

THE COMPANIES ORDINANCE (CHAPTER 622)

Company Limited by Guarantee and not having a Share Capital

AMENDED AND RESTATED ARTICLES OF ASSOCIATION

OF

AHWP ADMINISTRATION SERVICES LIMITED

INTERPRETATION

1. In these articles:

“**Articles**” means this amended and restated articles of association of the Company, as amended from time to time.

“**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 16.

“**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 15.

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

“**Ordinance**” means the Companies Ordinance, Chapter 622 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 14.

“**Secretary**” means any person appointed to perform the duties of the secretary 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-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 printout, 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 objects expressed in these Articles; and

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

NAME

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

REGISTERED OFFICE

3. 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

4. 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 for the purpose of advancing medical education and public health as well as relieving sickness.

OBJECTS & POWERS

5. The objects for which the Company is established to administer and execute any mandates of the Asian Harmonization Working Party for the purpose of advancing medical education and public health as well as relieving sickness 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 and on a non-profit making basis, 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 could lawfully be undertaken by the Company;
 - (f) raise money for the objects of the Company;

- (g) invest the moneys of the Company not immediately required in a proper and prudent manner for its objects in or upon such investments, securities or property as it considers fit;
- (h) subject to Article 7, 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 Articles or for any other purpose which is expedient;
- (k) organize, hold, conduct and sponsor public and private meetings, seminars and conferences, lectures, symposia, workshops, trainings sessions, etc. for the participation of visitors and the general public;
- (l) 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;
- (m) procure the Company to be registered or recognized in any part of the world;
- (n) 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 promoting the purposes of the Company or effecting any modifications in the Articles, and to support or oppose any proceedings or applications which may seem calculated directly or indirectly to benefit or prejudice the Company's interest;
- (o) pay out of the funds of the Company all expenses which the Company lawfully pays with respect to the incorporation and registration of the Company;
- (p) 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; and
- (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.

USE OF INCOME AND PROPERTY

- 6. 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 these Articles 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

- 7. Notwithstanding the provisions of Article 6, 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 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

- 8. The liability of the Members is limited.

CONTRIBUTION TO ASSETS

- 9. Every Member (including Voting Member and Associate Member) 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 the Company, 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

10. 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 so long it remains as a charity, 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

11. 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 these Articles 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.

MEMBERS

12. 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.

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

14. 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.
15. 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.
16. 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.
17. 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.
18. 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.

19. A Member may at any time withdraw from the Company by giving prior notice in writing to the Company. Membership and rights incidental thereto shall not be transferable and shall cease upon the Member ceasing to be such, whereby by death, dissolution, retirement or otherwise.
20. 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.
21. 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

22. Subject to sections 611, 612 and 613 of the Ordinance, the Company must, in respect of each financial year of the Company, hold a general meeting as its annual general meeting in accordance with section 610 of the Ordinance. 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.
23. The Directors may, if they think fit, call a general meeting. All general meetings other than annual general meetings shall be held in Hong Kong. If the Directors are required to call a general meeting under section 566 of the Ordinance, they must call it in accordance with section 567 of the Ordinance.
24. If the Directors do not call a general meeting in accordance with section 567 of the Ordinance, the members who requested the meeting, or any of them representing more than one half of the total voting rights of all of them, may themselves call a general meeting in accordance with section 568 of the Ordinance.

25. The President may, whenever he/she thinks fit, convene a general meeting.

NOTICE OF GENERAL MEETINGS

26. (1) An annual general meeting must be called by notice of at least 21 days in writing.
- (2) A general meeting other than an annual general meeting must be called by notice of at least 14 days in writing.
- (3) The notice is exclusive of—
- (a) the day on which it is served or deemed to be served; and
 - (b) the day for which it is given.
- (4) The notice must—
- (a) specify the date and time of the meeting;
 - (b) specify the place of the meeting (and if the meeting is to be held in 2 or more places, the principal place of the meeting and the other place or places of the meeting);
 - (c) state the general nature of the business to be dealt with at the meeting;
 - (d) for a notice calling an annual general meeting, state that the meeting is an annual general meeting;
 - (e) if a resolution (whether or not a special resolution) is intended to be moved at the meeting—
 - (i) include notice of the resolution; and
 - (ii) include or be accompanied by a statement containing any information or explanation that is reasonably necessary to indicate the purpose of the resolution;
 - (f) if a special resolution is intended to be moved at the meeting, specify the intention and include the text of the special resolution; and
 - (g) contain a statement specifying a member's right to appoint a proxy under section 596(1) of the Ordinance.
- (5) Paragraph (4)(e) does not apply in relation to a resolution of which—
- (a) notice has been included in the notice of the meeting under section 567(3) or 568(2) of the Ordinance; or
 - (b) notice has been given under section 615 of the Ordinance.
- (6) Despite the fact that a general meeting is called by shorter notice than that specified in this Article, it is regarded as having been duly called if it is so agreed —

