THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

JOANNA DAI LIMITED



On 9 August 2022, the following ordinary and special resolutions were duly passed as written resolutions of the Company pursuant to section 288 of the Companies Act 2006 (**Resolutions**):

ORDINARY RESOLUTIONS

- 1. That, in accordance with section 618 of the Companies Act 2006 (Act), the Company's issued share capital consisting of 16,435 ordinary shares each with a nominal value of £0.0001 be sub-divided on 1:100 basis into 1,643,500 ordinary shares of £0.000001 each, such shares having the same rights and being subject to the same restrictions (save as to nominal value) as the existing shares (Resolution 1).
- 2. That, in accordance with section 551 of the Act, the directors of the Company (**Directors**) be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (**Rights**) of up to an aggregate nominal amount of £0.623723 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the Circulation Date, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority revokes and replaces all unexercised authorities previously granted to the directors (**Resolution 2**).

SPECIAL RESOLUTIONS

3. That, subject to and simultaneous with the passing of Resolution 2, any and all pre-emption rights to which the shareholders of the Company may be entitled, howsoever arising (including but not limited to under the Company's articles of association from time to time or the Act) in respect of the allotment and issue of shares and/or grant of rights to subscribe for or convert any security into shares made by the directors pursuant to the authority conferred upon them by Resolution 2 above be and hereby are waived or otherwise disapplied (Resolution 3).

4. That, the articles of association in the form appended in the Appendix to these Resolutions (the **New Articles**) be approved and adopted as the new articles of association of the Company in substitution for and to the exclusion of all existing articles of association of the Company (the **Existing Articles**) (Resolution 4).

Director