



FINAL DOCUMENT

Title: MEMORANDUM AND ARTICLES OF ASSOCIATION OF
AHWP ADMINISTRATION SERVICES LIMITED

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MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

AHWP ADMINISTRATION SERVICES LIMITED

Incorporated the day of 2010

Hong Kong

THE COMPANIES ORDINANCE (CHAPTER 32)

Company Limited by Guarantee and not having a Share Capital

MEMORANDUM OF ASSOCIATION

OF

AHWP ADMINISTRATION SERVICES LIMITED

NAME

1. The name of the Company is “AHWP ADMINISTRATION SERVICES LIMITED” (hereinafter referred to as “the Company”).

REGISTERED OFFICE

2. The Registered Office of the Company will be situated in the Hong Kong Special Administrative Region of the People’s Republic of China (hereinafter referred to as “Hong Kong”).

MISSION AND GOALS

3. The mission and goals for which the Company is established are to administer and execute any mandates of the Asian Harmonization Working Party by conducting educational seminars, trainings and all other activities as necessary to study and recommend ways to harmonize medical device regulations in the Asian and other regions in line with global trends and to work in coordination with the Global Harmonization Task Force (“GHTF”), Asia Pacific Economic Cooperation (“APEC”) and other related international organizations aiming at establishing harmonized requirements, procedures and standards for medical device regulations.

OBJECTS & POWERS

4. The objects for which the Company is established to administer and execute any mandates of the Asian Harmonization Working Party by arranging, conducting or engaging in all necessary activities:-

- (1) to study and examine the use of quality system requirements around the world and prospects for adopting a harmonized quality system standard;
- (2) to co-ordinate and correlate the efforts of organizations, companies, associations, societies, institutions, statutory bodies and other authorities and individuals interested in the harmonization of medical device regulations;
- (3) to promote, foster, develop and work toward building a common regulatory consensus based on acceptance of harmonized standards as the chief means of ensuring product safety and efficacy;
- (4) to promote, foster, develop and move toward the recognition of a common audit that can be accepted throughout the Asian and other regions;
- (5) to promote, foster, develop and work toward a harmonized system for medical device vigilance reporting;
- (6) to work with the GHTF on technical harmonization efforts;
- (7) to promote, foster and facilitate the process of regional implementation of APEC initiatives;
- (8) to make known and further the mission, goals, objects and activities of the Company by the publication and distribution of papers, journals and other publications and by advertising in any medium or by any means;
- (9) in furtherance of the objects of the Company but not otherwise, the Company may:-
 - (a) print, publish and distribute papers, journals and other publications in any medium or by any means;
 - (b) apply for, invite and collect from Members of the Company or from any other persons, corporations or authorities, subscriptions, admission fees (including but not limited to fees for attendance of the Company events), donations, gifts, bequests and any other assistance;
 - (c) acquire by purchase, gift or otherwise, any real or personal property whether subject to any special trust or not;
 - (d) sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to

account or otherwise deal with all or any part of the property, assets, rights and privileges of the Company, including but not limited to sponsoring attendance of the Company events;

- (e) undertake and execute any trusts which may lawfully be undertaken by the Company;
- (f) borrow or raise money for the purposes of the Company and on such security as may be thought fit;
- (g) invest the moneys of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit;
- (h) subject to Clause 6 of this Memorandum of Association, employ and remunerate and, from time to time if thought fit, dismiss and replace with others such employees and staff as the Company may think fit, and lawyers, accountants, surveyors and other professional or non-professional advisers or consultants as may be considered expedient;
- (i) draw, make, accept, endorse, discount, execute and issue promissory notes, cheques, bills of exchange and other negotiable or transferable instruments;
- (j) obtain any enactment or order for enabling the Company to carry any of its objects into effect or for effecting any modification of the Company's constitution or for any other purpose which may seem expedient;
- (k) vest any real or personal property, rights or interest acquired or belonging to the Company in any person for the benefit of the Company with a declaration in favour of the Company;
- (l) organize, hold, conduct and sponsor public and private meetings, seminars and conferences, lecturers, symposia, workshops, trainings sessions, etc. for the participation of visitors and the general public;
- (m) promote, establish, superintend, conduct, control and assist within various regional consortia, working groups, committees and other forms of organization and administration for the purpose of widening the influence and operations of the Company;
- (n) procure the Company to be registered or recognized in any part of the world;

