

8VI HOLDINGS LIMITED ARBN 605 944 198

NOTICE OF GENERAL MEETING

The general meeting of 8VI Holdings Limited will be held at 2.00pm (SST) on Monday, 13 January 2025 at 1557 Keppel Road #01-01 Singapore 089066

This Notice should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

Should you wish to discuss any matter please do not hesitate to contact the Company Secretary (Australia) by telephone on +61 8 6555 2950.

8VI HOLDINGS LIMITED ARBN 605 944 198

NOTICE OF GENERAL MEETING

Notice is hereby given that the general meeting of shareholders of 8VI Holdings Limited (**Company**) will be held at 1557 Keppel Road #01-01 Singapore 089066 on Monday, 13 January 2025 at 2.00pm (SST) (**Meeting**).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the CDI Voting Instruction Form form part of this Notice.

The Directors have determined that the persons eligible to vote at the Meeting are those who are registered as Shareholders on Saturday, 11 January 2025 at 2.00pm (SST) (2.00pm AWST).

Terms and abbreviations used in this Notice and the Explanatory Memorandum will, unless the context requires otherwise, have the meaning given to them in Schedule 1.

AGENDA

1 Resolution 1 – Removal from the Official List of ASX

To consider and, if thought fit, to pass with or without amendment, as a special resolution the following:

"That, for the purposes of Listing Rule 17.11 and all other purposes, Shareholders approve the removal of the Company from the Official List on a date to be decided by ASX (being a date no earlier than one month after the date this resolution is passed), and that the Directors be authorised to do all things reasonably necessary to give effect to the delisting of the Company from the Official List."

By order of the Board

Ken Chee Kuan Tat Executive Chairman

Dated: 20 December 2024

8VI HOLDINGS LIMITED

ARBN 605 944 198

EXPLANATORY MEMORANDUM

1 Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at 1557 Keppel Road #01-01 Singapore 089066 at 2.00pm (SST) (2.00pm AWST).

This Explanatory Memorandum should be read in conjunction with and forms part of the Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass Resolution 1:

Section 2: Action to be taken by Shareholders

Section 3: Resolution 1 – Removal from the Official List of ASX

Schedule 1: Definitions

A CDI Voting Instruction Form is located at the end of this Explanatory Memorandum.

2 Action to be taken by Shareholders

Shareholders should read the Notice including this Explanatory Memorandum carefully before deciding how to vote on Resolution 1.

The Company advises that a poll will be conducted for Resolution 1.

2.1 CDIs

A CDI Voting Instruction Form is attached to the Notice. This is to be used by CDI holders to direct CDN on how to vote at the Meeting, as CDI holders are not entitled to vote in person at the Meeting.

CDI Voting Instruction Forms must be received by Link Market Services Limited, the Company's share registry, no later than 2.00pm (SST) on Saturday, 11 January 2025.

The CDI Voting Instruction Form provides further details on voting at the Meeting.

3 Resolution 1 – Removal from the Official List of ASX

3.1 General

The Company seeks approval from Shareholders to remove the Company from the Official List (**Delisting**).

The Company has submitted a formal request to the ASX to be removed from the Official List in accordance with Listing Rule 17.11 and ASX has confirmed it will remove the Company from the Official List, subject to the following conditions:

- (a) the request for removal of the Company from the Official List is approved by way of a special resolution of Shareholders;
- (b) the notice of meeting seeking Shareholder approval for the Delisting must include (in a form and substance satisfactory to ASX):
 - a timetable of key dates, including the time and date at which the Company will be removed:
 - (ii) a statement to the effect that the removal will take place no earlier than one (1) month after approval is granted;
 - (iii) a statement to the effect that if Shareholders wish to sell their securities on the ASX, they will need to do so before the Company is removed from the Official List, and if they do not, details of the processes that will exist after the Company is removed from the Official List to allow Shareholders to dispose of their holdings and how they can access those processes; and
 - (iv) to the satisfaction of ASX, the information prescribed in section 2.11 of ASX Guidance Note 33;
- (c) the Delisting must not take place any earlier than one (1) month after Shareholder approval has been obtained so as to allow the Shareholders sufficient time to sell their Shares on the ASX if they wish to do so;
- (d) the Company must apply for its securities to be suspended from quotation at least two (2) Business Days before the Delisting date; and
- (e) the Company must release the full terms of ASX's decision to the market upon making a formal application to ASX for the Delisting.

As is usual practice, ASX has imposed a requirement under Listing Rule 17.11 and Guidance Note 33 – *Removal of Entities From the ASX Official List*, that the Company obtain Shareholder approval for the Delisting.

