



# Notice of annual general meeting and explanatory memorandum

**Harris Technology Group Limited**

ACN 085 545 973

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**Date:** Thursday 21 November 2019

**Time:** 3.00 pm (Melbourne time)

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

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# NOTICE OF 2019 ANNUAL GENERAL MEETING

NOTICE is given that the 2019 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, on Thursday 21 November 2019 at 3.00 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

Item 1	Financial and related reports
Description	To receive and consider the Financial Report of the Company and its controlled entities and the related Directors' and Auditor's Reports in respect of the financial year ended 30 June 2019.

### 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 2019 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> :  <i>"THAT the Remuneration Report of the Company and its controlled entities for the year ended 30 June 2019 be adopted."</i>
Voting Exclusion	<p>The Company will disregard any votes cast on this resolution:</p> <ul style="list-style-type: none"><li>▪ by or on behalf of a member of Key Management Personnel (<b>KMP</b>) named in the remuneration report for the year ended 30 June 2019, or that KMP's Closely Related Party, regardless of the capacity in which the vote is cast; and</li><li>▪ as a proxy by a member of the KMP at the date of the meeting, or that KMP's Closely Related Party.</li></ul> <p>However, the Company will not disregard a vote if it is cast as a proxy for a person who is entitled to vote on this resolution:</p> <ul style="list-style-type: none"><li>▪ in accordance with the directions of how to vote on the Proxy Form; or</li><li>▪ by the Chairman of the Meeting pursuant to an express authorisation on the Proxy Form.</li></ul>

### 3. Re-election of Director

<b>Resolution 2</b>	<b>Re-election of Mr Andrew Plympton as Director</b>
<b>Description</b>	Mr Andrew Plympton retires as a Director in accordance with Article 47(b)(ii) of the Constitution, and being eligible, offers himself for Re-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)(ii) of the Constitution and, being eligible, having offered himself for re-election, be re-elected as a Director of the Company.”</i>

### 4. Approval of issue of shares in lieu of Director fees

<b>Resolution 3</b>	<b>Approval of issue of Shares to Director - Andrew Plympton</b>
<b>Description</b>	The Company seeks shareholder approval for the issue of fully paid ordinary shares to Mr Andrew Plympton or his nominee(s), in lieu of Director’s fees of \$6,000 owing to Mr Plympton by the Company, for the period 1 July 2019 to 30 September 2019 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 10.11 and for all other purposes, shareholder approval is given for the Company to issue 500,000 fully paid ordinary shares to Mr Andrew Plympton 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>	The Company will disregard any votes cast in favour of this resolution by or on behalf of Mr Plympton or an associate of Mr Plympton. However, the Company need not disregard a vote if: <ul style="list-style-type: none"> <li>• it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or</li> <li>• it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.</li> </ul>

## 5. Approval of issue of shares in lieu of Director fees

Resolution 4	Approval of issue of Shares to Director - Howard Chen
<b>Description</b>	The Company seeks shareholder approval for the issue of 1,666,667 fully paid ordinary shares to Mr Howard Chen or his nominee(s), in lieu of Director's fees of \$20,000 owing to Mr Chen by the Company, for the period 1 October 2018 to 30 September 2019 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 10.11 and for all other purposes, shareholder approval is given for the Company to issue 1,666,667 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."</i>
<b>Voting Exclusion</b>	The Company will disregard any votes cast in favour of this resolution by or on behalf of Mr Chen or an associate of Mr Chen. However, the Company need not disregard a vote if: <ul style="list-style-type: none"> <li>it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or</li> <li>it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.</li> </ul>

## 6. Approval of issue of shares in lieu of Director fees

Resolution 5	Approval of issue of Shares to Director - Bob Xu
<b>Description</b>	The Company seeks shareholder approval for the issue of 1,666,667 fully paid ordinary shares to Mr Bob Xu or his nominee(s), in lieu of Director's fees of \$20,000 owing to Mr Xu by the Company, for the period 1 October 2018 to 30 September 2019 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 10.11 and for all other purposes, shareholder approval is given for the Company to issue 1,666,667 fully paid ordinary shares to Mr Bob Xu 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 in favour of this resolution by or on behalf of Mr Xu or an associate of Mr Xu. However, the Company need not disregard a vote if:</p> <ul style="list-style-type: none"> <li>• it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or</li> <li>• it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.</li> </ul>
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## 7. Approval of issue of shares in lieu of Director fees

