

KTL Technologies Limited

ABN 75 009 089 981

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of KTL Technologies Limited ('Company') will be held at Lake Parramatta Meeting Room, Bourke Street, North Parramatta NSW 2151 AUSTRALIA - on Friday 28 May 2010 at 3.00pm (AEST).

AGENDA

Ordinary Business

1. Financial Statements and Reports

To receive and consider the Financial Report, Director's Report and Auditor's Report for the financial year ended 31 December 2009.

2. Re-Election of Director – Dayong Hu

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

"That Dayong Hu, being a Director, retires by rotation in accordance with article 6.3(c) of the Constitution and being eligible, be re-elected as a Director."

3. Re-Election of Director – Haolin Li

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

"That Mr Haolin Li, who retires in accordance with article 6.3(c) of the Constitution and being eligible, be re-elected as a Director."

4. Adoption of Remuneration Report (Non-binding vote)

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

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report be adopted by Shareholders on the terms and conditions in the Explanatory Memorandum."

Short Explanation: The Corporations Act provides that a resolution that the Remuneration Report be adopted must be put to vote at a listed company's annual general meeting. The vote on Resolution 4 is advisory only and does not bind the Directors or the Company.

DATED this 23th day of April 2010

By Order of the Board

Rachel Wong
Company Secretary

KTL Technologies Ltd ABN 75 009 089 981

Address: Level 34 AMP Centre, 50 Bridge Street, Sydney NSW 2000
Facsimile: +612 8216 0701

Email: info@klttek.com.au

Telephone: +612 8216 0937
Website: www.klttek.com.au

EXPLANATORY MEMORANDUM

KTL Technologies Limited
ABN 75 009 089 981

Ordinary business

1. Financial Statements and Reports

The *Corporations Act* requires the Financial Report, Director's Report and Auditor's Report to be laid before the Annual General Meeting. In addition, the Constitution provides for the Financial Report, Director's Report and Auditor's Report 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 Financial Report, Director's Report or Auditor's Report. However, Shareholders will be given ample opportunity to raise questions with respect to these reports and the management of the Company at the Annual General Meeting.

Copies of the Financial Report, Director's Report and Auditor's Report can be obtained by contacting the Company Secretary on (02) 8216 0937 during business hours.

2. Re-Election of Director – Dayong Hu

Article 6.3(c) of the Constitution requires that one-third of the Directors must retire at each annual general meeting (rounded down to the nearest whole number).

Article 6.3(f) of the Constitution provides that a Director who retires under Article 6.3(c) is eligible for re-election.

Pursuant to these articles, Dayong Hu will retire by rotation and seek re-election as a Director.

A brief resume of Dayong Hu is contained in the Annual Report.

The Board believes that Dayong Hu has performed the duties and responsibilities of a Director diligently and professionally, in the best interests of all Shareholders.

The Board unanimously supports the re-election of Dayong Hu.

3. Re-Election of Director – Haolin Li

Article 6.3(c) of the Constitution requires that one-third of the Directors must retire at each annual general meeting (rounded down to the nearest whole number).

Article 6.3(f) of the Constitution provides that a Director who retires under Article 6.3(c) is eligible for re-election.

Pursuant to these articles, Haolin Li will retire by rotation and seek re-election as a Director.

A brief resume of Haolin Li is contained in the Annual Report.

The Board believes that Haolin Li has performed the duties and responsibilities of a Director diligently and professionally, in the best interests of all Shareholders.

The Board unanimously supports the re-election of Haolin Li.

4. Adoption of Remuneration Report (Non-binding vote)

In accordance with Section 250R(2) of the Corporations Act, a resolution that the Remuneration Report be adopted must be put to a vote at a listed company's annual general meeting. The vote on Resolution 4 is advisory only and does not bind the Directors or the Company.

The Remuneration Report includes all of the information required by Section 300A of the Corporations Act, including:

- board policy for determining, or in relation to, the nature and amount (or value, as appropriate) of remuneration of Directors, secretaries and senior managers of the Company;
- discussion of the relationship between such policy and the Company's performance; and
- the prescribed details in relation to the remuneration of each Director and certain executives.

A reasonable opportunity will be provided to Shareholders to discuss the Remuneration Report at the Annual General Meeting.

The Directors recommend the adoption of the Remuneration Report.

5. Action to be taken by Shareholders

Shareholders should read this Explanatory Memorandum carefully. A Proxy Form is attached to the Notice. This is to be used by shareholders if you wish to appoint a representative (a "proxy") to vote in your place. All shareholders are invited and encouraged to attend the Annual General Meeting or, if you are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions provided.

Lodgement of a Proxy Form will not preclude a shareholder from attending and voting at the Annual General Meeting in person.

Shareholders are invited to contact Ms Rachel Wong on +61 2 8216 0937 if they have any queries in respect of the matters set out in these documents.