Resolution 1 seeks the required Shareholder approval for the Delisting under and for the purposes of the Listing Rules.

If Resolution 1 is passed, the Company will be able to proceed with the Delisting which is expected to occur on or around 13 February 2025. Following the Delisting, the CDIs will no longer be listed, and capable of being traded, on the ASX.

If Resolution 1 is not passed, unless a subsequent proposed removal of the Company from the Official List is approved by Shareholders, or the ASX determines that the CDIs should no longer be listed on the ASX, the Company will remain on the Official List and its CDIs will remain tradeable on the ASX.

Resolution 1 is a special resolution and will only be passed if at least 75% of the votes cast by Shareholders are in favour of the Resolution.

The Chairperson intends to exercise all available proxies in favour of Resolution 1.

3.2 Rationale for the Delisting and related advantages

Over the past year, the Company has been navigating a challenging transition of its business from financial education services to the preventive healthcare industry (**Strategic Pivot**) and, as part of the Strategic Pivot, has undertaken various cost cutting measures, including retrenchments, divestments and a 30% pay cut for top management. Whilst the Company is seeing initial traction with a growing community of engaged consumers, the Company's preventive healthcare business is still at an early stage and does not operate on a cash flow positive basis.

As the Company continues to execute on its growth strategy and seeks to achieve profitability, the Board recognises that the road ahead remains challenging and anticipates that the Company's expenditures will continue to exceed its revenues and the Company will continue to remain loss making in the foreseeable future. Having regard to this, as part of the Company's cost saving measures and the matters detailed below, the Board has been considering the possibility of a delisting from the Official List (refer to the Quarterly Activity Report dated 31 October 2024 and Half-Year Accounts dated 29 November 2024 for further details). In now determining to pursue the Delisting, the following matters were relevant to the Board's determination.

(a) Declining Share Price and Market Capitalisation

Prevailing market conditions have posed significant challenges to the Company during the 2023/2024 financial year and although the Company has sought to expand its range of wellness products in the preventive healthcare market, the Company has continued to experience declining revenues, with the Company reporting S\$0.9 million in revenue for the half year ended 30 September 2024 (being an 81% decrease from S\$4.5 million to the corresponding period in 2023).

The decline in revenues has been mirrored by a steep decline in the Company's share price, dropping from approximately A\$1.00 in January 2023 to A\$0.05 in December 2024, and by extension, the Company's market capitalisations as at 17 December 2024 (being approximately A\$1.8 million) is materially lower than the Company's market capitalisation in January 2023 (being approximately A\$42 million).

The Board believes that the current and recent share price and market capitalisation of the Company are not reflective of the intrinsic value or the long-term potential of the Company's business. Following the Delisting, the Board believes that future valuations of the Company will be based on an appraisal of the Company's business and future prospects (with such valuations being less impacted by macroeconomics and capital market factors that are beyond the Company's control).

(b) Limited Trading and Liquidity

There has been a significant lack of liquidity in the trading of CDIs on the ASX, and historical trading history over the past 12 months shows very low trading volume in the CDIs.

Recent monthly trading volumes of CDIs					
Month	Monthly Volume	Monthly volume / issued CDIs	Average Daily Volume Traded	Average Daily Value traded in month (A\$)	
Nov 2024	232,000	0.5%	11,609	525	
Oct 2024	304,000	0.7%	13,225	681	
Sep 2024	517,000	1.2%	24,600	1,157	
Aug 2024	121,000	0.3%	5,493	424	
Jul 2024	0	0%	0	0	
Jun 2024	356,000	0.8%	18,747	2,426	
May 2024	80,165	0.2%	3,485	189	
Apr 2024	156,000	0.4%	7,785	332	
Mar 2024	135,000	0.3%	6,737	295	
Feb 2024	158,000	0.4%	7,504	417	
Jan 2024	132,000	0.3%	6,279	392	
Dec 2023	129,000	0.3%	6,815	516	

(c) Costs

Although the Company has approximately \$\$3.3 million in cash reserves (as at 30 September 2024), the Company is loss making and the Board anticipates that the Company will continue to remain loss making in the foreseeable future. Following the Delisting, the Company will be able to reduce its cash expenditure by reason of a reduction in its administrative and compliance costs by no longer having to pay (amongst other matters) ASX listing and issue fees.

(d) Location and Nexus to Australia

The Company has a limited nexus to Australia as the Company is incorporated in Singapore and does not have any operations in Australia and the Company's management and Board members are also based in Singapore. Further, Shareholders are primarily located in Singapore, with only 218 Shareholders in Australia (representing 12.3% of its total number of shareholders).

