

Byte Power Group Limited ABN 80 009 268 571

Notice of Annual General Meeting and Explanatory Memorandum

Date of Meeting: Friday 30 November 2012

Time of Meeting: 3.00 pm (Brisbane Time)

Place of Meeting: HopgoodGanim Lawyers, Level 7, 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 HopgoodGanim Lawyers, Level 7, Waterfront Place, 1 Eagle Street, Brisbane, on Friday 30 November 2012 at 3.00 pm (Brisbane time).

Agenda

Ordinary business

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 2012.

1. Re-election of Michael Walsh as a director

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

"That Michael Walsh, 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."

2. Remuneration report

To consider and, if thought fit, pass the following Advisory Resolution:

"That, the Remuneration Report for the year ended 30 June 2012 (as set out in the Directors Report) is adopted."

Non-binding Resolution

The vote on this Resolution 2 is advisory only and does not bind the Directors of the Company.

Voting Restriction pursuant to Section 250R(4) of the Corporations Act

Terms used in this Notice of Meeting are defined in the Interpretation section of the accompanying Explanatory Memorandum.

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

- (a) a member of the Key Management Personnel ("KMP") details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of a KMP.

However, a vote may be cast on Resolution 2 by a KMP or a Closely Related Party of a KMP, if:

- (a) the KMP or a Closely Related Party of a KMP does so as a proxy; and
- (b) the vote is not cast on behalf of a member of the KMP details of whose remuneration are included in the Remuneration Report or a Closely Related Party of a KMP; and
- (c) either:
 - (1) the person is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or

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- (2) the proxy is the chair of the meeting and the appointment of the chair as proxy:
- (A) does not specify the way the proxy is to vote on the resolution; and
- (B) expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company or, if the Company is part of a consolidated entity, for the entity.

3. Ratification of the issue of shares to May Tak Company Limited

To consider and, if thought fit, pass the following resolution, as an Ordinary Resolution of the Company with or without amendment:

“That, in accordance with the provisions of ASX Listing Rule 7.4, and for all other purposes, the shareholders ratify the previous issue of 6,333,333 fully paid ordinary shares in the Company on 15 December 2011 to May Tak Company Limited (and being an entity who falls within one or more of the exemptions under section 708 of the *Corporations Act* (Cwth)) in consideration of the performance of services by May Tak Company Limited for the Company which shares were issued at a deemed issue price of AUD\$0.003 per share and otherwise on the terms and conditions as contained in this Notice of Meeting and attached Explanatory Memorandum (**May Tak Shares**).”

- The May Tak Shares were issued to May Tak Company Limited, an entity who falls within one or more of the classes of exemptions specified in section 708 of the Corporation Act;
- The rights attaching to the May Tak Shares are identical in all respects to the existing ordinary shares on issue in the Company;
- The May Tak Shares were issued in consideration of the performance of services provided by May Tak Company Limited to the Company and no funds were raised by the issue of the May Tak Shares; and
- The May Tak Shares were not issued to a related party of the Company (within the meaning of the Corporations Act and the ASX Listing Rules).

Voting exclusion statement

The Company will disregard any votes cast on this Resolution by:

- May Tak Company Limited; and
- any associate of May Tak Company Limited.

However, the Company need not disregard a vote if:

- 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
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

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4. Authorise issue of additional shares

To consider and, if thought fit, pass the following resolution, as an Ordinary Resolution of the Company with or without amendment:

“That in accordance with the provisions of ASX Listing Rule 7.1, and for all other purposes, the Company and the Directors of the Company are authorised to issue up to 700,000,000 fully paid ordinary shares (**Additional Shares**) at an issue price per Additional Share of not less than 80% of the volume weighted average trading price of the Company’s shares calculated over the last five (5) days on which sales in the securities of the Company were recorded on the ASX before the day on which the Additional Shares are issued, to various investors (**Investors**) that fall within one or more of the classes of exemptions specified in section 708 of the Corporation Act on the terms and conditions as contained in this Notice of Meeting and attached Explanatory Memorandum”.

