

# Notice of annual general meeting and explanatory memorandum

**Harris Technology Group Limited**

ACN 085 545 973

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**Date:** Thursday 10 November 2016

**Time:** 3.30 pm (Melbourne time)

**Venue:** RSM Australia  
Level 21, 55 Collins Street  
Melbourne, Victoria, 3000

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## NOTICE OF 2016 ANNUAL GENERAL MEETING

NOTICE is given that the 2016 Annual General Meeting of Harris Technology Group Limited ACN 085 545 973 will be held at RSM Australia, Level 21, 55 Collins Street, Melbourne, Victoria, 3000 on Thursday 10 November 2016 at 3.30 pm (Melbourne time).

### BUSINESS OF THE MEETING

Shareholders are invited to consider the following items of business at the Annual General Meeting:

#### 1. Financial and related reports

	Financial and related reports
Description	To receive and consider the Financial Reports of the Company including the balance sheets and profit and loss accounts of the Company and its subsidiaries and the reports of the Company's Directors and of the Company's auditor in respect of the financial year ended 30 June 2016.

#### 2. Adoption of Remuneration Report (non-binding resolution)

Resolution 1	Adoption of Remuneration Report (non-binding resolution)
Description	Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the 2016 Annual Report and is available from the Company's website ( <a href="http://www.ht8.com.au">www.ht8.com.au</a> ). In accordance with section 250R of the Corporations Act, the vote on this resolution will be advisory only and will not bind the Directors or the Company.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an <b>ordinary resolution</b> :  " <b>THAT</b> the Remuneration Report for the financial year ended 30 June 2016 included in the Directors' Report, which is attached to the Financial Statements as required under section 300A of the Corporations Act, be adopted by the Company."
Voting Exclusion	The Company will disregard any votes cast on this resolution (in any capacity, whether as proxy or as shareholders) by any of the following persons:  (a) Key Management Personnel; and  (b) Closely Related Parties of Key Management Personnel.  However, the Company need not disregard a vote if it is:  (c) cast by a person as a proxy appointed in accordance with the directions of the proxy form that specifies how the proxy is to vote on Resolution 1; and the vote is not cast on behalf of a person described in subparagraphs (a) and (b) above; or  (d) cast by the chair of the Meeting as proxy appointed in accordance with the directions of the proxy form for a person who is entitled to vote, and such appointment on the proxy form expressly authorises the chair to exercise the proxy even if the resolution is connected directly with the remuneration report; and the vote is not cast on behalf of a person described in subparagraphs (a) and (b) above.

### 3. Election and Re-Election of Directors

Resolution 2a	Re-Election of Mr Andrew Plympton as Director
<b>Description</b>	Mr Andrew Plympton retires as a Director in accordance with Article 47(b)(i) of the Constitution, and being eligible, offers himself for election under Article 47(b) of the Constitution.
<b>Resolution (Ordinary)</b>	To consider and, if thought fit, pass the following resolution as an <b>ordinary resolution</b> :  <i>"THAT Mr Andrew Plympton, having retired from his office as a Director in accordance with Article 47(b)(i) of the Constitution and, being eligible, having offered himself for re-election, be re-elected as a Director of the Company."</i>
<b>Voting Exclusion</b>	N/A

Resolution 2b	Re-Election of Mr Howard Chen as Director
<b>Description</b>	Mr Howard Chen, who was appointed to the Board on 19 July 2016 pursuant to Article 46(b) of the Constitution, retires as a Director in accordance with Article 47(c) of the Constitution, and being eligible, offers himself for re-election under Article 47(c) of the Constitution.
<b>Resolution (Ordinary)</b>	To consider and, if thought fit, pass the following resolution as an <b>ordinary resolution</b> :  <i>"THAT Mr Howard Chen, having retired from his office as a Director in accordance with Article 47(c) of the Constitution and, being eligible, having offered himself for re-election, be re-elected as a Director of the Company."</i>
<b>Voting Exclusion</b>	N/A

Resolution 2c	Election of Mr Bob Xu as Director
<b>Description</b>	Mr Bob Xu, who was appointed to the Board on 7 March 2016 pursuant to Article 46(b) of the Constitution, retires as a Director in accordance with Article 47(c) of the Constitution, and being eligible, offers himself for election under Article 47(c) of the Constitution.
<b>Resolution (Ordinary)</b>	To consider and, if thought fit, pass the following resolution as an <b>ordinary resolution</b> :  <i>"THAT Mr Bob Xu, having retired from his office as a Director in accordance with Article 47(c) of the Constitution, and being eligible, having offered himself for election, be elected as a Director of the Company."</i>
<b>Voting Exclusion</b>	N/A

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## Special Business

### 4. Approval of Long Term Incentive Plan

Resolution 3	Approval of the Long Term Incentive Plan (LTIP)
Description	The Company seeks shareholder approval for the Company's Long Term Incentive Plan (LTIP) for the purposes of the ASX Listing Rules and the Corporations Act.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an <b>ordinary resolution</b> :  <i>"THAT, for the purposes of Exception 9 in ASX Listing Rule 7.2, sections 259B(2) and 260C(4) of the Corporations Act and for all other purposes, shareholders approve the issue of shares, performance rights or options under the Long Term Incentive Plan described in the Explanatory Memorandum accompanying this Notice as an exception to ASX Listing Rule 7.1."</i>
Voting Exclusion	The Company will disregard any votes cast on this resolution by any Director of the Company (except one who is ineligible to participate in any employee incentive scheme in relation to the Company) and any associate of those Directors.  However, the Company need not disregard a vote if it is cast by:  (a) a person as a proxy for a person who is entitled to vote, in accordance with the directions of the proxy form; or  (b) the person chairing the Meeting as a proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides, where the proxy appointment expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of Key Management Personnel.

### 5. Approval of issues of shares to Directors in lieu of fees

Resolution 4	Approval of issue of Goulopoulos Shares
Description	The Company seeks shareholder approval for the issue of 41,239 fully paid ordinary shares to Mr Mark Goulopoulos (Non-Executive Director of the Company) or his nominee(s), in lieu of Director's fees owing to Mr Goulopoulos by the Company accrued during July, August and September 2016, without using the Company's 15% Placement Capacity under ASX Listing Rule 7.1.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an <b>ordinary resolution</b> :  <i>"THAT, for the purposes of ASX Listing Rule 10.11 and for all other purposes, shareholder approval is given for the Company to issue 41,239 fully paid ordinary shares to Mr Mark Goulopoulos or his nominee(s) in lieu of Director's fees, on the terms set out in the Explanatory Memorandum accompanying this Notice."</i>

<b>Voting Exclusion</b>	<p>The Company will disregard any votes cast on this resolution:</p> <ul style="list-style-type: none"> <li>(a) by Mr Mark Goulopoulos and his nominees and any of their associates; and</li> <li>(b) as a proxy by a member of Key Management Personnel and a Closely Related Party of Key Management Personnel, where the proxy appointment does not specify the way the proxy is to vote.</li> </ul> <p>However, the Company will not disregard a vote if it is cast by:</p> <ul style="list-style-type: none"> <li>(c) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form that specify how the proxy is to vote on this resolution; or</li> <li>(d) the chair of the Meeting, as proxy for a person who is entitled to vote, in accordance with the directions of the proxy form that does not specify how the proxy is to vote on this resolution, but expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of Key Management Personnel.</li> </ul>
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<b>Resolution 5</b>	<b>Approval of issue of Chen Shares</b>
<b>Description</b>	The Company seeks shareholder approval for the issue of 33,257 fully paid ordinary shares to Mr Howard Chen (Non-Executive Director of the Company) or his nominee(s), in lieu of Director's fees owing to Mr Chen by the Company accrued during July, August and September 2016, without using the Company's 15% Placement Capacity under ASX Listing Rule 7.1.
<b>Resolution (Ordinary)</b>	<p>To consider and, if thought fit, pass the following resolution as an <b>ordinary resolution</b>:</p> <p><i><b>"THAT, for the purposes of ASX Listing Rule 10.11 and for all other purposes, shareholder approval is given for the Company to issue 33,257 fully paid ordinary shares to Mr Howard Chen or his nominee(s) in lieu of Director's fees, on the terms set out in the Explanatory Memorandum accompanying this Notice."</b></i></p>
<b>Voting Exclusion</b>	<p>The Company will disregard any votes cast on this resolution:</p> <ul style="list-style-type: none"> <li>(a) by Mr Howard Chen and his nominees and any of their associates; and</li> <li>(b) as a proxy by a member of Key Management Personnel and a Closely Related Party of Key Management Personnel, where the proxy appointment does not specify the way the proxy is to vote.</li> </ul> <p>However, the Company will not disregard a vote if it is cast by:</p> <ul style="list-style-type: none"> <li>(c) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form that specify how the proxy is to vote on this resolution; or</li> <li>(d) the chair of the Meeting, as proxy for a person who is entitled to vote, in accordance with the directions of the proxy form that does not specify how the proxy is to vote on this resolution, but expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of Key Management Personnel.</li> </ul>