- (a) for an annual general meeting, by all the members entitled to attend and vote at the meeting; and
 - (b) in any other case, by a majority in number of the members entitled to attend and vote at the meeting, being a majority together representing at least 95% of the total voting rights at the meeting of all the members.
- 27. Notice of a general meeting must be given to (a) every Member; and (b) every Director. If notice of a general meeting or any other document relating to the meeting is required to be given to a member, the Company must give a copy of it to its auditor (if more than one auditor, to everyone of them) at the same time as the notice or the other document is given to the member.
- 28. Any accidental omission to give notice of a general meeting to, or the non-receipt of notice of a general 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

- 29.
 - (1) A person is able to exercise the right to speak at a general meeting when the person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions that the person has on the business of the meeting.
 - (2) A person is able to exercise the right to vote at a general meeting when—
 - (a) the person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
 - (b) the person's vote can be taken into account in determining whether or not those resolutions are passed at the same time as the votes of all the other persons attending the meeting.
 - (3) The Directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
 - (4) In determining attendance at a general meeting, it is immaterial whether any 2 or more Members attending it are in the same place as each other.
 - (5) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have rights to speak and vote at the meeting, they are able to exercise them.

- (6) Directors may attend and speak at general meetings, whether or not they are Members of the Company.
 - (7) The chairperson of a general meeting may permit other persons to attend and speak at a general meeting even though they are not (a) Members of the Company; or (b) otherwise entitled to exercise the rights of Members in relation to general meetings.
30. 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.
31. If a quorum is not present within half an hour from the time appointed for holding a general meeting, the meeting must—
- (1) if called on the request of members, be dissolved; or
 - (2) in any other case, be adjourned to the same day in the next week, at the same time and place, or to another day and at another time and place that the Directors determine.
- If at the adjourned meeting, a quorum is not present within half an hour from the time appointed for holding the meeting, the member or members present in person or by proxy constitute a quorum.
32. (1) If the President is present at a general meeting and is willing to preside as chairperson at the meeting, the meeting is to be presided over by him or her.
- (2) The Directors present at a general meeting must elect one of themselves to be the chairperson if –
- (a) there is no President of the board of directors;
 - (b) the President is not present within 15 minutes after the time appointed for holding the meeting;
 - (c) the President is unwilling to act; or
 - (d) the President has given notice to the Company of the intention not to attend the meeting.
- (3) The Members present at a general meeting must elect one of themselves to be the chairperson if –
- (a) no Director is willing to act as chairperson; or
 - (b) no Director is present within 15 minutes after the time appointed for holding the meeting.
- (4) A proxy may be elected to be the chairperson of a general meeting by a resolution of the Company passed at the meeting.

33. (1) The chairperson may adjourn a general meeting at which a quorum is present if—
- (a) the meeting at which a quorum is present (and shall if so directed by the majority of the Voting Members at the meeting) consents to an adjournment; or
 - (b) it appears to the chairperson that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- (2) The chairperson must adjourn a general meeting if directed to do so by the meeting.
- (3) When adjourning a general meeting, the chairperson must specify the date, time and place to which it is adjourned.
- (4) Only the business left unfinished at the general meeting may be transacted at the adjourned meeting.
- (5) If a general meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for an original meeting.
- (6) If a general meeting is adjourned for less than 30 days, it is not necessary to give any notice of the adjourned meeting.
34. 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.
- A poll on a resolution may be demanded (a) in advance of the general meeting where it is to be put to the vote; or (b) at a general meeting, either before or on the declaration of the result of a show of hands on that resolution. A demand for a poll may be withdrawn.
35. On a vote on a resolution on a show of hands at a general meeting, a declaration by the chairperson that the resolution (a) has or has not been passed; or (b) has passed by a particular majority, 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.
36. Except as provided in Article 38, 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.

37. 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.
38. 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.
39. Any objection to the qualification of any person voting at a general meeting may only be raised at the meeting or adjourned meeting at which the vote objected to is tendered, and a vote not disallowed at the meeting is valid. Any objection must be referred to the chairperson of the meeting whose decision is final.

VOTES OF MEMBERS

40. Every Voting Member of sound mind and in good standing shall have one vote.
41. On a poll, votes may be given in person, by proxy or by any electronic means as prescribed in the meeting agenda.
42. 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.
43. 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.
44. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit-

“AHP 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 _____.”