Notes:

- The Additional Shares will be issued to investors who fall within one or more of the classes of exemptions specified in section 708 of the Corporation Act;
- The Company intends to issue the Additional Shares as soon as practicable after the Meeting and in any event not later than three (3) months from the date of the Meeting;
- The rights attaching to the Additional Shares will be identical in all respects to the existing ordinary shares on issue in the Company;
- The funds raised by the issue of the Additional Shares will be used by the Company to provide working capital to the Company and for the retirement of debt; and
- The Additional Shares will not be issued to any related party of the Company (within the meaning of the Corporations Act and the ASX Listing Rules).

Voting exclusion statement

The Company will disregard any votes cast on this Resolution by:

- Any person who may participate in the proposed issue and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed; and
- any associate of such a person.

However, the Company need not disregard a vote if:

- 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
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

Important note

The proposed allottees of any Additional Shares are not as yet known or identified. In these

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circumstances (and in accordance with the note set out in ASX Listing Rule 14.11.1 relating to ASX Listing Rules 7.1 and 7.1A), for a person's vote to be excluded, it must be known that that person will participate in the proposed issue. Where it is not known who will participate in the proposed issue (as is the case in respect of the Additional Shares), shareholders must consider the proposal on the basis that they may or may not get a benefit and that it is possible that their holding will be diluted and there is no reason to exclude their votes.

5. **Approval to issue an additional 10% of the issued capital of the Company over a 12 month period pursuant to Listing Rule 7.1A**

To consider and, if thought fit, to pass the following resolution, as a Special Resolution of the Company with or without amendment:

"That, pursuant to and in accordance with ASX Listing Rule 7.1A, and for all other purposes, the shareholders approve the issue of equity securities of up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2, over a 12 month period from the date of the meeting, at a price not less than that determined pursuant to Listing Rule 7.1A.3 and otherwise on the terms and conditions in the explanatory memorandum (**Placement Securities**)."

Voting exclusion statement

The Company will disregard any votes cast on this Special Resolution by:

- Any person who may participate in the issue of the Placement Securities and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed; and
- any associate of such a person.

However, the Company need not disregard a vote if:

- 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
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

Important note

The proposed allottees of any Placement Securities are not as yet known or identified. In these circumstances (and in accordance with the note set out in ASX Listing Rule 14.11.1 relating to ASX Listing Rules 7.1 and 7.1A), for a person's vote to be excluded, it must be known that that person will participate in the proposed issue. Where it is not known who will participate in the proposed issue (as is the case in respect of the Placement Securities), shareholders must consider the proposal on the basis that they may or may not get a benefit and that it is possible that their holding will be diluted and there is no reason to exclude their votes.

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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

Ethel Lau

Company Secretary
29 October 2012

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 Extraordinary General Meeting to be held at HopgoodGanim Lawyers, Level 7, Waterfront Place, 1 Eagle Street, Brisbane, on Friday 30 November 2012 at 3:00 pm (Brisbane time).

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 9.

The Notice of Meeting sets out the details of five (5) separate resolutions to be put to Shareholders comprising the following:

2. Consider the company's annual report

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 2012 were released to the ASX Limited on 1 October 2012. The Company's Annual Report is placed before the Shareholders for discussion. No voting is required for this item.

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

Michael Walsh 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 Walsh was appointed on 3 September 2007 and was last re-elected on 30 November 2010.

Michael is a qualified civil and mechanical engineer with over forty years in manufacturing, consulting and construction sectors. He has spent considerable time in the oil and gas industries, power generation and transportation both in private enterprise and government owned corporations. He has extensive knowledge and experience in international business and has held Senior Executive roles with several companies both in Australia and overseas. He has served on a number of industry association committees and Boards and has an extensive business network in Australia and overseas.

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

4. Resolution 2 – Remuneration report

The Board has submitted its Remuneration Report to Shareholders for consideration and adoption by way of a non-binding advisory resolution.

The Remuneration Report is set out in the Directors' Report section of the Annual Report. The Remuneration Report:

- explains the Board's policy for determining the nature and amount of remuneration of executive directors and senior executives of the Company;
- explains the relationship between the Board's remuneration policy and the Company's performance;
- sets out remuneration details for each Director and the most highly remunerated senior executives of the Company; and

- details and explains any performance conditions applicable to the remuneration of executive directors and senior executives of the Company.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the meeting.

The Board unanimously recommends that Shareholders vote in favour of adopting the Remuneration Report. A vote on this resolution is advisory only and does not bind the Directors of the Company.