## 6. Approval of 10% Placement Capacity

Resolution 6	Approval of 10% Placement Capacity
<b>Description</b>	The Company seeks approval of shareholders to be able to issue Equity Securities of up to an additional 10% of its issued capital by way of placements over a 12 month period, in addition to its 15% Placement Capacity under ASX Listing Rule 7.1.
<b>Resolution (Special)</b>	To consider and, if thought fit, pass the following resolution as a <b>special resolution</b> :  <i>“THAT for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to an additional 10% of its issued Equity Securities by way of placements over a 12 month period, on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice.”</i>
<b>Voting Exclusion</b>	The Company will disregard any votes cast on this resolution by any person who may participate in the issue of Equity Securities under this resolution and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed and any associates of those persons.  However, the Company need not disregard a vote if it is cast by: <ul style="list-style-type: none"> <li>(a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or</li> <li>(b) the person chairing the Meeting as proxy for a person entitled to vote, in accordance with a direction on a proxy form to vote as the proxy decides.</li> </ul>

## 7. Approval of capital raising placement

Resolution 7	Approval of issue of Proposed Placement Shares
<b>Description</b>	The Company seeks approval of shareholders to be able to issue up to 30,000,000 fully paid ordinary shares during the period of 3 months after the Meeting (or a longer period if allowed by ASX) without using the Company's 15% Placement Capacity under ASX Listing Rule 7.1.
<b>Resolution (Ordinary)</b>	To consider and, if thought fit, pass the following resolution as an <b>ordinary resolution</b> :  <i>“THAT for the purposes of ASX Listing Rule 7.1 and for all other purposes, shareholders approve the issue of up to 30,000,000 fully paid ordinary shares in the Company to such allottees and on such terms as more particularly described in the Explanatory Memorandum accompanying this Notice.”</i>
<b>Voting Exclusion</b>	The Company will disregard any votes cast on this resolution by a person (and any associates of such a person) who may participate in the Proposed Placement and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of shares, if this resolution is passed.  However, the Company will not disregard a vote if it is cast by: <ul style="list-style-type: none"> <li>(a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or</li> <li>(b) the person chairing the meeting as proxy for a person entitled to vote, in</li> </ul>

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	accordance with a direction on a proxy form to vote as the proxy decides.
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Dated 12 October 2016

**By order of the Board of Harris Technology Group Limited**



**Alyn Tai**  
**Company Secretary**

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## QUESTIONS FROM SHAREHOLDERS

In order to provide an equal opportunity for all shareholders to ask questions of the Board, we ask you to submit in writing any questions to the Company or to the Company's auditor, RSM Australia, in relation to the conduct of the external audit for the year ended 30 June 2016, or the content of its audit report. Please send your questions to:

The Company Secretary, Harris Technology Group Limited  
**Via mail:** Level 1, 61 Spring Street, Melbourne VIC 3000  
**Via email:** [at@ccounsel.com.au](mailto:at@ccounsel.com.au)

Written questions must be received by no later than **5.00pm (Melbourne time) on Thursday 3 November 2016**.

Your questions should relate to matters that are relevant to the business of the Annual General Meeting, as outlined in this Notice of Meeting and Explanatory Memorandum.

In accordance with the *Corporations Act 2001* (Cth) and the Company's policy, a reasonable opportunity will also be provided to shareholders attending the Annual General Meeting to ask questions about, or make comments upon, matters in relation to the Company including the Company's Remuneration Report for the year ended 30 June 2016.

During the course of the Annual General Meeting, the Chair will seek to address as many shareholder questions as reasonably practicable, and where appropriate will give a representative of the auditor the opportunity to answer written questions addressed to the auditor. However there may not be sufficient time to answer all questions at the Annual General Meeting. Please note that individual responses may not be sent to shareholders.

## VOTING INFORMATION

### Entitlement to vote at the Annual General Meeting

A determination has been made by the Board of the Company under regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered shareholders of the Company as at **7.00 pm (Melbourne time) on Tuesday 8 November 2016**, subject to any applicable voting exclusion.

### Voting by proxy

- (a) A shareholder entitled to attend and vote at the Annual General Meeting may appoint one proxy or, if the shareholder is entitled to cast 2 or more votes at the Meeting, 2 proxies, to attend and vote instead of the shareholder.
- (b) Where 2 proxies are appointed to attend and vote at the Meeting, each proxy may be appointed to represent a specified proportion or number of the shareholder's voting rights at the Meeting.
- (c) A proxy need not be a shareholder of the Company.

(d) A proxy may be an individual or a body corporate. If a body corporate is appointed, the proxy form must indicate the full name of the body corporate and the full name or title of the individual representative of the body corporate for the Meeting.

(e) A proxy form accompanies this Notice. If a shareholder wishes to appoint more than 1 proxy, they may make a copy of the proxy form attached to this Notice. For the proxy form to be valid it must be received together with the power of attorney or other authority (if any) under which the form is signed, or a (notarially) certified copy of that power or authority **by 3.30 pm (Melbourne time) on Tuesday 8 November 2016**:

**Online** [www.votingonline.com.au/harristechnologygroupagm2016](http://www.votingonline.com.au/harristechnologygroupagm2016)

**by post** Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001

**by personal delivery** Boardroom Pty Limited  
Level 12, Grosvenor Place  
225 George Street  
Sydney NSW 2000

**by facsimile** +61 9290 9655

### Proxy voting by the Chair

The *Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act 2011* (Cth), imposes prohibitions on Key Management Personnel and their Closely Related Parties from voting their shares (or voting undirected proxies) on, amongst other things, remuneration matters.

However, the chair of a meeting may vote an undirected proxy (i.e. a proxy that does not specify how it is to be voted), provided the shareholder who has lodged the proxy has given an express voting direction to the chair to exercise the undirected proxy, even if the resolution is connected with the remuneration of a member of Key Management Personnel. If you complete a proxy form that authorises the Chair of the Meeting to vote on your behalf as proxy, and you do not mark any of the boxes so as to give him directions about how your vote should be cast, then you will be taken to have expressly authorised the Chair to exercise your proxy on Resolutions 1, 3, 4, and 5. In accordance with this express authority provided by you, the Chairman will vote in favour of Resolutions 1, 3, 4, and 5. If you wish to appoint the Chair of the Meeting as your proxy, and you wish to direct him how to vote, please tick the appropriate boxes on the form.

The Company's Chairman, Mr Andrew Plympton, will chair the Meeting and intends to vote all available undirected proxies in favour of each item of business.

If you appoint as your proxy any Director of the Company, except the Chairman, or any other Key Management Personnel or any of their Closely Related Parties and you do not direct your proxy how to vote on Resolutions 1, 3, 4, and 5 he or she will not vote your proxy on that item of business.



