consider the outcome of the vote and shareholders' comments made at the meeting when reviewing remuneration policies.

If 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGMs, the shareholders, at the second of those AGMs will be required to vote on a resolution (the "spill resolution") that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director/CEO) must stand for re-election. The result of this process must be that there are not less than three directors, the minimum number of directors for a public company.

Any undirected proxies held by the Chairman of the meeting, other directors or other Key Management Personnel or any of their Closely Related Parties, will not be voted in respect of the Adoption of the Remuneration Report, except where you direct the Chairman of the meeting (but not others) to vote your proxy and you mark the box on the Proxy Form.

The Chairman intends to vote all available proxies (those undirected proxies which have the boxes marked) in favour of adopting the Remuneration Report.

If you appoint a proxy, you are encouraged to direct your proxy to vote by marking either "For", "Against" or "Abstain".

Item 3 – Election of Director

The ASX Listing Rules and the Company's Constitution require an election of directors to take place each year and require directors to stand for re-election if they would have held office for three years or more at the time of the AGM, since last being elected.

No directors are required to stand under the three-year rotation requirement. However, to ensure that the annual election requirement is met it is necessary for the longest standing director to retire and stand for re-election.

Mr Richard Taylor has agreed to retire to meet this requirement and offers himself for re-election by shareholders.

Further details are contained in the Annual Report on page 4.

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

Glossary

ASX means ASX Limited.

Listing Rules means the listing rules of ASX.

AGM or Annual General Meeting means the Company's 2011 annual general meeting.

Company means Fluorotechnics Limited ACN 099 098 192.

Board means the board of directors of the Company.

Closely Related Party means those persons/parties defined in Section 9 of the Corporations Act

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.

Shareholder means a holder of Shares.

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