Voting restrictions on Key Management Personnel and their proxies and Closely Related Parties

Members of the Key Management Personnel and their proxies and Closely Related Parties are restricted from voting on a resolution (**Voting Restriction**) put to Shareholders that the Remuneration Report of the Company be adopted. Key Management Personnel are 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.

The Voting Restriction does not apply where:

- the chairperson or any other member of the Key Management Personnel is appointed in writing (by a Shareholder who is not a member of the Key Management Personnel or a Closely Related Party of Key Management Personnel) as a proxy (**Management Proxy**) with specific instructions on how to vote on a resolution to adopt the Remuneration Report of the Company; or
- the chairperson is appointed in writing (by a Shareholder who is not Key Management Personnel or a Closely Related Party of Key Management Personnel) as a proxy with no specific instructions on how to vote on a resolution to adopt the Remuneration Report of the Company, where the Shareholder provides express authorisation for the chairperson to vote on the resolution.

Shareholders should be aware that any undirected proxies given to the Chairperson will be cast by the Chairperson and counted in favour of the resolutions the subject of this Meeting, including this Resolution 2, subject to compliance with the Corporations Act.

5. Resolution 3 - Ratification of the issue of Shares to May Tak Company Limited

5.1 Introduction

As announced to the market on 15 December 2011, the Company completed an issue of 6,333,333 Shares at a deemed issue price of \$0.003 per Share to May Tak Company Limited ("May Tak") in consideration for consultancy services provided by May Tak to the Company during 2011.

Resolution 3 seeks the ratification of Shareholders for the previous issue of 6,333,333 Shares (**May Tak Shares**) at a deemed issue price of AUD\$0.003 per Share.

5.2 ASX Listing Rule 7.4

ASX Listing Rule 7.4 provides that an issue of securities made without prior approval under ASX Listing Rule 7.1 can be treated as having been made with that approval if shareholders subsequently approve it.

In accordance with ASX Listing Rule 7.4, shareholder approval is sought to ratify the issue of the May Tak Shares in the Company, being issues of securities made by the Company during the previous 12 months for which shareholder approval has not already been obtained.

ASX Listing Rule 7.1 prohibits a company, except in certain cases, from issuing new shares equivalent in number to more than 15% of its capital in any 12 month period without the prior approval of its

shareholders. Securities issued with shareholder approval under ASX Listing Rule 7.1 do not count towards the 15% limit.

If this Resolution 3 is approved it will have the effect of refreshing the Company's ability, to the extent of the May Tak Shares, to issue up to a further 15% of its capital during the next 12 months without the need to obtain further shareholder approval (subject to the Corporations Act and the Listing Rules).

For the purposes of ASX Listing Rule 7.5, the Company advises:

- the number of May Tak Shares issued was 6,333,333 Shares;
- the May Tak Shares were issued and allotted on 15 December 2011;
- the May Tak Shares were issued at a deemed issue price of AUD\$0.003 per Share;
- the May Tak Shares were issued to May Tak Company Limited, who falls within one or more of the classes of exemptions specified in Section 708 of the Corporations Act, and who is not a related party of the Company (within the meaning of the Corporations Act and the Listing Rules);
- the May Tak Shares have the same rights and entitlements as all other Shares in the issued capital of the Company; and
- no funds were raised from the issue of the May Tak Shares. The May Tak Shares were issued in consideration of the performance of services by May Tak.

6. Resolution 4 - Approval to issue additional shares

6.1 Introduction

Resolution 4 seeks shareholder approval to issue of up to 700,000,000 additional Shares (**Additional Shares**) at an issue price per Additional Share of not less than 80% of the volume weighted average trading price of the Company's Shares calculated over the last five (5) days on which sales in the securities of the Company were recorded on the ASX before the day on which the Additional Shares are issued to one or more investors that fall within one or more of the classes of exemptions specified in section 708 of the *Corporation Act 2001*.

In order to preserve the maximum commercial flexibility of the Company to issue Shares under ASX Listing Rule 7.1, and in circumstances where the Company and the Directors of the Company believe that such issue of Shares is in the best interests of the Company and its Shareholders without having to obtain separate shareholder approval for such issue, the Company is seeking to obtain approval of its Shareholders to the issue of up to 700,000,000 Shares to effect the capital raising.

