

000001 000 CLQ
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Lodge your vote:



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form

 For your vote to be effective it must be received by 10:30am (AEDT) Tuesday 24 November 2009

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.computershare.com.

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form →



View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com

- Review your securityholding
- Update your securityholding

Your secure access information is:

SRN/HIN: I999999999



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

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Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Clean TeQ Holdings Limited hereby appoint

the Chairman of the meeting OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

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 to act generally at the meeting 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) at the Annual General Meeting of Clean Teq Holdings Limited to be held at the Sandhurst Club, 75 Sandhurst Boulevard, Sandhurst, Victoria, 3977 on Thursday 26 November 2009 at 10:30am (AEDT) and at any adjournment of that meeting.

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
1 Adoption of the Remuneration Report (the vote on this item is advisory only and does not bind the Company or its Directors)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Mr Barry Lewin as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Mr Jeremy Carter as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Ratification of the previous issues of shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date ____/____/____

CLEAN TEQ HOLDINGS LIMITED
ABN 34 127 457 916

NOTICE OF ANNUAL GENERAL MEETING
26 November 2009 at 10:30am

Clean TeQ Holdings Limited (**Company** or **Clean TeQ**) gives notice that the Annual General Meeting of the members of the Company will be held on 26 November 2009 commencing at 10:30am (AEDT) at the Sandhurst Club, 75 Sandhurst Boulevard, Sandhurst, Victoria, 3977.

The Explanatory Statement which accompanies and forms part of this Notice of Meeting more fully describes the matters to be considered at the Annual General Meeting.

ORDINARY BUSINESS

Financial statements and reports

To receive and consider:

- the Financial Report;
- the Directors' Report; and
- the Auditor's Report,

of the Company for the financial year ended 30 June 2009.

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

1. Resolution 1 - Remuneration report

'That, the Remuneration Report as set out in the Annual Report for the financial year ended 30 June 2009 be adopted.'

Note: The vote on this resolution is advisory only and does not bind the Company or its directors.

2. Resolution 2 - Re-election of Mr Barry Lewin as a director

'That Mr Barry Lewin, a director retiring in accordance with Rule 58.1 of the Company's constitution and being eligible, is re-elected as a director of the Company.'

3. Resolution 3 - Re-election of Mr Jeremy Carter as a director

'That Mr Jeremy Carter, a director retiring in accordance with Rule 58.1 of the Company's constitution and being eligible, is re-elected as a director of the Company.'

SPECIAL BUSINESS

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

4. Resolution 4 - Ratification of the previous issues of shares

'That, for the purposes of ASX Listing Rules 7.1 and 7.4 and for all other purposes, the issue by the Company of 333,890 fully paid ordinary shares in the Company on 26 August 2009 at an issue price of \$0.2995 per share to the Vendors of UV-Guard Australia Pty Ltd on the terms and conditions set out in the Explanatory Statement accompanying this Notice be ratified.'

Date: 12 October 2009

BY ORDER OF THE BOARD



Marc Lichtenstein
Chief Financial Officer/Company Secretary

VOTING EXCLUSION STATEMENT

Under ASX Listing Rule 14.11, the Company will disregard any votes cast on the Resolutions noted below by the following persons:

RESOLUTION	PERSONS EXCLUDED FROM VOTING
Resolution 4 – Ratification of the previous issue of shares	Any person who participated in the issue and any associate of any such person.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a member who is entitled to vote and it is cast in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote and it is cast in accordance with a direction on the proxy form to vote as the proxy decides.

NOTES

These Notes form part of the Notice of Meeting.

Members entitled to attend and vote

The Directors have determined that, for the purpose of determining entitlements of members to attend and vote at the Annual General Meeting, members are those persons who are the registered holder of shares in the capital of the Company at 7.00pm (AEDT) on 24 November 2009. Transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.

Appointment of proxies

- Each member entitled to vote at the Annual General Meeting may appoint a proxy to attend and vote at the Annual General Meeting.
- A member entitled to cast 2 or more votes may appoint up to 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes (disregarding fractions of votes).
- A proxy need not be a member of the Company and can be an individual or a body corporate.
- A member that is a body corporate or a body corporate appointed as a member's proxy may appoint a representative to exercise any of the powers the body may exercise as a member or proxy at the Annual General Meeting. The appointment by a member that is a body corporate may be a standing appointment.
- The representative should bring to the Annual General Meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless previously given to the Company.

