

18 October 2021

Dear Shareholders

IMPACT OF COVID-19 RESTRICTIONS ON THE COMPANY'S ANNUAL GENERAL MEETING

The shareholder meeting is scheduled to be held in Level 1, 50 Kings Park Road, West Perth WA 6005 on Tuesday 23 November 2021 at 10:00am (AWST) (**Meeting**).

The Company is continuing to monitor the impact of the COVID-19 virus in Western Australia and following guidance from the Federal and State Governments, at this stage the Directors have made the decision that a physical meeting will be held. Accordingly, Shareholders will be able to attend the Meeting in person.

In accordance with the Treasury Laws Amendment (2021 Measures No. 1) Act 2021, the Company will not be sending hard copies of the Notice of Meeting to shareholders unless a shareholder has requested a hard copy. The Notice of Meeting can be viewed and downloaded from the link set out below.

The Company strongly encourages Shareholders to lodge a directed proxy form prior to the meeting and register their attendance prior to the Meeting if they intend to attend. Questions should also be submitted in advance of the Meeting as this will provide management with the best opportunity to prepare for the meeting, for example by preparing answers in advance to Shareholders questions. However, votes and questions may also be submitted during the Meeting.

Please find below links to important Meeting documents:

- Notice of Meeting and Explanatory Memorandum: <https://www.olivex.ai/investment>

Alternatively, a complete copy of the Notice of Meeting and Explanatory Statement has been posted on the Company's NSX market announcements page.

If you have nominated an email address and have elected to receive electronic communications from the Company, you will also receive an email to your nominated email address with a link to an electronic copy of the Notice of Meeting and Explanatory Statement.

In order to receive electronic communications from the Company in the future, please update your Shareholder details online at <https://www.linkmarketservices.com.au/> and log in with your unique shareholder identification number and postcode (or country for overseas residents), where you can find on your enclosed personalised proxy form. Once logged in you can also lodge your proxy vote online by clicking on the "Vote" tab.

If you are unable to access the Notice of Meeting and Explanatory Memorandum online, please contact the Company Secretary, Marshall Lee, on +61 8 9278 2478 or via email at info@olivex.ai.



The Australian government and the respective State governments are implementing a wide range of measures to contain or delay the spread of COVID-19. If it becomes necessary or appropriate to make alternative arrangements to those set out in the Company's Notice of Meeting, the Company will notify Shareholders accordingly via the Company's website at www.olivex.ai and the Company's NSX Announcement Platform at nsx.com.au (NSX: OLX).

This announcement is authorised by the Board.

Yours sincerely,



Marshall Lee
Company Secretary



OliveX Holdings Limited
ACN 631 675 986

Notice of Annual General Meeting

Notice is given that the annual general meeting of the Company will be held at:

Time	10:00am (AWST)
Date	Tuesday, 23 November 2021
Place	Level 1, 50 Kings Park Road, West Perth WA 6005

<p>Important: This Notice is an important document that should be read in its entirety. If you are in any doubt or have any questions about this document, you should promptly consult your stockbroker, accountant or other professional adviser.</p>

Notice of Annual General Meeting

Notice is given that the annual general meeting of OliveX Holdings Limited ACN 631 675 986 (**Company**) will be held at 10:00am (AWST) on Tuesday, 23 November 2021 at Level 1, 50 Kings Park Road, West Perth WA 6005 (**Meeting**).

Agenda

1 Annual Report

To table and consider the Annual Report of the Company for the financial year ended 30 June 2021, which includes the Financial Report, the Directors' Report, the Remuneration Report and the Auditor's Report.

2 Resolution 1 – Remuneration Report

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as set out in the Annual Report for the financial year ended 30 June 2021."

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting exclusion: In accordance with sections 250BD, 250R and 250V of the Corporations Act, a vote on this Resolution 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, details of whose remuneration are included in the Remuneration Report; or (b) a Closely Related Party of such a member, subject to the applicable exceptions described in this Notice.

