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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER  
PURSUANT TO RULE 13a-16 OR 15d-16  
UNDER THE SECURITIES EXCHANGE ACT OF 1934

For the month of October 2024

Commission File Number:001-41987

U-BX Technology Ltd.

Zhongguan Science and Technology Park  
No. 1 Linkong Er Road, Shunyi District, Beijing  
People's Republic of China  
+86 10 0651-20297

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:

Form 20-F  Form 40-F

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**INFORMATION CONTAINED IN THIS FORM 6-K REPORT**

In connection with the annual general meeting of shareholders of **U-BX Technology Ltd.** (the "Company"), attached hereto and incorporated by reference herein are Notice of Annual General Meeting and Proxy Statement and Form of Proxy Card.

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
99.1	<a href="#">Notice of Annual General Meeting and Proxy Statement</a>
99.2	<a href="#">Form of Proxy Card</a>

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**U-BX Technology Ltd.**

Date: October 8, 2024

By: /s/ Lim Jian Chen

Name: Jian Chen

Title: Chief Executive Officer and Director

**U-BX Technology Ltd.**

Zhongguan Science and Technology Park  
No. 1 Linkong Er Road, Shunyi District, Beijing  
People's Republic of China

**PROXY STATEMENT AND NOTICE OF  
ANNUAL GENERAL MEETING OF SHAREHOLDERS  
TO BE HELD ON OCTOBER 24, 2024**

October 8, 2024

Dear Shareholder:

Notice is hereby given that an annual general meeting of shareholders (the "Meeting") of U-BX Technology Ltd., a Cayman Islands exempted company (the "Company"), will be held on October 24<sup>th</sup>, 2:00 p.m. Beijing Time (October 24<sup>th</sup> 2:00 a.m. Eastern Time), at Building 3, Room 101, Angel Industrial Park, Anji County, Huzhou City, Zhejiang Province, China, for the following purposes:

- Proposal One.** By an ordinary resolution, to re-appoint four directors to serve on the Company's board of directors (the "Board") until the next annual general meeting of shareholders or until their office is otherwise vacated or they are removed by an ordinary resolution of the shareholders or by a resolution of the remaining directors. The Board urges shareholders to vote "FOR" all the directors of Proposal One.
  - Proposal Two.** By an ordinary resolution, to approve the appointment of HTL International, LLC as the Company's independent registered public accounting firm for the fiscal year ending on June 30, 2025 (the "Appointment of HTL"). The Board urges shareholders to vote "FOR" Proposal Two.
  - Proposal Three.** By an ordinary resolution, to approve an increase of the Company's authorized share capital from USD 50,000.00 divided into 500,000,000 ordinary shares of par value USD 0.0001 each to USD 1,000,000.00 divided into 10,000,000,000 ordinary shares of par value USD 0.0001 each by the creation of additional 9,500,000,000 ordinary shares of par value USD 0.0001 each to rank pari passu in all respects with the existing shares in the capital of the Company (the "Share Capital Increase"). The Board urges shareholders to vote "FOR" all the directors of Proposal Three.
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4. **Proposal Four.** By an ordinary resolution, (A) to approve a share consolidation of the Company's issued and unissued ordinary shares be approved at a ratio of not less than one (1)-for-five (5) and not more than one (1)-for-twenty (20) (the "Range"), with the exact ratio to be set at a whole number within the Range and the exact date to be determined by the Board in its sole discretion within one year after the date of passing of these resolutions (the "Share Consolidation") provided that no fractional share shall arise from the Share Consolidation, and (B) to authorize the Company to round up any fractional shares resulting from the Share Consolidation to the nearest whole ordinary share, and to authorize the Board to do all other such acts and things as the Board considers necessary or desirable for the purposes of the transactions contemplated by the Share Consolidation, including determining the Range and the exact date of the Share Consolidation and instructing the registered office provider or transfer agent of the Company to complete the necessary corporate record(s) and filing(s) to reflect the Share Consolidation. The Board urges shareholders to vote "FOR" all the directors of Proposal Four.

5. **Proposal Five.** Subject to and conditional upon the passing of Proposal Three above in respect of the Share Capital Increase, by a special resolution, to adopt the second amended and restated memorandum and articles of association of the Company (the "Second Amended and Restated Memorandum and Articles of Association") to reflect the Share Capital Increase and in substitution for the current amended and restated memorandum and articles of association of the Company. The Board urges shareholders to vote "FOR" all the directors of Proposal Five.