**EXPLANATORY MEMORANDUM  
TO NOTICE OF 2016 ANNUAL GENERAL MEETING**

**1. FINANCIAL AND RELATED REPORTS**

Item	Financial and related reports
<b>Explanation</b>	<p>Section 317 of the Corporations Act requires the Company's financial report, Directors' report and auditor's report for the financial year ended 30 June 2016 to be laid before the Company's 2016 Annual General Meeting. There is no requirement for a formal resolution on this item.</p> <p>The financial report contains the financial statements of the consolidated entity consisting of Harris Technology Group and its controlled entities.</p> <p>As permitted by the Corporations Act, a printed copy of the Company's 2016 Annual Report has been sent only to those shareholders who have elected to receive a printed copy. A copy of the 2016 Annual Report is available from the Company's website (<a href="http://www.ht8.com.au">www.ht8.com.au</a>).</p> <p>The Chair of the Meeting will allow a reasonable opportunity at the Meeting for shareholders to ask questions. Shareholders will also be given a reasonable opportunity at the Meeting to ask the Company's auditor RSM Australia questions about its audit report, the conduct of its audit of the Company's financial report for the year ended 30 June 2016, the preparation and content of its audit report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of RSM Australia in relation to the conduct of the audit.</p>

**2. ADOPTION OF REMUNERATION REPORT (NON-BINDING RESOLUTION)**

Resolution 1	Adoption of Remuneration Report (non-binding resolution)
<b>Explanation</b>	<p>Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the Company's 2016 Annual Report and is available from the Company's website (<a href="http://www.ht8.com.au">www.ht8.com.au</a>).</p> <p>The Remuneration Report:</p> <ul style="list-style-type: none"> <li>▪ describes the policies behind, and the structure of, the remuneration arrangements of the Company and the link between the remuneration of executives and the Company's performance;</li> <li>▪ sets out the remuneration arrangements in place for each Director and for certain members of the senior management team; and</li> <li>▪ explains the differences between the basis for remunerating Non-Executive Directors and senior executives, including the Managing Director.</li> </ul> <p>The vote on this item is advisory only and does not bind the Directors. However, the Board will take into account any discussion on this item and the outcome of the vote when considering the future remuneration policies and practices of the Company.</p>

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<b>Voting Exclusion</b>	A voting exclusion statement applies to this resolution, as set out in the Notice.
<b>Board Recommendation</b>	The Directors unanimously recommend that shareholders vote in favour of adopting the Remuneration Report.
<b>Chair's available proxies</b>	The Chair of the Meeting intends to vote all available proxies in favour of this Resolution 1.

### 3. ELECTION AND RE-ELECTION OF DIRECTORS

<b>Resolutions 2a to 2c</b>	<b>Election and Re-Election of Directors</b>
<b>Explanation</b>	<p>Article 47(b) of the Constitution requires that the Director who has held office as a Director for the longest period of time since his or her last election or appointment to that office must retire at each annual general meeting of the Company. Article 47(b) provides that a Director so retiring is eligible for re-election at that annual general meeting.</p> <p>Article 47(c) of the Constitution provides that any Director who is appointed as a Director by the Board pursuant to Article 46(b) must retire at the next annual general meeting following his or her appointment as a Director and is not to be counted for the purposes of determining the Director/s to retire under Article 47(b). Article 47(c) of the Constitution further provides that a Director retiring at an annual general meeting pursuant to Article 47(c) is eligible for re-election at that annual general meeting.</p> <p>Mr Andrew Plympton has held his office as a Director of the Company for the longest period of time since his last re-election to office at the Company's 2014 Annual General Meeting held on 3 December 2014. Accordingly, Mr Plympton retires as a Director at the 2016 Annual General Meeting pursuant to Article 47(b) of the Constitution and, being eligible under Article 47(b), offers himself for re-election as a Director.</p> <p>Both Messrs Howard Chen and Bob Xu were appointed as Directors of the Company pursuant to Article 46(b) of the Constitution and therefore retire as Directors at the 2016 Annual General Meeting and offer themselves for re-election as Directors pursuant to Article 47(c) of the Constitution.</p>
<b>About Mr Andrew Plympton</b>	<p>Mr Plympton was appointed to the Company's Board on 9 February 2010 as independent Non-Executive Chairman.</p> <p>Mr Plympton has spent more than 35 years in the financial services area, as Managing Director and/or Executive Chairman of a number of international insurance brokers and risk managers. In addition, he has held the role of Chairman in Underwriting Agencies and Captive Insurance Managers.</p> <p>In the public company sector, Mr Plympton is a director of XPD Soccer Gear Limited (ASX: XPD) (appointed 7 February 2015) and Energy Mad Limited (NZX: MAD).</p> <p>Mr Plympton is an Executive Member of The Australian Olympic Committee and Director of The Australian Olympic Foundation Limited. He is a Commissioner of the Australian Sports Commission and Advisory Board Member of Global Risk Advisory Company Aon.</p>

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	<p>During the last three years Mr Plympton has also served as a director of the listed companies NewSat Limited (ASX: NWT) from 18 February 2010 to 30 June 2014, Sunbridge Group Limited (ASX: SBB) from 23 July 2013 to 30 December 2014 and has been a director of Bluestone Global Limited (ASX: BUE). Mr Plympton was also Chairman of KNeoMedia Limited (ASX: KNM) from 26 August 2010 to 21 October 2015.</p> <p>Mr Plympton has a relevant interest in 160,000 fully paid ordinary shares in the Company (on a post-Consolidation basis) which are held by an entity Mr Plympton controls.</p>
<p><b>About Mr Howard Chen</b></p>	<p>Mr Chen was appointed to the Company's Board on 19 July 2016 as an independent Non-Executive Director.</p> <p>Mr Chen holds a Masters of Microelectronics degree from Griffith University, and is a member of the Institution of Engineers Australia. Mr Chen has a strong background in and deep understanding of electrical and IT products, with years of extensive experience in global product sourcing, development, brand marketing and sales. Prior to the completion of his Masters degree, he worked as the system design engineer in Quanta Computer (Shanghai), the global number one in laptop and hardware manufacturing. Mr Chen is also a graduate of Jiliang University.</p> <p>Mr Chen is currently the managing director of Ultra Imagination Technology Pty Ltd. The company owns mbeat, one of the most dynamic and fast growing lifestyle tech brands in Australia. mbeat holds a heavyweight presence in the Australian and New Zealand National retailer and online sectors, being retailed through the likes of Harvey Norman, Officeworks, The Warehouse Group, Catchoftheday and Kogan, and is currently breaking into the US market.</p> <p>Mr Chen has not held any directorships of other listed entities during the past three years. Mr Chen has a relevant interest in 1,469,512 fully paid ordinary shares in the Company (on a post-Consolidation basis) which are held by an entity Mr Chen controls.</p>
<p><b>About Mr Bob Xu</b></p>	<p>Mr Xu was appointed to the Board on 7 March 2016 as a Non-Executive Director. Mr Xu became an Executive Director of the Company on 19 July 2016. The Company does not consider Mr Xu to be an independent Director due to his executive role within the Company.</p> <p>Mr Xu came to Australia in 1987, and became an Australian Citizen in 1995. Mr Xu holds a Diploma in Mechanical Engineering from the Shanghai Aviation Technology Institute, and studied Engineering for four years at Tongji University.</p> <p>Mr Xu started import and distribution business with AZA International Pty Ltd in 1996. Mr Xu has served as Business Director of Anyware Corporation Pty Ltd since 2012. Mr Xu was also Executive Director of Harris Technology Pty Ltd.</p> <p>Mr Xu has not held any directorships of other listed entities during the past three years. Mr Xu has a relevant interest in 8,638,903 fully paid ordinary shares in the Company (on a post-Consolidation basis) which are held by an entity that Mr Xu controls.</p>
<p><b>Board Recommendation</b></p>	<p>The Board, with Messrs Plympton, Chen and Xu abstaining on making recommendations on Resolutions 2a, 2b and 2c respectively, recommends that shareholders vote in favour of these resolutions.</p>

<b>Chair's available proxies</b>	The Chair of the Meeting intends to vote all available proxies in favour of Resolutions 2a to 2c.
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#### 4. APPROVAL OF LONG TERM INCENTIVE PLAN