The issue of 700,000,000 Additional Shares represents 40.71% of the current share capital of the Company. The approval of the issue of the Additional Shares is being obtained in addition to the approval being sought under Resolution 4 in respect of the additional placement capacity under Listing Rule 7.1A.

6.2 Resolution 4

Resolution 4 seeks Shareholder approval to issue up to 700,000,000 Shares by placement to investors that fall within one or more of the classes of exemptions specified in section 708 of the *Corporation Act 2001*.

6.3 Listing Rule 7.1

As previously noted, ASX Listing Rule 7.1 prohibits a company, except in certain cases, from issuing new shares equivalent in number to more than 15% of its capital in any 12 month period without the prior approval of its shareholders.

The effect of the Shareholders approving the issue of the Additional Shares will be that the issue will not be counted as part of the Company's 15% limit under ASX Listing Rule 7.1, and the Company will therefore retain a greater proportion of the 15% limit for any subsequent requirements that may arise.

In accordance with ASX Listing Rule 7.3, the Company advises as follows:

- the maximum number of Additional Shares that will be issued under this Resolution 4 is 700,000,000;
- the Additional Shares will be issued and allotted on a progressive basis (as the Company identifies and agrees terms with investors), but in any event will be issued and allotted not later than 3 months from the date of the Meeting;
- the issue price of the Additional Shares will be determined by the Directors of the Company, but shall not be less than the price that is 80% of the volume weighted average market price of the Shares over the 5 trading days on which sales in the securities of the Company were recorded on the ASX before the date of issue of the Additional Shares;
- the Additional Shares will be issued to certain persons selected by the Directors of the Company from time to time who fall within one or more of the classes of exemptions specified in Section 708 of the Corporations Act, provided that the Additional Shares will not be issued to any related party of the Company (within the meaning of the Corporations Act and the Listing Rules);
- the Additional Shares will have the same rights and entitlements as all other Shares in the issued capital of the Company; and
- funds received upon issue of the Additional Shares will be used for general working capital and for the retirement of debt of the Company.

7. Resolution 5 – Approval to issue an additional 10% of the issued capital of the Company over a 12 month period pursuant to Listing Rule 7.1A

7.1 Introduction

Pursuant to Resolution 5, the Company is seeking shareholder approval to issue an additional 10% of issued capital over a 12 month period pursuant to Listing Rule 7.1A. If passed, this Resolution will allow the Company to allot and issue up to the number of new Equity Securities calculated in accordance with Listing Rule 7.1A.2 (**Placement Securities**) each at an issue price of at least 75% of the volume weighted average price (**VWAP**) for the Company's Equity Securities in that class (calculated over the last 15 days on which trades in the Equity Securities are recorded immediately before the date on which the price at which the Placement Securities are to be issued is agreed, or if the Placement Securities are not issued within five trading days of that date, the date on which the Placement Securities are issued) (**Issue Price**).

This approval is sought pursuant to Listing Rule 7.1A which recently came into effect. Under Listing Rule 7.1A small and mid cap listed entities that meet the eligibility threshold and have obtained the approval of their ordinary shareholders by special resolution at the annual general meeting, are permitted to issue an additional 10% of issued capital over a 12 month period from the date of the annual general meeting (**Additional 10% Placement**). The Additional 10% Placement under Listing Rule 7.1A is in addition to the ability of the Company to issue

15% of its issued capital without shareholder approval over a 12 month period pursuant to Listing Rule 7.1. The Company may issue the Placement Securities to raise funds for the Company and as non-cash consideration (further details of which are set out below). Funds raised from the issue of Placement Securities, if undertaken, may be applied towards potential acquisition, supporting the development of the Company's current businesses, for the retirement of debt of the Company and for general working capital.

The Directors of the Company unanimously recommend that Shareholders vote in favour of Resolution 5.

7.2 Listing Rule 7.1A

(a) **General**

(1) **Eligibility**

An entity is eligible to undertake an Additional 10% Placement if at the time of its annual general meeting it has a market capitalisation of \$300 million or less and it is not included in the S&P/ASX300 Index (**Eligible Entity**).