6. **Proposal Six.** By a special resolution, to amend and restate the Company's Second Amended and Restated Memorandum and Articles of Association to reflect the Share Consolidation, once implemented;

7. **Proposal Seven.** By an ordinary resolution, (A) to approve an offering of ordinary shares (the "Placement Shares") to raise with gross proceeds of USD6,000,000 to investors that include Jian Chen, the CEO and a Director of the Company, and Mingfei Liu, the COO of the Company, among other related parties, at a per share price equal to 101% of the closing bid price of the trading day immediately preceding the date of the definitive securities purchase agreement and at such time as determined by the Board (the "Proposed Private Placement") and (B) to authorize the Board to do all other such acts and things as the Board considers necessary or desirable for the purposes of the transactions contemplated by the Proposed Private Placement, including determining the number of Placement Shares and the issue price and date of issue of the Placement Shares, and instructing the registered office provider or transfer agent of the Company to complete the necessary corporate record(s) and filing(s) to reflect the Proposed Private Placement. The Board urges shareholders to vote "FOR" all the directors of Proposal Six.

8. **Proposal Eight.** By an ordinary resolution, to adjourn the Meeting to a later date or dates, if necessary, to permit further solicitation and vote of proxies in the event that there are insufficient votes for, or otherwise in connection with, the approval of Proposal One, Proposal Two, Proposal Three, Proposal Four, Proposal Five, Proposal Six and Proposal Seven.

By an ordinary resolution, to adjourn the Meeting to a later date or dates, if necessary, to permit further solicitation and vote of proxies in the event that there are insufficient votes for, or otherwise in connection with, the approval of Proposal One, Proposal Two, Proposal Three, Proposal Four, Proposal Five, Proposal Six and Proposal Seven. The Board urges shareholders to vote "FOR" Proposal Seven.

Our Annual Report on Form 20-F for the fiscal year ended June 30, 2024 (the "2024 Annual Report"), including the financial statements, is available on the SEC's website at <http://www.sec.gov> and is also attached to this Notice.

**Your vote is important. Whether or not you plan to attend the Meeting, I hope that you will vote as soon as possible. You may vote your shares by either completing, signing and returning the accompanying proxy card or casting your vote over the Internet.**

By Order of the Board of Directors,

Sincerely,

*/s/ Jian Chen*

Jian Chen

Chief Executive Officer, Director

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF THE COMPANY TO BE HELD ON OCTOBER 24, 2024.**

**U-BX Technology Ltd.**

Zhongguan Science and Technology Park  
No. 1 Linkong Er Road, Shunyi District, Beijing  
People's Republic of China

**PROXY STATEMENT**

The board of directors (the "Board") of U-BX Technology Ltd., a Cayman Islands exempted company (the "Company," or "we"), is furnishing this Proxy Statement and the accompanying proxy card to you to solicit your proxy for an annual general meeting of shareholders of the Company (the "Meeting"). The Meeting will be held on October 24<sup>th</sup>, 2:00 p.m Beijing Time (October 24<sup>th</sup> 2:00 a.m Eastern Time), at Building 3, Room 101, Angel Industrial Park, Anji County, Huzhou City, Zhejiang Province, China.

**QUESTIONS AND ANSWERS ABOUT THE MEETING**

***What is this proxy statement?***

You have received this proxy statement because our Board is soliciting your proxy to vote your shares at the Meeting. This proxy statement includes information that we are required to provide to you under the rules of the Securities and Exchange Commission ("SEC") and that is designed to assist you in voting your shares.

***What is the purpose of the Meeting?***

At the Meeting, our shareholders will act upon the matters described in this proxy statement.

These matters include 1) the Reappointment of Directors, 2) the approval of the Appointment of HTL, 3) the approval of the Share Capital Increase, 4) the approval of the Share Consolidation, 5) the adoption of the Second Amended and Restated Memorandum and Articles of Association, 6) the adoption of the amendment and restatement to the Second Amended and Restated Memorandum and Articles of Association 7) the approval of the Proposed Private Placement, and 8) the approval of the adjournment of the Meeting.

