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HiTech Group Australia Limited

A.B.N 41 062 067 878

Registered Office - Level 9, 189 Kent Street, Sydney NSW 2000
(P.O. Box R182, Royal Exchange NSW 1225)
T: (02) 9241 1919 F: (02) 9241 1731 Email:
info@hitechaust.com

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2021 Annual General Meeting of the Shareholders of HiTech Group Australia ("Company") Limited will be held at Level 2, 61 Macquarie Street, Sydney on Friday, 26 November 2021 at 4 p.m.

The explanatory notes to this notice of meeting provide additional information on the matters to be considered at the annual general meeting. The explanatory notes and the Proxy Form, form part of this notice of meeting. The notice of meeting (including the explanatory notes and all attachments) should be read in its entirety.

ORDINARY BUSINESS

Financial Statements and Reports

To receive and consider the annual financial report, directors' report and the auditor's report of the Company for the year ended 30 June 2021.

Resolution 1 - Re-Election of director Elias Hazouri

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

That Elias Hazouri who retires as a director by rotation in accordance with rules 75.1 (b) and 76.1 of the constitution of the Company and, being eligible, be re-elected as a director of the Company.

Resolution 2 – Remuneration Report

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

That for the purposes of section 250R(2) of the Corporations Act, the Remuneration Report as contained in the Directors' Report for the year ended 30 June 2021 be adopted.

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

By order of the Board of Directors,



Raymond Hazouri
Company Secretary
Sydney, 08 October 2021

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Voting and Proxy notes

Entitlement to Vote

The Company has determined in accordance with regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the holders of shares recorded in the Company's register at 7 p.m. Sydney time, Wednesday 24 November 2021, will be taken for the purposes of the annual general meeting, to be held by the persons who held them at that time.

Voting by Proxy

A member entitled to attend and vote at the meeting is entitled to appoint not more than two proxies.

Where a member appoints two proxies and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, each proxy may exercise half of the votes. A proxy needs not be a shareholder. Unless the member specifically directs the proxy how to vote, the proxy may vote as he or she thinks fit or abstains from voting.

If you wish to appoint a proxy, you should complete the enclosed Proxy Form. To be effective, the form must be received not later than 4:00pm (Sydney time) on Wednesday, 24 November 2021, at the share registry of the Company, Computershare Investor Services Pty Limited.

By facsimile	Computershare Investor Services Pty Limited on 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia)
By mail	Computershare Investor Services Pty Limited GPO Box 242 Melbourne Victoria 3001
In person	Computershare Investor Services Pty Limited "Yarra Falls", 452 Johnston Street Abbotsford Victoria 3067
Online	by going to www.investorvote.com.au or by scanning the QR code, found on the enclosed Proxy Form, with your mobile device. Intermediary Online subscribers may go to www.intermediaryonline.com

Voting Restrictions on Resolution 2

The Remuneration Report identifies key management personnel for the year ended 30 June 2021. Their closely related parties are defined in the Corporations Act 2001 (Cth) and include specified family members, dependents and companies they control.

Directors of the Company who are key management personnel whose remuneration details are included in the 2021 Remuneration Report, any other key management personnel whose remuneration details are included in the 2021 Remuneration Report, or any of their closely related parties, will not be able to vote on Resolution 2 provided however that the Chair may vote undirected proxies on behalf of persons eligible to vote where expressly authorised to do so on the proxy form.

Chairman's voting intentions

Subject to any applicable restrictions, the Chairman intends voting all open proxies held by him in favour of each resolution.

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EXPLANATORY NOTES

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Resolution 1 – Election of Elias Hazouri as a Director

Clauses 75.1(b) and 76.1 of the Constitution of the Company requires that one third of the Directors retire by rotation at the annual general meeting of the Company. ASX Listing Rule 14.4 states that a Director of the Company must not hold office (without re-election) past the third annual general meeting following the Director's appointment or three (3) years whichever is longer. Elias is a director and CEO of the company with over 28 years of experience in the recruitment and ICT industries.

Resolution 2 – Remuneration Report

The Corporations Act 2001 requires the Company to put a resolution to the Annual General Meeting that the Company's remuneration report be adopted. The vote on this resolution is advisory only and does not bind the Directors or the Company. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.

The remuneration report, which details the Company's policy on the remuneration of Directors and senior executives, is set out on pages 6-8 of the Company's 2021 Annual Report. It is also available at the Company's website at: www.hitechaust.com.

The Company encourages all shareholders to cast their votes on this resolution. If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on this resolution.

Voting Exclusion Statement:

A vote on Resolution 2 must not be cast (in any capacity) by or on behalf of either of the following persons:

(a) a member of the key management personnel, details of whose remuneration are included in the Remuneration Report; or

*(b) a closely related party of such a member (referred to herein as "**Restricted Voters**").*

*However, a person ("**voter**") may cast a vote on Resolution 2 as a proxy if the vote is not cast on behalf of a Restricted Voter and the voter is appointed as a proxy in writing that specifies the way the proxy is to vote on Resolution 2. The Chair may also exercise undirected proxies if the vote is cast on behalf of a person entitled to vote and the proxy appointment expressly authorises the Chair to exercise the proxy even if Resolution 2 is connected directly or indirectly with the remuneration of members of the key management personnel of the Company.*

Voting Note:

Directors of the Company who are key management personnel whose remuneration details are included in the 2021 Remuneration Report, any other key management personnel whose remuneration details are included in the 2021 Remuneration Report, or any of their closely related parties, will not be able to vote on Resolution 2 or to vote undirected proxies held by them on Resolution 2 unless they are the Chair and satisfy the requirements set out above.

Chairman's Voting Intention

Subject to any limitations above, the Chairman intends to exercise undirected proxies held by him in favour of Resolution 2.

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HiTech Group Australia Limited

ABN 41 062 067 878

Need assistance?

Phone:
1300 855 080 (within Australia)
+61 3 9415 4000 (outside Australia)

Online:
www.investorcentre.com/contact

HIT
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **4:00pm (AEDT) on Wednesday, 24 November 2021.**

Proxy Form

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 or abstain as they choose (to the extent permitted by law). 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 FOR POSTAL FORMS

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. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative
If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form: XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

Control Number: 999999
SRN/HIN: I9999999999
PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

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

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia

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

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

☐ **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 N D

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 HiTech Group Australia 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, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of HiTech Group Australia Limited to be held at Level 2, 61 Macquarie Street, Sydney, NSW 2000 on Friday, 26 November 2021 at 4:00pm (AEDT) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 2 (except where I/we have indicated a different voting intention in step 2) even though Resolution 2 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 2 by marking the appropriate box in step 2.

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
Resolution 1	Re-Election of director Elias Hazouri	☐	☐	☐
Resolution 2	Remuneration Report	☐	☐	☐

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s)

This section must be completed.

Individual or Securityholder 1	Securityholder 2	Securityholder 3	
			/ /
Sole Director & Sole Company Secretary	**Director**	**Director/Company Secretary**	**Date**

Update your communication details *(Optional)*

Mobile Number _____

Email Address _____

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

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