Schedule 1 – Glossary

Annual General Meeting means the annual general meeting of the Company to be held at Lake Parramatta Meeting Room, Bourke Street, North Parramatta NSW 2151 AUSTRALIA on Friday, 28 May 2010 at 3.00pm (AEST).

Annual Report means the Company's Annual Report for the financial year ended 31 December 2009 announced to ASX on 31 March 2010.

Auditor's Report means the auditor's report on the Financial Report.

Board means the board of Directors.

Chairman means the person appointed to chair the Annual General Meeting.

Company means KTL Technologies Limited ACN 009 089 981.

Constitution means the constitution of the Company.

Corporations Act means the Corporations Act 2001 (Cth).

Director means a director of the Company.

Director's Report means the annual Director's report prepared under chapter 2M of the Corporations Act of the Company and its controlled entities (if any).

Explanatory Memorandum means the explanatory memorandum which accompanies and forms part of this Notice.

Financial Report means the annual financial report prepared under chapter 2M of the Corporations Act of the Company and its controlled entities (if any).

Notice means this Notice of Annual General Meeting.

Proxy Form means a proxy form attached to the Explanatory Memorandum.

Remuneration Report means the remuneration report contained in the Director's Report for the financial year ended 31 December 2009.

Shareholder means a shareholder of the Company.

In this Notice, words importing the singular include the plural and vice versa.

KTL TECHNOLOGIES LIMITED

ABN 75 009 089 981

P R O X Y F O R M

The Company Secretary
KTL Technologies Limited ("Company")

By delivery/post:

Level 34 AMP Centre, 50 Bridge Street
SYDNEY NSW 2000

By email:

Level 34 AMP Centre, 50 Bridge Street
SYDNEY NSW 2000

By facsimile:

+61 2 8216 0701

I/We ¹ _____

of _____

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being a Shareholder/Shareholders of the Company and entitled to _____

votes in the Company, hereby appoint ²

or failing such appointment the Chairman of the Meeting as my/our proxy to vote for me/us on my/our behalf and to act generally at the Annual General Meeting of the Company to be held at the Lake Parramatta Meeting Room, Bourke Street, North Parramatta NSW 2151 Australia on 28 May 2010 at 3.00pm (AEST). and at any adjournment thereof in the manner indicated below or, in the absence of indication, as he thinks fit. If 2 proxies are appointed, the proportion or number of votes of this proxy is authorised to exercise is * []% of the Shareholder's votes*/ [] of the Shareholder's votes. (An additional Proxy Form will be supplied by the Company, on request). The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 1 below.

INSTRUCTIONS AS TO VOTING ON RESOLUTIONS

The proxy is to vote for or against the Resolutions referred to in the Notice as follows:

		For	Against	Abstain
Resolution 2	Re-election of Dayong Hu	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Haolin Li	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Adoption of Remuneration Report (Non-binding vote)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Authorised signature/s This section **must** be signed in accordance with the instructions overleaf to enable your voting instructions to be implemented.

Individual or Shareholder 1

Shareholder 2

Shareholder 3

Sole Director and Sole Company Secretary

Director

Director/Company Secretary

¹Insert name and address of shareholder

²Insert name and address of proxy

*Omit if not applicable

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Website: www.klttek.com.au

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Proxy Notes:

A Shareholder entitled to attend and vote at the Meeting may appoint a natural person or a corporation as the Shareholder's proxy to attend and vote for the Shareholder at that Meeting. If the Shareholder is entitled to cast 2 or more votes at the Meeting the Shareholder may appoint not more than 2 proxies. Where the Shareholder appoints more than one proxy the Shareholder may specify the proportion or number of votes each proxy is appointed to exercise. If such proportion or number of votes is not specified each proxy may exercise half of the Shareholder's votes. A proxy may, but need not be, a Shareholder of the Company.

If a Shareholder appoints a body corporate as the Shareholder's proxy to attend and vote for the Shareholder at that Meeting, the representative of the body corporate to attend the meeting must produce the appropriate Certificate of Appointment of Representative prior to admission. A form of the certificate may be obtained from the Company's Share Registry.

You must sign this form as follows in the spaces provided:

- Joint Holding: where the holding is in more than one name all of the holders must sign.
- Power of Attorney: if signed under a Power of Attorney, you must have already lodged it with the registry, or alternatively, attach a certified photocopy of the Power of Attorney to this Proxy Form when you return it.
- Companies: a Director can sign jointly with another Director or a Company Secretary. A sole Director who is also a sole Company Secretary can also sign. Please indicate the office held by signing in the appropriate space.

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's Share Registry.

Proxy Forms (and the power of attorney or other authority, if any, under which the Proxy Form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the Proxy Form (and the power of attorney or other authority) must be deposited at or received by facsimile transmission at the Sydney office of the Company (Level 34 AMP Centre, 50 Bridge Street, Sydney NSW 2000, or Facsimile (02) 8216 0701 if faxed from within Australia or +612 8126 0701 if faxed from outside Australia) not less than 48 hours prior to the time of commencement of the Meeting (AEST).