<b>Resolution 3</b>	<b>Approval of the Long Term Incentive Plan (LTIP)</b>
<b>Explanation</b>	Resolution 3 seeks shareholder approval for the Company's Long Term Incentive Plan ( <b>LTIP</b> ) for the purposes of the Listing Rules and the Corporations Act.
<b>ASX Listing Rules</b>	<p>ASX Listing Rule 7.1 provides that a company may not issue Equity Securities, or agree to issue Equity Securities, without the approval of shareholders, if the number of Equity Securities to be issued in any 12 month period (including shares issued on the exercise of any options) exceeds 15% of the issued capital of the company preceding the issue (<b>15% Placement Capacity</b>).</p> <p>ASX Listing Rule 7.2 contains a number of exceptions to the 15% Placement Capacity rule in ASX Listing Rule 7.1. In particular, under Exception 9 in ASX Listing Rule 7.2, any Equity Securities issued under an employee incentive scheme within three years of the date on which shareholders approve the issue of those Equity Securities are not deducted from the Company's 15% Placement Capacity for the purposes of ASX Listing Rule 7.1. Resolution 3 is designed to satisfy the requirements of Exception 9 in ASX Listing Rule 7.2.</p>
<b>Corporations Act</b>	<p>Section 259B(1) of the Corporations Act prohibits a company from taking security over its shares except as permitted by section 259B(2). Section 259B(2) states that a company may take security over shares in itself under an employee share scheme that has been approved by resolution passed at a general meeting of the company.</p> <p>Section 260A(1)(c) of the Corporations Act prohibits a company from financially assisting a person to acquire shares in itself except as permitted by section 260(C). Section 260(C)(4) provides for special exemption for approved employee shares schemes and states that financial assistance is exempted from section 260(A) if a resolution is passed at a general meeting of the company.</p> <p>Accordingly shareholder approval is sought under Resolution 3 to ensure compliance with these sections of the Corporations Act.</p>
<b>Purpose of LTIP</b>	<p>The purpose of the LTIP is to provide incentives to management and Directors of the Company who are integral to the operations and ongoing success of the Company. These incentives are designed to encourage greater productivity from Directors and management and to better enable the Company to retain its management personnel in a highly competitive industry.</p> <p>Should Resolution 3 be passed, the Company will have the necessary flexibility to issue securities as an incentive to management personnel, and the issue of securities under the LTIP will not be deducted from the Company's 15% Placement Capacity pursuant to ASX Listing Rule 7.1.</p> <p>A summary of the LTIP is provided below.</p>

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**Terms of the LTIP**

**General**

The LTIP is intended to retain and motivate the Company's management team.

Under the LTIP, the Board has the discretion to offer shares or grant options or performance rights to eligible employees (which includes Directors) of the Company or a related body corporate. An offer of shares may be accompanied by an offer of a loan (acquisition loan) from the Company or a related body corporate to acquire the shares.

Note: there is no current proposal to offer shares or acquisition loans under the LTIP.

Both options and performance rights give a participant in the LTIP a right to acquire shares in the Company subject to the achievement of time based and/or performance based vesting conditions, with options requiring the payment of an exercise price to acquire the shares and a performance right not requiring the payment of an exercise price.

The Board has the discretion to amend the rules of the LTIP (including respectively in respect of previous awards of shares, options or performance rights) but not so as to reduce the rights of participants, except where necessary to correct obvious errors or mistakes or to comply with legal requirements or where agreed by the participant.

Awards under the LTIP are made at the Board's discretion.

**Eligibility**

The rules allow for offers under the LTIP to be made to any employee of the Company or a related body corporate, including Directors, or such other person as the Board determines. However, it has been the case and it is currently intended to continue to be the case that participation in the LTIP will only be offered to the Company's senior executive leadership team including Directors.

**Issue of shares and grant of options and performance rights**

Shares, options and performance rights may be issued under the LTIP subject to vesting conditions, including time and performance based hurdles.

The Board determines the details of the vesting conditions attaching to shares, options and performance rights under the LTIP prior to offers of participation being made. Shares, options or performance rights will only vest (under normal circumstances) upon satisfaction of the time and performance based vesting conditions. If those conditions are not met, shares will be bought back or the options or performance rights will generally expire and not be capable of exercise.

No amount is payable on the grant of options or performance rights offered under the LTIP.

**Delivery of shares**

Shares in the Company will be delivered to participants upon exercise of vested options or performance rights. On exercise, the Company may deliver shares by new issue or by purchasing shares for transfer to participants. No exercise price is payable on the exercise of performance rights unless otherwise determined by the Board at the date of grant.

**Buy-back of shares**

	<p>The LTIP provides for the buy-back of shares offered under the LTIP in certain circumstances, including on the forfeiture of the shares. Buy-back proceeds must be applied towards the repayment of any acquisition loan used to acquire the shares.</p> <p><b>Change of control</b></p> <p>On a change of control of the Company, the Board has discretion to waive the vesting conditions applicable to unvested options and performance rights, subject to such terms and conditions as it determines.</p> <p><b>Plan limits</b></p> <p>Issues of shares including on exercise of options or performance rights granted under the LTIP will be subject to a cap of 5% of the issued share capital of the Company, inclusive of shares that may be issued under other employee incentive schemes of the Company for employees and Non-Executive Directors, but disregarding offers made outside of Australia, made under a prospectus or other disclosure document or which do not require a disclosure document.</p> <p><b>Expiry of options and performance rights</b></p> <p>Unless otherwise determined by the Board in its discretion, options and performance rights which have not been exercised will expire and cease to exist on the expiry date specified at the date of grant or upon the Board making a determination that the options or performance rights are to be forfeited.</p> <p><b>Restrictions on shares and forfeiture conditions</b></p> <p>Shares, options and performance rights, and shares delivered on exercise, may be subject to forfeiture (subject to lifting at the discretion of the Board) if a participant commits any act of fraud, defalcation or gross misconduct in relation to the Company or a related body corporate. In addition, the Board can decide, on the offer of shares or the grant of options or performance rights under the LTIP the circumstances under which the shares, options or performance rights are to be forfeited in additional circumstances, such as the termination or cessation of employment.</p> <p>Shares delivered on exercise of options or performance rights may be subject to disposal restrictions (subject to removal at the discretion of the Board).</p> <p><b>Hedging economic exposure prohibited</b></p> <p>Without limiting the prohibitions in Part 2D.7 of the Corporations Act (ban on hedging remuneration of key management personnel), the terms of the LTIP prohibit entering into transactions or arrangements which limit the economic risk of participating in unvested entitlements under the LTIP.</p>
<b>Securities issued under LTIP</b>	<p>Since the date of the last approval by shareholders of the LTIP, being the Company's 2013 Annual General Meeting on 12 December 2013, a total of 28,900,000 options to acquire ordinary shares (on a pre-Consolidation basis) were issued pursuant to the LTIP, all of which have since lapsed or been cancelled. No other securities have been issued under the LTIP.</p>
<b>Voting Exclusion</b>	<p>A voting exclusion statement applies to this resolution, as set out in the Notice.</p>
<b>Board Recommendation</b>	<p>As the Directors may participate in the LTIP they do not provide any recommendation to shareholders in relation to this Resolution 3.</p>

**Chairman's available proxies**

The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.

**5. APPROVAL OF ISSUES OF SHARES TO DIRECTORS IN LIEU OF FEES**

**Resolutions 4 & 5**

**Approval of issues of shares to Directors in lieu of fees**

**Explanation**

Non-Executive Directors Messrs Mark Goulopoulos and Howard Chen have agreed to receive their Directors' fees in shares (subject to shareholder approval being obtained) for 12 months following the Anyware Merger, which completed on 19 July 2016. This was deemed by the Board to be an appropriate and responsible measure to reduce the cash burn rate of the Company, while concurrently further aligning the interests of these Non-Executive Directors with those of shareholders.

An alternative to the issue of the shares to Messrs Goulopoulos and Chen would be to make payment of their Directors' fees in cash. However, given the current stage of development of the Company, and the necessity for cash resources to be preserved and directed into the growth of the Company's business, the Board considers the issue of the shares to be an appropriate cash-free method of remunerating these Directors for their commitment and contribution to the Company.