Resolution 6	Approval of issue of Shares to Director - Garrison Huang
<b>Description</b>	The Company seeks shareholder approval for the issue of 1,666,667 fully paid ordinary shares to Mr Garrison Huang or his nominee(s), in lieu of Director's fees of \$20,000 owing to Mr Huang by the Company, for the period 1 October 2018 to 30 September 2019 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 10.11 and for all other purposes, shareholder approval is given for the Company to issue 1,666,667 fully paid ordinary shares to Mr Garrison Huang 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 in favour of this resolution by or on behalf of Mr Huang or an associate of Mr Huang. However, the Company need not disregard a vote if:</p> <ul style="list-style-type: none"> <li>• it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or</li> <li>• it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.</li> </ul>

## 8. Approval of 10% Placement Capacity

Resolution 7	Approval of 10% Placement Capacity under Listing Rule 7.1A
<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 7.1A.
<b>Resolution (Special)</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 7.1A 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 such terms and conditions more particularly described in the Explanatory Memorandum accompanying this Notice.”</i>
<b>Voting Exclusion</b>	<p>The Company will disregard any votes cast in favour of this resolution by any person who is expected to participate in the issue of Equity Securities under this resolution and a person who will obtain a material benefit as a result of the proposed issue, except a benefit solely in the capacity of a holder of shares, if the resolution is passed and any associates of those persons.</p> <p>However, the Company need not disregard a vote if:</p> <ul style="list-style-type: none"> <li>• it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or</li> <li>• it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, accordance with a direction on the proxy form to vote as the proxy decides.</li> </ul>

Dated: 21 October 2019

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

**Brett Crowley**  
Company Secretary

## VOTING INFORMATION

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### 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 19 November 2019**, 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 certified copy of that power or authority **by 3.00 pm (Melbourne time) on Tuesday 19 November 2019**:

**Online** <https://www.votingonline.com.au/ht8agm2019>

**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 Chairman 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 Chairman to exercise your proxy on the Resolutions. In accordance with this express authority provided by you, the Chairman will vote in favour of the Resolutions. If you wish to appoint the Chairman of the Meeting as your proxy, and you wish to direct him how to vote, please tick the appropriate boxes on the Proxy Form.

The Chairman of the Meeting 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 to 6, he will not vote your proxy on that item of business.



# EXPLANATORY MEMORANDUM

## TO NOTICE OF 2019 ANNUAL GENERAL MEETING

### 1. FINANCIAL AND RELATED REPORTS

Item 1	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 2019 to be laid before the Company's 2019 Annual General Meeting. There is no requirement for a formal resolution on this item. 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 2019 Annual Report has been sent only to those shareholders who have elected to receive a printed copy. A copy of the 2019 Annual Report is available from the Company's website (<a href="http://www.ht8.com.au">www.ht8.com.au</a>).</p> <p>The Chairman 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 2019, 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 2019 Annual Report and is available from the Company's website (<a href="http://www.ht8.com.au">www.ht8.com.au</a>). 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>
<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>Chairman's available proxies</b>	The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 1.

### 3. RE-ELECTION OF DIRECTOR

Resolution 2	Re-election of Director
<p><b>Explanation</b></p>	<p>Article 47(b) of the Constitution requires that the Director who has held office 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, or if two or more Directors have held office for the same period of time, the Director determined by lot. Article 47(b) provides that a Director so retiring is eligible for re-election at that annual general meeting.</p> <p>Under Article 47(d) of the Constitution, the Managing Director Garrison Huang is not subject to Article 47(b) and is not taken into account in determining the Directors required to retire at an annual general meeting.</p> <p>Mr Andrew Plympton was last elected to office at the Company's 2016 Annual General Meeting. Mr Plympton will retire as a Director at the Company's 2019 Annual General Meeting in accordance with Article 47(b) of the Constitution.</p> <p>Mr Plympton, being eligible under Article 47(b), offers himself for re-election as a Director.</p>
<p><b>About Mr Plympton</b></p>	<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>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>
<p><b>Board Recommendation</b></p>	<p>The Board, with Mr Plympton abstaining from making a recommendation on Resolution 2, recommends that shareholders vote in favour of this resolution.</p>
<p><b>Chairman's available proxies</b></p>	<p>The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 2.</p>