45. 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. ”

46. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
47. 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, 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.

RESOLUTIONS

48. 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.
49. 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.
50. (1) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if—
- (a) notice of the proposed amendment is given to the Secretary in writing; and
 - (b) the proposed amendment does not, in the reasonable opinion of the chairperson of the meeting, materially alter the scope of the resolution.
- (2) The notice must be given by a person entitled to vote at the general meeting at which it is to be proposed at least 48 hours before the meeting is to take place (or a later time the chairperson of the meeting determines).
51. (1) A special resolution to be proposed at a general meeting may be amended by ordinary resolution if—
- (a) the chairperson of the meeting proposes the amendment at the meeting at which the special resolution is to be proposed; and
 - (b) the amendment merely corrects a grammatical or other non-substantive error in the special resolution.
- (2) If the chairperson of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the vote on that resolution remains valid unless the Court orders otherwise.

BOARD OF DIRECTORS

52. The Board shall consist of at least nine (9) Directors comprising of a President, a Vice-President, a Treasurer and a Vice-Treasurer. The first President should be Mr. ALDALAAN Ali Mohsin Z; the first Treasurer should be Mr. CHAN Wai Kit Benjamin; the first Vice-Treasurer should be Mr. HO Chi Ming Ricky; and the first Directors should be Ms. YEH Hui-Chuan and Mr. WONG Lung. The terms of service of the first President, first Treasurer, first Vice-Treasurer and first Directors shall all lapse at the end of the second annual general meeting.
53. 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.

54. 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.
55. 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.
56. 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.
57. The Board shall appoint Directors to be the Vice-President, the Treasurer and the Vice-Treasurer, 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.
58. (1) This article applies if -
- (a) a Director is in any way (directly or indirectly) interested in a transaction, arrangement or contract with the Company that is significant in relation to the Company's operations; and
 - (b) the Director's interest is material.
- (2) The Director must declare the nature and extent of the Director's interest to the other Directors in accordance with section 536 of the Ordinance.
- (3) The Director must neither -
- (a) vote in respect of the transaction, arrangement or contract in which the Director is so interest; nor
 - (b) be counted for quorum purposes in respect of the transaction, arrangement or contract.
- (4) If the Director contravenes paragraph (3)(a), the vote must not be counted.
- (5) Paragraph (3) does not apply to -
- (a) an arrangement for giving a Director any security or indemnity in respect of money lent by the Director to or obligations undertaken by the Director for the benefit of the Company;

- (b) an arrangement for the Company to give any security to a third party in respect of a debt or obligation of the Company for which the Director has assumed responsibility wholly or in part under a guarantee or indemnity or by the deposit of a security; or
 - (c) subject to Article 7, an arrangement under which benefits are made available to employees and Directors or former employees and Directors of the Company or any of its subsidiaries, which do not provide special benefits for Directors or former Directors.
- (6) A reference in this article to a transaction, arrangement or contract includes a proposed transaction, arrangement or contract.
59. (1) Subject to Article 7, a Director may hold any other office under the Company (other than the office of auditor) in conjunction with the office of Director for a period and on terms that the Directors determine.
- (2) A Director or intending director is not disqualified by the office of Director from contracting with the Company—
- (a) with regard to the tenure of the other office mentioned in paragraph (1); or
 - (b) as vendor, purchaser or otherwise.
- (3) The contract mentioned in paragraph (2) or any transaction, arrangement or contract entered into by or on behalf of the Company in which any Director is in any way interested is not liable to be avoided.
- (4) A Director who has entered into a contract mentioned in paragraph (2) or is interested in a transaction, arrangement or contract mentioned in paragraph (3) is not liable to account to the Company for any profit realized by the transaction, arrangement or contract by reason of—
- (a) the Director holding the office; or
 - (b) the fiduciary relation established by the office.
- (5) Paragraph (1), (2), (3) or (4) only applies if the Director has declared the nature and extent of the Director's interest under the paragraph to the other Directors in accordance with section 536 of the Ordinance.
- (6) A Director of the Company may be a Director or other officer of, or be otherwise interested in—
- (a) any company promoted by the Company; or
 - (b) any company in which the Company may be interested as shareholder or otherwise.
- (7) Subject to the Ordinance, the Director is not accountable to the Company for any remuneration or other benefits received by the Director as a director or

officer of, or from the Director's interest in, the other company unless the Company otherwise directs.

BORROWING POWERS

60. The Board shall not exercise the powers of the Company to borrow money, or to mortgage or charge its undertaking and property, or any part thereof, to issue security for any debt, liability or obligation of the Company.