The Company seeks shareholder approval pursuant to ASX Listing Rule 10.11 to issue fully paid ordinary shares in lieu of Directors' fees owed by the Company to each of Messrs Goulopoulos and Chen which accrued during July, August and September 2016, as follows:

1. Mr Goulopoulos is owed Directors' fees in the amount of \$5,460 for the months of July, August and September; and
2. Mr Chen is owed Directors' fees in the amount of \$4,403.23 for the months of July, August and September (which have accrued from the date of his appointment as a Director of the Company on 19 July 2016).

The fully paid ordinary shares proposed to be issued to Messrs Goulopoulos and Chen will be issued at a deemed issue price of \$0.1324 per share. The deemed issue price of \$0.1324 per share has been calculated on the basis of the volume weighted average market price for the Company's shares over the period from 1 July 2016 to 30 September 2016.

Subject to Resolutions 4 and 5 being passed:

1. Mr Goulopoulos will receive 41,239 fully paid ordinary shares (\$5,460 / \$0.1324) (**Goulopoulos Shares**); and
2. Mr Chen will receive 33,257 fully paid ordinary shares (\$4,403.23 / \$0.1324) (**Chen Shares**).

If shareholder approval is received for Resolutions 4 and 5 and the Company issues the Goulopoulos Shares and Chen Shares, there will be no outstanding fees owed by the Company to these Directors up until 30 September 2016. The Company will seek shareholder approval at the next general meeting following the 2016 Annual General Meeting with respect to any shares relating to Directors' fees which accrue after 30 September 2016.

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<p><b>ASX Listing Rules</b></p>	<p>ASX Listing Rule 10.11 requires a listed company to obtain shareholder approval prior to the issue of securities to a related party of the company. Messrs Goulopoulos and Chen are related parties of the Company by virtue of section 228(2) of the Corporations Act. Accordingly, Resolutions 4 and 5 seek the shareholder approval required by ASX Listing Rule 10.11 to allow issues of shares to related parties.</p> <p>If shareholder approval is given for the purposes of ASX Listing Rule 10.11, approval will not be required under ASX Listing Rule 7.1, and the shares issued pursuant to Resolutions 4 and 5 will not deplete the Company’s 15% Placement Capacity under ASX Listing Rule 7.1.</p>
<p><b>Approval not sought under Chapter 2E of the Corporations Act</b></p>	<p>For the purposes of Chapter 2E, Messrs Goulopoulos and Chen are related parties of the Company by virtue of section 228(2) of the Corporations Act.</p> <p>A “financial benefit” is defined in the Corporations Act in broad terms and expressly includes a public company issuing securities. The giving of a financial benefit to a related party of a public company is ordinarily prohibited by Chapter 2E of the Corporations Act. The exceptions to the general prohibition are where the benefit is given with the approval of shareholders or the benefit is given in one or more of the limited circumstances in which the giving of a financial benefit to a related party of a public company is permitted.</p> <p>One exception to the general rule is where the benefit constitutes “reasonable remuneration” in respect of the duties and responsibilities of the related party in the management of the public company.</p> <p>The share issues proposed under Resolutions 4 and 5 relate to the amounts of Directors’ fees referred to above, and are the result of the agreement of Messrs Goulopoulos and Chen to forego cash payments for their normal remuneration as Non-Executive Directors of the Company. Therefore, the shares proposed to be issue pursuant to Resolutions 4 and 5 do not constitute additional payments to the Directors.</p> <p>In the view of the Board, the issue of the shares to Messrs Goulopoulos and Chen in lieu of their foregone cash fees constitutes “reasonable remuneration” and, as the provision of such benefits is expressly permitted by section 211(1) of the Corporations Act, the Board does not consider that the Company is required to seek shareholder approval under Chapter 2E of the Corporations Act in order to give the Directors the financial benefit that is inherent in the issues of shares pursuant to Resolutions 4 and 5.</p>
<p><b><i>Specific information relating to Resolution 4 – Goulopoulos Shares</i></b></p>	
<p><b>Specific information required by ASX Listing Rule 10.13</b></p>	<p>In accordance with ASX Listing Rule 10.13, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 10.11, the following information is provided to shareholders:</p> <p><b>Identification of recipients of shares</b>                      Mr Mark Goulopoulos or his nominee(s).</p> <p><b>Maximum number of shares to be issued</b>                      41,239 fully paid ordinary shares.</p>



	<p><b>Date for issue and allotment of shares</b> If shareholder approval is obtained for Resolution 4, the Company will issue the Goulopoulos Shares as soon as is practicable after the Meeting, or in any event no later than 1 month after the date of the Meeting.</p> <p><b>Issue price per share</b> The Goulopoulos Shares will be issued at nil cash consideration and at a deemed issue price of \$0.1324 per share.</p> <p><b>Terms of shares</b> The Goulopoulos Shares will rank equally with all other fully paid ordinary shares currently on issue.</p> <p><b>Use of funds raised</b> There will be no funds raised from the issue of the Goulopoulos Shares; however, upon the issue of the Goulopoulos Shares, the Company will be relieved from its obligations to pay the corresponding Directors' fees in cash.</p>
<b>Specific information relating to Resolution 5 – Chen Shares</b>	
<p><b>Specific information required by ASX Listing Rule 10.13</b></p>	<p>In accordance with ASX Listing Rule 10.13, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 10.11, the following information is provided to shareholders:</p> <p><b>Identification of recipients of shares</b> Mr Howard Chen or his nominee(s).</p> <p><b>Maximum number of shares to be issued</b> 33,257 fully paid ordinary shares.</p> <p><b>Date for issue and allotment of shares</b> If shareholder approval is obtained for Resolution 5, the Company will issue the Chen Shares as soon as is practicable after the Meeting, or in any event no later than 1 month after the date of the Meeting.</p> <p><b>Issue price per share</b> The Chen Shares will be issued at nil cash consideration and at a deemed issue price of \$0.1324 per share.</p> <p><b>Terms of shares</b> The Chen Shares will rank equally with all other fully paid ordinary shares currently on issue.</p> <p><b>Use of funds raised</b> There will be no funds raised from the issue of the Chen Shares; however, upon the issue of the Chen Shares, the Company will be relieved from its obligations to pay the corresponding Directors' fees in cash.</p>
<b>General information</b>	
<b>Voting Exclusions</b>	Voting exclusion statements apply to Resolutions 4 and 5, as set out in the Notice.

<b>Board Recommendation</b>	<p>Each Director (other than Mr Gouloupoulos with respect to Resolution 4 and Mr Chen with respect to Resolution 5) has no interest in the outcome of Resolutions 4 and 5, other than as existing shareholders.</p> <p>Given the stage of the Company's operations and the need for the Company to conserve its cash reserves at a pivotal point in its growth strategy, the Directors consider it to be in the best interests of the Company and its shareholders to discharge existing obligations to pay the abovementioned Directors' fees through the issue of shares.</p> <p>On this basis, each of the Directors (with Mr Gouloupoulos abstaining from making a recommendation on Resolution 4 and with Mr Chen abstaining from making a recommendation on Resolution 5) recommends that shareholders vote in favour of Resolutions 4 and 5.</p>
<b>Chairman's available proxies</b>	The Chairman intends to vote all available proxies in favour of Resolutions 4 and 5.