***What are the Board's recommendations?***

Our Board recommends that you vote:

- "FOR" all the nominated directors;
- "FOR" the Appointment of HTL;
- "FOR" the Share Capital Increase;
- "FOR" the Share Consolidation;
- "FOR" the adoption of the Second Amended and Restated Memorandum and Articles of Association;
- "FOR" the amendment and restatement of the Second Amended and Restated Memorandum and Articles of Association;
- "FOR" the Proposed Private Placement; and
- "FOR" the adjournment of the Meeting.

***Who is entitled to attend and vote at the Meeting?***

Only shareholders of record at the close of business on October 1, 2024, which we refer to as the Record Date, are entitled to receive notice of, and to attend and vote at, the Meeting. As of the Record Date, there were 29,700,000 Ordinary Shares outstanding. Holders of Ordinary Shares as of the Record Date are entitled to one vote for each share held for each of the proposals.

A list of shareholders entitled to vote at the Meeting will be available at the Meeting.

***What is the difference between holding shares as a shareholder of record and as a beneficial owner?***

*Shareholder of Record.* If your shares are registered directly in your name with our transfer agent, Transshare Corporation, you are considered, with respect to those shares, the “shareholder of record.” This proxy statement has been sent directly to you by us.

*Beneficial Owner.* If your shares are held in a stock brokerage account or by a bank or other nominee, you are considered the “beneficial owner” of shares held in street name. This proxy statement has been forwarded to you by your broker, bank or nominee who is considered, with respect to those shares, the shareholder of record. As the beneficial owner, you have the right to direct your broker, bank or nominee how to vote your shares by using the voting instructions included with your proxy materials.

***How do I vote my shares?***

Shareholders can vote in person at the Meeting or by proxy. There are two ways to vote by proxy:

- By Internet — You can vote over the Internet by going to [www.transshare.com](http://www.transshare.com), clicking on Vote Your Proxy, logging in using the control number and following the instructions to vote your shares;
- By Mail — You can vote by mail by signing, dating and mailing the enclosed proxy card;

By Email: Please email your signed proxy card to [Proxy@Transshare.com](mailto:Proxy@Transshare.com); or

By Fax: Please fax this proxy card to 1.727. 269.5616.

If you vote via the internet, your electronic vote authorizes the named proxies in the same manner as if you signed, dated, and returned your proxy card.

**If you vote via the internet, do not return your proxy card.**

If your shares are held in the name of a bank, broker or other holder of record, you will receive instructions from the holder of record. You must follow the instructions of the holder of record in order for your shares to be voted. Internet voting also will be offered to shareholders owning shares through certain banks and brokers. If your shares are not registered in your own name and you plan to vote your shares in person at the Meeting, you should contact your broker or agent to obtain a legal proxy or broker’s proxy card and bring it to the Meeting in order to vote.

If you vote by proxy, the individuals named on the proxy card (your “proxies”) will vote your shares in the manner you indicate. You may specify how your shares should be voted for each of the proposals. If you grant a proxy without indicating your instructions, your shares will be voted as follows:

- **FOR** all the nominated directors;
- **FOR** the Appointment of HTL;
- **FOR** the Share Capital Increase;
- **FOR** the Share Consolidation;
- **FOR** the adoption of the Second Amended and Restated Memorandum and Articles of Association;
- **“FOR”** the amendment and restatement of the Second Amended and Restated Memorandum and Articles of Association;
- **FOR** the Proposed Private Placement; and
- **FOR** the adjournment of the Meeting.

***What constitutes a quorum?***

According to the Company’s Articles of Association, a meeting of shareholders is duly constituted if, at the commencement of the meeting, there are present in person, through their authorised representative or by proxy holding in aggregate at least one-third of the paid up voting share capital of the Company entitled to vote on resolutions of Members to be considered at the meeting. Where a quorum comprises a single Member or proxy, such person may pass a resolution of Members and a certificate signed by such person accompanied where such person be a proxy by a copy of the proxy instrument shall constitute a valid resolution of Members.

***What is a broker “non-vote” and what is its effect on voting?***

If you are a beneficial owner of shares held in street name and do not provide the organization that holds your shares with specific voting instructions, under the rules of various national and regional securities exchanges, the organization that holds your shares may generally vote on routine matters but cannot vote on non-routine matters. If the organization that holds your shares does not receive instructions from you on how to vote your shares on a non-routine matter, the organization that holds your shares does not have the authority to vote on the matter with respect to those shares. This is generally referred to as a “broker non-vote.”



### ***How will shares be voted at the Meeting?***

In accordance with the articles of association of the Company, all resolutions put to the vote of the Meeting shall be decided by way of a poll.