3 Resolution 2 – Election of Director – Karen Contet

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of clause 19.4 of the Constitution, Listing Rule 6.47 and for all other purposes, Karen Contet, who was appointed as a Director on 10 May 2021 retires as a Director and, being eligible and offering herself for re-election, is re-elected as a Director, as described in the Explanatory Statement."

4 Resolution 3 – Election of Director – Maja McGuire

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of clause 19.4 of the Constitution, Listing Rule 6.47 and for all other purposes, Maja McGuire, who was appointed as a Director on 24 August 2021 retires as a Director and, being eligible and offering herself for re-election, is re-elected as a Director, as described in the Explanatory Statement."

5 Resolution 4 – Election of Director – David Do

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of clause 19.4 of the Constitution, Listing Rule 6.47 and for all other purposes, David Do, who was appointed as a Director on 24 August 2021 retires as a Director and, being eligible and offering himself for re-election, is re-elected as a Director, as described in the Explanatory Statement."

6 Resolution 5 – Re-election of Director – Yat Siu

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of clause 20.2 of the Constitution and for all other purposes, Yat Siu, who retires as a Director by rotation and, being eligible, offers himself for re-election as a Director, is re-elected as a Director, as described in the Explanatory Statement."

7 Resolution 6 – Re-election of Director – Sonny Vu

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of clause 20.2 of the Constitution and for all other purposes, Sonny Vu, who retires as a Director by rotation and, being eligible, offers himself for re-election as a Director, is re-elected as a Director, as described in the Explanatory Statement."

Voting entitlements

The Company has determined that, in accordance with section 7.11.37 of the *Corporations Regulations 2001* (Cth), for the purposes of the Meeting, Shares will be taken to be held by the persons who are the registered holders at 10:00am (AWST) on Tuesday, 23 November 2021. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Proxies

- (a) Votes at the Meeting may be given personally or by proxy, attorney or representative.
- (b) A proxy need not be a Shareholder of the Company.
- (c) The Proxy Form sent with this Notice should be used for the Meeting.
- (d) Each Shareholder who is entitled to cast 2 or more votes at the Meeting may appoint up to 2 persons to act as proxies and may specify the proportion or number of votes that each proxy is entitled to exercise. If a Shareholder does not specify the proportion or number of that Shareholder's votes that each proxy may exercise, then each proxy will be entitled to exercise half of that Shareholder's votes. An additional Proxy Form will be supplied by the Company on request. No Shareholder may appoint more than 2 proxies.
- (e) In the case of a Shareholder who is an individual, a Proxy Form must be executed under the hand of the individual or their attorney duly authorised in writing and, in the case of a member that is a corporation, a Proxy Form must be executed by the corporation under common seal, pursuant to section 127 of the Corporations Act or under the hand of its duly authorised officer or attorney.
- (f) Any Shareholder may by power of attorney appoint an attorney to act on his or her behalf and such power of attorney or a certified copy of it must be received by the Company in accordance with this Notice.
- (g) Any corporation that is a Shareholder may appoint a representative to attend and vote for that corporation at the Meeting. Appointments of corporate representatives must be received by the Company in accordance with this Notice or handed in at the Meeting when registering as a corporate representative.
- (h) Any directed proxies that are not voted on a poll at the Meeting by a Shareholder's appointed proxy will automatically default to the Chair, who is required to vote proxies as directed on a poll.
- (i) A member of the Key Management Personnel (which includes each Director) will not be able to vote as proxy on Resolution 1 unless the Shareholder directs it how to vote or, in the case of the Chair, unless the Shareholder expressly authorises the Chair to do so.
- (j) If a Shareholder intends to appoint a member of the Key Management Personnel (other than the Chair) as its proxy, the Shareholder should ensure that it directs the member of the Key Management Personnel how to vote on Resolution 1.
- (k) If a Shareholder intends to appoint the Chair as its proxy for Resolution 1, the Shareholder can direct the Chair how to vote by marking one of the boxes for Resolution 1 (e.g. if the Shareholder wishes to vote 'for', 'against' or to 'abstain' from voting). If a Shareholder does not direct the Chair how to vote, then by submitting the Proxy Form, the Shareholder will be expressly authorising the Chair to exercise the proxy in respect of Resolution 1 even though it is connected to the remuneration of a member of the Key Management Personnel.
- (l) Proxy Forms (including any instruments under which they have been executed) and powers of attorney granted by Shareholders must be lodged with the Company's share registry, Link Market Services:

- (i) by post to:

C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia;

- (ii) by hand at:

Link Market Services Limited
1A Homebush Bay Drive
Rhodes NSW 2138

- (iii) online at www.linkmarketservices.com.au:

Select 'Investor Login' and in the "Single Holding" section enter OliveX Holdings Limited or the NSX code OLX in the Issuer name field, your Holder Identification Number (HIN) or Security Reference Number (SRN), postcode and security code which is shown on the screen and click 'Login'. Select the 'Voting' tab and then follow the prompts. You will be taken to have signed your Proxy Form if you lodge it in accordance with the instructions given on the website; or

- (iv) by facsimile to +61 2 9287 0309, so that they are received no later than 48 hours before the commencement of the Meeting.

- (m) The Chair intends to vote all available proxies in favour of the Resolutions.

Document components

This document includes this Notice and the accompanying Explanatory Statement and Proxy Form.

Authorisation

By order of the Board.



Marshall Lee
Company Secretary

18 October 2021

Explanatory Statement

This Explanatory Statement sets out the information which the Directors believe is material to Shareholders in deciding whether or not to pass the Resolutions.

1 COVID-19 relief

In accordance with *Treasury Laws Amendment (2021 Measures No.1) Act 2021* (Cth), this Notice and Explanatory Statement are being made available to download from the Company's website at www.olivex.ai.

The Company will not be dispatching physical copies of this Notice unless specifically requested to do so. Should you wish to receive a hard copy of the Notice, please contact Marshall Lee, the Joint Company Secretary, by email at marshall.lee@lcpgroup.com.au.

2 Annual Report

In accordance with section 317 of the Corporations Act, Shareholders will be offered the opportunity to discuss the Annual Report, including the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 30 June 2021.

There is no requirement for Shareholders to approve the Annual Report.

At the Meeting, Shareholders will be offered the opportunity to:

- (a) discuss the Annual Report which is available online at www.olivex.ai;
- (b) ask questions about, or comment on, the management of the Company; and
- (c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Company's auditor about:

- (a) the preparation and content of the Auditor's Report;
- (b) the conduct of the audit;
- (c) accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than 5 Business Days before the Meeting to the Company Secretary at the Company's registered office.

3 Resolution 1 – Remuneration Report

3.1 Overview

Section 250R(2) of the Corporations Act requires that, at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the Shareholders. However, such a resolution is advisory only and does not bind the company or its directors. The Directors' Report

contains the Remuneration Report which sets out the remuneration policy for the Company and the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

The Chair must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

3.2 Voting consequences

In accordance with subsection 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report. However, the Board will actively consider the outcome of the vote and comments made by Shareholders on the Remuneration Report when reviewing the Company's future remuneration policies and practices.

If the Company's Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive annual general meetings, Shareholders will have the opportunity to remove the whole Board, except the managing director (if any).

Where a resolution on the Remuneration Report receives a Strike at 2 consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the managing director, if any) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

3.3 Previous voting results

The Company's Remuneration Report did not receive a Strike at the 2020 annual general meeting. If the Remuneration Report receives a Strike at this Meeting, Shareholders should be aware that if a second Strike is received at the 2021 annual general meeting, this may result in the re-election of the Board.

The Chair will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on the Remuneration Report.

This Resolution is an ordinary resolution. The Board encourages Shareholders to vote on the adoption of the Remuneration Report.