- (o) take all necessary and proper steps with the authorities, national, local, municipal or otherwise, of any place in which the Company may have interests, and to carry on any negotiations or operation for the purpose of directly or indirectly promoting the purposes of the Company or effecting any modifications in the constitution of the Company, and to support or oppose any proceedings or applications which may seem calculated directly or indirectly to benefit or prejudice the Company's interest;
- (p) pay out of the funds of the Company all expenses which the Company may lawfully pay with respect to the incorporation and registration of the Company;
- (q) carry out any other lawful acts or things as are incidental or conducive to the attainment of the above objects or any of them.

Provided that:-

- (i) in case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts;
- (ii) the objects of the Company shall not extend to the regulations of relations between workers and employers or organisations of workers and organisations of employers;
- (iii) the powers set forth in the Seventh Schedule of the Companies Ordinance, Chapter 32 of the laws of Hong Kong are hereby excluded.

USE OF INCOME AND PROPERTY

5. The income and property of the Company, wheresoever derived, shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise howsoever by way of profit, to the Members of the Company.

REMUNERATION, INTEREST AND RENT

6. Notwithstanding the provisions of Clause 5 of this Memorandum of Association, nothing

herein contained shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Company, in return for any service actually rendered to the Company, nor prevent the payment of interest at a rate per year not exceeding 2% above the prime rate prescribed for the time being by The Hongkong and Shanghai Banking Corporation Limited for Hong Kong dollar loans on money lent or reasonable and proper rent for premises demised or let, by any Member to the Company, but no Directors (as defined in the Articles of Association of the Company) or any member of the governing body of the Company shall be appointed to any salaried office of the Company or any office of the Company paid by fees and no remuneration or other benefit in money or money's worth shall be given by the Company to any such person except repayment of out-of-pocket expenses.

LIMITED LIABILITY

7. The liability of the Members is limited.

CONTRIBUTION TO ASSETS

8. Every Member (including Voting Member and Associate Member as defined in the Articles of Association) of the Company undertakes to contribute to the assets of the Company, in the event of its being wound up while he/she is a Member, or within one year after he/she ceases to be a Member for payment of the debts and liabilities of the Company contracted before he/she ceases to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding Twenty Hong Kong Dollars (HK\$20.00).

APPLICATION OF EXCESS PROPERTY

9. If, upon the winding up or dissolution of the Company, there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Company, but shall be given or transferred to the Hong Kong Red Cross, and, if and so far as effect cannot be given to the aforesaid provision, then to some charitable object to be designated by the Hong Kong Secretary for Justice.

INSPECTION OF ACCOUNTS

10. True accounts shall be kept of the sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place, and of the property, credits, and liabilities of the Company; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the Articles of Association of the Company for the time being in force shall be open to the inspection of the

members. Once at least in every year, the accounts of the Company shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified auditor or auditors.

We, the several persons whose names, addresses, and descriptions are hereto subscribed, are desirous of being formed into the Company in pursuance of this Memorandum of Association.

NAME, ADDRESS, DESCRIPTIONS OF SUBSCRIBERS

Wong Lung

xxxxxxxxxx, xxxxxxxxxxxx, xxxxxxxxxxxx, Hong Kong

THE COMPANIES ORDINANCE (CHAPTER 32)

Company Limited by Guarantee and not having a Share Capital

ARTICLES OF ASSOCIATION

OF

AHWP ADMINISTRATION SERVICES LIMITED

INTERPRETATION

1. In these articles:

Asian Harmonization Working Party Meeting means general meeting or annual meeting held by the Asian Harmonization Working Party.