### ***What is required to approve each item?***

- For Proposal One, the affirmative vote of a simple majority of the votes cast by such shareholders as, being entitled to do so, vote in person or by proxy at the Meeting is required to appoint each director.
- For Proposal Two, the affirmative vote of a simple majority of the votes cast by such shareholders as, being entitled to do so, vote in person or by proxy at the Meeting, is required.
- For Proposal Three, the affirmative vote of a simple majority of the votes cast by such shareholders as, being entitled to do so, vote in person or by proxy at the Meeting, is required.
- For Proposal Four, the affirmative vote of a simple majority of the votes cast by such shareholders as, being entitled to do so, vote in person or by proxy at the Meeting, is required.
- For Proposal Five, the affirmative vote of a majority not less than two-thirds of the votes cast by such shareholders as, being entitled to do so, vote in person or by proxy at the Meeting, is required.
- For Proposal six, the affirmative vote of a majority not less than two-thirds of the votes cast by such shareholders as, being entitled to do so, vote in person or by proxy at the Meeting, is required.
- For Proposal Seven, the affirmative vote of a simple majority of the votes cast by such shareholders as, being entitled to do so, vote in person or by proxy at the Meeting, is required.
- For Proposal Eight, the affirmative vote of a simple majority of the votes cast by such shareholders as, being entitled to do so, vote in person or by proxy at the Meeting, is required.

For the purpose of determining whether the shareholders have approved Proposal One, Proposal Three, Proposal Four, Proposal Five, Proposal Six and Proposal Seven, abstentions and broker non-votes, if any, will not be counted as votes cast and will not affect the outcome of these Proposals. Abstentions will be counted for purposes of determining whether there is a quorum present.

For the purpose of determining whether the shareholders have approved Proposal Two and Proposal Seven, abstentions, if any, will not be counted as votes cast and will not affect the outcome of these Proposals, although they will be counted for purposes of determining whether there is a quorum present. If shareholders hold their shares through a broker, bank or other nominee and do not instruct them how to vote, the broker may have authority to vote the shares for Proposal Two and Proposal Seven, which are considered routine matters.

### ***How will Ordinary Shares represented by properly executed proxies be voted?***

All Ordinary Shares represented by proper proxies will, unless such proxies have previously been revoked, be voted in accordance with the instructions indicated in such proxies. If you do not provide voting instructions, your shares will be voted in accordance with the Board's recommendations as set forth herein.

### ***Can I change my vote or revoke my proxy?***

Any shareholder executing a proxy has the power to revoke such proxy at any time prior to its exercise. You may revoke your proxy prior to exercise by:

- filing with us a written notice of revocation of your proxy,
- submitting a properly signed proxy card bearing a later date,
- voting over the Internet, or
- voting in person at the Meeting.

### ***What does it mean if I receive more than one set of proxy materials?***

If your shares are registered under different names or are in more than one account, you may receive more than one set of proxy materials. To ensure that all your shares are voted, please vote through the Internet using each personal identification number you are provided, or complete, sign and date the multiple proxy cards relating to your multiple accounts. We encourage you whenever possible to have all accounts registered in the same name and address. You can accomplish this by contacting our transfer agent, Transshare Corporation at (303)662-1112.

***Who paid for this proxy solicitation?***

The cost of preparing, printing, assembling and mailing this proxy statement and other material furnished to shareholders in connection with the solicitation of proxies is borne by us.

***How do I learn the results of the voting at the Meeting?***

Preliminary results will be announced at the Meeting. Final results will be published in a Report on Form 6-K filed with the SEC.

***How are proxies solicited?***

In addition to the mail solicitation of proxies, our officers, directors, employees and agents may solicit proxies by written communication, telephone or personal call. These persons will receive no special compensation for any solicitation activities. We will reimburse banks, brokers and other persons holding Ordinary Shares for their expenses in forwarding proxy solicitation materials to beneficial owners of our Ordinary Shares.

***What is “householding?”***

“Householding” means that we deliver a single set of proxy materials when requested to households with multiple shareholders, provided certain conditions are met. Householding reduces our printing and mailing costs.

If you or another shareholder of record sharing your address would like to receive an additional copy of the proxy materials, we will promptly deliver it to you upon your request by sending a written request by mail to:

**U-BX Technology Ltd.  
Zhongguan Science and Technology Park  
No. 1 Linkong Er Road, Shunyi District, Beijing  
People’s Republic of China**

If you would like to opt out of householding in future mailings, or if you are currently receiving multiple mailings at one address and would like to request householded mailings, you may do so by contacting our Corporate Secretary as indicated above.