Voting by proxy

- A proxy may decide whether to vote on any motion, except where the proxy is required by law or the Company's constitution to vote, or abstain from voting, in their capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may vote on that item only in accordance with that direction. If a proxy is not directed how to vote on an item of business, the proxy may vote as he or she thinks fit.
- If a member appoints the chairperson of the meeting as the member's proxy and does not specify how the chairperson is to vote on an item of business, the chairperson will vote, as proxy for that member, in favour of the item on a poll.
- Members should refer to the Explanatory Memorandum, which accompanies and forms part of this Notice of General Meeting, for information regarding voting restrictions.

To vote by proxy:

- the signed and completed proxy appointment form (**enclosed** with this Notice); and
- if the proxy appointment is signed by the appointor's attorney – the authority under which the appointment was signed (e.g. a power of attorney) or a certified copy of it,

must be received by the Company at the address set out below by no later than 10:30am (AEDT) on 24 November 2009. Proxy forms received after that time will not be valid for the scheduled Annual General Meeting.

By fax: (within Australia) 1800 783 447 or (outside Australia) +61 3 9473 2555.

By mail: Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, Victoria, 8060.

By delivery: Computershare Investor Services Pty Limited, Yarra Falls, 452 Johnston Street, Abbotsford, Victoria, Australia, 3067.

For Intermediary Online subscribers only:

(custodians) www.intermediaryonline.com

Your proxy appointment form is enclosed.

CLEAN TEQ HOLDINGS LIMITED

ABN 34 127 457 916

EXPLANATORY STATEMENT

PURPOSE OF INFORMATION

The purpose of this Explanatory Statement (which is included in and forms part of the Notice of Annual General Meeting dated 12 October 2009) is to provide members with an explanation of the business of the meeting and of the resolutions to be proposed and considered at the Annual General Meeting (AGM) to be held on 26 November 2009 at 10:30am (AEDT) at the Sandhurst Club, 75 Sandhurst Boulevard, Sandhurst, Victoria, 3977 and to assist members to determine how they wish to vote on each resolution.

FINANCIAL STATEMENTS AND REPORTS

Pursuant to the Corporations Act, the directors of a public company that is required to hold an annual general meeting must table the financial statements and reports of the company (including the directors' report and auditor's report) for the previous financial year before the members at that annual general meeting.

Shareholders have been provided with all relevant information concerning the Company's financial statements, the Directors' Report and Auditor's Report in the Annual Report of the Company for the year ended 30 June 2009. A copy of the Annual Report has been forwarded to each shareholder (other than those shareholders who have previously notified the Company that they elect not to receive the Annual Report, whether in paper form or electronically). Any shareholder who has made this election and now wishes to receive a paper or electronic copy of the Annual Report should contact the Company to arrange receipt. The Annual Report can also be viewed, printed and downloaded from the Company's website www.cleanteq.com. A copy of the financial statements, the Directors' Report and the Auditor's Report will also be tabled at the meeting.

Shareholders should note that the sole purpose of tabling the financial statements and the relevant reports of the Company at the AGM is to provide shareholders with the opportunity to be able to ask questions or discuss matters arising from the financial statements and/or reports at the meeting. It is not the purpose of the meeting that the financial statements or the reports be accepted, rejected or modified in any way. Further, as it is not required by the Corporations Act, no resolution to adopt, receive or consider the Company's financial statements or the reports (other than the Remuneration Report) will be put to the shareholders at the meeting.

Shareholders will be given a reasonable opportunity at the meeting to ask questions and make comments on the financial statements and the reports. The Company's auditor will also be available to receive questions and comments from shareholders about the preparation and content of the financial statements and the Auditor's report and the conduct of the audit generally.

Further, any shareholder entitled to cast a vote at the AGM may submit written questions to the auditor if:

- (a) the question is relevant to:
 - (i) the content of the Auditor's Report to be considered at the AGM; or
 - (ii) the conduct of the audit of the 2009 financial report to be considered at the AGM; and
- (b) the Company receives the question from the shareholder no later than 5 business days before the day on which the AGM is to be held.