“Associate Member or Associate Members” means the member or members of the Company with no voting rights at general meetings as defined in Article 6 of the Articles of Association.

“Board” or **“Board of Directors”** means the Board of Directors of the Company for the time being.

“Company” means AHWP ADMINISTRATION SERVICES LIMITED.

“Director” or **“Directors”** means the member or members of the Board, Board of Directors of the Company.

“Industry Member” or **“Industry Members”** means the industry member or industry members of the Company as defined in Article 5 of the Articles of Association.

“member”, “members”, “Member” or “Members” means the member or members of the Company prescribed under the Articles of Association and include Voting Members and Associate Members.

“Ordinance” means the Companies Ordinance, Chapter 32 or any statutory amendment or re-enactment thereof.

“President” means the President of the Board of Directors of the Company.

“Regulator Member” or **“Regulator Members”** means the regulator member or regulator members of the Company as defined in Article 4 of the Articles of Association.

"Secretary" means any person appointed to perform the duties of the secretary of the Company.

"Secretary-General" means the Secretary-General of the Board of Directors of the Company.

"Treasurer" means the Treasurer of the Board of Directors of the Company.

"Vice-President" means the Vice-President of the Board of Directors of the Company.

"Vice-Secretary-General" means the Vice-Secretary-General of the Board of Directors of the Company.

"Vice-Treasurer" means the Vice-Treasurer of the Board of Directors of the Company.

“Voting Member or Voting Members” means the member or members of the Company having the right to vote at general meetings and include Regulator Member(s) and Industry Member(s) (as defined herein).

Reference in writing shall include computer print out, typewriting, printing, lithography, photography and other modes of representing or reproducing words in legible and non-transitory form;

References to documents being in writing or in written form or being sent or delivered shall include their being in the form of a telex, cable, facsimile or other electronic means or (as the case may be) being telexed, cabled, faxed or transmitted and references to any document being signed by a particular person includes an indication in any telex, cable, facsimile or transmitted message that such message was despatched by or at the direction of such person;

These Articles shall be construed with reference to the provisions of the Ordinance, and terms used in these Articles shall be taken as having the same respective meanings as they have when used in the Ordinance;

The Company is established for the purpose expressed in the Memorandum of Association; and

Where for any purpose an ordinary resolution of the Company is required, a special resolution shall also be effective.

MEMBERS

2. The Members of the Company shall consist of:

- (1) Regulator Members;
- (2) Industry Members; and
- (3) Associate Members.

Regulator Members and Industry Members are collectively referred to as the “Voting Members”.

For the purpose of registration, the total number of Members with which the Company proposes to be registered shall be 1000 provided that the Board shall have authority to register an increase in the total number of Members. The founding Regulator Members are xx. The founding Industry Members are xx. The founding Associate Members are xx.

3. Individuals from member economies of the Asian Harmonization Working Party that support the missions, goals and objects of the Company as set out in the Memorandum of Association are eligible to apply for membership as Regulator Member, Industry Member or Associate Member as appropriate.

4. Regulator Members

- (1) Regulator Members shall be persons working in the medical device regulatory authorities of governments in the member economies of the Asian Harmonization Working Party.
- (2) There shall not be more than one (1) Regulator Member from each member economy of the Asian Harmonization Working Party.
- (3) Regulator Members shall have the right to attend and vote at general meetings.

5. Industry Members

- (1) Industry Members shall be persons working in the medical device industry or government agencies except medical device regulatory authorities in the member economies of the Asian Harmonization Working Party.
- (2) There shall not be more than one (1) Industry Member from each member economy of the Asian Harmonization Working Party.
- (3) Industry Members shall have the right to attend and vote at general meetings.