For illustrative purposes only, on 23 October 2012, the Company's market capitalisation was \$3.4 million based on the closing trading price on that date. The calculation of market capitalisation will be based on the closing price of the shares, on the last trading day on which trades in the shares were recorded before the date of the AGM, multiplied by the number of shares on issue (excluding restricted securities and securities quoted on a deferred settlement basis).

The Company is also not included in the S&P/ASX300 Index as at the time of this AGM, however, it should be noted that the S&P/ASX300 Index is rebalanced twice a year in March and September.

The Company is therefore an Eligible Entity and able to undertake an Additional 10% Placement under Listing Rule 7.1A.

In the event that the Company for any reason ceases to be an Eligible Entity after the Company has already obtained shareholders' approval pursuant to this Resolution 5, the approval obtained will not lapse and the Company will still be entitled to issue the Placement Securities.

(2) **Special Resolution**

Listing Rule 7.1A requires this Resolution 5 to be passed as a Special Resolution, which means that it must be passed by at least 75% of the votes cast by members entitled to vote on the resolution. Pursuant to Listing Rule 7.1A, no Placement Securities will be issued until and unless this Special Resolution is passed at the meeting.

(3) **Shareholder approval**

The ability to issue the Placement Securities is conditional upon the Company obtaining shareholder approval by way of a Special Resolution at the Meeting.

(b) **10% Placement Period - Listing Rule 7.1A.1**

Assuming Resolution 5 is passed, shareholder approval of the Additional 10% Placement under Listing Rule 7.1A is valid from the date of the AGM and expires on the earlier to occur of:

- (1) the date that is 12 months after the date of the AGM; or

- (2) the date of the approval by shareholders of a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

or such longer period if allowed by ASX.

If approval is given for the issue of the Placement Securities then the approval will expire, on 30 November 2013, unless shareholder approval is granted pursuant to Listing Rules 11.1.2 or 11.2 prior to that date.

(c) **Calculation for Additional 10% Placement - 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:

$(A \times D) - E$

Where:

A is the number of ordinary securities on issue 12 months before the date of issue or agreement:

- (1) plus the number of fully paid ordinary securities issued in the 12 months under an exception in Listing Rule 7.2;
- (2) plus the number of partly paid ordinary securities that became fully paid in the 12 months;
- (3) plus the number of fully paid ordinary securities issued in the 12 months with approval of holders of ordinary securities under Listing Rules 7.1 or 7.4 (but note that this does not include an issue of fully paid ordinary securities under the entity's 15% placement capacity without shareholder approval); and
- (4) less the number of fully paid ordinary securities cancelled in the 12 months.

D is 10 percent.

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rules 7.1 or 7.4.

(d) **Listing Rule 7.1A.3**

(1) **Equity Securities**

Any Equity Securities issued under the Additional 10% Placement must be in the same class as an existing quoted class of Equity Securities of the Company.

As at the date of this notice of meeting, the only class of Equity Securities in the Company quoted on the ASX are ordinary shares. The Company presently has 1,719,569,989 ordinary shares on issue at the date of this Notice of Meeting.

(2) **Minimum Issue Price**

The issue price for the Placement Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 trading days immediately before:

- (A) the date on which the price at which the relevant Placement Securities are to be issued is agreed; or
- (B) if the relevant Placement Securities are not issued within five trading days of the date in paragraph (A) above, the date on which the relevant Placement Securities are issued.

(e) **Information to be given to ASX - Listing Rule 7.1A.4**

If Resolution 5 is passed and the Company issues any Placement Securities under Listing Rule 7.1A, the Company will give to ASX:

- (1) a list of allottees of the Placement Securities and the number of Placement Securities allotted to each (this list will not be released to the market); and
- (2) the following information required by rule 3.10.5A, which will be released to the market on the date of issue:
 - (A) details of the dilution to the existing holders of Equity Securities caused by the issue;
 - (B) where the Equity Securities are issued for cash consideration, a statement of the reasons why the Company issued the Equity Securities as a placement under rule 7.1A and not as (or in addition to) a pro rata issue or other type of issue in which existing shareholders would have been eligible to participate;
 - (C) details of any underwriting arrangements, including any fees payable to the underwriter; and
 - (D) any other fees or costs incurred in connection with the issue.