REMUNERATION REPORT - Resolution 1

The Directors' Report for the year ended 30 June 2009 contains a Remuneration Report, which sets out the Company's policy for the remuneration of its Directors, officers and senior management team.

The Corporations Act requires that each listed company puts to its shareholders at the company's annual general meeting a resolution that the remuneration report for the company be adopted.

Resolution 1 is proposed for the purpose of the Company fulfilling this obligation under the Corporations Act. Relevantly, the Corporations Act expressly provides that the vote on Resolution 1 is advisory only and does not bind the Directors or the Company.

Shareholders attending the AGM will be given a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

The Directors recommend that shareholders vote in favour of Resolution 1.

Note: The vote on this resolution is advisory only and does not bind the Company or its Directors.

ELECTION OF DIRECTORS - Resolutions 2 and 3

Introduction

Under clause 58.1 of the Constitution, one third of the Directors must retire from office at each annual general meeting of the Company. A retiring Director remains in office until the end of the meeting and is eligible for re-election at the meeting (in accordance with clause 58.5 of the Constitution).

Mr Jeremy Carter and Mr Barry Lewin are due to retire by rotation in accordance with the Constitution at the 2009 AGM. Mr Carter and Mr Lewin are eligible for re-election and are seeking re-election as directors of the Company.

Biographical details of each of Mr Lewin and Mr Carter are set out below.

Mr Jeremy Carter

Mr Carter has played an important role in strategy and business development within Clean TeQ. Mr Carter has a long and successful track record as a strategy consultant in the mining industry including 12 years with McKinsey & Company. In recent times Mr Carter's role in the Company has changed to reflect the Company's evolution. Mr Carter remains actively involved in strategy and business development of the Company. Mr Carter was first appointed to the Board on 10 September 2007.

Mr Carter has a Bachelor of Veterinary Science, a PhD from University of Queensland and an MBA from INSEAD. Mr Carter is a member of the Nomination and Remuneration Committee.

Mr Barry Lewin

Mr Lewin is the founder and managing director of SLM Corporate Ltd, a corporate advisory firm based in Melbourne. Mr Lewin has significant public company experience, including roles as Legal Counsel of Energy Resources of Australia Limited (1991-1994) and General Counsel, Company Secretary and a member of the Executive Committee of North Limited (1994-1999). Mr Lewin is the chair of the Audit and Nomination and Remuneration Committees of the Company.

Mr Lewin has degrees in Commerce and Law from the University of Cape Town in South Africa and has an MBA from Swinburne University, Melbourne.

In respect of each of Resolutions 2 and 3, the Directors (excluding in each case the Director who is the subject of the respective Resolution) recommend that shareholders vote in favour of the Resolution.

RATIFICATION OF THE PLACEMENT OF SHARES TO INVESTORS - Resolution 4

Summary of Shares Issued to acquire UV-Guard Australia Pty Ltd

On 6 August 2009, the Company announced completion of the acquisition of the UV-Guard business.

The consideration under the Sale and Purchase Agreement included an issue of 333,890 Shares in the Company to Ambello Bacteria Cultures Pty Ltd and Graeme Michael Alun Hespe and \$100,000 paid in cash. The issue price of these Shares reflects the volume weighted average sale of the Shares on ASX in the period prior to the issue of those Shares.

Shareholder approval

Listing Rule 7.1 provides that a listed company must not, without prior approval of its shareholders, issue securities if the number of securities issued, or when aggregated with the number of securities issued by the company during the previous 12 months, would exceed 15% of the number of securities on issue at the commencement of that 12 month period.

Listing Rule 7.4 provides that an issue of securities made by a listed company without the prior approval of its shareholders may be treated as having been made with shareholder approval if:

- at the time the issue took place, it did not breach Listing Rule 7.1; and
- the shareholders of the company, in general meeting, subsequently ratify the issue of the shares.

Accordingly, as the issues of the shares to Ambello Bacteria Cultures Pty Ltd and Graeme Michael Alun Hespe were made in accordance with Listing Rule 7.1, Resolution 4 is proposed for the purpose of ratifying the issue of those Shares and thereby permitting the Company to issue Shares without that issue interfering with, or restricting, the ability of the Company to issue securities up to the 15% limit in any subsequent 12 month period.