6. Associate Member

- (1) Associate Members shall be persons working in regulatory authorities, agencies, institutions or companies related to medical devices.
 - (2) The number of Associate Members from any economy (whether or not it is an economy of the Asian Harmonization Working Party) shall not exceed one hundred (100).
 - (3) Associate Members shall have right to attend but no right to vote at general meetings.
7. The memberships of all Regulator Members and Industry Members will lapse after the close of an annual general meeting. If there is a single application for membership as Regulator Member or Industry Member from a member economy of the Asian Harmonization Working Party, that application will be accepted automatically. If there are more than one application from a member economy of the Asian Harmonization Working Party for membership as Regulator Member or Industry Member, the applications will be decided by the Board after the annual general meeting. The Board shall admit as Regulator Members or Industry Members in accordance with the provisions herein and any Member so admitted shall be entered into a register of Members accordingly.
8. The memberships of all Associate Members will lapse after the date of an annual general meeting. If there are less than 100 applications for membership as Associate Members from an economy, those applications will be accepted automatically. If there are more than 100 applications from an economy for membership as Associate Members, the applications will be decided by the Board after the annual general meeting. The Board shall admit as Associate Members in accordance with the provisions herein and any Member so admitted shall be entered into the register of Members accordingly.
9. A Member may at any time withdraw from the Company by giving prior notice in writing to the Company. Membership and rights or privileges incidental thereto shall not be transferable and shall cease upon the Member ceasing to be such, whereby by death, dissolution, retirement or otherwise.
10. Members shall have priority over non-members in attending meetings, trainings, workshops and forums organized by the Asian Harmonization Working Party and/or the Company.
11. A Member shall be removed from the register of Members (Regulator Members, Industry Members or Associate Members) if he/she -
 - (1) ceases working for regulatory authorities, agencies, institutions or companies related to medical devices; or
 - (2) becomes of unsound mind; or
 - (3) quits from his/her membership by prior notice in writing to the Company; or
 - (4) is convicted of an indictable offence; or

- (5) is found guilty of professional misconduct by a body of competent jurisdiction as may be established under the applicable law from time to time; or
- (6) is considered inappropriate to continue serving as Regulator Member, Industry Member or Associate Member by the Board of Directors in a meeting.

GENERAL MEETINGS

- 12. The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it. Not more than 15 months shall elapse between the date of one annual general meeting of the Company and that of the next, provided that so long as the Company holds its first annual general meeting within 18 months of its incorporation, no annual general meeting needs to be held in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and location as the Board shall appoint, which time and location may align with the meetings of the Asian Harmonization Working Party.
- 13. All general meetings other than annual general meetings shall be called extraordinary general meetings and they shall be held in Hong Kong.
- 14. The President may, whenever he/she thinks fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by section 113 of the Ordinance.

NOTICE OF GENERAL MEETINGS

- 15. An annual general meeting and a general meeting called for the passing of a special resolution shall be called by 21 days' notice in writing at the least, and a meeting of the Company other than an annual general meeting or a general meeting for the passing of a special resolution shall be called by 14 days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under the articles of the Company, entitled to receive such notices from the Company.

Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this article, be deemed to have been duly called if it is so agreed:

- (1) in the case of a meeting called as an annual general meeting, by all the members entitled to attend and vote thereat (i.e. the Voting Members); and

- (2) in the case of any other meeting, by a majority in number of the Voting Members, being a majority together representing not less than 95 percent of the total voting rights of all the Voting Members.
16. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting. Notice of a meeting sent to the registered email addresses of members shall be deemed to have reached the members on the same day of delivery.

