

Byte Power Group Limited ABN 80 009 268 571

Notice of Annual General Meeting and Explanatory Memorandum

Date of Meeting: Friday 14th October 2022

Time of Meeting: 3 pm (Brisbane time)

Place of Meeting: Hopgood Ganim Lawyers, Level 8, Waterfront Place, 1 Eagle Street, Brisbane

Notice of Annual General Meeting

Notice is given that an Annual General Meeting of shareholders of Byte Power Group Limited ABN 80 009 268 571 (**Company**) will be held at the offices of Hopgood Ganim Lawyers, Level 8, Waterfront Place, 1 Eagle Street, Brisbane, Friday 14th October 2022 at 3pm (Brisbane time).

Agenda

Ordinary business

1. Financial Reports

To receive and consider the Company's Annual Report comprising the Directors' Report and Auditors' Report, Directors' Declaration, Statement of Financial Performance, Statement of Financial Position, Statement of Cashflow and notes to and forming part of the accounts for the Company and its controlled entities for the financial year ended 30 June 2021.

Note: There is no vote on this item.

2. Resolution 1 - Re-election of Michael Wee as a director

To consider and, if thought fit, pass the following resolution, as an Ordinary Resolution of the Company:

"That Michael Wee, who retires by rotation in accordance with Rule 38.3 of the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director."

General business

To consider any other business as may be lawfully put forward in accordance with the Constitution of the Company.



By order of the board.
Alvin Phua
Director
19 September 2022

Explanatory Memorandum

1. Introduction

This Explanatory Memorandum is provided to shareholders of Byte Power Group Limited ABN 80 009 268 571 (**Company**) to explain the Resolutions to be put to Shareholders at the Annual General Meeting to be held at Hopgood Ganim Lawyers, Level 8, Waterfront Place, 1 Eagle Street, Brisbane, on Friday 14th September 2022 at 3pm.

The Directors recommend Shareholders read the accompanying Notice of Meeting and this Explanatory Memorandum in full before making any decision in relation to the Resolutions.

Terms used in this Explanatory Memorandum are defined in Section 5.

The Notice of Meeting sets out the details of one (2) separate resolution to be put to Shareholders.

2. Financial Statements and Reports

The Company's Annual Report comprising the Directors' Report and Auditors' Report, Directors' Declaration, Statement of Financial Performance, Statement of Financial Position, Statement of Cashflows and notes to and forming part of the accounts for the Company for the financial year ended 30 June 2021 were released on the Company's website www.bytepowergroup.com on 3 August 2022. Pursuant to section 317 of the Corporations Act, the Company's Annual Report will be laid before the Meeting. Shareholders will be given the opportunity to raise questions or comments on the reports at the Meeting. No voting is required for this item.

3. Resolution 1 - Re-election of Michael Wee as a director

Michael Wee retires in accordance with Clause 38 of the Company's Constitution and, being eligible, offers himself for re-election as a non- Executive Director.

Mr Wee was appointed on 15 December 2017.

Michael is a successful self-employed businessman who provides digital multimedia services (web and print content) to the Print and Design sectors. Prior to running his own business Michael held various management positions in IT Consulting businesses.

The Directors (with Mr Wee abstaining) recommend that you vote in favour of this Ordinary Resolution.

4. Voting Requirements

4.1 Voting requirements

Resolutions 1 of the Meeting is an Ordinary Resolution and so requires the approval of more than 50% of the votes cast by Shareholders

Explanatory Memorandum

5. Interpretation

ASIC means the Australian Securities and Investments Commission;

Associate has the meaning given to that term in s 9 of the Corporations Act.

Board means the board of the Company;

Company means Byte Power Group Limited ACN 009 268 571;

Corporations Act means Corporations Act 2001 (Cwlth);

Directors' Report means the annual directors' report prepared under chapter 2M of the Corporations Act for the Company and its controlled entities.

Explanatory Memorandum means the Explanatory Memorandum attached to the Notice.

Meeting or AGM means the annual general meeting of the Company to be held on 14th October 2022;

Notice means this notice of meeting.

Ordinary Resolution means a resolution passed by more than 50% of the votes cast at a general meeting of shareholders;

Resolution means a resolution to be proposed at the Meeting;

Section means a section of this Explanatory Memorandum;

Shares means ordinary fully paid shares in the issued capital of the Company;

Shareholder means a shareholder of the Company;

Any inquiries in relation to the Resolutions or the Explanatory Memorandum should be directed to Michael Wee (Company Secretary) at 5B, 243 Edward Street, Brisbane Qld 4000

Proxies and representatives

Shareholders are entitled to appoint a proxy to attend and vote on their behalf. Where a Shareholder is entitled to cast two or more votes at the meeting, they may appoint two proxies. Where more than one proxy is appointed, each proxy may be appointed to represent a specific proportion or number of votes the shareholder may exercise. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes. The proxy may, but need not, be a shareholder of the Company.

Shareholders who are a body corporate are able to appoint representatives to attend and vote at the meeting under section 250D of the Corporations Act.

The proxy form must be signed by the Shareholder or his/her attorney duly authorised in writing or, if the Shareholder is a corporation, in a manner permitted by the Corporations Act.

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be **deposited at, posted to, or sent by facsimile transmission to the address listed below** not less than 48 hours before the time for holding the meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote.

Byte Power Group Limited
5B, 243 Edward Street, Brisbane QLD 4000

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's share registry.

A proxy form is attached to this Notice.

Voting entitlement

For the purposes of determining voting entitlements at the Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 4.00pm (Sydney Time) on 12th October 2022 (Noting that this will be 3.00pm Brisbane time). Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Signing instructions

You must sign the proxy form as follows in the spaces provided:

- Individual: Where the holding is in one name, the holder must sign.
- Joint Holding: Where the holding is in more than one name, either of the security holders may sign.
- Power of Attorney: To sign under Power of Attorney, you must have already lodged this document with the registry. If you have not previously lodged this document for notation, 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) 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 indicate the office held by signing in the appropriate place.