4 Resolution 2 – Election of Director – Karen Contet

4.1 Overview

Clause 19.4 of the Constitution allows the Board to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to Clause 19.4 of the Constitution, any Director so appointed must retire at the next annual general meeting of the Company and is then eligible for election by Shareholders. The appointed director will not be taken into account in determining the number of Directors who are to retire by rotation in accordance with clause 20.2 of the Constitution.

As announced on 10 May 2021, Ms Karen Contet was appointed as a Non-Executive Director of the Company.

Accordingly, Ms Contet resigns as a Director at the Meeting and, being eligible, seeks approval to be elected as a Director pursuant to this Resolution.

If elected, the Board considers Ms Contet to be an independent Director.

This Resolution is an ordinary resolution.

The Board (other than Ms Contet) recommends that Shareholders vote in favour of this Resolution for the following reasons:

- (a) Ms Contet has the necessary level of experience which is relevant to the Company's phase of growth;
- (b) Ms Contet is well known in the industry for her strong leadership and focus on delivering shareholder returns; and
- (c) Ms Contet is an independent director and provides valuable contributions and insight at the Board level.

4.2 Ms Karen Contet

Ms Contet is the Hong Kong-based co-founder and CEO of AngelHub, Hong Kong's only Securities and Futures Commission-regulated tech investment platform which invests in Asian tech companies. Over the past twelve months, AngelHub has assessed over 1,400 companies and has made investments in a range of sectors including gaming, Fast Fashion tech and blockchain.

She is also the co-founder of WHub, Hong Kong's largest start-up community and ecosystem accelerator. WHub is the organiser of Scaleup Impact Summit, a global conference which in 2020 connected over 20,000 attendees from 97 countries and showcased 274 speakers on several stages across all continents.

Ms Contet is a founding board member of the Fintech Association of Hong Kong.

Ms Contet has not held directorships with any listed companies other than the Company in the past 3 years.

Ms Contet has acknowledged to the Company that she will have sufficient time to fulfil her responsibilities as a Director.

5 Resolution 3 – Election of Director – Maja McGuire

5.1 Overview

Refer to section 4.1 for a summary of clause 19.4 of the Constitution.

As announced on 24 August 2021, Ms Maja McGuire was appointed as a Non-Executive Director of the Company.

Accordingly, Ms McGuire resigns as a Director at the Meeting and, being eligible, seeks approval to be elected as a Director pursuant to this Resolution.

If elected, the Board considers Ms McGuire to be an independent Director.

This Resolution is an ordinary resolution.

The Board (other than Ms McGuire) recommends that Shareholders vote in favour of this Resolution for the following reasons:

- (a) Ms McGuire brings extensive experience in Corporations Act compliance, capital raisings, corporate governance, general commercial contracts and dispute resolution;
- (b) Ms McGuire is well known in the industry for her strong leadership and focus on delivering shareholder returns; and
- (c) Ms McGuire is an independent director and provides valuable contributions and insight at the Board level.

5.2 Ms Maja McGuire

Ms McGuire is an Australian qualified lawyer with almost 15 years' experience in the provision of corporate and compliance advice to ASX listed public companies. This includes working with listed companies as a non-executive director, general counsel, company secretary and in private practice.

Ms McGuire commenced her career as a corporate lawyer at top tier firm Clayton Utz, Perth, where she gained experience in a broad range of corporate, commercial, and banking & finance matters, advising both Australian and international companies and executives.

In 2014 Ms McGuire joined the Canadian Bankers Association, Toronto, where she advocated on behalf of Canadian banks on issues pertaining to developments in domestic and international banking regulation related primarily to capital adequacy and funding.

Between 2014 – 2018, Ms McGuire was both Company Secretary and Legal Counsel of previously named Admedus Limited (now Anteris Technologies Ltd ASX:AVR), a US based global healthcare company focused on developing, commercialising, manufacturing and distributing next generation medical technologies and devices.

Subsequently, between 2018 – 2020, Ms McGuire undertook the role of Company Secretary and Legal Counsel at US based Alexium International Group Limited (ASX: AJX), a company which holds proprietary patent applications for innovative technologies.

Ms McGuire continues her career as a corporate consultant and brings extensive experience in ASX Listing Rule and Corporations Act compliance, capital raisings, corporate governance, general commercial contracts and dispute resolution.

Ms McGuire is currently the non-executive chair of TechGen Metals (ASX:TG1), non-executive director of Kuniko (ASX:KNI), non-executive director of LTR Pharma Limited and Director & Secretary of Nakuru Hope Inc. She holds BComm and LLB qualifications from The University of Western Australia.

Ms McGuire has held directorships with the following listed companies in the past 3 years:

Company	Appointment	Status
TechGen Metals Limited	November 2020	Current
Kuniko Limited	April 2021	Current

Ms McGuire has acknowledged to the Company that she will have sufficient time to fulfil her responsibilities as a Director.

6 Resolution 4 – Election of Director – David Do

6.1 Overview

Refer to section 4.1 for a summary of clause 19.4 of the Constitution.

As announced on 24 August 2021, Mr David Do was appointed as a Non-Executive Director of the Company.

Accordingly, Mr Do resigns as a Director at the Meeting and, being eligible, seeks approval to be elected as a Director pursuant to this Resolution.

If elected, the Board considers Mr Do to be an independent Director.

This Resolution is an ordinary resolution.

The Board (other than Mr Do) recommends that Shareholders vote in favour of this Resolution for the following reasons:

- (a) Mr Do has the necessary level of experience which is relevant to the Company's phase of growth;
- (b) Mr Do is well known in the industry for his strong leadership and focus on delivering shareholder returns; and
- (c) Mr Do is an independent director and provides valuable contributions and insight at the Board level.

6.2 Mr David Do

Mr Do was previously a General Manager at Microsoft where he led Strategy, Mergers & Acquisitions, Investments, Joint Ventures and Post-Merger Integration. His operating experience includes managing global retail, telecom, media and payments sectors for Microsoft's services businesses, as well as serving as a member of the Board of Directors of MSNBC, CNBC, ninemsn and companies in China, Australia, Mexico and the Middle East. He was an Independent Director of Wotif, the largest listed Online Travel Agency for Australia, New Zealand and SE-Asia, acquired by Expedia for over \$700 million.

Prior to working at Microsoft, David was a member of the Founding Team at EachNet, the leading Chinese e-commerce firm which was acquired by eBay for \$225 million. David has also worked at The Boston Consulting Group (BCG) and JP Morgan. David has an MBA from Harvard University.

Mr Do also holds a Bachelor of Commerce from the University of New South Wales.

Mr Do has not held any directorships with any listed companies other than the Company over the past 3 years.

Mr Do has acknowledged to the Company that he will have sufficient time to fulfil his responsibilities as a Director.

7 Resolution 5 – Re-election of Director – Mr Yat Siu

7.1 Overview

Clause 20.2 of the Constitution requires that one third of the Directors (excluding the Managing Director) must retire at each annual general meeting (or if that is not a whole number, the whole number nearest to one third, rounded down).

Clause 20.3 of the Constitution provides that a Director who retires in accordance with clause 20.2 is eligible for re-election.

As at the date of this Notice, the Company has 6 Directors and accordingly, 2 Directors must retire.

Mr Yat Siu, a Non-Executive Director, was last elected at the annual general meeting held on 26 November 2021 and has held office the longest since being last elected. Accordingly, Mr Siu retires by rotation at this Meeting and, being eligible, seeks re-election pursuant to this Resolution.

If re-elected, Mr Siu is not considered to be an independent Director, as Mr Siu is, represents or has been within the last 3 years an officer or employee of, or a professional advisor to, a substantial holder of the Company.

This Resolution is an ordinary resolution.

The Board (other than Mr Siu) recommends that Shareholders vote in favour of this Resolution for the following reasons:

- (a) Mr Siu has the necessary level of experience which is relevant to the Company's phase of growth; and
- (b) Mr Siu is well known in the industry for his strong leadership and focus on delivering shareholder returns.