(f) **Listing Rules 7.1 and 7.1A**

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

At the date of this Notice of Meeting, the Company has on issue 1,719,569,989 Shares. The Company will have the capacity to issue the following Shares on the date of the Meeting:

- (1) 257,935,498 Shares under Listing Rule 7.1; and
- (2) subject to shareholder approval being obtained under Resolution 5, 171,956,998 Shares under Listing Rule 7.1A.

These calculations assume that the ratification of Shares under Resolution 3 is approved.

The actual number of Equity Securities that the Company will have the 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 prescribed in Listing Rule 7.1A.2 (as described above).

7.3 Specific Information required by Listing Rule 7.3A

(a) **Minimum Price of securities issued under Listing Rule 7.1A - Listing Rule 7.3A.1**

Pursuant to and in accordance with Listing Rule 7.1A.3, the Placement Securities issued pursuant to approval under Listing Rule 7.1A must have an issue price of not less than 75% of the VWAP for the Equity Securities over the 15 trading days immediately before:

- (1) the date on which the price at which the Placement Securities are to be issued is agreed; or
- (2) if the Placement Securities are not issued within five trading days of the date in paragraph (1) above, the date on which the Placement Securities are issued.

The Company will disclose to the ASX the issue price on the date of issue of the Placement Securities.

(b) **Risk of economic and voting dilution - Listing Rule 7.3A.2**

As provided by Listing Rule 7.3A.2, if Resolution 5 is passed and the Company issues the Placement Securities, there is a risk of economic and voting dilution to the existing shareholders. The Company currently has on issue 1,719,569,989 Shares. The Company could issue 171,956,998 Shares on the date of the Meeting (assuming the ratification of Shares under Resolution 3 is approved), however, it is important to note that the exact number of Equity Securities which may be issued will be calculated in accordance with the formula contained in Listing Rule 7.1A.2 details of which are set out above. Any issue of Placement Securities will have a dilutive effect on existing Shareholders.

There is a specific risk that:

- (1) the Market Price for the Company's Equity Securities may be significantly lower on the date of the issue of any Placement Securities than it is on the date of the Meeting; and
- (2) the Placement 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 or the value of the Placement Securities.

As required by Listing Rule 7.3A.2, Table 1 below shows the potential economic and voting dilution effect, in circumstances where the issued share capital has doubled and the Market Price of the shares has halved. Table 1 also shows additional scenarios in which the issued share capital has increased (by both 50% and 100%) and the Market Price of the shares has:

- decreased by 50%; and
- increased by 100%.

Table 1

Issued Share Capital	50% decrease in Market Price \$0.001		Current Market Price \$0.002		100% increase in Market Price \$0.004	
	10 % Voting Dilution	Capital Raised	10 % Voting Dilution	Capital Raised	10 % Voting Dilution	Capital Raised
Present Issued Share Capital = 1,719,569,989 shares	171,956,998	\$171,957.00	171,956,998	\$343,914.00	171,956,998	\$687,827.99
50% Increase in Share Capital = 2,579,354,984 shares	257,935,498	\$257,935.50	257,935,498	\$515,871.00	257,935,498	\$1,031,741.99
100% Increase in Share Capital = 3,439,139,978 shares	343,913,997	\$343,914.00	343,913,997	\$687,827.99	343,913,997	\$1,375,655.99

Assumptions and explanations

- The Market Price is \$0.002, based on the closing price of the shares on ASX on 23 October 2012.
- The above table only shows the dilutionary effect based on the issue of the Placement Securities (assuming only Shares are issued), and not:
 - any Shares issued under the 15% under Listing Rule 7.1; or
 - the Additional Shares to be issued under Resolution 4
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue.
- The Company issues the maximum number of Placement Securities.
- The issued share capital has been calculated in accordance with the formula in Listing Rule 7.1A(2) as at 23 October 2012 (assuming that the ratification of Shares under Resolution 3 is approved).
- The issue price of the Placement Securities used in the table is the same as the Market Price and does not take into account the discount to the Market Price (if any).

(c) Final date for issue - Listing Rule 7.3A.3

As required by Listing Rule 7.3A.3, the Company will only issue and allot the Placement Securities during the 12 months after the date of this Meeting which the Company anticipates will end on 30 November 2013. The approval under Resolution 5 for the issue of the Placement 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 of the Company) or Listing Rule 11.2 (the disposal of the main undertaking of the Company) before the anniversary of the Meeting.