### 4. APPROVAL OF ISSUE OF SHARES IN LIEU OF DIRECTOR FEES

Resolutions 3, 4, 5 and 6	Approval of issue of shares to Directors
<p><b>Explanation</b></p>	<p>The Company seeks shareholder approval for the issue of shares to each of the Directors in lieu of outstanding Director fees, without using the Company's 15% placement capacity under ASX Listing Rule 7.1.</p> <p>As Non-Executive Chairman, Mr Plympton is currently entitled to receive remuneration of \$2,000 per month. An amount of \$6,000 is outstanding to Mr Plympton for the three months ended 30 September 2019.</p> <p>As Directors, Messrs Chen, Xu and Huang are entitled to \$20,000 per annum. An amount of \$20,000 is outstanding to each of those directors for the 12 months ended 30 September 2019.</p>

	<p>Given the 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, all of the directors have agreed to forego cash payment of the amount set out above, and instead to be issued shares in lieu of these cash payments, subject to shareholder approval being obtained.</p> <p>The Company seeks shareholder approval pursuant to ASX Listing Rule 10.11 to issue fully paid ordinary shares in lieu of the outstanding Director fees owed by the Company to the Chairman and Directors, as detailed above.</p> <p>The shares the subject of Resolutions 3, 4, 5 and 6 will be issued at a price of 0.012c per share.</p> <p>If shareholder approval is received for Resolutions 3, 4, 5 and 6, and the Company issues the Shares to the Chairman and Directors, there will be no outstanding fees owed by the Company to those individuals up until 30 September 2019.</p> <p>An alternative to the issue of the shares the Chairman and the Directors would be to make payment of their Directors' fees in cash. Whilst the Board is mindful of the need to minimise dilution to shareholders, the Board considers this share-based payment arrangement to be an appropriate and responsible cash-free method of reducing corporate overhead expenditures, whilst concurrently aligning the interests of the Chairman and the Directors with that of shareholders. The Board will continue to assess the suitability of this share-based payment arrangement with regard to the Company's cash flow and general financial position.</p>
<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. Each of the Chairman and the Directors are a related party of the Company by virtue of section 228(2) of the Corporations Act.</p> <p>Accordingly, Resolutions 3, 4, 5, and 6 seek shareholder approval under ASX Listing Rule 10.11 to allow issues of shares to a related party.</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 3, 4, 5, and 6 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, the Chairman and Directors are each a related party of the Company for the reasons described above.</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 issue proposed under Resolution 3, 4, 5, and 6 relates to the amount of Directors' fees referred to above, and is the result of the agreement of the Chairman and the Directors to forego cash payments for normal remuneration as directors of the Company. Therefore, the shares proposed to be issued pursuant to Resolutions 3, 4, 5, and 6 do not constitute additional payments to them.</p> <p>In the view of the Board, the issue of the shares to the Chairman and the Directors in lieu of foregone cash fees constitutes "reasonable remuneration" and, as the</p>

