



HiTech Group Australia Limited

ACN 062 067 878

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2026 Annual General Meeting of the shareholders of HiTech Group Australia Limited (**Company** or **HiTech**) will be held on Friday, 20 November 2026 at 4pm (Sydney time) at Level 11, 25 Martin Place Sydney NSW 2000. Attendees should present to the Concierge on arrival to be directed to the designated meeting room.

In accordance with the provisions of the *Corporations Act 2001* (Cth), HiTech will not be sending hard copies of the Notice of AGM (**Notice**) to Shareholders unless a Shareholder has requested to receive documents from HiTech in physical form. The Notice can be viewed and downloaded from the ASX Company Announcements page (ASX:HIT).

The Explanatory Notes accompanying this Notice of Meeting provide additional information on the resolutions to be considered at the AGM. The Explanatory Notes and the Proxy Form form part of, and should be read together with, this Notice of Meeting.

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 2026.

Resolution 1 – Remuneration Report

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

"That the Remuneration Report as contained in the Directors' Report for the financial year ended 30 June 2026, is adopted."

Voting Note:

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

Resolution 2 – Re-Election of Director (Ray Hazouri)

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

"That, for the purposes of clause 75 of the Constitution, Listing Rule 14.4 and all other purposes, Ray Hazouri, the Chairman and Executive Director last re-elected on 24 November 2023, retires in accordance with rules 75.1(b) of the Constitution and, being eligible, is re-elected as a director of the Company."

SPECIAL BUSINESS

Resolution 3 – Issue of Zero Exercise Price Options to Director (Mr Elias Hazouri)

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the issue of 500,000 zero exercise price Options to Elias Hazouri or his nominee, on the terms set out in the Explanatory Notes which accompany and form part of this Notice of Meeting.”

Resolution 4 – Issue of Zero Exercise Price Options to Director (Mr Ray Hazouri)

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

“That, subject to and conditional on the passing of Resolution 2, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the issue of 500,000 zero exercise price Options to Ray Hazouri or his nominee, on the terms set out in the Explanatory Notes which accompany and form part of this Notice of Meeting.”

Resolution 5 – Approval of Additional 10% Placement Capacity

To consider and, if thought fit, to pass the following as a **special resolution**:

“That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the fully paid ordinary issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Notes which accompany and form part of this Notice of Meeting.”

Resolution 6 – Replacement of Constitution

To consider and, if thought fit, pass the following resolution as a **special resolution**:

“That, for the purposes of section 136(2) and section 648G of the Corporations act and for all other purposes, approval is given for the Company to repeal its existing constitution and adopt a new constitution in its place in the form tabled at the AGM and signed by the Chair of the Meeting for identification purposes.”

Resolutions 5 and 6 are proposed as special resolutions. For a special resolution to be passed, at least 75% of the votes validly cast on the resolution by Shareholders (by number of shares) must be in favour of the resolution.

Voting Exclusion Statement

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the resolutions set out below by or on behalf of the following persons:

Resolution 3 – Issue of Zero Exercise Price Options to Director (Mr Elias Hazouri)	• Mr Elias Hazouri, and any other person who will obtain a material benefit as a result of the issue of the Options (except a benefit solely by reason of being a holder of ordinary securities in the Company); or • an Associate of those persons.
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Resolution 4 – Issue of Zero Exercise Price Options to Director (Mr Ray Hazouri)	• Mr Ray Hazouri, and any other person who will obtain a material benefit as a result of the issue of the Options (except a benefit solely by reason of being a holder of ordinary securities in the Company); or • an Associate of those persons.
Resolution 5 – Approval of Additional 10% Placement Capacity	As at the date of dispatch of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A.2 and, therefore, a voting exclusion statement is not required by Listing Rule 7.3A.7. However, if, between the date of dispatch of this Notice and 20 November 2026, the Company proposes to make an issue of Equity Securities under Listing Rule 7.1A.2, the Company will disregard votes cast in favour by: • any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or • an Associate of that person or those persons.

The voting exclusions do not apply to a vote cast in favour of the resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the Chair as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolutions 1, 3 or 4 if:

- the proxy is either:
 - a member of the Company's Key Management Personnel; or
 - a Closely Related Party of a member of the Company's Key Management Personnel; and
- the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- the proxy is the Chair of the AGM; and

- the appointment expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

By order of the Board of Directors,

Ray Hazouri

Joint Company Secretary

Sydney, 16/10/2026

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 7pm Sydney time, Wednesday 18 November 2026, will be taken, for the purposes of the AGM, to be held by the persons who held them at that time.

To vote in person, attend the AGM and provide your proxy form for identification 10 minutes prior to the AGM.

Voting by Proxy

A member entitled to attend and vote at the AGM 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 need 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 abstain 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 18 November 2026, at the share registry of the Company, Computershare Investor Services Pty Limited.

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 .

EXPLANATORY NOTES

Financial Statements and Reports

In accordance with sections 250N and 317 of the Corporations Act, the directors of a public company are required to hold an annual general meeting and present the financial report for the previous financial year before its shareholders at each meeting.

All relevant information concerning the Company's financial report, directors' report and the auditor's report for the financial year ended 30 June 2026 is contained in the Company's Annual Report 2026 (**FY26 Annual Report**). A copy of the FY26 Annual Report is available at the Company's website at www.hitechaust.com or on request to the Company Secretary, at admin@hitechaust.com. A copy of the FY26 Annual Report will also be tabled at the AGM.