(e) Corporate Opportunities and Management Time

The Board considers that an unlisted environment will provide the Company with greater flexibility to execute on its growth strategy and grow its preventive healthcare business and will also enable the Company's key management personnel to devote their full attention to the business and operational matters.

Further, given the core business of the Company (following the Strategic Pivot) is at an early stage of its development, the Board considers that the costs of maintaining a listing on the Official List outweighs the benefits that a listing on the Official List presently confers to the Company – noting also that the Company does not envisage a need to raise further capital in the near term.

3.3 Potential disadvantages of the Delisting

(a) Sale of CDIs

After the Delisting, the CDIs cease to be quoted on the ASX and the Shareholders will only be able to sell their underlying Shares in off-market private transactions on agreed terms between the selling Shareholder and potential purchaser in accordance with the Articles and the Companies Act.

(b) Limited Options to Raise Capital

The Company will no longer be able to raise capital from the issue of securities to the public by means of limited disclosure fundraising documents.

(c) Less onerous regulatory obligations

Following the Delisting, the Company will continue to be governed by the Articles and the Companies Act, however, it will no longer be subject to the application of the Listing Rules, including the following matters:

- (i) continuous disclosure obligations under the Listing Rules will no longer apply to the Company;
- (ii) unless required by the Companies Act, the Company will no longer be required to obtain Shareholder approval to enter into a related party transaction (including the issue of Equity Securities to the Directors);
- (iii) the issue of Equity Securities without Shareholder approval will not be limited to the maximum placement capacity under Listing Rules 7.1 and, if applicable, 7.1A: and

(iv) voting exclusions required by the Listing Rules on certain resolutions will no longer apply.

Further, the Company will no longer be required to adopt the ASX Corporate Governance Principles and Recommendations on an "if not why not" basis and Directors will no longer have to notify ASX of their dealings in securities of the Company.

3.4 Effect of the Delisting

(a) Liabilities and Creditors

The Board considers that the Delisting will not impact the Company's capacity to meet its existing and anticipated obligations and pay its debts as and when they fall due.

(b) Continuation of Business

Following the Delisting, the Company will continue to conduct its business as usual and will focus on expanding its preventive healthcare business.

(c) Continued Regulation

Following the Delisting, the Company will continue to be governed by the Articles and the Companies Act and Shareholders will continue to have the right to:

- (i) receive notices of meetings and other notices issued by the Company;
- (ii) exercise voting rights attached to Shares; and
- (iii) receive annual financial statements in respect to the Company.

3.5 Options for CDI Holders in relation to the Delisting

The Company will include, with this Notice of Meeting, a letter to all CDI holders detailing (amongst other matters):

- the steps CDI holders must take to convert their CDIs to the underlying securities; and
- the steps that will be taken by CHESS Depositary Nominee if CDI holders do not convert their CDIs to the underlying securities by a nominated date.

(a) Option 1 – Sell your CDIs on the ASX before the Suspension Date (on or before 10 February 2025)

CDI holders can elect to sell their CDIs on the ASX prior to close of trading on the Suspension Date (at which time registers are transferred across). CDI Holders must ensure that trade of CDIs occurs prior to the Suspension Date.

If a CDI holder elects to sell their CDIs on the ASX prior to the Suspension Date, they will be responsible for any costs associated with the sale of the CDIs as is customary, including any broker commission.

After the Suspension Date, CDI holders will not be able to sell their CDIs on the ASX.

(b) Option 2 – Elect to convert your CDIs into Shares (on or before 10 February 2025)

On or before 10 February 2025, CDI holders have the right to convert their CDIs into the underlying Shares at the rate of one (1) CDI to one (1) Share.

CDI holders will need to complete the "CDI Cancellation – Australia to Singapore" Request Form (**CDI Cancellation Request Form**) and submit the form to Link Market Services Limited via email to ir@8viholdings.com or by post to 8VI Holdings Ltd, 1557

Keppel Road #01-01 Singapore 089066. Please be mindful that postal deliveries may take longer to arrive.

The CDI Cancellation Request Form is available at https://8vi.link/form.

Following the conversion of the CDIs, Shares will be held on 8VI's Singapore share register. Once a validly completed CDI Cancellation Request Form and requisite proof of identity documents are received by the Singapore share registry, it is expected that a holding statement will be issued within thirty business days of receipt.

(c) Option 3 – Do nothing – Mandatory Conversion to Shares (on or after 13 February 2025)

CDI holders may elect to do nothing, in which case, on or after 13 February 2025, the CDIs will automatically be converted to Shares on the Singapore register and a holding statement will be issued and mailed or emailed to the name and address that the CDIs were registered in.