PROCEEDINGS AT GENERAL MEETINGS

17. All business transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting shall be deemed special business with the exception of the consideration of the accounts, balance sheets, and the reports of the Directors and auditors, the election of Directors in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors.
18. No business shall be transacted at any general meeting unless a quorum of Voting Members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, 20% of the total number of Regulator Members and Industry Members present in person or by proxy shall be a quorum.
19. If within half an hour from the time appointed for the 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 other day and at such other time and place as the President may determine.
20. The President, if any, of the Board of Directors shall preside as chairperson at every general meeting of the Company, or if there is no such President, or if he/she shall not be present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act or is absent or has given notice to the Company of his/her intention not to attend the meeting, the Directors present shall elect one of the Directors to be chairperson for purpose of the meeting.
21. The chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the majority of the Voting Members at the meeting), adjourn the meeting from time to time, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an

adjournment or of the business to be transacted at an adjourned meeting.

22. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is demanded before the declaration of the result of the show of hands -
- (1) by the chairperson of the meeting; or
 - (2) by at least one (1) Voting Member present in person or by proxy.

Unless a poll be so demanded a declaration by the chairperson that a resolution has on a show of hands been counted or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

23. Except as provided in Article 25, if a poll is duly demanded it shall be taken in such manner as the chairperson directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
24. In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
25. A poll demanded on the election of a chairperson, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairperson of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded while pending the taking of the poll.

VOTES OF MEMBERS

26. Every Voting Member of sound mind and in good standing shall have one vote.
27. On a poll, votes may be given in person, by proxy or by any electronic means as prescribed in the meeting agenda.
28. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing. A proxy need not be a member of the Company.
29. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company or at such other place within Hong Kong as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for

holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

30. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit-

"AHWP Administration Services Limited.
I, _____ of _____, being a member of the above named company, hereby appoint _____ of _____ or failing him _____ of _____, as my proxy to vote for me on my behalf at the [annual or extraordinary, as the case may be] general meeting of the Company to be held on the day of _____, and at any adjournment thereof.

Signed this day of _____."

31. Where it is desired to afford Voting Members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit-

"AHWP Administration Services Limited
I, _____ of _____, being a member of the above named company, hereby appoint _____ of _____ or failing him _____ of _____, as my proxy to vote for me on my behalf at the [annual or extraordinary, as the case may be] general meeting of the company to be held on the day of _____, and at any adjournment thereof.

Signed this day of _____ .

This form is to be used *in favour of / against the resolution. Unless otherwise instructed, the proxy will vote as he thinks fit.

*Strike out whichever is not desired."

32. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

33. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of

such death, insanity or revocation as aforesaid shall have been received by the Company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

RESOLUTIONS

34. A resolution which has been passed by a simple majority of the Voting Members present at any general meeting of the Company shall be an ordinary resolution.
35. A resolution which has been passed by not less than three-fourth (i.e. 75%) of the Voting Members present and entitled to vote in person at any general meeting of the Company of which not less than 21 days' notice specifying the intention to propose such resolution has been duly given shall be a special resolution.

BOARD OF DIRECTORS

36. The Board shall consist of at least nine (9) Directors comprising of a President, a Vice-President, a Treasurer, a Vice-Treasurer, a Secretary-General and a Vice-Secretary-General. The first President should be xxx; the first Vice-President should be xxx; the first Treasurer should be xxx; the first Vice-Treasurer should be xxx; the first Secretary-General should be xxx; the first Vice-Secretary-General should be xxx. The terms of service of the first President, first Vice-President, first Treasurer, first Vice-Treasurer, first Secretary-General and first Vice-Secretary-General shall all lapse at the end of the first annual general meeting.
37. The Directors of the Board shall be a member of the Company and shall be elected at the annual general meetings when their respective terms of appointment expire.
38. The nine (9) candidates receiving the greatest number of votes by the Voting Members at an annual general meeting shall become the Directors of the Company with effect from the close of that meeting. The candidate receiving the greatest number of votes will be elected as the President. The Chairperson could cast the determining votes to elect the President and/or Director if more than one candidate receives the same number of votes in the meeting.
39. If there are less than nine (9) candidates standing for election as Directors in the annual general meeting, the Board may appoint any members to fill the vacancies of Directors of the Company up to the total number of nine (9) Directors.
40. The term of office of all the Directors will be two (2) years. The Board may decide to extend the term of office of all the Directors until an annual general meeting up to the maximum of three (3) years.