Voting on this item is not required and a formal resolution to adopt the FY26 Annual Report will not be put to Shareholders at the AGM. The purpose of this agenda item is to provide Shareholders with the opportunity to ask questions or discuss matters arising from the FY26 Annual Report. It is not the purpose of the AGM that any of these reports be accepted, rejected or modified in any way.

The Company's auditor (K.S. Black & Co.) will be present at the AGM and will be available to answer questions as to the conduct of the audit and the auditor's report.

Resolution 1: Remuneration Report

The remuneration report contained in the FY26 Annual Report (**Remuneration Report**) sets out the remuneration policies of the Company and reports on the remuneration arrangements in place for the Company's Key Management Personnel during the financial year ended 30 June 2026. Shareholders are encouraged to submit questions on the Remuneration Report to the company secretary in advance of the AGM.

The Corporations Act requires the Company to put a resolution to its annual general meeting that the 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 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.

Recommendation

The Remuneration Report forms part of the Directors' Report for the financial year ended 30 June 2026 and is made in accordance with a unanimous resolution of the Directors. Noting that each Director has a personal interest in their own remuneration from the Company (as such interests are described in the Remuneration Report) and, as described in the voting exclusions on this resolution (set out in the Notice), that each Director (or any Closely Related Party of a Director) is excluded from voting their shares on this resolution, the Directors recommend that Shareholders vote in favour of the resolution to approve the Remuneration Report.

Chair's Voting Intention:

The Chair intends to exercise undirected proxies held by him in favour of Resolution 1.

Resolution 2 – Re-Election of Director (Ray Hazouri)

Clauses 75.1(b) 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 and clause 75.1(a) of the Constitution state 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. Ray Hazouri was last re-elected on 24 November 2023, accordingly, Ray Hazouri ceases to hold office in accordance with clause 75.1(a) of the Constitution and Listing Rule 14.4 and, being eligible, seeks re-election.

Ray Hazouri is the Founder of HiTech and has over 25 years' experience in the Recruitment industry, and his knowledge of the Company's business is extensive. Ray is the current Chairman of HiTech and was last re-elected as a Director on 24 November 2023.

Information about Ray Hazouri

Ray founded HiTech in 1993 and has over 35 years' experience in the IT industry. Prior to establishing HiTech, Ray worked in several capacities in the information technology industry ranging from management positions, technical IT consulting roles including systems analysis/programming, project management and sales roles. Ray worked and consulted for a broad range of employers in the private, multinational, SME, and public sectors.

Ray is the Chairman, Executive Director and Joint Company Secretary of the Company.

Recommendation

The Board (other than Mr Ray Hazouri) recommends that Shareholders vote in favour of Resolution 2. The Chair of the AGM intends to vote undirected proxies in favour of this Resolution 2.

Resolution 3 – Issue of Zero Exercise Price Options to Director (Elias Hazouri)

The Company has agreed, subject to obtaining Shareholder approval pursuant to Resolution 3, to issue 500,000 zero-exercise price options to Elias Hazouri (or his nominee) as a component of his remuneration for the period from 1 July 2026 to 30 June 2027, on the terms and conditions set out below (**EH Options**).

Each EH Option will vest subject to Elias Hazouri being continuously employed by the Company as at the vesting date of 30 June 2027, has a nil exercise price and an expiry date of 23 September 2029. Upon vesting, each EH Option will convert into 1 Share upon exercise.

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

- 10.11.1 a related party;
- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the Company;
- 10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the Company and who has nominated a director to the board of the Company pursuant to a relevant agreement which gives them a right or expectation to do so;
- 10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- 10.11.5 a person whose relationship with the Company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

As Elias Hazouri is a Director, the proposed issue of the EH Options falls within Listing Rule 10.11.1 above, and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of the Company's Shareholders under Listing Rule 10.11.

If Resolution 3 is passed, the Company will be able to proceed with the proposed issue of EH Options. Further, the issue of the EH Options (and any Shares issued upon the exercise of the EH Options) will not count towards the Company's capacity to issue Equity Securities under Listing Rule 7.1 (pursuant to Listing Rule 7.2, exception 14).

If Resolution 3 is not passed, the Company will not be able to proceed with the proposed issue of the EH Options. In that circumstance, the Board would then need to consider alternative remuneration arrangements for Elias Hazouri consistent with the Company's remuneration principles, such as providing an equivalent long term cash incentive.

Information required under Listing Rule 10.13

In accordance with Listing Rule 10.13, the following information is provided in relation to the approval of the proposed issue of the EH Options under Resolution 3.

Listing Rule	Required disclosure
10.13.1	The EH Options will be issued to Mr Elias Hazouri (or his nominee).
10.13.2	Elias Hazouri falls within Listing Rule 10.11.1, as he is a Director of the Company. If the EH Options are issued to his nominee, then Listing Rule 10.11.4 will apply with respect to the issue of EH Options.
10.13.3	The Company proposes to issue 500,000 options to Elias Hazouri, each Option vesting on 30 June 2027 and being exercisable on or prior to 23 September 2029 for nil consideration, for the issue of 1 Share.
10.13.4	A summary of the terms of the EH Options proposed to be issued is contained at Schedule 1.
10.13.5	The EH Options are intended to be issued on or about 20 November 2026 and in any event no later than 1 month after the date of this AGM.
10.13.6	The Company will not receive any consideration for the issue of the EH Options.
10.13.7	The purpose of the proposed issue of the EH Options is to incentivise Elias Hazouri, and the EH Options are being issued as part of Mr Elias Hazouri's remuneration for the period from 1 July 2026 to 30 June 2027. As the EH Options are zero exercise priced Options, the Company will not receive any funds upon the exercise of the Options.
10.13.8	Elias Hazouri is currently entitled to receive an annual salary of \$864,208 (excluding superannuation) as remuneration for his role as Executive Director, Chief Executive Officer and joint company secretary of the Company.
10.13.9	The EH Options are not issued under an agreement.
10.13.10	Please refer to the voting exclusion statements for Resolution 3 set out in the Notice.