If, for any reason, the registration is unable to be completed, the Shares will be sold and the net proceeds of the sale will be remitted to the former CDI holder, or if they are unable to be located, the proceeds will be dealt with in accordance with any applicable laws relating to unclaimed money.

3.6 Disposal of Shares after Delisting

Following the Delisting, Shareholders will only be able to sell their Shares to willing purchasers by way of an off-market private transaction in accordance with the Articles and the Companies Act. The Company does not intend to manage or facilitate a market for the sale of Shares following Delisting and the Company does not have any present intention to list any Equity Securities of the Company on any securities exchange.

3.7 Registration with the Company's Share Register

After the CDIs have been cancelled, and relevant CDI holders have been transferred Shares, the Company will confirm to those former CDI holders their corresponding registration as Shareholders, setting out the respective number of Shares.

3.8 Holding statements

After the CDIs have been cancelled, and the relevant CDI holders have been transferred Shares, a holding statement will be issued to the registered address of those CDI holders, setting out the relevant holding movement.

3.9 Indicative timetable

If Shareholders approve Resolution 1, the Company will be removed from the Official List on or around 13 February 2025. The indicative timetable for the Delisting is detailed below:

Event	Date	
Announcement of Delisting	20 December 2024	
Dispatch of Notice of Meeting	20 December 2024	
Dispatch of CDI Holder Letter	20 December 2024	
General Meeting	13 January 2025	
Results of Meeting	13 January 2025	
Suspension from quotation – last date for CDI holders to elect to convert CDIs into Shares	10 February 2025	

Removal of the Company from the Official List	13 February 2025
Commencement of the process for the mandatory conversion of CDIs into Shares	13 February 2025

Note: The above dates are subject to change and are indicative only. The Company and the ASX may vary the dates and times, subject to the ASX Listing Rules and other applicable laws. The Company will inform security holders of any changes to the indicative timetable by market announcement made via the ASX announcements platform

3.10 Shareholder remedies

Under Singapore law, shareholders who consider the removal of a company from an official list of a securities exchange to be contrary to the interests of securityholders as a whole, or oppressive to, unfairly prejudicial to, or unfairly discriminatory against any securityholder, may seek relief under Section 216 of the Companies Act.

Section 216 provides that a Shareholder may apply to the High Court of Singapore for remedies if the affairs of the Company are being conducted in a manner:

- (a) oppressive to one or more of its shareholders;
- (b) in disregard of the interests of one or more of its shareholders; or
- (c) that unfairly discriminates against or is otherwise prejudicial to the interests of one or more of its Shareholders.

If the Court finds that such conduct exists, it has broad powers to grant appropriate relief.

Shareholders are encouraged to seek independent legal advice if they believe the Delisting is detrimental to their interests or to the interests of the Shareholders as a whole.

Additionally, under Singapore common law, minority shareholders who are aggrieved by the decisions of the majority may, in certain circumstances, seek remedies by invoking their rights to equitable relief, such as an injunction or damages, depending on the specific facts and circumstances of the case.

Shareholders who wish to explore these remedies should consult with their own legal advisors to understand their rights and options.

3.11 Board recommendation

The Board recommends that Shareholders vote in favour of Resolution 1.

Schedule 1

Definitions

In the Notice and this Explanatory Memorandum, words importing the singular include the plural and vice versa.

A\$ means Australian Dollars.

ASX means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.

Articles means the memorandum and articles of association of the Company from time to time.

AWST means Australian Western Standard Time, being the time in Perth, Western Australia.

Board means the board of Directors.

Business Day has the same meaning as in the Listing Rules.

CDI means CHESS Depository Interests issued by CDN, where each CDI represents a beneficial interest in one Share.

CDI Voting Instruction Form means the CDI voting instruction form attached to the Notice.

CDN means CHESS Depositary Nominees Pty Ltd (ABN 75 071 346 506) (AFSL 254514), in its capacity as depositary of the CDIs under the ASX Settlement Rules.

Chairperson means the person appointed to chair the Meeting, or any part of the Meeting, convened by the Notice.

Company means 8VI Holdings Limited (ACN 605 944 198).

Companies Act means the Companies Act 1967 of Singapore.

Delisting has the meaning given in Section 3.1.

Director means a director of the Company.

Equity Security has the same meaning as in the Listing Rules.

Explanatory Memorandum means this explanatory memorandum which forms part of the Notice.

Listing Rules means the listing rules of ASX.

Meeting has the meaning in the introductory paragraph of the Notice.

Notice means the notice of meeting which comprises of the notice, agenda, Explanatory Memorandum and CDI Voting Instruction Form.