(d) **Purpose - Listing Rule 7.3A.4**

As noted above, the purpose for which the Placement Securities may be issued include to raise funds for the Company and as non-cash consideration (further details of which are set out below). Funds raised from the issue of Placement Securities, if undertaken, may be applied towards potential acquisitions, supporting the development of the Company's current businesses, for the retirement of debt of the Company and for general working capital.

(e) **Shares Issued for Non-cash consideration - Listing Rule 7.3A.4**

The Company may issue Placement Securities for non-cash consideration, such as the acquisition of new assets or investments or as consideration for services provided to the Company. If the Company issues Placement Securities for non-cash consideration, the Company will release to the market a valuation of the non-cash consideration that demonstrates that the issue price of the Placement Securities complies with Listing Rule 7.1A.3.

(f) **Company's Allocation Policy - Listing Rule 7.3A.5**

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

- (1) the methods of raising funds that are available to the Company including, but not limited to, rights issue or other issue in which existing shareholders can participate;
- (2) the effect of the issue of the Placement Securities on the control of the Company;
- (3) the financial situation and solvency of the Company; and
- (4) advice from corporate, financial and broking advisers (if applicable).

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

Further, if the Company is successful in acquiring new assets or investments for which Placement Securities are issued as consideration, it is likely that the allottees of some of the Placement Securities will be the vendors of the new assets or investments.

(g) **Company not previously obtained shareholder approval under listing rule 7.1A**

The Company has not previously obtained shareholder approval under Listing Rule 7.1A.

7.4 Voting Exclusion Statement

A voting exclusion statement is included in the notice of meeting. At the date of the notice of meeting, the proposed allottees of any Placement Securities are not as yet known or identified. In these circumstances (and in accordance with the note set out in Listing Rule 14.11.1 relating to Listing Rules 7.1 and 7.1A), for a person's vote to be excluded, it must be known that that person will participate in the proposed issue. Where it is not known who will participate in the proposed issue (as is the case in respect of the Placement Securities),

shareholders must consider the proposal on the basis that they may or may not get a benefit and that it is possible that their holding will be diluted and there is no reason to exclude their votes.

8. Trading Price History

The closing price for the Company's shares over the past three months prior to 23 October 2012 was A\$0.002. The closing price has not changed for the past three months prior to 23 October 2012

The VWAP of the Company's shares over the past three months prior to 23 October 2012 was A\$0.002.

9. Interpretation

ASIC means the Australian Securities and Investments Commission;

ASX means the ASX Limited ACN 008 624 691;

Board means the board of the Company;

Closely Related Party (as defined in the Corporations Act) of a member of the Key Management Personnel for an entity means:

- (a) a spouse or child of the member; or
- (b) a child of the member's spouse; or
- (c) a dependant of the member or the member's spouse; or
- (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
- (e) a company the member controls; or
- (f) a person prescribed by the regulations under the Corporations Act for the purposes of the definition of a closely related party under the Corporations Act;

Company means Byte Power Group Limited ACN 009 268 571;

Corporations Act means Corporations Act 2001 (Cwlth);

Equity Securities has the meaning given to that term in the Listing Rules;

Key Management Personnel or **KMP** has the definition given in the accounting standards as those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly and indirectly, including any director (whether executive or otherwise) of that entity;

Listing Rules means the listing rules of the ASX;

Market Price has the meaning given to that term in the Listing Rules;

Meeting means the annual general meeting of the Company to be held on 30 November 2012;

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;

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

Shareholder means a shareholder of the Company;

Special Resolution means a resolution:

- (a) of which notice has been given as set out in paragraph 249L(1)(c) of the Corporations Act; and
- (b) that has been passed by at least 75% of the votes cast by members entitled to vote on the resolution; and

VWAP means the Volume Weighted Average Price.

Any inquiries in relation to the Resolutions or the Explanatory Memorandum should be directed to Ethel Lau (Company Secretary):

*Unit 13, 76 Doggett Street, Newstead Qld 4006
07 3620 1688*

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 2001* (Cth).

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, or the Share Registry**, Level 15, 324 Queen Street, Brisbane, QLD 4000 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
Unit 13, 76 Doggett Street, Newstead Qld 4006
Telephone Phone: 07 3620 1688
Facsimile No: 07 3620 1689

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 7.00pm (Sydney Time) on 28 November 2012 (Noting that this will be 6.00pm 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 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 indicate the office held by signing in the appropriate place.