In respect of Resolution 3, the Company has determined that the proposed issue of EH Options constitutes the giving of reasonable remuneration for the purposes of Chapter 2E of the Corporations Act and in particular section 211(1) of the Corporations Act.

Recommendation

The Board (excluding Elias Hazouri) recommends that Shareholders vote in favour of Resolution 3. The Chair of the AGM intends to vote undirected proxies in favour of Resolution 3.

Resolution 4 – Issue of Zero Exercise Price Options to Director (Ray Hazouri)

The Company has agreed, subject to obtaining Shareholder approval pursuant to Resolution 4, to issue 500,000 zero-exercise price options to Ray Hazouri (or his nominee) as a component of his remuneration for the period from 1 July 2026 to 30 June 2027, on the terms and conditions set out below (**RH Options**).

Resolution 4 is subject to and conditional on Resolution 2 being passed, which relates to Ray Hazouri being re-elected as a director. If Resolution 2 is not passed, Resolution 4 will be withdrawn.

Each RH Option will vest subject to Ray Hazouri being continuously employed by the Company as at the vesting date of 30 June 2027, has a nil exercise price and an expiry date of 23 September 2029. Upon vesting, each RH Option will convert into 1 Share upon exercise.

Please refer to the Explanatory Notes for Resolution 3 for a summary of Listing Rule 10.11.

As Ray Hazouri is a Director, the proposed issue of the RH Options falls within Listing Rule 10.11.1 above, and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of the Company's Shareholders under Listing Rule 10.11.

If Resolution 4 is passed, the Company will be able to proceed with the proposed issue of RH Options. Further, the issue of the RH Options (and any Shares issued upon the exercise of the RH Options) will not count towards the Company's capacity to issue Equity Securities under Listing Rule 7.1 (pursuant to Listing Rule 7.2, exception 14).

If Resolution 4 is not passed, the Company will not be able to proceed with the proposed issue of the RH Options. In that circumstance, the Board would then need to consider alternative remuneration arrangements for Ray Hazouri consistent with the Company's remuneration principles, such as providing an equivalent long term cash incentive.

Information required under Listing Rule 10.13

In accordance with Listing Rule 10.13, the following information is provided in relation to the approval of the proposed issue of the RH Options under Resolution 4.

Listing Rule	Required disclosure
10.13.1	The RH Options will be issued to Mr Ray Hazouri (or his nominee).
10.13.2	Ray Hazouri falls within Listing Rule 10.11.1, as he is a Director of the Company. If the RH Options are issued to his nominee, then Listing Rule 10.11.4 will apply with respect to the issue of RH Options.
10.13.3	The Company proposes to issue 500,000 options to Ray Hazouri, each Option vesting on 30 June 2027 and being exercisable on or prior to 23 September 2029 for nil consideration, for the issue of 1 Share.

Listing Rule	Required disclosure
10.13.4	A summary of the terms of the RH Options proposed to be issued is contained at Schedule 1.
10.13.5	The RH Options are intended to be issued on or about 20 November 2026 and in any event no later than 1 month after the date of this AGM.
10.13.6	The Company will not receive any consideration for the issue of the RH Options.
10.13.7	The purpose of the proposed issue of the RH Options is to incentivise Ray Hazouri, and the RH Options are being issued as part of Mr Ray Hazouri's remuneration for the period from 1 July 2026 to 30 June 2027. As the RH Options are zero exercise priced Options, the Company will not receive any funds upon the exercise of the Options.
10.13.8	Ray Hazouri is currently entitled to receive an annual salary of \$1,200,000 (excluding superannuation) as remuneration for his role as Chairman, Executive Director and joint company secretary of the Company.
10.13.9	The RH Options are not issued under an agreement.
10.13.10	Please refer to the voting exclusion statements for Resolution 4 set out in the Notice.

In respect of Resolution 4, the Company has determined that the proposed issue of RH Options constitutes the giving of reasonable remuneration for the purposes of Chapter 2E of the Corporations Act and in particular section 211(1) of the Corporations Act.

Recommendation

The Board (excluding Ray Hazouri) recommends that Shareholders vote in favour of Resolution 4. The Chair of the AGM intends to vote undirected proxies in favour of Resolution 4.

Resolution 5 – Approval of Additional 10% Placement Capacity

The Company is seeking Shareholder approval by way of a special resolution to have the ability, if required, to issue Equity Securities under the 10% Placement Facility (as defined below). The effect of Resolution 5 is to allow the Directors to issue Equity Securities under Listing Rule 7.1A during the 10% Placement Period (as defined below) without, or in addition to, using the Company's 15% Placement Capacity under Listing Rule 7.1.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period (**15% Placement Capacity**).

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% Placement Capacity by an extra 10% (**10% Placement Facility**) to a combined limit of 25%.

An 'eligible entity' for the purposes of Listing Rule 7.1A means an entity which is not included in the S&P/ASX 300 Index and which has a market capitalisation of \$300 million or less. The Company is, at

the date of this Notice, an eligible entity for these purposes. Note however that if, on the date of the AGM, the market capitalisation of the Company exceeds \$300 million or the Company has been included in the S&P/ASX 300 Index, then this Resolution 5 will no longer be effective and will be withdrawn.

This Resolution 5 seeks Shareholder approval by way of special resolution for the Company to have the 10% Placement Facility provided for in Listing Rule 7.1A to issue additional Equity Securities without further Shareholder approval.

If this Resolution 5 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If this Resolution 5 is not passed, the Company will not be able to access the 10% Placement Facility to issue additional Equity Securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% Placement Capacity on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

Formula for Calculating the 10% Placement Facility – Listing Rule 7.1A.2

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12-month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

- A is the number of shares on issue at the commencement of the “relevant period” (which, for the Company, is the 12-month period immediately preceding the date of the issue or agreement);
- (A) plus the number of fully paid shares issued in the relevant period under an exception in Listing Rule 7.2, other than exception 9, 16 or 17;
 - (B) plus the number of fully paid shares issued in the relevant period on the conversion of convertible securities within rule 7.2 exception 9 where:
 - (i) the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
 - (ii) the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under rule 7.1 or rule 7.4;
 - (C) plus the number of fully paid shares issued in the relevant period under an agreement to issue securities within rule 7.2 exception 16 where:
 - (i) the agreement was entered into before the commencement of the relevant period; or
 - (ii) the agreement or issue was approved, or taken under the Listing Rules to have been approved, under rule 7.1 or rule 7.4;
 - (D) plus the number of fully paid shares issued in the relevant period with approval of holders of shares under Listing Rules 7.1 or 7.4;
 - (E) plus the number of partly paid shares that became fully paid in the relevant period;

(F) less the number of fully paid shares cancelled in the relevant period.

Note that A has the same meaning as in Listing Rule 7.1 when calculating an entity's 15% Placement Capacity.

D is 10%

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by shareholders under Listing Rule 7.4.

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the Company's 15% Placement Capacity under Listing Rule 7.1. The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula stated above.

Type and Number of Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company. The Company, as at the date of the Notice, has on issue the following classes of quoted Equity Securities:

ASX Security Code and Description	Total Number
HIT: ORDINARY FULLY PAID	46,300,000

Specific information required by Listing Rule 7.3A

In accordance with Listing Rule 7.3A, the following information is provided in relation to the approval of the 10% Placement Facility under Resolution 5.

1. Placement Period

The period for which the approval of the 10% Placement Facility will be valid (as set out in Listing Rule 7.1A.1) commences on the date of this AGM and expires on the first to occur of the following:

- (a) the date that is 12 months after the date of this AGM;
- (b) the time and date of the Company's next annual general meeting; and
- (c) the time and date of the approval by Shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

(10% Placement Period).

The Company will only issue and allot the Equity Securities approved under the 10% Placement Facility during the 10% Placement Period.

2. Minimum Issue Price and Cash Consideration

The Equity Securities will be issued for cash consideration at an issue price of not less than 75% of the VWAP for the Company's Equity Securities in the same class calculated over the 15 trading days on which trades in that class were recorded immediately before:

- (a) the date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the securities; or
- (b) if the Equity Securities are not issued within 10 trading days of the date in paragraph (a) above, the date on which the Equity Securities are issued.

3. Purposes of an issue under the 10% Placement Facility

The purposes for which the funds raised by an issue under the 10% Placement Facility under rule 7.1A.2 may be used by the Company include:

- consideration for the acquisition(s) of new assets and investments, including the expenses associated with such acquisition(s); and
- continued expenditure on the Company's current business and general working capital.

4. Risk of Economic and Voting Dilution

If this Resolution 5 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the economic and voting dilution of holders of existing Equity Securities would be as shown in the table below, in the circumstances set out in the table below.

Shareholders may be exposed to economic risk and voting dilution, including the following:

- (a) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of this AGM; and
- (b) 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,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The dilution table below shows the potential dilution of existing Shareholders on the basis of the closing price of Shares as at 12 October 2026 (**Deemed Price**) and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of this Notice of Meeting.

The dilution table also shows:

- (a) two examples where variable "A" has increased by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (b) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 50% as against the Deemed Price.

Variable "A" in ASX Listing Rule 7.1A.2		Dilution		
		\$0.585 50% Decrease in Deemed Price	\$1.17 Deemed Price	\$1.755 50% Increase in Deemed Price
Current Variable A	10% Voting Dilution	4,630,000 shares	4,630,000 shares	4,630,000 shares

Variable "A" in ASX Listing Rule 7.1A.2		Dilution		
		\$0.585 50% Decrease in Deemed Price	\$1.17 Deemed Price	\$1.755 50% Increase in Deemed Price
46,300,000 shares	Funds raised	\$2,708,550	\$5,417,100	\$8,125,650
50% increase in current Variable A 69,450,000 shares	10% Voting Dilution	6,945,000 shares	6,945,000 shares	6,945,000 shares
	Funds raised	\$4,062,825	\$8,125,650	\$12,188,475
100% increase in current Variable A 92,600,000 shares	10% Voting Dilution	9,260,000 shares	9,260,000 shares	9,260,000 shares
	Funds raised	\$5,417,100	\$10,834,200	\$16,251,300

The table above has been prepared on the following assumptions:

- The Company issues the maximum number securities available under ASX Listing Rule 7.1A, being 10% of the Company's shares on issue at the date of the AGM.
- No convertible security is exercised and converted into ordinary securities before the date of the issue of the Equity Securities.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the AGM. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
- The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% Placement Capacity under Listing Rule 7.1.
- The issue of Equity Securities under the 10% Placement Facility consists only of ordinary securities.
- The Deemed Price is \$1.17 being the closing market price of the ordinary securities on the ASX on 12 October 2026. The Deemed Price is indicative only and does not consider the 25% discount to market that the securities may be placed at.