	<p>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 them the financial benefit that is inherent in the issue of shares pursuant to Resolution 3, 4, 5 and 6.</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> Messrs Andrew Plympton, Howard Chen, Bob Xu and Garrison Huang or their nominee(s).</p> <p><b>Number of shares to be issued</b> Mr Plympton: maximum of 500,000 fully paid ordinary shares.</p> <p>Messrs Chen, Xu and Huang or their nominee(s): maximum of 1,666,667 fully paid ordinary shares each.</p> <p><b>Date for issue and allotment of shares</b> If shareholder approval is obtained for Resolution 3, 4, 5 and 6, the Company will issue the 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 Shares will be issued at nil cash consideration, at an issue price of 0.012c per share.</p> <p><b>Terms of shares</b> The Shares issued under Resolutions 3, 4, 5 and 6 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 Shares; however, upon the issue of the Shares, the Company will be relieved from its obligations to pay the corresponding Chairman’s and Directors’ fees in cash.</p>
<p><b>Voting Exclusion</b></p>	<p>A voting exclusion statement applies to Resolutions 3, 4, 5, and 6 as set out in the Notice.</p>
<p><b>Chairman’s available proxies</b></p>	<p>The Chairman intends to vote all available proxies in favour of Resolutions 3, 4, 5 and 6.</p>

## 5. Approval of 10% Placement Capacity

Resolution 7: 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 its issued capital by way of placements over a 12-month period, in addition to its ability to issue securities under 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 Company, 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 7 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><math>(A \times D) - E</math></b></p> <p>Where:</p> <p><b>A</b> is the number of 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 exception in ASX Listing Rule 7.2;</li> <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 is 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 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 7, 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 this Annual General Meeting, being 21 November 2020; 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>
<p><b>INFORMATION TO BE PROVIDED TO SHAREHOLDERS UNDER ASX LISTING RULE 7.3A</b></p>	
<p><b>Minimum issue price</b></p>	<p>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:</p> <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 securities are issued.</li> </ul>
<p><b>Risk of dilution to shareholders</b></p>	<p>If Resolution 7 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:</p> <ul style="list-style-type: none"> <li>▪ the market price of the Company's Equity Securities may be significantly lower on the relevant issue date than on the date of this Meeting; and</li> <li>▪ 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.</li> </ul> <p>The table below shows the potential dilution of existing shareholders under various scenarios on the basis of:</p>

- an issue price of \$0.017 per share which was the closing price of the Company's shares on the ASX on 17 September 2019; and
- the variable 'A' being calculated as the number of fully paid ordinary shares on issue on the date of this Notice, being 185,001,811.

The table also shows:

- 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
- 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 \$0.0085	Issue price \$0.017	100% increase in issue price \$0.034
Current Variable 'A' 185,001,811 Shares	10% voting dilution	18,500,181 Shares	18,500,181 Shares	18,500,181 Shares
	Funds raised	\$157,252	\$314,503	\$629,006
50% increase in current Variable 'A' 277,502,717 Shares	10% voting dilution	27,750,272 Shares	27,750,272 Shares	27,750,272 Shares
	Funds raised	\$207,899	\$415,798	\$831,595
100% increase in current Variable 'A' 370,003,622 Shares	10% voting dilution	37,000,362 Shares	37,000,362 Shares	37,000,362 Shares
	Funds raised	\$277,198	\$554,397	\$1,108,793

The table has been prepared on the following assumptions:

- the Company issues the maximum number of shares available under the 10% Placement Capacity;
- no options to acquire shares on issue in the Company are exercised and no convertible notes on issue are converted;
- the 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue;
- 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.
- 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.
- the issue of Equity Securities under the 10% Placement Capacity consists only of shares.
- the issue price is \$0.017, being the closing price of the Company's shares on the ASX on 17 September 2019.

