

# BIOMED LABORATORIES LTD.

Company no. : 93 47 43 5

## SPECIAL RESOLUTION

Extraordinary General Meeting of Members of the company held at its registered office on  
MTWRA2109, RM B, 1/F, LA BLDG, 66 CORPORATION ROAD, GRANGETOWN, CARDIFF,  
WALES, CF11 7AW, UK

It was resolved to amend the Articles of Association as follows

### Articles of Association

- 1 (a) The company is a Private Company and the regulations contained in the Model Articles for private Companies Limited by shares set out in Schedule 1 of The Companies ( Model Articles ) Regulations 2008 ( SI 3229/2008 ) , shall not apply for to the Company
- (b) In these Articles the expression "the Act" means the Companies Act, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force

### DEFINITIONS

- 2 In these Articles unless the context otherwise requires -

"these Articles"	means the Articles of Association in their present form or as from time to time altered,
"Director"	means a Director of the Company,
"the Board"	means the Board of the Director of the Company or a duly authorised committee thereof or the Directors present at a duly authorised committee thereof, in each case at which a quorum is present,
"Member"	means a member of the Company

### LIABILITY OF MEMBERS

- 3 The liability of the members is limited to the amount, if any, unpaid on the shares held by them

## ALLOTMENTS

- 4 (a) Shares which are comprised in the authorised share capital with which the Company is incorporated shall be under the control of the Directors who may allot, grant options over or otherwise dispose of the same, on such terms and in such manner as they think fit
- (b) All shares which are not comprised in the authorised shares capital with which the Company is incorporated and which the Directors propose to issue shall first be offered to the members in proportion as nearly may be to the number of the existing shares held by them respectively unless the Company in General Meeting shall by Special resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, and limiting the period (not being less than fourteen days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them, such further offer shall be made in like terms in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid except by way of fractions and any shares released from the provisions of this Article by any such Special Resolution as aforesaid shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms and in such manner as they deem fit, provided that, in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers thereof than the terms on which they were offered to the members. The foregoing provisions of paragraph (b) shall have effect in accordance with the authorization of the company general meeting by the ordinary resolution. The directors may allot relevant securities, if they are allotted in pursuance of an offer or agreement made by the company before the authority expired and the authority allowed it to make an offer or agreement which would or might require relevant securities to be allotted after the authority expired.
- c) The authority may be renewed or further renewed by the company in general meeting for a further period not exceeding 5 years, but the resolution must state (or restate) the amount of relevant securities which may be allotted under the authority or, as the case may be, the amount remaining to be allotted under it, and must specify the date on which the renews authority will expire.
- d) The authority may be given for a particular exercise of the power or for its exercise generally, and may be unconditional or subject to conditions.

- e) A resolution of the company to give , vary , revoke or renew such an authority may , notwithstanding that it alters the company's articles , be an ordinary resolution

### **LIEN**

- 5 The Company shall have a first and paramount lien on every share ( not being a fully paid shares ) for all moneys ( whether presently payable or nil ) payable at a fixed time or called in respect of that share The directors may at any time declare any share to be wholly or in part The company's lien on a share shall extend to any amount payable in respect of it

### **FORFEITURE**

- 6 The liability of any Member in default of payment of a call shall, if the Board so directs, also include any costs and expenses suffered or incurred by the Company in respect of such non-payment for forfeiture

### **PROCEEDINGS GENERAL MEETINGS**

- 7 No business shall be transacted at any General meeting unless quorum is present Subject to Article 7 below two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum
- 8 If and for so long as the company has only one member, the quorum is one, if more then one member(s), the quorum for all member meetings shall be more than fifty percentage shareholder(s) of the company, that member present in person or by proxy or if that Member is a corporation by a duly authorised representative shall be a quorum
- 9 If within half an hour from the time appointed for a general meeting, a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved, in any other case, it shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Board may determine If a quorum is not present at any such adjourned meeting within half an hour from the time appointed for that meeting, the meeting shall be dissolved
- 10 A poll may be demanded at any general meeting by any member present in person or by proxy and entitled to vote