5. Allocation policy

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of equity securities will be determined on a case-by-case basis having regard to factors including but not limited to the following:

- the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing security holders can participate;
- the effect of the issue of the equity securities on the control of the Company;
- the financial situation and solvency of the Company; and
- advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of the Notice but may include existing substantial shareholders and/or new shareholders who are not related parties or associates of a related party of the Company.

6. Previous Issues under Listing Rule 7.1A.2

The Company has not previously obtained shareholder approval under ASX Listing Rule 7.1A and therefore no issues of securities have previously been made under ASX Listing Rule 7.1A.

Special Resolution

The ability to issue Equity Securities under the 10% Placement Facility is subject to Shareholder approval by way of a special resolution. This means it requires approval of at least 75% of the votes cast by Shareholders present or represented, and eligible to vote.

Directors Recommendation

The Directors of the Company believe that this Resolution 5 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution 5. The Chair of the AGM intends to vote undirected proxies in favour of this Resolution 5.

Resolution 6 – Replacement of Constitution

Background

The Board has recently completed a review of the Company's current constitution, which was adopted at the time of listing on the ASX.

In the time since the adoption of the current constitution there have been a number of developments in law, the Corporations Act and the ASX Listing Rules, corporate governance principles and general corporate and commercial practice for ASX listed companies.

The Board recommends that the Company adopt a new constitution that reflects current market practice, and considers it most appropriate to adopt a wholly new constitution (**New Constitution**) rather than amending the current constitution in a 'piecemeal' manner. Many of the proposed changes are administrative or relatively minor in nature.

New Constitution

A summary of the material terms of the New Constitution are outlined below.

Voting at a general meeting	At a general meeting of the Company, every Shareholder present in person or by virtual meeting technology, proxy, representative or attorney has one vote on a show of hands and, on a poll, one vote for each Share held. In the case of an equality of votes on a resolution, the chairperson of the meeting has a casting vote, in addition to any deliberative vote they may have.
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	A resolution put to the vote at a general meeting must be decided on a poll (without first being submitted to a show of hands) where the resolution is set out in the notice of meeting, the Company has given notice of the resolution under section 249O of the Corporations Act, or a poll is demanded.
Meetings of Shareholders	Each Shareholder is entitled to receive notice of and attend and vote at general meetings of the Company and to receive all notices, accounts and other documents required to be sent to Shareholders under the New Constitution, Corporations Act and ASX Listing Rules. The Company must give at least 28 days' written notice of a general meeting.
Hybrid and virtual meetings	The Company is permitted to hold general meetings conducted from a physical location, at more than one physical place using virtual meeting technology or as a wholly virtual meeting, provided that Shareholders entitled to attend the meeting as a whole are given a reasonable opportunity to participate. Directors may vary a notice of a meeting held using virtual meeting technology after it has been sent to Shareholders if Directors decide that it is impracticable or unreasonable to hold the meeting at the time or using the virtual meeting technology stated in the notice. The chairperson of a meeting held using virtual meeting technology must be satisfied that adequate facilities are available throughout the meeting to ensure that Shareholders attending by all means are able to participate in the business for which the meeting has been convened.
Dividends	The Board may pay any interim and final dividends that, in its judgement, the financial position of the Company justifies. The Board may also pay any dividend required to be paid under the terms of issue of a Share, and fix a record date for a dividend and the timing and method of payment.
Transfer of Shares	Subject to the New Constitution and to any restrictions attached to a Shareholder's Share, Shares may be transferred in accordance with the ASX Settlement Operating Rules, the Corporations Act and ASX Listing Rules or by a written transfer in any usual form or in any other form approved by the Board and permitted by the relevant laws and ASX requirements. The Board may decline to register a transfer of Shares or apply a holding lock to prevent a transfer in accordance with the Corporations Act or the ASX Listing Rules.
Issue of further Shares	The Board may, subject to the New Constitution, Corporations Act and the ASX Listing Rules, issue, allot or grant options for, or otherwise dispose of, Shares in the Company on such terms as the Board decides.
Winding up	If the Company is wound up, then subject to the New Constitution, the Corporations Act and any rights or restrictions attached to any Shares or classes of shares, Shareholders will be entitled to a distribution of