POWERS AND DUTIES OF BOARD AND DIRECTORS

61. The operations 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 the powers of the Company, 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. A Directors' meeting at which a quorum is present may exercise all powers exercisable by the Directors.
62. The Members may, by special resolution, direct the Directors to take, or refrain from taking, specified action. The special resolution does not invalidate anything that the Directors have done before the passing of the resolution.
63. (1) Subject to these Articles, the Directors may, if they think fit, delegate any of the powers that are conferred on them under these Articles—
- (a) to any person or committee;
 - (b) by any means (including by power of attorney);
 - (c) to any extent and without territorial limit;
 - (d) in relation to any matter; and
 - (e) on any terms and conditions.
- (2) If the Directors so specify, the delegation may authorize further delegation of the Directors' powers by any person to whom they are delegated.
- (3) The Directors may—
- (a) revoke the delegation wholly or in part; or
 - (b) revoke or alter its terms and conditions.

64. The Directors shall cause minutes to be made in the books provided for the purposes -
- (a) of all appointments of officers made by the Board and Directors;
 - (b) of the names of the Directors present at each meeting of the Board, and Directors and of any committees;
 - (c) 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. The Directors must ensure that the Company keeps a written record of every decision taken by the Directors under Article 70 for at least 10 years from the date of the decision.

DISQUALIFICATION AND ROTATION OF DIRECTORS

65. A person ceases to be a Director if the person—
- (1) ceases working in regulatory authorities, agencies, institutions or companies related to medical devices;
 - (2) ceases to be a director under the Ordinance or the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap 32) or is prohibited from being a director by law;
 - (3) becomes bankrupt or makes any arrangement or composition with the person's creditors generally;
 - (4) becomes a mentally incapacitated person;
 - (5) resigns the office of Director by notice in writing of the resignation in accordance with section 464(5) of the Ordinance;
 - (6) for more than 3 consecutive meetings has been absent without the permission of the President or the Secretary from Directors' meetings held during that period; or
 - (7) is convicted of an indictable offence;
 - (8) is removed from the office of Director by an ordinary resolution of the company before the expiration of his/her period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director.
 - (9) is found guilty of professional misconduct by statutory body as may be established under the law in its place from time to time; or
 - (10) is considered inappropriate to continue serving as Director by the Board of Directors in a meeting.

66. 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.
67. The Company may by ordinary resolution appoint another person in place of a Director removed from office under Article 65(8). Without prejudice to the powers of the Directors under Article 72, 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

68. (1) Any Director may call a Directors' meeting by giving notice of the meeting to the Directors or by authorizing the Secretary to give such notice.
- (2) Notice of a Directors' meeting must indicate—
- (a) its proposed date and time; and
 - (b) where it is to take place.
- (3) Notice of a Directors' meeting must be given to each Director, but need not be in writing.
69. The Directors may meet together for the dispatch of business, adjourn, and otherwise regulate their meetings, as they think fit.
- (1) Subject to these articles, Directors participate in a Directors' meeting, or part of a directors' meeting, when—
- (a) the meeting has been called and takes place in accordance with these articles; and
 - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- (2) In determining whether Directors are participating in a directors' meeting, it is irrelevant where a Director is and how they communicate with each other.
- (3) If all the Directors participating in a Directors' meeting are not in the same place, they may regard the meeting as taking place wherever any one of them is.
70. Questions arising at any meeting shall be decided by a majority of votes or in accordance with Article 74. 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.

71. 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).
72. 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 these Articles 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.
73. 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.
74.
 - (1) A decision of the Directors is taken in accordance with this Article when all eligible Directors indicate to each other (either directly or indirectly) by any means that they share a common view on a matter.
 - (2) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible Director or to which each eligible Director has otherwise indicated agreement in writing.
 - (3) A reference in this Article to eligible Directors is a reference to Directors who would have been entitled to vote on the matter if it had been proposed as a resolution at a Directors' meeting.
 - (4) A decision may not be taken in accordance with this Article if the eligible Directors would not have formed a quorum at a Directors' meeting.
75. The acts of any meeting of Directors or of a committee of Directors or the acts of any person acting as a Director are as valid as if the Directors or the person had been duly appointed as a Director and was qualified to be a Director, even if it is afterwards discovered that—
 - (1) there was a defect in the appointment of any of the Directors or of the person acting as a Director;
 - (2) any one or more of them were not qualified to be a Director or were disqualified from being a Director;
 - (3) any one or more of them had ceased to hold office as a Director; or
 - (4) any one or more of them were not entitled to vote on the matter in question.
76. Subject to these Articles, the Directors may make any rule that they think fit about—
 - (1) how they take decisions; and
 - (2) how the rules are to be recorded or communicated to Directors.