### **DELEGATION OF DIRECTORS' POWERS**

11 Any committee of the Board may consist of one or more co-opted persons other than Directors on whom voting rights may be conferred as members of the Committee but so that -

- (i) the number of co-opted members shall be less than one-half of the total number of members of the committee, and
- (ii) no resolution of the committee shall be effective unless a majority of the members of the committee present at the meeting are Directors

## **APPOINTMENT AND RETIREMENT OF DIRECTORS**

12 (a) The minimum number of Directors shall be one and in the event of there being a sole Director, he shall have all the powers and be subject to all provisions herein conferred on the Directors and he or any alternate Director appointed by him shall alone constitute a quorum at any meeting of the Directors

(b) No person shall be appointed a Director at any general meeting unless either -

- (i) he is recommended by the Directors, or
- (ii) not less than fourteen nor more than twenty-eight clear days before the date appointed for the general meeting, notice signed by a member qualified to vote at the general meeting has been given to the Company of the intention to propose that person for appointment, together with notice signed by that person of his willingness to be appointed
- (iii) In any case where as the result of the death of a sole member of the Company the Company has no members and no Directors the personal representatives of such deceased member shall have the right by notice in writing to appoint a person to be a Director of the Company and such appointment shall be as effective as if made by the Company in General Meeting as if the deceased member had been present

13 The Directors shall be subject to retirement by rotation and accordingly -

- 1) At the first annual general meeting all the directors shall retire from office , and at every subsequent annual general meeting one-third of the directors who are subject to retirement by rotation or , if their number is not three or a multiple of

- three , the number nearest to one-third shall retire from office , but if there is only one director who is subject to retirement by rotation , he shall retire
- ii) Subject to the provisions of the Act , the directors to retire by rotation shall be those who have been longest in office since their last appointment or reappointment , but as between persons who became or were last reappointed directors on the same day those to retire shall ( unless they otherwise agree among themselves ) be determined by lot
  - iii) If the company at the meeting at which a director retires by rotation , does not fill the vacancy the retiring director shall , if willing to act , be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for their appointment of the director is put to the meeting and lost

### **BORROWING POWERS**

- 14 The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to Section 80 of the Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party

### **DIRECTORS**

- 15 The Directors shall be entitled to such remuneration (if any) by way of fee as shall from time to time be determined by the Company in General Meeting Unless and until so determined, remuneration shall be at such rate as the Board shall from time to time determine Such remuneration shall be deemed to accrue from day to day The Directors (including alternate Directors shall also be entitled to be paid their reasonable travelling, hotel and other expenses of attending and returning from meetings of the Company or otherwise incurred while engaged on the business of the Company or in the discharge of their duties
- 16 Any Director, who, by request performs special services or goes or resides abroad for any purpose of the Company or who otherwise performs services which, in the opinion of the Board, are outside the scope of the ordinary duties of a Director shall receive such extra remuneration by way of salary, percentage of profits or otherwise as the Board may determine which shall be

charged as part of the Company's ordinary working expenses.

17 Subject to the provisions of the Companies Act and provided that he disclosed to the Directors the nature and extent of any material interest of his, a Director notwithstanding his office -

- (a) may be a party to, or otherwise interested, in any transaction or arrangement with the Company or which the Company is in any way interested,
- (b) may be a Director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is in any way interested,
- (c) may, or any firm or company of which he is a member or a Director may, act in a professional capacity for the Company or any body corporate in which the Company is in any way interested,
- (d) Shall not, by reason of his office, be accountable to the Company for any benefit which he derives from such office, service or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit, and
- (e) Shall be entitled to vote and be counted in the quorum on any matter concerning paragraphs (a) and (b) above

For the purposes of this Article -

- (i) a general notice to the Directors that a Director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of person is interested shall be deemed to be a disclosure that the Director has an interest in any such transaction of the nature and extent so specified,
- (ii) an interest of which a Director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his, and
- (iii) an interest of a person who is, for any purpose of the Companies Act (excluding any statutory modification not in force when this Article becomes binding on the Company), connected with a Director shall be treated as an interest of the Director and, in relation to an alternate Director, an interest of his

appointor shall be treated as an interest of the alternate Director without prejudice to any interest which the alternate Director has otherwise