	the surplus property of the Company in proportion to the capital paid up on the Shares held by them. If the Company is wound up, the liquidator may, with the sanction of a special resolution, divide among the Shareholders the whole or part of the Company's property and decide how the division is to be carried out as between Shareholders or different classes of shareholders.
Non-marketable parcels	In accordance with the ASX Listing Rules, the Board may sell Shares that constitute less than a marketable parcel by following the procedures set out in the New Constitution. An unmarketable parcel of Shares is defined in the ASX Listing Rules and is generally a holding of Shares with a market value of less than \$500.
Proportional takeover provisions	The New Constitution contains provisions requiring Shareholder approval in relation to any proportional takeover bid. These provisions will cease to apply on the later to occur of the third anniversary of their adoption or the third anniversary of their most recent renewal effected under the Corporations Act.
Variation of class rights	The procedure set out in the New Constitution must be followed for any variation of rights attached to the Shares. Under that section, and subject to the Corporations Act and the terms of issue of a class of shares, the rights attached to any class of shares may be varied: (a) with the consent in writing of the holders of 75% of the issued shares included in that class; or (b) by a special resolution passed at a separate meeting of the holders of those shares.
Directors – appointment and removal	Under the New Constitution, the Board must comprise a minimum of 3 Directors and a maximum fixed by the Directors from time to time, but not exceeding 9 Directors. Directors are elected or re-elected at annual general meetings of the Company. No Director (excluding the Managing Director) may hold office without re-election for a period in excess of three years, or beyond the third annual general meeting following the meeting at which the Director was last elected or re-elected, whichever is longer. The Board may also appoint any eligible person to be a Director either to fill a casual vacancy on the Board or as an addition to the existing Directors, who will then hold office until the conclusion of the next annual general meeting of the Company following their appointment. A person may be nominated for election as a Director by the Directors, by a Shareholder nominating themselves, or by a Shareholder nominating another person, provided that the relevant notice of nomination is served on the Company at least 35 Business Days before the general meeting (or 30 Business Days in the case of a meeting requisitioned by Shareholders).

Directors – voting	Questions arising at a meeting of the Board must be decided by a majority of votes of the Directors present at the meeting and entitled to vote on the matter. In the case of an equality of votes on a resolution, the chairperson of the meeting has a casting vote in addition to their deliberative vote, except in the following circumstances: (a) where only 2 directors are present at the meeting; (b) where only 2 directors are competent to vote on the question being considered; and (c) on the chairperson's appointment or reappointment to the position of chairperson.
Directors – remuneration	Under the New Constitution, the Board may decide the remuneration from the Company to which each Director is entitled for their services as a Director. However, the total aggregate amount provided to all Non-Executive Directors for their services as Directors must not exceed in any financial year the amount fixed by the Company in a general meeting. Directors may be paid or reimbursed for all travelling and other expenses properly incurred by them in connection with the Company's affairs, including attending and returning from general meetings of the Company or meetings of the Board or of committees of the Board. If a Director performs extra services in connection with the affairs of the Company, the Directors may approve a special remuneration to be paid.
Powers and duties of Directors	The Directors are responsible for managing the business of the Company and may exercise to the exclusion of the Company in a general meeting all the powers of the Company, which are not required by the Corporations Act, the New Constitution or the ASX Listing Rules, to be exercised by the Company in a general meeting.
Indemnities	The Company may, to the full extent permitted by law, indemnify each Officer of the Company or of a related body corporate on a full indemnity basis against all losses, liabilities, damages, costs, charges and expenses incurred by that person as an officer of the Company or of a related body corporate. The Company may, to the extent permitted by law, enter into any documentary indemnity in favour of, or insurance policy for the benefit of, a person who is or has been an Officer of the Company or of a related body corporate, which may apply to acts or omissions prior to or after the time of entering into the indemnity or policy.
Amendment	The New Constitution can only be amended by special resolution passed by at least three-quarters of Shareholders present (in person or by proxy) and entitled to vote on the resolution at a general meeting of the Company.

Restricted Securities	A holder of Restricted Securities (as defined in the ASX Listing Rules) must comply with the requirements imposed by the ASX Listing Rules in respect of Restricted Securities, including restrictions on disposal during the escrow period. If a Shareholder breaches a restriction on disposal of Restricted Securities, the Shareholder will not be entitled to any dividend or distribution, or to exercise any voting rights, in respect of those Restricted Securities for so long as the breach continues.
Share buy-back	Subject to the Corporations Act, the ASX Listing Rules and ASX Settlement Operating Rules, the Company may buy back Shares on terms and at times determined by the Board.
Preference shares	The Company may issue preference shares with the rights attaching to preference shares as set out in the New Constitution, including preference shares that are subject to redemption or conversion to Shares.
Reduction of share capital	Subject to the New Constitution, the Corporations Act and the ASX Listing Rules, the Company may make any reduction or alteration to its share capital in any way permissible under the Corporations Act.
Dividend reinvestment plan	The New Constitution permits the Directors to implement, on the terms and conditions they think fit, a dividend reinvestment plan under which any Shareholder or any class of Shareholders may elect that dividends payable by the Company be reinvested by a subscription for Shares in the Company.
Incentive plans	The Directors may implement a share incentive plan for Directors (including non-executive Directors), senior executives, or employees of the Company or of a related body corporate, on such terms and conditions as they think fit.

Insertion of partial (proportional) takeover provisions

As noted above, clause 11 of the New Constitution contains provisions dealing with proportional takeover bids for the Company's Shares in accordance with the Corporations Act. The provisions prohibit the transfer of the Company's Shares under a proportional takeover bid unless the proportional takeover bid is approved by the Shareholders in a general meeting.

