



Company Name: VITACHOICE LTD

ABN: 14690982597

Date: 17/02/2026

Document Type: Directors Resolution 006

DIRECTORS RESOLUTION

Establishment of South Australia Business Operations

Date of Meeting:	17/02/2026
Location:	110/12 Salonika Street, Parap, NT 0820
Meeting Type:	Directors Resolution
Quorum:	Present and confirmed

ATTENDEES

Name	Position	Present
Dawn Spirit	Board Chair	<input checked="" type="checkbox"/>
ZHAO, XIMING	Director	<input checked="" type="checkbox"/>
HE, YUPING	Managing Director/Treasurer/Secretary/Public Officer	<input checked="" type="checkbox"/>

AGENDA ITEM

Proposal by the Chair:

The Chair, Dawn Spirit, presented to the Board a proposal to establish a new company in South Australia to expand VitaChoice's mission of alleviating suffering caused by metabolic diseases, particularly diabetes.

BUSINESS DEFINITION

"To expand the business of preventing and control diabetes"

Core Essence — Alleviating the suffering of illness

RESOLUTIONS

The Board hereby RESOLVES as follows:

- 1. Establishment of SA Entity:** To establish a new company limited by guarantee in South Australia under the name "VitaChoice SA Ltd" or similar approved name.
- 2. Business Purpose:** The SA entity shall focus on expanding the business of preventing and control of diabetes with the same purpose with Clause 7 of CONSTITUTION OF VITACHOICE LTD
- 3. Governance Structure:** The SA entity shall have the following officers:

Position	Name	Responsibilities
Chairman	Dawn Spirit	Strategic oversight
Executive Chief	CAI, CHAOQUN	Execute all operations
Secretary	ZHAO, XIMING	Corporate secretary
Treasurer & Public Officer	HE, YUPING	Financial/ATO Issue oversight

- 4. Executive Chief Appointment:** CAI, CHAOQUN has volunteered to undertake the role of Executive Chief, with full responsibility to execute all operational matters.
- 5. Initial Fund Transfer:** Subject to the approval process outlined in Resolution 6, the initial fund contribution made by ZHAO, XIMING to VITACHOICE LTD shall be transferred to the SA entity as seed funding.
- 6. Funding Approval Process:** All Initial funds transfers to SA entity shall follow this approval chain:
 - (a) HE, YUPING (Treasurer) submits transfer application
 - (b) ZHAO, XIMING (Original Contributor of Initial Funds to VITACHOICE LTD) reviews and approves
 - (c) Upon approval, funds are allowed to be transferred to SA entity.
- 7. Alliance Relationship:** VitaChoice SA Ltd (TBC) shall operate as part of the VitaChoice Alliance, sharing brand identity and mission while maintaining financial and legal independence.

VOTING

Resolution	In Favour	Against
Resolution 1-7 (All resolutions)	<input type="checkbox"/> Unanimous	<input type="checkbox"/> None

RESULT: All resolutions CARRIED

Signatures

Directors:

Name: Dawn Spirit /ZHAO, XIMING/HE, YUPING

Signature:

Date: 17/02/2026

Secretary:

Name: HE, YUPING

Date: 17/02/2026

Signature: