THE COMPANIES ACT (AS REVISED)
OF THE CAYMAN ISLANDS
COMPANY LIMITED BY SHARES

THIRD AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

OF

Hua Medicine 華領醫藥

(27, 2024)

THE COMPANIES ACT (AS REVISED)
OF THE CAYMAN ISLANDS
COMPANY LIMITED BY SHARES

THIRD AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION OF Hua Medicine 華領醫藥

(27, 2024)

THE COMPANIES ACT (AS REVISED)
OF THE CAYMAN ISLANDS
COMPANY LIMITED BY SHARES

THIRD AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF Hua Medicine 華領醫藥

(27, 2024)

TABLE OF CONTENTS

Heading		Page Number
1	EXCLUSION OF TABLE A	1
2	INTERPRETATION	1
3	SHARE CAPITAL AND MODIFICATION OF RIGHTS	5
4	REGISTER OF MEMBERS AND SHARE CERTIFICATES	7
5	LIEN	10
6	CALLS ON SHARES	10
7	TRANSFER OF SHARES	12
8	TRANSMISSION OF SHARES	14
9	FORFEITURE OF SHARES	15
10	ALTERATION OF CAPITAL	16
11	BORROWING POWERS	17
12	GENERAL MEETINGS	18
13	PROCEEDINGS AT GENERAL MEETINGS	19
14		

“Communication Facilities

"Listing Rules"
E .

"members" w

w .

"Memorandum" C .

"month" .

"ordinary resolution"
, ,
, w w , ,
, ,
w A
A
13.10.

"Person" , , , ,
, , (w
)
.

"Present" , , ,
, w
, -
, (,
, w
w A), :

( ) ;

( ) w C
F w A ,
C
F .

"principal register" C
w C
B .

"published in the newspapers" E
E w C
C w ,
w
w .

"published on the Exchange's website" E C E ,
w w .

"recognised clearing house" 1
F (C . 571 w
) -
w
w .

"register" .

"rights issue" w
C w
.

"seal" C ,
C
A 22.2.

"Secretary"
B .

"share" C .

"special resolution"
C A w
: ,
-
, , , w
w , , ,
,
w
,
A 13.10.

"subsidiary"
C ,
w
.

"transfer office" w
.

2.3 , w C A ,
w / , A .

2.4

2.5 **Writing printing** w , , , ,
-w w
- , w w
C ,
w
.

2.6 8 19(3) E A .

3 Share Capital and Modification of Rights

C 3.1 C A
$2,000,000 2,000,000,000 $0.001
.

3.2 A
C w
,
w , ,
, w , , w ,
B .
C A
, , w ,
, C ,
. .

w 3.3 , B w
C
. w
( ) . w , w w
B
C
B w
w w .

w 3.4 C /1 ,
(
w)
A A1 .15 C A , w w
-
w
. A
,
( )
-
.

3.5 ,
w
,
w .

3.6 C w ,
w - .
C w , w

3.11 C , ,
, .

3.12 .

3.13 , C
B ( ) , ,
C
.

3.14 C A , A
w , C (w

4.4 w A 4, C

w
, w C A .

4.5 F E ,
w
. C
(w)
40 C A

4.10 , , A ,

5 Lien

5.1 C ( ) , w , ; C ( ) (w w) C w C , w , w , w .

5.2 C , ( ) . B w A .

5.3 C B w C , w w , 14 w , , , w C , , , .

5.4 C w w , , (, C ,) . F , B , , , .

6 Calls on Shares

6.1 B (w w w) . A . A B .

6.2 A 14 ’
w .

C 6.3 A A 6.2 w
C .

E 6.4 E w
B .
A w w
w w .

6.5 w A 6.3,

w E ’
w , , ’
w C
w .

6.6 A w B
w .

6.7 ☒ w

.

B 6.8 ☒ B ’
, w
B
’ .

6.9
’ w
15% B
’
B w w .

6.10
w ( ) ’ ’
’
C , w
w ’ w ( )
.

6.11 A

,

, , w

; ;

w , A ;

D w

, w ,

.

7.3 w A 7.1 7.2, w E

7.9 , 10 , (6 ,)

E , w , ,
w C
w ,
B ,
w
30 (
60
). , C
5 , , w ,
w . , w , (. .
8 w)
, C w
.

8 Transmission of Shares

8.1 , w w
, w w
, C
;
(w)
.

8.2 A
w - ,
B ,
.

8.3 ,
C w .
. A ,
A
w - w
.

8.4 A w -
w
w w . w , B ,
, w
, , A 14.3
, .

9 Forfeiture of Shares

9.1 , B , ,
w A 6.10,
, w w
w .

F 9.2 (14
) w , w ,
, -
, w
w w . B
,
A .

w 9.3 w ,
w ,
, B
.
, .

F 9.4 A C ,
- w B
C - ,
B .

A 9.5 A w
w , w , C
w , , w C
, w (B)
15%
B , B ,
w w ,
. F A w , ,
w , w
w , w
, ,
,
w
.

9.6 A w D ,
C ,
. C , ,
- , B
-
w - ,
,
, ,
, - ,
.

9.7 ,
w ,
, w , w . w
,
.

9.8 w , B ,
- , , w ,
, ( )
.

9.9 C
.

9.10 A -
w , , , w
8 .

( ) w
,

C A ;

( ) -
A C ,
C A , w
- , w
- ,
, ,
w C w
w .

10.2 C

C A .

11 Borrowing Powers

11.1 B w C
w
C , (
) .

11.2 B
, ,
, , C ,
w ,
C .

11.3 D , ,
w C w .

11.4 A , , ,
w w , ,
w , , C ,
D w .

11.5 B , w
C A ,
C w C A
w .

11.6 C (w
) , B
.

11.7 C ,

12.5 A 21 , w
A A1 14 ,
.14(2)
w . ,
w w
, , , ,
. ☒
,
. ☒ w
C F w C F
w , w
w w C F
, .
A ,
,
C .

12.6 w C
A 12.5, :

( ) ,
;

( ) ,
,
95% .

12.7 ☒ w
C
.

12.8 ☒ , -
,
.

12.9 w w ,
, - ,
.

13 Proceedings at General Meetings

13.1 F w
w C
. (C)
.

13.2 w 15 ,
, , ,
w
B ,
w 15 ,
w
w .

13.3 D , ,
,
w 15 w ,
D D C , D
, D , C
, w
C .

13.4 C
C F , C ,
w :

( ) 4 29 : 21 C . C . ;

13.7 A (A 13.8) (
) ,
30 w w
C . .
w w .

13.8 A C
w .

13.9 w ,
C , ,
, ,
C w
.

13.10 , w w , C
w w
.

13.11 A w ( ), ,
( )
C
. A
w w .

14 Votes of Members

14.1 A ,
(,
,) ( )
; ( ) w ; ( ) w
.

14.2 , ,
,
.

14.3 A A 8.2
w

14.4 ,
, , w
; ,
, ,
, ,
w
.
w
A .

14.5 A w
w
, .

14.6 A w B ,
w
C
( ), ,
.

14.7
w
, w
.
, C
.

14.8 A C
A A1
.18 (w)
. . A
. A
( ).

14.9 w
w , ,
w , .

D 14.10 ☒ (B) w
, ( ) w ,
w , C (
, , w)
48
w , ,
, 48
,
w C

C .
12
. D

, ,
.

F 14.11 E , w w ,
w B
, ,
, (
,)
w .

A 14.12 ☒ : ( )
w
; ( ) ,
w w ,
w w 12 .

14.13 A w
w
w w
w
w w ,
w , ,
C ,
A 14.10, w
w .

C 14.14 A w ,
w ,
C

A A1 w
.18
w w
w ,
.

16.5 C

C

w C C

C C

D

C A .

16.6 C D (

D D)

w A w C

D . A

16.10 A D

w D ,
C D
( ) w
w C
.

16.11 A 16.7 16.10, D
B (B) ,
w
D . A D A
14.8 14.13 D

w
, ,
w D
B (
B).

16.12 A D . D
D - - D
D
.

D ' 16.13 D w
C
B , , (w
w) D
, , ,
D w
w
w .
w D w
C .

16.14 D D w
w (
w D)
C .

D ' 16.15 D , ,
w
D B ,
w w
C D .

16.16 B D , w
C .
D
D , w ,
w .

16.17 E D (A 17.1)
D , . D C
B w , ,
w w
(/ / /)
w B .
D .

16.18 D :
D

( ) w C
;

( )
w
B ;

( ) , w , B (
D) 12 ,
B ;

( )
w ;

( ) D w
A ;

( ) w
- (, ,
w) D ( ) ;

( ) A 16.6.

A C - D
(, ,
, , -)
D ( )
. A D A 16.2
A 16.3 w D
. A D w
- . C
w D
D .

16.19 D D
w C , w
C w
, w D
w , D
C
D
,

16.22 A D (
) B
w w (,
78 .3339

B D ,

w , ,
D

D

, C

(, w C ,
D) (, ,
D) D (, , C)
w D
(, , C) w D (, ,
C) B .

Managing Directors

w B
D , D , D D ,
D , . E D /
C

w
A 9C.97.

E D A 97.1 , w
D , . D C C
D w
C , B .

C 7.3 A D A 17.1
D , , w
D C C
D w
C ,
D .

w B D ,
D , D D E D
w B . B w D
B
, w w w w ,
w w w ,
.

18 Management

18.1 B w A 19.1 19.3, C C B w , w A , w C C A C , C A A C w A , B w w .

18.2 w A , B w w :

( )

;

( ) D , C

C .

18.3 E w C C w , C A , C :

( ) D C D ;

( ) w D D ;

( ) D ( ) , w .

19 Managers

19.1 B , C w C w w , w w C .

19.2 ,

B B

w B .

19.3 B w ,

B

, w ,

w

C .

20 Proceedings of Directors

20.1 B , w

w

. w w

D . F A D

D w D

w D

(D) D

w (

w). A

B B

-

w

.

20.2 A D , D ,

B . F B , 48 ,

D w

, ,

C D

B .

20.3 A 16.19 16.24, B

, C

.

20.4 B C w

; C , C

w 15 , D

C .

20.5 A B w

, w A

B .

20.6 B w
B (D)
B ,
w ,
, w
B .

20.7 A w
w , w ,
B , B w , w
C , ,
C .

20.8 w
B
B
B A 20.6.

20.9 B :

( ) B ;

( ) D B
A 20.6;

( ) D
w
;

( ) C B
.

20.10 A
.

20.11 A B D
D , w w
w D
w
w D
.

20.12 D w , ,
w A
D , D D
D
C .

20.13 w , w
D (A 16.9)
B

D D . w , w
w C (
), D , w
C w B , ,
, w
D w A .

21 Secretary

21.1 B ,
,
B . A C A A
,
,
B , ,
C
B .

21.2 A C A A
D
D .

22 General Management and Use of the Seal

22.1 B w
B B B
, w
D D
B . w
w w
C
. B

, w ,

w . E
w w ,
w C ,
w D
.

D 22.2 C C
w B , C w
, C
. A
, , w ,
.

C 22.3 A , , , ,
C , w , ,
w , , B
. C , w
B .

W 22.4 B , w
, , , w
B ,
C w w , (
B A)
, w
w
B ,
- w , .

E 22.5 C , w , w ,
,
w
C
C w C .

22.6 B ,
C , C , ,
, C w ,
, ,
, w ,
B (w
), w w - ,
w ,

B , B
,
w .

22.7 B

-

(w

)

, , , , w

w w

C , w C ,

w C w , w w

C ,

w C

, w , w w , . B

, ,

w -

C ,

w ,

,

. B ,

w . A D

w

, , , w .

23 Capitalisation of Reserves

23.1 C B

E 23.2 A 23.1 B

, ,
, ,
, w w B :

( )
w (w , w ,
,
w w
C)
w , ;

( ) w
w

w w w B ,

C ;

( )
w C ,
, ,
w , , ,
C ,
,
,
.

23.3 B , A 23.2
,
C ,
, w
w C ,
w C
.

24 Dividends and Reserves

w 24.1 C A A , C
B .

24.2 ☒ ,
C ,
, ,
, , C ,
, w
w B ,
C .

24.3 ☒ B
B C , (w
),
C , B
C w
- w w
w B
, B
.

24.4 ☒ B -
w B
.

24.5 ☒ B
,
A 24.3 w B
, ,
.

24.6

( ) w

w

;

( ) (

) w

(**non-elected shares**)

-

B

C C ,

(,

( ))

w B ,

-

;

A ( )

w

B . , w

:

( ) B ;

( ) B , , w

w , w

w

w w w

;

( ) w

w

;

( ) (w

) w

(**elected shares**)

B

C ,

(,

( ))

w B

,

.

24.8 A 24.7
, w ,
:

( ) ( );

( ) , , ,
w ,
w B
A 24.7( ) 24.7( )
w ,
, B
A 24.7 ,
.

24.9 B
A 24.8 w w B
(w , w ,
,
w w
C). B
, w C
.

24.10 C B
C w
A 24.7 w
w
.

24.11 B
A 24.7 w
w
w w , w B ,
C ,
.

24.12 B
C . C
C A . C
w C A
.

24.24 C

w w w

. w , C w

w w

w .

24.25 A

w B C

C

. A

25.2 ☒ A 25.1 C

( )

.

w A , D ,
w, A
w
C
w A
w C
.

27 Annual Returns and Filings

B
w C A .

28 Accounts

28.1 B
w C , w
w w C A .

28.2 C ,
, C A ,
B w D .

28.3 B w , w , w
w , C ,
, (
C)
C C A
w B C
.

28.4 B

28.6 [illegible] w A ,
C A , , w ,
E , , , ,
A 28.5
C
, 21 ,
A C A ,
C , , w D ,
A , , w
A , C A w

30 Notices

30.1 E w A , ,
C C , C
B w ,
w , :

( )
;

( )
(w w
);

( ) w
C ;

( ) C , / E , w ;

( ) ( )
E .

30.2 ,
w
.

30.3 :

( ) w
;

( ) w w
w
w
;

( ) A ;

( ) D D ;

( ) E ;

( ) w w
.

.

30.4 A , C C :

( ) w
w ;

( ) w w
w
w
w ,

30.7 A A ,
w w C
w w
,
A
( ) w
.

w C w
, w , E .

31 Information

31.1
C , w
w C
w B w
C .

D 31.2 B ,
C ,
w ,
C .

32 Winding Up

A A1 .21 32.1 C A , C
C w .

w 32.2 C w (w ,
) , w
C C A
w C (w
)
w w
. , w
w
, w C
A , , C C
, ,
w .

32.3 C w ,
w - ,
, ,
, w ,
w . w
w w ,
w . A
w
.

32.4 w - C , w
, w 14
w C ,
w - C , w C
, ,
w , , ,

12 (12 (12 (12 ( ) 0.025 2.023w (,)0

A

35 Amendment of Memorandum and Articles

A
A A1
.16

C A , C
A w .

36 Transfer by Way of Continuation

C , C A w
C
, w w
w C
C .

37 Mergers and Consolidations

C , w , w
w (C A),
D .