## 6. APPROVAL OF 10% PLACEMENT CAPACITY

Resolution 6	Approval of 10% Placement Capacity
<b>General</b>	<p>Under ASX Listing Rule 7.1, every listed entity has the ability to issue 15% of its issued capital without shareholder approval in a 12 month period. ASX Listing Rule 7.1A permits eligible small and mid-cap ASX-listed entities, subject to shareholder approval, to issue Equity Securities of up to an additional 10% of their issued capital by way of placements over a 12 month period, in addition to their ability to issue Equity Securities under ASX Listing Rule 7.1 (<b>10% Placement Capacity</b>).</p> <p>The Company seeks shareholder approval under ASX Listing Rule 7.1A for the 10% Placement Capacity. The effect of this resolution will be to allow the Directors, subject to the conditions set out below, to issue Equity Securities under the 10% Placement Capacity without using the Company's 15% Placement Capacity under ASX Listing Rule 7.1.</p> <p>Resolution 6 is a <b>special resolution</b>. Accordingly, at least 75% of votes cast by shareholders present and eligible to vote (in person or by proxy) at the meeting must be in favour of this resolution for it to be passed.</p>
<b>Eligibility</b>	<p>ASX-listed entities which have a market capitalisation of \$300 million or less, and which are not included in the S&amp;P/ASX 300 Index will be considered eligible to seek shareholder approval under ASX Listing Rule 7.1A.</p> <p>As at the date of this Notice, the Company, which has a market capitalisation of less than \$300 million, is not included in the S&amp;P/ASX 300 Index. Accordingly, the Company is considered eligible to seek shareholder approval under ASX Listing Rule 7.1A.</p>
<b>Formula</b>	<p>The exact number of additional Equity Securities that the Company may issue under the 10% Placement Capacity will be determined by a formula set out ASX Listing Rule 7.1A.2 as follows:</p> <p style="text-align: center;"><b>(A x D) - E</b></p> <p>Where:</p> <p><b>A</b> is the number of ordinary shares on issue 12 months before the date of issue or agreement:</p> <ul style="list-style-type: none"> <li>▪ plus the number of fully paid shares issued in the previous 12 months under an</li> </ul>

	<p>exception in ASX Listing Rule 7.2;</p> <ul style="list-style-type: none"> <li>▪ plus the number of partly paid shares that became fully paid in the previous 12 months (there are presently no partly paid shares on issue in the Company);</li> <li>▪ plus the number of shares issued in the previous 12 months with approval of shareholders under ASX Listing Rules 7.1 and 7.4. This does not include an issue of fully paid shares under the Company's 15% Placement Capacity without shareholder approval; and</li> <li>▪ less the number of shares cancelled in the previous 12 months.</li> </ul> <p><i>'A' has the same meaning in ASX Listing Rule 7.1 when calculating an entity's 15% Placement Capacity</i></p> <p><b>D</b> is 10%.</p> <p><b>E</b> is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of shareholders under ASX Listing Rule 7.1 or 7.4.</p>
<p><b>Conditions of issue under the 10% Placement Capacity</b></p>	<p>There are a number of conditions applicable to the issue of Equity Securities under ASX Listing Rule 7.1A, including a limitation on the discount to prevailing market price at which they may be issued, and additional disclosure requirements. A summary of these conditions are as follows:</p> <ul style="list-style-type: none"> <li>(a) Equity Securities issued under the 10% Placement Capacity can only be in a class of securities already quoted. At the date of this Notice, the Company only has one class of securities which are quoted, being ordinary shares.</li> <li>(b) The issue price of each Equity Security issued under the 10% Placement Capacity must be no less than 75% of the volume weighted average market price (<b>VWAP</b>) for Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before either: <ul style="list-style-type: none"> <li>i. the date on which the price at which the Equity Securities are to be issued is agreed; or</li> <li>ii. if the Equity Securities are not issued within 5 trading days of the date in paragraph (i), the date on which the Equity Securities are issued.</li> </ul> </li> </ul>
<p><b>Period of validity of shareholder approval</b></p>	<p>In the event that the Company obtains shareholder approval for Resolution 6, such approval will cease to be valid upon the earlier of:</p> <ul style="list-style-type: none"> <li>(a) 12 months after the date of the 2016 Annual General Meeting, being 10 November 2017; or</li> <li>(b) if applicable, the date on which the Company's shareholders approve a change to the nature or scale of the Company's activities under ASX Listing Rule 11.1.2, or the disposal of the Company's main undertaking under ASX Listing Rule 11.2.</li> </ul> <p><b>(7.1A Placement Period)</b></p>

**Information to be provided to shareholders under ASX Listing Rule 7.3A**

**Minimum issue price**

The issue price of each Equity Security issued under the 10% Placement Capacity must be no less than 75% of the VWAP for Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before either:

- i. the date on which the price at which the Equity Securities are to be issued is agreed; or
- ii. if the Equity Securities are not issued within 5 trading days of the date in paragraph (i), the date on which the Securities are issued.

**Risk of dilution to shareholders**

If Resolution 6 is approved by shareholders, any issue of Equity Securities under the 10% Placement Capacity may present a risk of economic and voting dilution of existing shareholders, including the risk that:

- the market price of the Company's Equity Securities may be significantly lower on the relevant issue date than on the date of the 2016 Annual General Meeting; and
- the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date.

The table below shows the potential dilution of existing shareholders under various scenarios on the basis of:

- an issue price of \$0.13 per share, which was the closing price of the Company's shares on the ASX on 28 September 2016; and
- the variable 'A' being calculated as the number of fully paid ordinary shares on issue on the date of this Notice, being 131,129,774.

The table also shows:

(a) two examples where variable 'A' has increased by 50% and 100%. The number of shares on issue in the Company may increase as a result of the issue of shares that do not require approval of shareholders (for example, pro-rata entitlement issues or scrip issues under takeover offers) or future placements of shares under ASX Listing Rule 7.1 of up to 15% of issued capital that are approved at future general meetings of shareholders; and

(b) two examples of where the issue price of shares has decreased by 50% and increased by 100%.

VARIABLE 'A'		Dilution		
		50% decrease in issue price \$0.065	Issue price \$0.13	100% increase in issue price \$0.26
Current Variable 'A' 131,129,774 shares	10% voting dilution	13,112,977 shares	13,112,977 shares	13,112,977 shares
	Funds raised	\$852,343.53	\$1,704,687.06	\$3,409,374.12
50% increase in current Variable 'A' 196,694,661 shares	10% voting dilution	19,669,466 shares	19,669,466 shares	19,669,466 shares
	Funds raised	\$1,278,515.30	\$2,557,030.59	\$5,114,061.19

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	<b>100% increase in current Variable 'A'</b> 262,259,548 shares	<b>10% voting dilution</b>	26,225,995 shares	26,225,995 shares	26,225,955 shares
		<b>Funds raised</b>	\$1,704,687.06	\$3,409,374.12	\$6,818,748.25
<p>The table has been prepared on the following assumptions:</p> <ul style="list-style-type: none"> <li>(a) the Company issues the maximum number of shares available under the 10% Placement Capacity;</li> <li>(b) the 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue;</li> <li>(c) the table does not show an example of dilution that may be caused to a particular shareholder as a result of placements under the 10% Placement Capacity based on that shareholder's holding at the date of the Meeting;</li> <li>(d) the table shows only the effect of issues of Equity Securities under the 10% Placement Capacity in accordance with ASX Listing Rule 7.1A and not under the 15% Placement Capacity under ASX Listing Rule 7.1;</li> <li>(e) the issue of Equity Securities under the 10% Placement Capacity consists only of shares; and</li> <li>(f) the issue price is \$0.13, being the closing price of the Company's shares on the ASX on 28 September 2016.</li> </ul>					
<b>Period of validity</b>	<p>The Company will only issue and allot the Equity Securities during the 7.1A Placement Period. The approval under the Resolution 6 for the issue of the Equity Securities will cease to be valid in the event that shareholders approve a transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or ASX Listing Rule 11.2 (disposal of main undertaking).</p>				
<b>Reason for issue of shares under 10% Placement Capacity</b>	<p>The Company may seek to issue the Equity Securities for the following purposes:</p> <ul style="list-style-type: none"> <li>(a) non-cash consideration for the acquisition of new assets, businesses or investments, in which event the Company will provide a valuation of the non-cash consideration as required by ASX Listing Rule 7.1A.3; or</li> <li>(b) cash consideration, the proceeds of which will be applied to fund the Company's existing and future activities, appraisal of corporate opportunities, investment in new businesses (if any), the costs incurred in undertaking placement(s) of shares under ASX Listing Rule 7.1.A and for general working capital.</li> </ul> <p>The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A.4 and 3.10.5A upon issue of any Equity Securities.</p>				