Overview	A proportional takeover bid is a takeover bid where the offer made to each shareholder is only for a proportion of that shareholder's shares. Pursuant to section 648G of the Corporations Act, an entity may include a provision in its constitution whereby a proportional takeover bid for shares may only proceed after the bid has been approved by a meeting of shareholders held in accordance with the terms set out in the Corporations Act. In accordance with section 648G(1) of the Corporations Act, such clause will cease to apply at the end of three years from the
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	incorporation of the Company, insertion of the clause or renewal of the clause (as appropriate) unless otherwise specified. When this clause ceases to apply, the constitution will be modified by omitting the clause. A company may renew its proportional takeover approval provisions in the same manner in which a company can modify its constitution (ie by special resolution of shareholders). This Resolution 6 will enable the Company to modify its Constitution by inserting proportional takeover provisions into the New Constitution in the form of clause 11 (Proportional Takeover Provisions).
Effect of proposed proportional takeover provisions	Where offers have been made under a proportional off-market bid in respect of a class of securities in a company, the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under such a proportional off-market bid is prohibited unless and until a resolution to approve the proportional off-market bid is passed
Reasons for proportional takeover provisions	A proportional takeover bid may result in control of the Company changing without Shareholders having the opportunity to dispose of all their Shares. By making a partial bid, a bidder can obtain practical control of the Company by acquiring less than a majority interest. Shareholders are exposed to the risk of being left as a minority in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium. These Proportional Takeover Provisions allow Shareholders to decide whether a proportional takeover bid is acceptable in principle, and assist in ensuring that any partial bid is appropriately priced.
Knowledge of any acquisition proposals	As at the date of this Notice, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.
Potential advantages and disadvantages of proportional takeover provisions	The Directors consider that the Proportional Takeover Provisions have no potential advantages or disadvantages for them and that they remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted. The potential advantages of the Proportional Takeover Provisions for Shareholders include: (a) the right to decide by majority vote whether an offer under a proportional takeover bid should proceed; (b) assisting in preventing Shareholders from being locked in as a minority; (c) increasing the bargaining power of Shareholders which may assist in ensuring that any proportional takeover bid is adequately priced; and (d) each individual Shareholder may better assess the likely outcome of the proportional takeover bid by knowing the view of the majority of

	Shareholders which may assist in deciding whether to accept or reject an offer under the takeover bid. The potential disadvantages of the Proportional Takeover Provisions for Shareholders include: (a) proportional takeover bids may be discouraged; (b) lost opportunity to sell a portion of their Shares at a premium; and (c) the likelihood of a proportional takeover bid succeeding may be reduced.
Recommendation of the Board	The Directors do not believe the potential disadvantages outweigh the potential advantages of adopting the Proportional Takeover Provisions and as a result consider that the Proportional Takeover Provisions in the New Constitution is in the interest of Shareholders and unanimously recommend that Shareholders vote in favour of Resolution 6.

Additional information

Copies of the Company's existing constitution and New Constitution are available from the Company's website at www.hitechaust.com. You can request a copy of these documents by emailing: admin@hitechaust.com.

For the Resolution 5 to be passed as a special resolution, at least 75% of the votes cast by shareholders entitled to vote on the resolution must be in favour of the resolution, in accordance with the Corporations Act.

Directors Recommendation

The Directors of the Company believe that this Resolution 6 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution 6. The Chair of the AGM intends to vote undirected proxies in favour of this Resolution 6.

GLOSSARY

The following terms have the following meanings in this Explanatory Note:

\$, A\$ or AUD means Australian Dollars;

AEDT means Australian Eastern Standard Time;

AGM has the meaning given in the introductory paragraph of the Notice;

ASX means ASX Limited ABN 98 008 624 691 or the Australian Securities Exchange, as the context requires;

Associate has the meaning given to that term in ASX Listing Rule 19.12;

Board means the Directors acting as the board of Directors of the Company or a committee appointed by such board of Directors;

Business Day means Monday to Friday inclusive, except public holidays and any other day that ASX declares is not a business day;

Chair means the person appointed to chair the AGM of the Company convened by the Notice;

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) has the meaning given in section 9 of the Corporations Act; or
- (c) a person prescribed by the Corporations Regulations 2001 (Cth);

Company means HiTech Group Australia Limited ACN 062 067 878;

Constitution means the constitution of the Company as at the date of the AGM;

Corporations Act means the Corporations Act 2001 (Cth);

Director means a Director of the Company;

Equity Securities has the same meaning as in the Listing Rules;

Explanatory Notes means the explanatory notes which form part of the Notice;

FY26 Annual Report means the Company's annual report for the financial year ending 30 June 2026;

Key Management Personnel has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company;

Listing Rules means the Listing Rules of the ASX;

Notice means the Notice of Meeting accompanying this Explanatory Note;

Official Quotation means official quotation on the ASX;

Option means an option to acquire a Share;

Proxy Form means the proxy form attached to the Notice;

Remuneration Report means the remuneration report which forms part of the Directors' Report of the Company for the financial year ended 30 June 2026 and which is set out in the FY26 Annual Report;

Share means a fully paid ordinary share in the capital of the Company;

Shareholder means a holder of Shares; and

VWAP means volume-weighted average price.