7.2 Mr Yat Siu

Mr Yat Siu is the founder and CEO of Outblaze Limited, a digital media company specializing in gaming, cloud technology, and smartphone/tablet software development. In 2009, Mr Siu sold Outblaze's messaging division to IBM and successfully pivoted Outblaze Limited from business-to-business (**B2B**) messaging services to business-to-customer (**B2C**) digital entertainment. Mr Siu is a director for TurnOut Ventures Limited, a partnership between Outblaze Investments Limited, Animoca Brands Limited (**ABL**) and Turner Entertainment Holdings Asia-Pacific Limited, and Mr Siu is co-founder of Appionics (known by the consumer brand 'Animoca'), a major developer and publisher of smartphone games. In 2012, Mr Siu set up ThinkBlaze, the research arm of Outblaze Limited dedicated to investigating socially meaningful issues related to technology.

Mr Siu has earned numerous accolades including Global Leader of Tomorrow at the World Economic Forum, and Young Entrepreneur of the Year at the DHL/SCMP Awards. Mr Siu is a supporter of various non-governmental organizations and serves on the board of directors for the Asian Youth Orchestra.

Mr Siu has also held directorships with the following listed companies in the past 3 years:

Company	Appointment	Status
Animoca Brands Corporation Limited (delisted)	Non-executive Chairman	Remains in office

Mr Siu has acknowledged to the Company that he will have sufficient time to fulfil his responsibilities as a Director.

8 Resolution 6 – Re-election of Director – Mr Sonny Vu

8.1 Overview

Refer to section 7.1 for a summary of clause 20.2 and clause 20.3 of the Constitution.

Mr Sonny Vu, a Non-Executive Chairman, was last elected at the annual general meeting held on 26 November 2021 and has held office the longest since being last elected. Accordingly, Mr Vu retires by rotation at this Meeting and, being eligible, seeks re-election pursuant to this Resolution.

If re-elected, Mr Vu is not considered to be an independent Director, as Mr Vu is, has received performance-based remuneration from the Company.

This Resolution is an ordinary resolution.

The Board (other than Mr Vu) recommends that Shareholders vote in favour of this Resolution for the following reasons:

- (a) Mr Vu has the necessary level of experience which is relevant to the Company's phase of growth; and
- (b) Mr Vu is well known in the industry for his strong leadership and focus on delivering shareholder returns.

8.2 Mr Sonny Vu

Mr. Sonny Vu founded Misfit in 2011 and serves as its Chief Executive Officer and Managing Director. Mr Vu also served as the President of Misfit and currently serves as the President of Connected Devices and Chief Technology Officer of Connected Devices at Fossil Group, Inc.

In addition, Mr Vu serves as an Service Provider at Hardware Club and Eleven Two Capital. Sonny co-founded AgaMatrix, Inc. in 2000 and served as its Chief Executive Officer and previously served as Executive Vice President of Business Development and Marketing at the firm.

Mr Vu has management and entrepreneurial experience from having worked in several of Microsoft's product groups and having launched and built FireSpout. At Microsoft, Sonny worked in a number of product development groups, including the natural language group responsible for shipping linguistic technologies to over 16 applications in 22 languages. At FireSpout, Sonny created the original technology vision, recruited the technical teams, developed and managed the technology development and various operational processes, and developed the intellectual property strategy. Sonny served as Member of Advisory Board of Breathometer, Inc.

Mr Vu is a mathematician by training prior to working in the software industry and holds a Ph.D in linguistics from Massachusetts Institute of Technology (MIT) from 1996 to 2000 and Bachelor's Degree in Mathematics (BS) and Linguistics (BA) from University of Illinois at Urbana-Champaign from 1991 to 1996.

Mr Vu has not held any other directorships with listed companies other than the Company in the past 3 years.

Definitions

\$ means Australian dollars.

Annual Report means the annual report for the Company (including the Directors' Report, the Financial Report and the Auditor's Report) in respect of the financial year ended 30 June 2021.