Official List means the official list of the ASX.

Resolution means a resolution contained in the Notice.

\$\$ means Singaporean Dollars.

Section means a section of this Explanatory Memorandum.

Share means a fully paid ordinary share in the capital of the Company or a CDI, as applicable.

Shareholder means a registered holder of a Share (including CDN in its capacity as depositary of the CDIs under the ASX Settlement Rules), or a holder of a CDI, as applicable.

SST means Singapore Standard Time, being the time in Singapore.

Strategic Pivot has the meaning given in Section 3.2.

LODGE YOUR INSTRUCTION

ONLIN

https://investorcentre.linkgroup.com

BY MAIL

8VI Holdings Limited C/- Link Market Services Limited Locked Bag A14 Sydney South NSW 1235 Australia

BY FAX

+61 2 9287 0309

BY HAND

Link Market Services Limited Parramatta Square, Level 22, Tower 6, 10 Darcy Street, Parramatta NSW 2150

ALL ENQUIRIES TO



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CDI VOTING INSTRUCTION FORM

DIRECTION TO CHESS DEPOSITARY NOMINEES PTY LTD

I/We being a holder of CHESS Depositary Interests (**CDIs**) of 8VI Holdings Limited (**Company**) hereby direct CHESS Depositary Nominees Pty Ltd (**CDN**) to vote the shares underlying my/our CDI holding at the General Meeting of stockholders of the Company to be held at **2:00pm** (**Singapore time**) on **Monday**, 13 **January 2025 at 1557 Keppel Road**, #01-01 **Singapore 089066**, and at any adjournment or postponement of that Meeting, in accordance with the following directions. By execution of this CDI Voting Instruction Form the undersigned hereby authorises CDN to appoint such proxies or their substitutes in their discretion to vote in accordance with the directions set out below.

VOTING INSTRUCTIONS

Voting instructions will only be valid and accepted by CDN 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 \boxtimes

Resolutions

For Against Abstain*

1 Removal from the Official List of



* If you do not mark the "For", "Against" or "Abstain" box your vote will not be counted.

SIGNATURE OF CDI HOLDERS – THIS MUST BE COMPLETED

CDI Holder 1 (Individual) Joint CDI Holder 2 (Individual) Joint CDI Holder 3 (Individual)

Sole Director and Sole Company Secretary Director/Company Secretary (Delete one) Director

This form should be signed by the CDI Holder in accordance with the instructions overleaf.

HOW TO COMPLETE THIS CDI VOTING INSTRUCTION FORM

YOUR NAME AND ADDRESS

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

DIRECTION TO CHESS DEPOSITARY NOMINEES PTY LTD

Each CHESS Depositary Interest (CDI) is evidence of an indirect ownership in the Company's shares of common stock (Shares). The underlying Shares are registered in the name of CHESS Depositary Nominees Pty Ltd (CDN). As holders of CDIs are not the legal owners of the Shares, CDN is entitled to vote at the Meetings of stockholders on the instruction of the registered holders of the CDIs.

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 holder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with Link. 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: with respect to an Australian company, 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. With respect to a U.S. company or other entity, this form may be signed by one officer. Please give full name and title under the signature.

LODGEMENT OF A PROXY FORM

This CDI Voting Instruction Form (and any Power of Attorney under which it is signed) must be received at an address given below by **2:00pm (Singapore time) on Saturday, 11 January 2025,** being not later than 48 hours before the commencement of the Meeting. Any CDI Voting Instruction Form received after that time will be invalid.

CDI Voting Instruction Forms may be lodged using the reply paid envelope or:



ONLINE

https://investorcentre.linkgroup.com

Login to the Link website using the holding details as shown on the CDI Voting Instruction Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, stockholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the CDI Voting Instruction Form).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link

https://investorcentre.linkgroup.com into your mobile device. Log in using the Holder Identifier and postcode for your

shareholding.





To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

8VI Holdings Limited C/- Link Market Services Limited Locked Bag A14 Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited* Parramatta Square Level 22, Tower 6 10 Darcy Street

* in business hours (Monday to Friday, 9:00am-5:00pm)







COMMUNICATION PREFERENCE

Parramatta NSW 2150

We encourage you to receive all your shareholder communication via email. This communication method allows us to keep you informed without delay, is environmentally friendly and reduces print and mail costs.



NI INF

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Communications' and click the first button to receive all communications electronically and enter your email address. To use the online facility, securityholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).

IMPORTANT INFORMATION

Link Group is now known as MUFG Pension & Market Services. Over the coming months, Link Market Services will progressively rebrand to its new name MUFG Corporate Markets, a division of MUFG Pension & Market Services.