Schedule 1 – Terms of EH Options and RH Options

Issuer	The issuer of these options (Option) is HiTech Group Australia Limited ACN 062 067 878 (Company).														
Issue price	No amount is payable on the issue of an Option.														
Entitlement	Each Option entitles the holder (Optionholder), upon vesting and exercise of the Option, to be issued one (1) fully-paid ordinary share in the capital of the Company (Share).														
V	The Options will be unvested upon issue and will automatically vest subject to the holder remaining continuously employed by the Company at all times up to the relevant vesting date (Vesting Condition). <table><tr><th>Options</th><th>Number of Options</th><th>Vesting Date</th></tr><tr><td>EH Options</td><td>500,000</td><td>30 June 2027</td></tr><tr><td>RH Options</td><td>500,000</td><td>30 June 2027</td></tr><tr><td>Total</td><td>1,000,000</td><td></td></tr></table> If the Vesting Condition fails to be satisfied or be capable of being satisfied, any unvested Option will lapse immediately on the date the Vesting Condition fails or becomes incapable of being satisfied (including on the Optionholder ceasing employment).			Options	Number of Options	Vesting Date	EH Options	500,000	30 June 2027	RH Options	500,000	30 June 2027	Total	1,000,000	
Options	Number of Options	Vesting Date													
EH Options	500,000	30 June 2027													
RH Options	500,000	30 June 2027													
Total	1,000,000														
Exercise price	Nil														
Expiry Date	23 September 2029. Any Option not validly exercised prior to 5.00pm (Sydney time) on the Expiry Date (Exercise Period) lapses with immediate effect and is no longer capable of exercise.														
Exercise method	Upon vesting, each Option may only be exercised by the registered Optionholder by delivering a written exercise notice for the exercise of the Options in the form approved by the Company from time to time (Exercise Notice), to the Company at its registered office specifying the number of Options being exercised. An Exercise Notice may only be delivered at any time during the applicable Exercise Period and may be delivered by email, post or by any other method approved by the Company. Once delivered, an Exercise Notice cannot be withdrawn or revoked by the Optionholder.														

	The Options must be exercised in multiples of 1,000 at any one time except where an Optionholder holds less than 1,000 Options in which case all Options may be exercised.
Issue of Shares	Upon receipt of a valid Exercise Notice, the Company must issue the number of Shares equal to the number of Options the subject of valid Exercise Notices within 10 business days. The new Shares issued upon the exercise of an Option will be issued fully paid, will rank equally in all respects with all other issued fully paid Shares from the date of the issue of those new Shares and will only carry an entitlement to receive distributions that have a record date after the date of issue of those new Shares.
Constitution	Each Optionholder who exercises Options consents to becoming a member of the Company, and agrees to be bound by the constitution of the Company upon the issue of the new Shares.
Quotation	While the Company is admitted to the Official List of ASX, the Company will apply for official quotation on the ASX of all Shares resulting from the exercise of Options on or before the date of issue of the Shares. The Options will be unlisted. No quotation will be sought from ASX for the Options.
Restrictions on transfer	Except with the prior written approval from the CEO or Chair of the Company, an Option is not capable of being transferred, sold, mortgaged, charged, hedged or made subject to any margin lending arrangement or otherwise disposed of or dealt with or encumbered in any way, and an Option will lapse immediately if any such thing purports to occur.
Dividends and voting	The Options do not provide the Optionholder any entitlement to dividends or other distributions. The Options do not entitle the Optionholder to receive notice of, attend or vote at, any meeting of the Company's shareholders.
Participation rights	The Options do not carry any participation rights in new issues of securities to existing holders of Shares, unless and except to the extent that Optionholders have exercised their Options and been issued new Shares before the record date for determining entitlements to the new issue of securities and are entitled to participate in the new issue as a holder of Shares. Optionholders will be advised at least 7 business days prior to the record date for a proposed new issue to existing holders of Shares.
Capital reorganisation	In the event of a reorganisation of the issued capital of the Company prior to the Expiry Date, the rights attaching to each Option will be changed to the extent necessary to comply with the ASX Listing Rules applying to a reorganisation of capital at the time of the reorganisation.

Calculations binding	Any calculations or adjustments to these terms and conditions of the Options which are required or permitted to be made under these terms and conditions will be made by the directors of the Company and will, in the absence of manifest error, be final and conclusive and binding on the Company and each Optionholder.
Notifications	The Company must within a reasonable period or, as otherwise required by the ASX Listing Rules if applicable at that time, give to the Optionholder notice of any change to the number of Shares to be issued on the exercise of the Option.
Application of ASX Listing Rules	While the Company is admitted to the Official List of ASX, the Options and any Shares issued on exercise of these Options are subject always to the provisions of the constitution of the Company and the ASX Listing Rules and to the extent of any inconsistency between these terms and conditions, the constitution of the Company and the ASX Listing Rules, the ASX Listing Rules will prevail.
Corporations Act	The Optionholder's right to exercise an Option is subject to compliance with Chapter 6 of the <i>Corporations Act 2001</i> (Cth). If the exercise of an Option would result in the Optionholder having a relevant interest greater than 20% of the Company's voting Shares on issue, then the Optionholder may be prohibited from exercising its Options.
Governing law	The terms and the rights and obligations of the Optionholders are governed by the laws of New South Wales, Australia. Each Optionholder irrevocably and unconditionally submits to the non-exclusive jurisdiction of the courts of New South Wales, Australia.



HiTech Group Australia Limited
ABN 41 062 067 878

Need assistance?



Phone:
1300 850 505 (within Australia)
+61 3 9415 5000 (outside Australia)



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **4:00pm (Sydney time)** on **Wednesday, 18 November 2026**.

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:

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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: 139377

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.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

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



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

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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 11, 25 Martin Place Sydney NSW 2000 on Friday, 20 November 2026 at 4:00pm (Sydney time) 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 Resolutions 1,3 and 4 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1,3 and 4 are 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 Resolutions 1,3 and 4 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 Remuneration Report	☐	☐	☐
Resolution 2 Re-Election of Director (Ray Hazouri)	☐	☐	☐
Resolution 3 Issue of Zero Exercise Price Options to Director (Mr Elias Hazouri)	☐	☐	☐
Resolution 4 Issue of Zero Exercise Price Options to Director (Mr Ray Hazouri)	☐	☐	☐
Resolution 5 Approval of Additional 10% Placement Capacity	☐	☐	☐
Resolution 6 Replacement of Constitution	☐	☐	☐

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

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

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

HIT

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Computershare