<b>Period of validity</b>	The Company will only issue and allot the Equity Securities during the 7.1A Placement Period. The approval under Resolution 7 for the issue of the Equity Securities will cease to be valid in the event that shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking).								
<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, including research and development and commercialisation of the Company's product offerings; marketing 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>								
<b>Allocation policy</b>	<p>The Company may not issue any or all the Equity Securities for which approval is given and may issue the Equity Securities progressively as the Company places the Equity Securities with investors. 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> <ul 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> </ul> <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. 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>								
<b>Previous approval</b>	<p>The Company previously obtained approval under ASX Listing Rule 7.1A on 21 November 2018. As at 21 November 2018, being the date that is 12 months prior to this Meeting, the Company had the following Equity Securities on issue:</p> <table border="1" data-bbox="435 1951 1394 2063"> <thead> <tr> <th>Class of Equity Securities</th> <th>Number</th> </tr> </thead> <tbody> <tr> <td>Fully paid ordinary shares</td> <td>153,999,096</td> </tr> <tr> <td>Performance Rights</td> <td>1,070,000</td> </tr> <tr> <td><b>TOTAL</b></td> <td><b>155,069,096</b></td> </tr> </tbody> </table>	Class of Equity Securities	Number	Fully paid ordinary shares	153,999,096	Performance Rights	1,070,000	<b>TOTAL</b>	<b>155,069,096</b>
Class of Equity Securities	Number								
Fully paid ordinary shares	153,999,096								
Performance Rights	1,070,000								
<b>TOTAL</b>	<b>155,069,096</b>								



The table below shows the number and type of Equity Securities issued by the Company in the 12 months preceding the Meeting, and the percentage they represent of the total number of Equity Securities on issue at 21 November 2018 (being 153,999,096).

Item	Date of issue	Class of Equity Securities	No. issued	% represented of total number of Equity Securities
1.	21 December 2018	Shares	652,715	0.42%
2.	21 December 2018	Shares	350,000	0.22%
3.	24 May 2019	Shares	30,000,000	19.48%
<b>TOTAL</b>			<b>15,522,098</b>	<b>20.13%</b>

Specific information in relation to each issue is as follows:

Item	Reason for issue	Recipient	Use of funds	Issue price per security	Discount/premium to market price	Total cash consideration (\$)
1.	Conversion of director fee liability	Howard Chen	None raised	Average deemed \$0.046	383% premium to closing price on date of issue	N/A. Shares issued in lieu of \$30,000 in Director fees
2.	Conversion of performance shares	Various employees	None raised	Nil	NA	N/A
3.	Acquisition of LINCD Pty Limited	First Growth Funds Limited	None raised	3.3c	0%	NA

All Shares issued by the Company in the 12 months preceding the Meeting have the same terms and rank equally in all respects with existing shares in the Company.

The Company has not raised any funds through the issue of Shares during the 12 months preceding the Meeting.

**Ranking of shares**

Any shares issued under the 10% Placement Capacity will rank equally with all other existing shares on issue in the Company.

**GENERAL INFORMATION**

**Voting Exclusion**

A voting exclusion statement applies to this resolution, as set out in the Notice.

**Board Recommendation**

The Directors unanimously recommend that shareholders vote in favour of this resolution.

**Chairman's available proxies**

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>Board</b>	Means the board of Harris Technology Group Limited.
<b>Company or Harris Technology Group</b>	Means Harris Technology Group Limited ACN 085 545 973.
<b>Constitution</b>	Means the constitution of Harris Technology Group Limited.
<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> <li>d) a convertible security;</li> <li>e) any security that ASX decides to classify as an equity security.</li> </ul>
<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>Meeting</b>	Means the Company's 2019 Annual General Meeting.
<b>Notice</b>	Means this Notice of Meeting.

**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 3:00pm (Melbourne Time) on Tuesday 19 November 2019.**

### 🖥 TO VOTE ONLINE

**STEP 1: VISIT** <https://www.votingonline.com.au/ht8agm2019>

**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 securityholder 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 **3:00pm (Melbourne Time) on Tuesday 19 November 2019.** 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** <https://www.votingonline.com.au/ht8agm2019>
- 📠 **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 securityholder) 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, VIC 3000 on Thursday, 21 November 2019 at 3:00pm (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 1,3-6 I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Resolutions even though Resolutions 1,3-6 are connected with the remuneration of a member of the key management personnel of the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolutions 1,3-6). 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	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr Andrew Plympton as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of issue of Shares to Director - Andrew Plympton	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of issue of Shares to Director - Howard Chen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval of issue of Shares to Director - Bob Xu	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval of issue of Shares to Director - Garrison Huang	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Approval of 10% Placement Capacity under Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

### STEP 3 SIGNATURE OF SECURITYHOLDERS

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 / / 2019