COMMITTEES

77. 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.
78. 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.
79. 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

80. Subject to Article 7, the Secretary shall be appointed by the Board and any Secretary so appointed may be removed by the Board in any meeting.
81. 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.
82. 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.

NOTICE

83. 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 of 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.

84. (1) Subject to these Articles, anything sent or supplied by or to the Company under these Articles may be sent or supplied in any way in which Part 18 of the Ordinance provides for documents or information to be sent or supplied by or to the Company for the purposes of the Ordinance.
- (2) Subject to these Articles, any notice or document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such a notice or document for the time being.
- (3) A Director may agree with the Company that notices or documents sent to that Director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

SEAL

85. (1) A common seal may only be used by the authority of the Directors.
- (2) A common seal must be a metallic seal having the Company's name engraved on it in legible form.
- (3) Subject to paragraph (2), the Directors may decide by what means and in what form a common seal is to be used.
- (4) Unless otherwise decided by the Directors, if the Company has a common seal and it is affixed to a document, the document must also be signed by at least 1 Director of the Company and 1 authorized person.
- (5) For the purposes of this Article, an authorized person is—
- (a) any Director of the Company;
 - (b) the Secretary; or
 - (c) any person authorized by the Directors for signing documents to which the common seal is applied.

NO RIGHT TO INSPECT ACCOUNTS AND OTHER RECORDS

86. A person is not entitled to inspect any of the Company's accounting or other records or documents merely because of being a member, unless the person is authorized to do so by—
- (a) an enactment;
 - (b) an order under section 740 of the Ordinance;
 - (c) the Directors; or
 - (d) an ordinary resolution of the Company.

AUDITOR'S INSURANCE

87. (1) The Directors may decide to purchase and maintain insurance, at the expense of the Company, for an auditor of the Company against—
- (a) any liability to any person attaching to the auditor in connection with any negligence, default, breach of duty or breach of trust (except for fraud) occurring in the course of performance of the duties of auditor in relation to the Company; or
 - (b) any liability incurred by the auditor in defending any proceedings (whether civil or criminal) taken against the auditor for any negligence, default, breach of duty or breach of trust (including fraud) occurring in the course of performance of the duties of auditor in relation to the Company.
- (2) In this Article, a reference to performance of the duties of auditor includes the performance of the duties specified in section 415(6)(a) and (b) of the Ordinance.

INDEMNITY

88. (1) A Director or former Director of the Company may be indemnified out of the Company's assets against any liability incurred by the Director to a person other than the Company or an associated company of the Company in connection with any negligence, default, breach of duty or breach of trust in relation to the Company.
- (2) Paragraph (1) only applies if the indemnity does not cover—
- (a) any liability of the Director to pay—
 - (i) a fine imposed in criminal proceedings; or

- (ii) a sum payable by way of a penalty in respect of non-compliance with any requirement of a regulatory nature; or
 - (b) any liability incurred by the Director—
 - (i) in defending criminal proceedings in which the Director is convicted;
 - (ii) in defending civil proceedings brought by the Company, or an associated company of the Company, in which judgment is given against the Director;
 - (iii) in defending civil proceedings brought on behalf of the Company by a member of the Company or of an associated company of the Company, in which judgment is given against the Director;
 - (iv) in defending civil proceedings brought on behalf of an associated company of the Company by a member of the associated company or by a member of an associated company of the associated company, in which judgment is given against the Director; or
 - (v) in connection with an application for relief under section 903 or 904 of the Ordinance in which the Court refuses to grant the Director relief.
 - (3) A reference in paragraph (2)(b) to a conviction, judgment or refusal of relief is a reference to the final decision in the proceedings.
 - (4) For the purposes of paragraph (3), a conviction, judgment or refusal of relief—
 - (a) if not appealed against, becomes final at the end of the period for bringing an appeal; or
 - (b) if appealed against, becomes final when the appeal, or any further appeal, is disposed of.
 - (5) For the purposes of paragraph (4)(b), an appeal is disposed of if—
 - (a) it is determined, and the period for bringing any further appeal has ended; or
 - (b) it is abandoned or otherwise ceases to have effect.
89. The directors may decide to purchase and maintain insurance, at the expense of the Company, for a Director of the Company against –
- (a) any liability to any person attaching to the Director in connection with any negligence, default, breach of duty or breach of trust (except for fraud) in relation to the Company; or

- (b) any liability incurred by the Director in defending any proceedings (whether civil or criminal) taken against the Director for any negligence, default, breach of duty or breach of trust (including fraud) in relation to the Company.