Listing Rule 7.5 requires the following information concerning the issue of the Shares to Ambello Bacteria Cultures Pty Ltd and Graeme Michael Alun Hespe be included in the Notice:

- **Number of securities issued**

The number of Shares issued as part consideration for the Company's acquisition of the UV-Guard business was 333,890.

- **The issue price of the securities**

The Shares were issued to Ambello Bacteria Cultures Pty Ltd and Graeme Michael Alun Hespe under the terms of the Sale and Purchase Agreement relating to the Company's acquisition of the UV-Guard business at \$0.2995 per Share. The issue price of the Shares reflected the volume weighted average sale of the Shares on ASX in the period prior to the issue of those Shares.

- **Name of allottee(s)**

Ambello Bacteria Cultures Pty Ltd and Graeme Michael Alun Hespe – equal shareholders of the UV-Guard business.

- **Terms of the securities**

The Shares issued under the terms of the sale and purchase agreement between the Company and UV-Guard are fully paid ordinary shares which rank equally with all other existing Shares from the date of issue.

- **Intended use of funds raised**

No funds were raised as a result of this issue.

- **Voting exclusion statement**

A voting exclusion statement relating to Resolution 4 is included in the Notice.

Effect of Shareholder approval

If approved, Resolution 4 will result in the ratification of the issue of the following Shares:

- (a) 333,890 Shares issued to Ambello Bacteria Cultures Pty Ltd and Graeme Michael Alun Hespe under the Sale and Purchase Agreement for the UV Guard business; and
- (b) refresh the ability of the Company to issue further Shares up to the limit of 15% of its issued capital in the next 12 month period without the need for shareholder approval.

The Directors recommend that shareholders vote in favour of Resolution 4.

HOW TO VOTE

To vote on the resolutions, members will need to follow these steps:

EITHER: Complete the Proxy Form and return it by facsimile or mail (to be received no later than 10.30am (AEDT) on 24 November 2009 to the following office or facsimile number:

Clean TeQ Holdings Limited 270-280 Hammond Road Dandenong South VIC 3175 AUSTRALIA Ph: +61 3 9706 8244 Fax: +61 3 9706 8344	The Registrar Computershare Investor Services Pty Limited GPO Box 242 Melbourne VIC 8060 AUSTRALIA Ph: 1300 85 05 05 Fax: (within Australia) 1800 783 447 (outside Australia) +61 3 9473 2555
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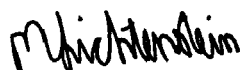
(custodians) www.intermediaryonline.com

OR Attend the AGM.

QUERIES

If you have any queries about the AGM, the financial statements to be put to the AGM or the Resolutions being considered, please contact the Chief Financial Officer / Company Secretary, Mr Marc Lichtenstein, at Clean TeQ Holdings Limited on (+61 3) 9797 6767.

By Order of the Board



Marc Lichtenstein
Chief Financial Officer/Company Secretary

Dated: 12 October 2009

GLOSSARY

In this Explanatory Statement the following terms have the following meanings unless the context otherwise requires:

AEDT	Australian Eastern Daylight Time.
AGM	Annual General Meeting.
ASX	ASX Limited.
Board	the board of Directors of the Company.
CEO	Chief Executive Officer of the Company.
Chairman	the chairman of the Company.
Company	Clean TeQ Holdings Limited ABN 34 127 457 916.
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Director	a director of the Company.
Dollars, A\$ or \$	Australian dollars.
Explanatory Statement	the Explanatory Statement accompanying and forming part of the Notice of Meeting.
Listing Rules	the Official Listing Rules of ASX.
Meeting	the AGM of Shareholders (convened by the Notice) to be held on 26 November 2009 at 10:30am (AEDT).
Notice of Meeting	the notice of the AGM (including the accompanying Explanatory Statement).
Resolution	a resolution set out in the Notice.
Share	a fully paid ordinary share in the capital of the Company.
Shareholder	a shareholder of the Company.
UV-Guard	UV-Guard Australia Pty Ltd ABN 31 131 956 637