

**Minutes Record**  
**Minutes of the first meeting of directors of**  
**X.H. NOCTUER HOLDINGS PTY LTD**  
**A.C.N. 687 835 570**

|                               |   |
|-------------------------------|---|
| Held at:                      | UNIT 212 1525 DANDENONG RD, OAKLEIGH VIC 3166, AUSTRALIA  |
| Present:                      | YIXUAN ZHANG  |
| Chair:                        | The following person was appointed Chairman of the first meeting of Directors.<br><div>Yixuan Zhang</div>   |
| Registration Of Company       | <b>Discussed</b> that all matters relating to the registration of the Company had been attended to and that the Company had been registered on 9th June 2025. The certificate of registration was tabled as evidence the Company was duly registered.     |
| Director(s)                   | <b>Resolved</b> that<br><br>YIXUAN ZHANG<br><br>be appointed the first director(s) of the Company and signed consent(s) were tabled.  |
| Register of Members           | <b>Resolved</b> that the following members be entered in the register of members in accordance with their consent(s) and share certificate(s) which were tabled.<br><br>YIXUAN ZHANG  |
| Public Officer                | <b>Resolved</b> that the following person be appointed to fill the position of public officer, as required by Section 252 of the Income Tax Assessment Act and that notice of such appointment be given to the Australian Tax Office:<br><br>YIXUAN ZHANG |
| Registered Office             | <b>Resolved</b> that the registered office of the Company be located at:<br><br>UNIT 212 1525 DANDENONG RD, OAKLEIGH VIC 3166, AUSTRALIA  |
| Principal Place of Business   | <b>Resolved</b> that the principal place of business be located at:<br><br>UNIT 212 1525 DANDENONG RD, OAKLEIGH VIC 3166, AUSTRALIA   |
| Constitution                  | <b>Resolved</b> that the constitution tabled at the meeting be approved and adopted as the constitution of the company.   |
| Register of option holders    | <b>Resolved:</b> to establish, and keep up to date, a register of option holders in accordance with sections 168(1)(b) of the <i>Corporations Act</i> .   |
| Register of debenture holders | <b>Resolved:</b> to establish, and keep up to date, a register of debenture holders in accordance with sections 168(1)(c) of the <i>Corporations Act</i> .  |
| Financial records             | <b>Resolved:</b> to do everything necessary to establish, and keep up to date, the financial records of the Company, as required by the <i>Corporations Act</i> .   |
| Bank account                  | <b>Resolved:</b> to approve and open the bank accounts and to appoint the signatories in accordance with the terms of the bank account mandate forms.   |
| Maintaining records           | <b>Resolved:</b> to notify the relevant authorities and update the company's records in relation to the business.   |
| Closure                       | There being no further business the meeting was closed.   |

Signed as a true and correct record:

Dated: 9th June 2025

A handwritten signature in black ink, consisting of three Chinese characters: 陈淑华 (Chen Shuhua).

.....  
(chairman)

**X.H. NOCTUER HOLDINGS PTY LTD**

**A.C.N. 687 835 570**

**Register of Directors & Secretaries**

| Full name    | Date of Birth   | Place of Birth | Residential address  | Offices Held | Appointed     | Resigned |  |
|--------------|-----------------|----------------|--|--------------|---------------|----------|--|
| YIXUAN ZHANG | 24th April 1999 | CHINA          | UNIT 212 1525 DANDENONG RD<br>OAKLEIGH VIC 3166<br>AUSTRALIA | Director     | 9th June 2025 |          |  |
|              |                 |                |  |              |               |          |  |
|              |                 |                |  |              |               |          |  |
|              |                 |                |  |              |               |          |  |
|              |                 |                |  |              |               |          |  |
|              |                 |                |  |              |               |          |  |

# X.H. NOCTUER HOLDINGS PTY LTD

A.C.N. 687 835 570

## Consent to Act As: Director

Pursuant to Section 201D of the *Corporations Act 2001*

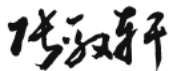
TO: The Board of Directors  
X.H. NOCTUER HOLDINGS PTY LTD  
UNIT 212 1525 DANDENONG RD  
OAKLEIGH VIC 3166  
AUSTRALIA

I, YIXUAN ZHANG hereby consent to act as a Director of X.H. NOCTUER HOLDINGS PTY LTD upon registration by the Australian Securities and Investments Commission.

My personal details are as follows:

Full name: YIXUAN ZHANG  
Former names (if any): (None)  
Residential Address: UNIT 212 1525 DANDENONG RD  
OAKLEIGH VIC 3166  
AUSTRALIA  
Date of Birth: 24th April 1999  
Place of Birth: CHINA

Dated: 9th June 2025



YIXUAN ZHANG

# X.H. NOCTUER HOLDINGS PTY LTD

**A.C.N. 687 835 570**

## Register of Members

[illegible]

# X.H. NOCTUER HOLDINGS PTY LTD

A.C.N. 687 835 570

## Consent to Become a Member

Pursuant to Section 120 of the *Corporations Act 2001*

TO: The Board of Directors  
X.H. NOCTUER HOLDINGS PTY LTD  
UNIT 212 1525 DANDENONG RD  
OAKLEIGH VIC 3166  
AUSTRALIA