### **NUMBER OF DIRECTORS**

- 18 The Director(s) may meet together for the dispatch of business, adjourn and otherwise regulate their Meetings as they thing fit and determine the quorum necessary for the transaction of business Unless otherwise determined by ordinary resolution, the quorum of director(s) meetings are as follows To illustrate, if the company has one director, the quorum for Director's meeting shall be one, if the company has two directors, the quorum for Director's meeting shall be two, if the company has three directors, the quorum for Director's meeting shall be two or above, if the company has four directors, the quorum for director's meeting shall be two or above, if the company has five directors, the quorum for Director's meeting shall be three or above

### **GRATUITIES AND PENSIONS**

- 19 The Director may exercise the powers of the Company conferred by Clause 3(ii) (u) of the Memorandum of Association of the Company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers

### **PROCEEDINGS OF DIRECTORS**

- 20 An alternate Director who is himself a Director and/or who acts an alternate Director for more than one Director shall be entitled, in the absence of his appointor(s), to a separate vote or votes on behalf of his appointor(s) in addition (if he is himself a Director) to his own vote

### **DIVIDENDS**

- 21 Dividends shall be declared and paid according to the amounts paid up or credited as paid up on the shares on which the dividend is paid

### **SEAL**

- 22 The Directors shall decide whether the company shall have a seal and if so shall provide for the

safe custody of the seal and of any official Seal for use abroad pursuant to the Statutes, and such Seals shall only be used by the authority of the Directors of a committee of the Directors authorised by the Directors in that behalf, and every instrument to which the Seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose

### **SHARE CERTIFICATES**

- 23 In the event that the Directors decide that the company shall not have a seal then share certificates or other documents issued by the company may be signed by a director and secretary of the company, or two directors of the company, and expressed (in whatever form of words) to be executed by the company and shall have the same effect as if executed under the common seal of the company

### **INDEMNITY**

- 24 (a) Every Director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against all costs, charge, losses, expenses and liabilities incurred by him in the execution of his duties or in relation thereto including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which relief is granted to him by the Court and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or on relation thereto But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act
- (b) The Directors shall have power to purchase and maintain for any Director, officer or Auditor of the Company insurance any such liability as is referred to in Section 310(1) of the Act from and after the bringing into force of Section 137 of the Companies Act

### **TRANSFER OF SHARES**

- 25 The Board may, in its absolute discretion, and without giving any reason therefore, decline to register a transfer of any share, whether or not it is a fully paid share

### **TRANSMISSION OF SHARES**



- 26 The Board may at any time give notice requiring any person entitled to a share by reason of the death or bankruptcy of the holder thereof to elect either to be registered himself in respect of the share or to transfer the share and if the notice is not complied with within sixty days the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been complied with.

### QUORUM

- 27 A Quorum for a meeting of the board is a majority of the directors To illustrate , if the company has one director , the quorum for Director's meeting shall be one , if the company has two directors , the quorum for Director 's meeting shall be two , if the company has three directors , the quorum for Director 's meeting shall be two or above , if the company has four directors , the quorum for Director 's meeting shall be three or above ; if the company has five directors , the quorum for Director 's meeting shall be three or above
- 28 A Quorum for a meeting of shareholders is present if shareholders or their proxies are present or have cast postal votes who are between them able to exercise a majority of the votes to be cast on the business to be transacted at the meeting To illustrate , if the company has one shareholder 100 % holding . the quorum for the shareholder's meeting shall be one , if the company has three shareholders with the holding shares of 30% , 40% , and 30% respectively , the quorum shall be the voting right more than 50 % , only any two of three shareholders , If the company has three shareholders A , B and C with the holding shares of 60% , 25 % and 15% respectively , the quorum shall be the present of shareholder A



WEI, CHING-PENG

Certified True and Correct as a true copy by

The director of **BIOMED LABORATORIES LTD.**