



Company No. 10904966

Members' Written Resolutions Ocean Monster Charing Cross Ltd (the "Company")

Circulation Date: 2 March 2022

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"), the directors of the Company proposed that the following resolutions are passed as an ordinary resolution and special resolutions (the "**Resolutions**"):

Ordinary Resolution

1. THAT the directors of the Company are generally and unconditionally authorised for the purposes of section 551 of the Act to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company provided that:
 - (a) the maximum nominal amount of shares that may be allotted under this authorisation is £60.00 and for this purpose shares allotted pursuant to rights to subscribe or convert granted under this authorisation are treated as shares allotted under it; and
 - (b) this authorisation shall, unless previously revoked by the Company, expire on the date falling on the fifth anniversary of the passing of these Resolutions (the "**Cessation Date**"), save that the Company may, at any time before such expiry, make offers or enter into agreements which would or might require shares to be allotted (or rights to be granted) after such expiry and the directors of the Company may allot shares (or grant rights) in pursuance of any such offer or agreement as if this authorisation had not expired,and this authorisation is in substitution for all subsisting authorisations for the purposes of section 551 of the Act, to the extent unused.
2. THAT 75 ordinary shares of £ 0.58823 each in the capital of the Company in the name of Zhaorong Chen and 27 ordinary shares of £0.58823 each in the capital of the Company in the name of PKWG Holding Ltd are hereby re-designated as 102 Deferred Shares of 0.58823 each in the capital of the Company (having the rights and being subject to the restrictions set out in the New Articles adopted pursuant to Resolution 4 below).

Special Resolutions

3. THAT the directors of the Company are empowered pursuant to section 570 of the Act to allot equity securities (as defined in the Act) pursuant to the authorisation conferred by Resolution 1 above, as if the pre-emption rights contained in section 561 of the Act or otherwise did not apply to the allotment, such power to cease to have effect on the Cessation Date save that the Company may before the Cessation Date make an offer or agreement which would or might require equity securities to be allotted after the Cessation Date and the directors of the Company may allot equity securities in pursuance of any such offer or agreement as if the power conferred by these Resolutions had not expired.
4. THAT the articles in the form of the document attached hereto (the "**New Articles**") be adopted as the new articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company.

5. THAT the terms of an agreement between the Company and (1) Zhaorong Chen (2) PKWG Holdings Ltd for the purchase by the Company from such parties of 102 Deferred Shares of £0.58823 each in the capital of the Company for a total aggregate consideration of £60.00 pursuant to the contract attached be approved pursuant to article 22.B(1) of the New Articles and as permitted by section 692(1ZA) of the Act.

Shareholder Consents

We the undersigned irrevocably consent to each of the matters referred to in Resolutions (1) to (5) above for the purposes of any shareholder agreement between the Company and its members (as may be varied from time to time).

Please read the Notes below before signifying your agreement to the Resolutions.

The undersigned, being an "eligible member" (as defined in Section 289 of the Act) and entitled to vote on the Resolutions on the circulation date specified above, irrevocably agrees to the Resolutions.

The Resolutions set out herein shall be duly passed once the requisite percentage of eligible members has approved such Resolutions.

SIGNED by ZHAORONG CHEN

DocuSigned by:
Zhaorong Chen
.....4A2B9CA4EF1E442...
Date: 8 March 2022

SIGNED by PKWG HOLDING LTD

DocuSigned by:
Po Kai Wang
.....A81A318D41C8456...
Date: 4 March 2022

SIGNED by ZHIWEN MICHAEL DENG

DocuSigned by:
Zhiwen Michael Deng
.....D708441E9EC2425...
Date: 9 March 2022

SIGNED by ELITE BRITANNIA HOLDING LTD

DocuSigned by:
Pui Yau
.....4F6A0D4C35A2446...
Date: 7 March 2022

NOTES:

1. You can choose to agree to all of the Resolutions or none of them, but you cannot agree to only some of the Resolutions. If you agree to all of the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

By hand/post: delivering the signed copy to Megan Lee at Fieldfisher LLP, 17th Floor No 1, 1 Hardman Street, Manchester M3 3EB .

Email: attaching a scanned copy of the signed document to an email and sending it to Megan.Lee@fieldfisher.co.uk. Please enter "Written resolution – Wanyoo Restructure" in the email subject box.

DocuSign or other similar electronic signature platform: by following the instructions of such electronic signature platform, to the extent applicable.

2. If you do not agree to the Resolutions, you do not need to do anything and you will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
4. Unless sufficient agreement has been received for the Resolutions to be passed within 28 days from the Circulation Date, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches the Company before or during this date.
5. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members of the Company.
6. If you are signing this document on behalf of a person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document.