<p><b>Allocation policy</b></p>	<p>The Company may not issue any or all of the Equity Securities for which approval is given and may issue the Equity Securities progressively as the Company places the Equity Securities with investors.</p> <p>The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Capacity. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to factors such as:</p> <ol style="list-style-type: none"> <li>1. fund raising options (and their viability) available to the Company at the relevant time;</li> <li>2. the effect of the issue of the Equity Securities on the control of the Company;</li> <li>3. the financial situation of the Company and the urgency of the requirement for funds; and</li> <li>4. advice from the Company's corporate, financial, legal and broking advisers.</li> </ol> <p>The allottees under the 10% Placement Capacity have not been determined as at the date of this Notice. It is intended that the allottees will be suitable professional and sophisticated investors, and other investors not requiring a disclosure document under section 708 of the Corporations Act, that are known to the Company and/or introduced by third parties.</p> <p>The allottees may include existing substantial shareholders and/or new shareholders, but the allottees will not be related parties of the Company.</p> <p>In the event that the shares under the 10% Placement Capacity are issued as consideration for the acquisition of businesses, assets or investments, it is likely that the allottees will be the vendors of such businesses, assets or investments.</p>										
<p><b>Previous approval</b></p>	<p>The Company previously obtained approval under ASX Listing Rule 7.1A on 10 November 2015, and this approval expired on 15 July 2016, being the date that shareholders approved the Anyware Merger under ASX Listing Rule 11.1.2.</p> <p>In accordance with ASX Listing Rule 7.3A.6, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 7.1A, the following information is provided to shareholders:</p> <p>As at 10 November 2015, being the date that is 12 months prior to the 2016 Annual General Meeting, the Company had the following Equity Securities on issue:</p> <table border="1" data-bbox="443 1570 1406 1787"> <thead> <tr> <th>Class of Equity Securities</th> <th>Number</th> </tr> </thead> <tbody> <tr> <td>Ordinary shares (post-Consolidation*)</td> <td>22,399,501</td> </tr> <tr> <td>Unlisted options exercisable at \$0.10 and expiring 8 December 2015 (post-Consolidation*)</td> <td>40,000</td> </tr> <tr> <td>Unlisted options under Long Term Incentive Plan (post-Consolidation*)</td> <td>400,000</td> </tr> <tr> <td><b>TOTAL</b></td> <td><b>22,839,501</b></td> </tr> </tbody> </table> <p>* The Company completed its Consolidation on 28 July 2016, consolidating its securities in ratio of 25 to 1 and thereby reducing the total number of securities on issue in that ratio and inversely increasing the exercise price of any options on issue (though there were no options on issue at the time). Save for as otherwise indicated, the figures in the tables above and below have been provided on a post-Consolidation basis for consistency of presentation, notwithstanding that the Consolidation occurred on 28 July 2016 which was after the issue of these securities.</p> <p>The table below shows the number and type of Equity Securities issued by the</p>	Class of Equity Securities	Number	Ordinary shares (post-Consolidation*)	22,399,501	Unlisted options exercisable at \$0.10 and expiring 8 December 2015 (post-Consolidation*)	40,000	Unlisted options under Long Term Incentive Plan (post-Consolidation*)	400,000	<b>TOTAL</b>	<b>22,839,501</b>
Class of Equity Securities	Number										
Ordinary shares (post-Consolidation*)	22,399,501										
Unlisted options exercisable at \$0.10 and expiring 8 December 2015 (post-Consolidation*)	40,000										
Unlisted options under Long Term Incentive Plan (post-Consolidation*)	400,000										
<b>TOTAL</b>	<b>22,839,501</b>										

Company in the 12 months prior to the 2016 Annual General Meeting, and the percentage they represent of the total number of Equity Securities on issue at 10 November 2015 (being 22,839,501 on a post-Consolidation basis).

Item	Date of issue	Class of Equity Securities	No. issued (on a post-Consolidation basis)	% represented of total number of Equity Securities
1	01/12/15	Options exercisable at \$0.01891 and expiring 1 December 2018	720,000	3.15%
2	03/03/16	Ordinary shares	5,596,376	24.50%
3	19/07/16	Ordinary shares	96,138,278	420.93%
4	19/07/16	Ordinary shares	480,000	2.10%
5	19/07/16	Ordinary shares	636,577	2.79%
6	19/07/16	Ordinary shares	5,878,591	25.74%
	<b>TOTAL</b>		<b>109,449,822</b>	<b>479.21%</b>

All ordinary shares issued by the Company in the 12 months prior to the 2016 Annual General Meeting have the same terms and rank equally in all respects with existing shares in the Company. Specific information in relation to each issue is as follows:

Item	Reason for issue	Recipient	Use / intended use of funds	Issue price per share	Discount/premium to market price	Total cash consideration or current value
1	Options issued to Directors and the Company Secretary under the LTIP	Andrew Plympton, Domenic Carosa, Mark Gouloupoulos, Matthew Dickinson, Lorenzo Coppa, Alyn Tai	N/A, none raised	N/A, issued under LTIP	N/A	N/A
2	Capital raising placement	Australian PC Accessories Pty Ltd	Working capital	\$0.007147 (for 139,909,940 shares on a pre-Consolidation basis)	Premium: issued at 238.23% of market price at date of issue	\$1,000,000
3	Issued in consideration for the Anyware Merger	Anyware Sellers	N/A, none raised	N/A, consideration for acquisition	N/A	\$12,497,976.14 (current cash valuation based on the market price of the Company's shares on 28 September 2016)
4	Shares issued to Directors and the Company Secretary under the LTIP	Nominees of Andrew Plympton, Domenic Carosa, Mark Gouloupoulos and Alyn Tai	N/A, none raised	N/A, issued under LTIP	N/A	\$62,400 (current cash valuation based on the market price of the Company's shares on 28 September 2016)
5	Settlement of share based deferred consideration related to the Warcom Acquisition	Warcom Vendor and his nominees	N/A, none raised	Deemed issue price of \$0.01 (on a pre-Consolidation basis)	N/A	\$82,755.01 (current cash valuation based on the market price of the Company's shares on 28

							September 2016)
	6	Shares issued upon conversion of loans (principal and interest)	Converting Loan Lenders	N/A, none raised	Deemed issue price of \$0.007 (on a pre-Consolidation basis)	N/A	\$764,216.83 (current cash valuation based on the market price of the Company's shares on 28 September 2016)
<p>The Company has raised a total of \$1,000,000 through the issue of ordinary shares in the 12 months prior to the 2016 Annual General Meeting (see item 2 in the tables above). The Company has applied these funds towards its working capital requirements.</p>							
<b>Ranking of shares</b>	Any shares issued under the 10% Placement Capacity will rank equally with all other existing shares on issue in the Company.						
<b>General information</b>							
<b>Voting Exclusion</b>	A voting exclusion statement applies to this resolution, as set out in the Notice.						
<b>Board Recommendation</b>	The Directors unanimously recommend that shareholders vote in favour of this resolution.						
<b>Chairman's available proxies</b>	The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.						

## 7. APPROVAL OF CAPITAL RAISING PLACEMENT

<b>Resolution 7</b>	<b>Approval of issue of Proposed Placement Shares</b>
<b>Explanation</b>	Resolution 7 seeks shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of up to 30,000,000 ordinary shares in the Company at an issue price of not less than 80% of the volume weighted average market price of the Company's shares for the last five days on which sales of the shares are recorded before the day on which the issue will be made ( <b>Proposed Placement</b> ).
<b>ASX Listing Rules</b>	<p>ASX Listing Rule 7.1 provides, subject to certain exceptions, that shareholder approval is required for any issue of securities by a listed company, where the securities proposed to be issued represent more than 15% of the company's ordinary securities then on issue.</p> <p>The effect of Resolution 7 will be to allow the Company to issue up to 30,000,000 shares during the period of 3 months after the 2016 Annual General Meeting (or a longer period if allowed by ASX) without using the Company's 15% Placement Capacity.</p>
<b>Specific information required by ASX Listing Rule 7.3</b>	In accordance with ASX Listing Rule 7.3, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 7.1, the following information is provided to shareholders:



	<p><b>Maximum no. of shares to be issued</b> 30,000,000 fully paid ordinary shares</p> <p><b>Date by which shares will be issued</b> The Company will issue and allot the shares under the Proposed Placement no later than 3 months after the date of the 2016 Annual General Meeting (or such longer period of time as ASX may in its discretion allow).</p> <p><b>Issue price per share</b> The shares under the Proposed Placement will be allotted at an issue price that is not less than 80% of the volume weighted average market price of the Company's shares for the last five days on which sales of the shares are recorded before the day on which the issue will be made.</p> <p><b>Basis on which allottees will be determined</b> The Directors intend that the shares be issued and allotted to various sophisticated investors and professional investors introduced to the Company by the Company's advisors and/or invited by the Company to participate in the Proposed Placement.</p> <p><b>Terms of shares</b> Fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary shares in the Company.</p> <p><b>Use of funds raised</b> The funds raised under the Proposed Placement will be used for the Company's general working capital requirements.</p> <p><b>Progressive issue</b> The Directors intend that the issue of the shares under the Proposed Placement will occur progressively.</p> <p><b>Voting Exclusion Statement</b> A voting exclusion statement applies to this resolution, as set out in the Notice.</p>
<b>Proposed Placement facility to lapse if not utilised</b>	<p>The Directors are of the view that it is prudent for the Company to seek approval to issue the Proposed Placement Shares at the 2016 Annual General Meeting in order to preserve the Company's flexibility to raise equity capital if so required in the 3 month period following the Meeting, without depleting the Company's 15% Placement Capacity.</p> <p>However, at this point in time, there has been no determination to place any of the Proposed Placement, and accordingly, if approved by shareholders, but not utilised by the Company, the Proposed Placement facility will lapse within 3 months after the date of the Meeting.</p>
<b>Board Recommendation</b>	The Directors unanimously recommend that shareholders vote in favour of this resolution.
<b>Chairman's available proxies</b>	The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.

## DEFINITIONS

<b>10% Placement Capacity</b>	Means the Company's capacity to issue Equity Securities under ASX Listing Rule 7.1A.
<b>15% Placement Capacity</b>	Means the Company's capacity to issue Equity Securities under ASX Listing Rule 7.1.
<b>Anyware Merger</b>	Means the merger of the Company with the Anyware and Harris Technology group which completed on 19 July 2016 after receiving shareholder approval at the Company's Extraordinary General Meeting on 15 July 2016.
<b>Anyware Sellers</b>	Means Australian PC Accessories Pty Ltd, AZA International (Aust) Pty Ltd, Welland Industrial Co. Ltd and Cha Shin Chi Co. Ltd.
<b>Board</b>	Means the board of Harris Technology Group Limited.
<b>Chen Shares</b>	Means the 33,257 fully paid ordinary shares proposed to be issued to Mr Howard Chen in lieu of Directors' fees owing for July, August and September 2016 pursuant to Resolution 5.
<b>Company or Harris Technology Group</b>	Means Harris Technology Group Limited ACN 085 545 973.
<b>Consolidation</b>	Means the Company's consolidation which was completed on 28 July 2016, under which every 25 ordinary shares were consolidated into 1 ordinary share, with fractions of a share being rounded to the nearest whole number, exact half shares or options being rounded up and post consolidation holdings of less than one being rounded up.
<b>Constitution</b>	Means the constitution of Harris Technology Group Limited.
<b>Converting Loan Lenders</b>	Means Atlantis MG Pty Ltd, AZA International (Aust) Pty Ltd, Dominet Digital Corporation Pty Ltd, Australian PC Accessories Pty Ltd, and Howard Chen.
<b>Corporations Act</b>	<i>Corporations Act 2001</i> (Cth).
<b>Closely Related Party</b> (of a member of KMP of an entity)	Has the definition given to it by section 9 of the Corporations Act, and means: <ul style="list-style-type: none"> <li>(a) a spouse or child of the member; or</li> <li>(b) a child of the member's spouse; or</li> <li>(c) a dependant of the member or of the member's spouse; or</li> <li>(d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or</li> <li>(e) a company the member controls; or</li> <li>(f) a person prescribed by the regulations for the purposes of this definition (nothing at this stage).</li> </ul>
<b>Director</b>	Means a director of the Board of Harris Technology Group Limited
<b>Equity Security</b>	Means: <ul style="list-style-type: none"> <li>a) a share;</li> <li>b) a right to a share or option;</li> <li>c) an option over an issued or unissued security;</li> </ul>

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	<p>d) a convertible security;</p> <p>e) any security that ASX decides to classify as an equity security.</p>
<b>Gouloupoulos Shares</b>	Means the 41,239 fully paid ordinary shares proposed to be issued to Mr Mark Gouloupoulos in lieu of Directors' fees owing for July, August and September 2016 pursuant to Resolution 4.
<b>Key Management Personnel or KMP</b>	Means those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity.
<b>LTIP</b>	Means the Company's Long Term Incentive Plan.
<b>Meeting</b>	Means the Company's 2016 Annual General Meeting.
<b>Notice</b>	Means this Notice of Meeting.
<b>Proposed Placement</b>	Means the capital raising placement the subject of Resolution 7 which the Company proposes to undertake, under which the Company will issue up to 30,000,000 fully paid ordinary shares at an issue price that is not less than 80% of the volume weighted average market price of the Company's shares for the last five days on which sales of the shares are recorded before the day on which the issue will be made.
<b>Proposed Placement Shares</b>	Means the 30,000,000 fully paid ordinary shares proposed to be issued under the Proposed Placement.
<b>Warcom Vendor</b>	Means Warcom (Aust) Pty Ltd.

-ENDS-

**All Correspondence to:**

- ✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** www.boardroomlimited.com.au
- ☎ **By Phone:** (within Australia) 1300 737 760  
(outside Australia) +61 2 9290 9600

## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 3:30 pm (Melbourne Time) on Tuesday, 8 November 2016.**

### 🖥 TO VOTE ONLINE

**STEP 1: VISIT** [www.votingonline.com.au/harristechnologygroupagm2016](http://www.votingonline.com.au/harristechnologygroupagm2016)

**STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**

**STEP 3: Enter your Voting Access Code (VAC):**

### 📱 BY SMARTPHONE



Scan QR Code using smartphone  
QR Reader App

### TO VOTE BY COMPLETING THE PROXY FORM

#### STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair 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 Chair 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.

#### Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting 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

To direct your proxy how to vote, mark 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 securities are to be voted on any item by inserting the percentage or number that 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 for all your securities your vote on that item will be invalid.

#### 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.

#### STEP 3 SIGN THE FORM

The form **must** be signed 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 should 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 should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

#### STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **3:30 pm (Melbourne Time) on Tuesday, 8 November 2016.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

- 🖥 **Online** [www.votingonline.com.au/harristechnologygroupagm2016](http://www.votingonline.com.au/harristechnologygroupagm2016)
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993,  
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited  
Level 12, 225 George Street,  
Sydney NSW 2000 Australia

#### Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

# Harris Technology Group Limited

ACN 085 545 973

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

## PROXY FORM

### STEP 1 APPOINT A PROXY

I/We being a member/s of **Harris Technology Group Limited** (Company) and entitled to attend and vote hereby appoint:

the **Chair of the Meeting** (mark box)

**OR** if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at **RSM Australia, Level 21, 55 Collins Street, Melbourne, Victoria 3000 on Thursday, 10 November 2016 at 3:30 pm (Melbourne Time)** 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.

**Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters:** If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolutions 1, 3, 4 and 5, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Resolutions even though Resolutions 1, 3, 4 and 5 are connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolutions 1, 3, 4 and 5). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

### STEP 2 VOTING DIRECTIONS

\* 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 vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	To Adopt the Remuneration Report (non-binding resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2a	Re-Election of Mr Andrew Plympton as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2b	Re-Election of Mr Howard Chen as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2c	Election of Mr Bob Xu as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of the Long Term Incentive Plan (LTIP)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of issue of Goulopoulos Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval of issue of Chen Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval of 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Approval of issue of Proposed Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

### STEP 3 SIGNATURE OF SHAREHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2016