My personal details are as follows:

Full name: YIXUAN ZHANG

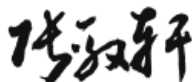
Address: UNIT 212 1525 DANDENONG RD  
OAKLEIGH VIC 3166  
AUSTRALIA

Upon registration of the Company, I agree to take up shares in X.H. NOCTUER HOLDINGS PTY LTD as outlined in the table below:

| Class Code | Number/Balance of Shares Held | Paid per Share | Unpaid per Share | Fully Paid | Beneficially Held |
|------------|-------------------------------|----------------|------------------|------------|-------------------|
| ORD        | 100                           | \$0.01         | \$0.00           | Yes        | Yes               |

For the purposes of section 136(1)(a) of the Corporations Act 2001 (Cth), I agree to the terms of the constitution of the Company and authorise my name to be placed on the register of members in respect of those shares.

Dated: 9th June 2025



.....  
Yixuan Zhang

# Share Certificate

## X.H. NOCTUER HOLDINGS PTY LTD

**A.C.N. 687 835 570**

(Registered under the Corporations Act 2001 in the state of VIC)

Registered Office:

UNIT 212 1525 DANDENONG RD, OAKLEIGH VIC 3166, AUSTRALIA

*This is to certify that the following member:*

**YIXUAN ZHANG of  
UNIT 212 1525 DANDENONG RD, OAKLEIGH VIC 3166, AUSTRALIA**

*is the registered holder of*

**100 (ORD) Ordinary Shares  
with**

**\$0.01 Paid Per Share**

*and*

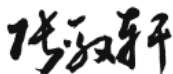
**\$0.00 Remaining Unpaid Per Share**

**Certificate Number: 1**

**Distinctive Numbers: 1 to 100 (inclusive)**

Dated: 9th June 2025

EXECUTED for and on behalf of X.H. NOCTUER HOLDINGS PTY LTD in accordance with section 127 of the Corporations Act 2001 (Cth):



.....  
YIXUAN ZHANG  
Sole Director

**X.H. NOCTUER HOLDINGS PTY LTD**

**A.C.N. 687 835 570**

## Register of Debenture Holders

Pursuant to section 171 of the Corporations Act 2001

[illegible]



# X.H. NOCTUER HOLDINGS PTY LTD

A.C.N. 687 835 570

## Register of Option Holders

Pursuant to section 170 of the Corporations Act 2001

| Full name | Residential address | Date of entry | Date of grant | The number and description of the shares or interests over which the options were granted | Period option open<br>Time or occurrence prompting exercise of option | Consideration for grant | Consideration for exercise of option, or method for determining consideration | Copy document held with Register |
|-----------|---------------------|---------------|---------------|---|---|-------------------------|---|----------------------------------|
|           |                     |               |               |   |   |                         |   |                                  |
|           |                     |               |               |   |   |                         |   |                                  |
|           |                     |               |               |   |   |                         |   |                                  |
|           |                     |               |               |   |   |                         |   |                                  |
|           |                     |               |               |   |   |                         |   |                                  |

# X.H. NOCTUER HOLDINGS PTY LTD

A.C.N. 687 835 570

## Notice of Appointment of Public Officer

Pursuant to Section 252 of the *Income Tax Assessment Act, 1936*

Deputy Commissioner of Taxation  
Australian Taxation Office  
PO BOX 47  
ALBURY NSW 2640

Dear Deputy Commissioner:

We advise that, pursuant to and for the purposes of the Income Tax Assessment Act, **YIXUAN ZHANG** has been duly appointed by the Board of the Company as its Public Officer of X.H. NOCTUER HOLDINGS PTY LTD (ACN 687 835 570) on this day 9th June 2025.

TFN: 443 658 215

Date of Birth: 24th April 1999

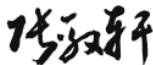
The registered service address for notices is:

UNIT 212 1525 DANDENONG RD, OAKLEIGH VIC 3166, AUSTRALIA

Please acknowledge receipt of this advice.

Dated: 9th June 2025

EXECUTED for and on behalf of X.H. NOCTUER HOLDINGS PTY LTD in accordance with section 127 of the Corporations Act 2001 (Cth):



.....  
YIXUAN ZHANG  
Sole Director

# X.H. NOCTUER HOLDINGS PTY LTD

A.C.N. 687 835 570

## Consent to Act As: Public Officer

Pursuant to Section 252 of the *Income Tax Assessment Act*

TO: The Board of Directors  
X.H. NOCTUER HOLDINGS PTY LTD  
UNIT 212 1525 DANDENONG RD  
OAKLEIGH VIC 3166  
AUSTRALIA

I, YIXUAN ZHANG hereby consent to being appointed Public Officer of X.H. NOCTUER HOLDINGS PTY LTD pursuant to and for all purposes under Section 252 of the Income Tax Assessment Act and provide the following information:

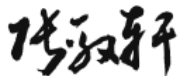
Full name: YIXUAN ZHANG

Residential Address: UNIT 212 1525 DANDENONG RD  
OAKLEIGH VIC 3166  
AUSTRALIA

Date of Birth: 24th April 1999

Tax File Number: 443 458 215

Dated: 9th June 2025



.....  
YIXUAN ZHANG