Auditor means the auditor of the Company.

Auditor's Report means the auditor's report on the Financial Report.

AWST means Australian Western Standard Time as observed in Perth, Western Australia.

Board means the board of Directors.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that NSX declares is not a business day.

Chair means the chairperson of the Meeting.

Closely Related Party has the meaning given in the Corporations Act. It includes close family members and any controlled companies of a member of the Key Management Personnel.

Company means OliveX Holdings Limited (ACN 631 675 986).

Constitution means the constitution of the Company.

Corporations Act means the *Corporations Act 2001* (Cth).

Director means a director of the Company.

Directors' Report means the directors' report for the Company prepared under Chapter 2M of the Corporations Act in respect of the financial year ended 30 June 2020.

Equity Security has the meaning given in Listing Rule 19.12, and includes a Share, an Option, a right to a Share or Option, a convertible security and any security that NSX decides to classify as an Equity Security.

Explanatory Statement means this explanatory statement (including all section references, definitions, schedules, attachments and similar components within this document) accompanying the Notice.

Financial Report means the financial report for the Company prepared under Chapter 2M of the Corporations Act in respect of the financial year ended 30 June 2021.

Key Management Personnel has the meaning given in the accounting standards issued by the Australian Accounting Standards Board. It includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company or, if the Company is part of a consolidated entity, the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Listing Rules means the official listing rules of NSX.

Meeting means the annual general meeting convened by this Notice.

Non-Executive Director means a Director who is not an employee of the Company.

Notice means this document (including the Explanatory Statement and Proxy Form) or the notice of annual general meeting section of this document (as the context requires).

NSX means NSX Limited (ACN 008 624 691) or the financial market operated by NSX Limited, as the context requires.

Option means an option to acquire a Share.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Directors' Report.

Resolution means a resolution set out in the Notice.

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



THE LIVE MARKETING PLATFORM FOR HEALTH AND FITNESS

ACN 631 675 986

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



BY MAIL

OliveX 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
Level 12, 680 George Street, Sydney NSW 2000



ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474



X99999999999

PROXY FORM

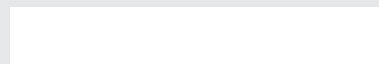
I/We being a member(s) of OliveX Holdings Limited and entitled to participate in and vote hereby appoint:

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 you are appointing as your proxy



or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am (WST) on Tuesday, 23 November 2021 at Level 1, 50 Kings Park Road, West Perth WA 6005** (the **Meeting**) and at any postponement or adjournment of the Meeting.

Important for Resolution 1: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

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 ☒

Resolutions

1 Remuneration Report

For Against Abstain*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

5 Re-election of Director – Yat Siu

For Against Abstain*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

2 Election of Director – Karen Contet

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

6 Re-election of Director – Sonny Vu

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

3 Election of Director – Maja McGuire

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

4 Election of Director – David Do

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------



* 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.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)



Joint Shareholder 2 (Individual)



Joint Shareholder 3 (Individual)



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).

OLX PRX2102C



HOW TO COMPLETE THIS SHAREHOLDER 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 PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

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.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to participate in 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.

To appoint a second proxy you must:

- (a) 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; and
- (b) 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 participate in the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must 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 or online at www.linkmarketservices.com.au.

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 **10:00am (WST) on Sunday, 21 November 2021**, 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:



ONLINE

www.linkmarketservices.com.au

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



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 www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



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



BY MAIL

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



BY FAX

+61 2 9287 0309



BY HAND

Deliver it to Link Market Services Limited*
Level 12
680 George Street
Sydney NSW 2000

*during business hours Monday to Friday (9:00am - 5:00pm) and subject to public health orders and restrictions



COMMUNICATIONS PREFERENCE

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.



ONLINE

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, Shareholders will need their "Holder Identifier" - Shareholder Reference Number (SRN) or Holder Identification Number (HIN).

**IF YOU WOULD LIKE TO PARTICIPATE IN AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR PARTICIPATION.**