41. The Board shall appoint Directors to be the Vice-President, the Treasurer, the Vice-Treasurer, the Secretary-General and the Vice-Secretary-General of the Company. The Treasurer and Vice-Treasurer shall be persons normally residing in Hong Kong. If there is no Directors of the Board that could appropriately be appointed to be the Treasurer and/or Vice-Treasurer, the Board may decide to increase the number of Directors up to the total number of eleven (11) and appoint any members normally residing in Hong Kong to the Board of Directors as the Treasurer and/or Vice-Treasurer of the Company.

BORROWING POWERS

42. The Board may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue security for any debt, liability or obligation of the Company.

POWERS AND DUTIES OF BOARD AND DIRECTORS

43. The business of the Company shall be managed by the Directors as authorized by the Board who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not by the Ordinance or by these articles, required to be exercised by the Company in general meeting, subject nevertheless to the provisions of the Ordinance or these articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Company in general meeting, but no regulation made by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.
44. The Board may from time to time and at any time by power of attorney appoint any society, firm or person or body of persons, whether nominated directly or indirectly by the Board, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board may think fit and may also authorize any such attorney to delegate all or any of the powers, authorities and discretions vested to him/her.
45. The Directors shall cause minutes to be made in the books provided for the purposes -
- (1) of all appointments of officers made by the Board and Directors;
 - (2) of the names of the Directors present at each meeting of the Board, and Directors and of any committees;
 - (3) of all resolutions and proceedings at all meetings of the Company, and of the Board,

and of Directors, and of any committees,
and every Director present at any meeting of the Board, and Directors, and of any committees shall sign his/her name in a book to be kept for that purpose.

DISQUALIFICATION OF DIRECTORS

46. The office of Director shall be vacated if the Director -
- (1) ceases working in regulatory authorities, agencies, institutions or companies related to medical devices; or
 - (2) becomes bankrupt or makes any arrangement or composition with his/her creditors generally; or
 - (3) becomes prohibited from being a Director by reason of any order made under Part IVA of the Ordinance; or
 - (4) becomes of unsound mind; or
 - (5) resigns his/her office by notice in writing to the Company given in accordance with section 157D(3) (a) of the Ordinance; or
 - (6) shall have been absent for more than three consecutive meetings without prior notification to the President or the Secretary; or
 - (7) is convicted of an indictable offence; or
 - (8) is found guilty of professional misconduct by statutory body as may be established under the law in its place from time to time; or
 - (9) is considered inappropriate to continue serving as Director by the Board of Directors in a meeting.

ROTATION OF DIRECTORS

47. All Directors shall be eligible for re-election at an annual general meeting upon the lapse of their terms of service. The retiring Treasurer and Vice-Treasurer of the Company shall not be re-appointed as the Treasurer and/or Vice-Treasurer.
48. The Company may by ordinary resolution remove any Director before the expiration of his/her period of office notwithstanding anything in these articles or in any agreement between the Company and such Director.
49. The Company may by ordinary resolution appoint another person in place of a Director removed from office under the immediately preceding article. Without prejudice to the powers of the Directors under Article 52, the Company in general meeting may appoint any person to be a Director either to fill a casual vacancy or as an additional Director. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he/she had become a Director on the day on which the Director in whose place he/she is appointed was last elected a

Director.

PROCEEDINGS OF DIRECTORS

50. The Directors may meet together for the dispatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes, the President shall have a second or casting vote. A Director may, and the secretary on the requisition of a Director shall, at any time summon a meeting of Directors.
51. The quorum necessary for the transaction of the business of the Directors may be fixed by the Board of Directors, and unless so fixed shall be three (3).
52. The continuing Directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Company as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that number or of summoning a general meeting of the Company, but for no other purpose.
53. The President of the Company shall preside the meeting; but, if no such President is present within 15 minutes after the time appointed for holding the same, the Directors present may choose one of their number to be President of the meeting.
54. A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of Directors, shall be as valid and effectual as if it had been passed at a meeting of Directors duly convened and held.

COMMITTEES

55. The Directors may delegate any of their powers to such committees consisting of such Member or Members of their body as they think fit; any such committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors. The Directors may also co-opt any Members of the Company to be committee members.
56. Subject to any specific rules that the Directors may prescribe for the constitution and conduct of a committee so formed, a committee may:
 - (1) elect a chairperson of its meetings; if no such chairperson is elected, or if at any meeting the chairperson is not present within 15 minutes after the time appointed for

holding the same, the committee members present may choose one of their number to be chairperson for purpose of the meeting;

- (2) meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the committee members present, and in the case of an equality of votes the chairperson shall have a second or casting vote.

57. All acts done by any meeting of Directors or of a committee of Directors, or by any person acting as a Director, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

SECRETARY

58. The Secretary shall be appointed by the Board and any Secretary so appointed may be removed by the Board in any meeting.
59. The Directors shall elect one of them as the Secretary of a meeting if the Secretary is for any reasons unable to act at such meeting.
60. A provision of the Ordinance or these articles requiring or authorizing a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.

CHEQUES

61. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by the Secretary and one (1) Director or in such manner as the Members shall from time to time by resolution determine.

THE SEAL

62. The Directors shall provide for the safe custody of the seal, which shall only be used by the authority of the Directors and every instrument to which the seal shall be affixed and signed by the Secretary and shall be countersigned by a Director.

ACCOUNTS

63. The Directors shall cause proper books of account to be kept with respect to -
- (1) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
 - (2) all sales and purchase of goods/services by the Company; and
 - (3) the assets and liabilities of the Company.

Proper books shall not deemed to be kept if there are no such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

64. The books of account shall be kept at the registered office of the Company, or, subject to section 121(3) of the Ordinance, at such other place or places as the Directors think fit, and shall always be open to the inspection of the Directors.
65. Subject to Clause 10 of the Memorandum of Association, the Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of Members.
66. The Directors shall from time to time in accordance with sections 122, 124 and 129D of the Ordinance, cause to be prepared and to be laid before the Company in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.

AUDIT

67. Auditors shall be appointed and their duties regulated in accordance with sections 131, 132, 133, 140, 140A, 140B and 141 of the Ordinance.

NOTICE

68. A notice may be given by the Company to any Member either personally or by sending it by email to him/her or by post to his/her registered address, or (if he/she has no registered address within Hong Kong) to the address, if any, within Hong Kong supplied by him/her to the Company for the giving of notice to him/her or by facsimile transmission or other electronic means to a number or electronic address provided by such Member. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 48 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course

of post. In the case of a notice sent by facsimile transmission or by other electronic means, it shall be deemed to have been served at the time of transmission.

69. Notice of every general meeting shall be given in any manner hereinbefore authorized to every Member except those Members who (having no registered address within Hong Kong) have not supplied to the Company an email address or other contact details enabling for the giving of notices to them through facsimile transmission or other electronic means.

WINDING-UP

70. The provisions of Clauses 8 and 9 of the Memorandum of Association relating to the winding up or dissolution of the Company shall have effect and be observed as if the same were repeated in these Articles

INDEMNITY

71. Every Director, agent, auditor, secretary and other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him/her in relation to the Company in defending any proceedings, whether civil or criminal, in which judgment is given in his/her favour or in which he/she is acquitted or connection with any application under section 358 of the Ordinance in which relief is granted to him/her by the court.

NAME, ADDRESS AND DESCRIPTIONS OF SUBSCRIBERS

Wong Lung

xxxxxxxxxx, xxxxxxxxxxxx, xxxxxxxxxxxx, Hong Kong