X99999999999

SHAREHOLDER VOTING FORM

I/We being a member(s) of Byte Power Group Limited and entitled to attend and vote hereby appoint:

STEP 1

APPOINT A PROXY

the Chairman of the Meeting (mark box) OR if you are NOT appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy. I/we appoint the Chairman of the Meeting as an alternate proxy to the person named.

If no person/body corporate is named, the Chairman of the Meeting, is appointed as my/our proxy and to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at 3:00pm on Friday, 30 November 2012, at HopgoodGanim Lawyers, Level 7, Waterfront Place, 1 Eagle Street, Brisbane, Queensland and at any adjournment or postponement of the meeting.

If the Chairman of the Meeting is (or becomes) my/our proxy, I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy on Resolution 2 (unless I/we have directed otherwise below) even though Resolution 2 is connected directly or indirectly with the remuneration of a member of the key management personnel, which includes the Chairman.

The Chairman of the Meeting intends to vote undirected proxies in favour of all items of business.

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

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the meeting.

Please read the voting instructions overleaf before marking any boxes with an

STEP 2

VOTING DIRECTIONS

	For	Against	Abstain*		For	Against	Abstain*
Resolution 1 Re-election of Michael Walsh as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 4 Authorise issue of additional shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 5 Approval to issue an additional 10% of the issued capital of the Company over a 12 month period pursuant to Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Ratification of the issue of shares to May Tak Company Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

i * 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 votes will not be counted in computing the required majority on a poll.

STEP 3

SIGNATURE OF SHAREHOLDERS - THIS MUST BE COMPLETED

Shareholder 1 (Individual) <input type="text"/>	Joint Shareholder 2 (Individual) <input type="text"/>	Joint Shareholder 3 (Individual) <input type="text"/>
Sole Director and Sole Company Secretary	Director/Company Secretary (Delete one)	Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth).



HOW TO COMPLETE THIS PROXY FORM

Your Name and Address

This is your name and address as it appears on the company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in Step 1. If you appoint someone other than the Chairman of the Meeting as your proxy, you will also be appointing the Chairman of the Meeting as your alternate proxy to act as your proxy in the event the named proxy does not attend the meeting.

Votes on Items of Business - Proxy Appointment

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

If you have directed your proxy how to vote on an Item and your named proxy either does not attend the Meeting or attends the Meeting but does not vote on a poll on the Item, the Chairman of the meeting will become your proxy in respect of that Item.

Exercise of undirected proxies by Key Management Personnel

If a member of the Company's key management personnel (other than the Chairman) or their closely related parties is your proxy and you have not directed the proxy how to vote, that person will not vote your shares on Item 1 (being a resolution connected directly with the remuneration of members of the Company's key management personnel).

If the Chairman of the Meeting is appointed your proxy (or becomes your proxy by default), and you have not directed the proxy how to vote, you authorise the Chairman to exercise your proxy on Item 1 even though Item 1 is connected directly with the remuneration of a member of key management personnel (and the Chairman is a member of key management personnel).

The Chairman of the Meeting intends to vote undirected proxies in favour of all items of business (including Item 1). If you do not wish to authorise the Chairman to vote your proxy in this way, you should direct your proxy in accordance with the instructions in this proxy form.

Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's share registry or you may copy this form and return them both together. The appointment of the Chairman of the Meeting as your alternate proxy also applies to the appointment of the second proxy.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares 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.

Signing Instructions

You must sign this 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 shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney 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 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 indicate the office held by signing in the appropriate place.

Corporate Representatives

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 in accordance with the Notice of Meeting. A form of the certificate may be obtained from the company's share registry.

Lodgement of a Proxy Form

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **3:00pm on Wednesday, 28 November 2012**, being not later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy Forms may be lodged using the reply paid envelope or:



by mail:

Byte Power Group Limited
13/76 Doggett Street
NEWSTEAD QLD 4006



by fax:

07 3620 1689



by hand:

Byte Power Group Limited
13/76 Doggett Street
NEWSTEAD QLD 4006

If you would like to attend and vote at the Annual General Meeting, please bring this form with you.
This will assist in registering your attendance.