***Can I receive future shareholder communications electronically through the Internet?***

Yes. You may elect to receive future notices of meetings, proxy materials and annual reports electronically through the Internet. To consent to electronic delivery, vote your shares using the Internet. At the end of the Internet voting procedure, the on-screen Internet voting instructions will tell you how to request future shareholder communications be sent to you electronically.

Once you consent to electronic delivery, you must vote your shares using the Internet and your consent will remain in effect until withdrawn. You may withdraw this consent at any time during the voting process and resume receiving shareholder communications in print form.

***Whom may I contact for further assistance?***

If you have any questions about giving your proxy or require any assistance, please contact us by mail, to:

**U-BX Technology Ltd.  
Zhongguan Science and Technology Park  
No. 1 Linkong Er Road, Shunyi District, Beijing  
People’s Republic of China**

## PROPOSAL ONE

### RE-APPOINTMENT OF DIRECTORS

#### Background

The Board is responsible for managing and conducting the business of the Company, establishing broad corporate policies and monitoring the overall performance of the Company. It selects the Company's executive officers, delegates authority for the conduct of the Company's day-to-day operations to those officers and monitors their performance. Members of the Board keep themselves informed of the Company's business by participating in Board and Committee meetings, by reviewing analyses and reports, and through discussions with the Chairman and other officers.

There are currently four directors serving on the Board. The individuals who have been nominated for re-appointment to the Board at the Meeting are listed in the table below. Each of the nominees is a current director of the Company.

The Board has no reason to believe that any of the nominees will be unwilling or unable to serve, if appointed as a director.

The names, the positions with the Company and the ages as of the Record Date of the individuals who are our nominees for appointment as directors are:

Name	Age	Position(s)
Jian Chen	37	Chief Executive Officer, Director
Enze Liang	43	Independent Director
Danning Wang	42	Independent Director
Kongfei Hu	44	Independent Director

#### Director Qualifications

Directors are responsible for overseeing the Company's business consistent with their fiduciary duty to the Company. This significant responsibility requires highly-skilled individuals with various qualities, attributes and professional experience. The Board believes that there are general requirements for service on the Board that are applicable to all directors and that there are other skills and experience that should be represented on the Board as a whole but not necessarily by each director. The Board and the Nominating Committee of the Board consider the qualifications of directors and director candidates individually and in the broader context of the Board's overall composition and the Company's current and future needs.

**Jian Chen** is the founder of the Company and has been our Chief Executive Officer since June 30, 2021. He was the founder and Chief Product Officer of Youbaolian from 2016 to 2018. Prior to that, he was the department head of client services department at Autohome Inc. from 2015 to 2016. Mr. Chen had held a variety of management positions at various travel agent companies in his career since 2010. Mr. Chen is in charge of setting business strategy for the Company and overseeing the firmwide operations within the Company. He is also supervising the financial situation of the Company on a regular basis. Mr. Chen holds a Bachelor's degree in Computer Science from Wuhan Technology University and a Master's degree in Project Management from China Agricultural University.

**Enze Liang** is a managing director at Marcum Bernstein & Pinchuk LLP. Mr. Liang is a high-performing financial services and tax professional with extensive experience in diverse industries and consistent commitment to his clients. Mr. Liang provides accounting, auditing and consulting services for public companies with subsidiaries in China, as well as Chinese companies planning for M&A transactions or IPOs in the United States. Prior to joining Marcum Bernstein & Pinchuk LLP, Mr. Liang was a chief financial officer for a U.S. subsidiary of a beverage industry leader listed in Hong Kong, a senior associate in a top-five U.S. accounting firm in New York and a senior member of Ernst & Young LLP in Beijing. Mr. Liang's industry expertise spans financial services, manufacturing and distribution, pharmaceutical, education, real estate and the oil and gas industry. Mr. Liang also provides financial services for clients in the US REITs, equity, fixed income and hedge fund space. He advises on 401(k) retirement plans and ensures that clients are compliant with all relevant U.S. government regulations. Mr. Liang holds an M.S. from the University of Illinois at Urbana Champaign in accountancy and a B.S. from Central University of Finance and Economics in financial management in Beijing.

**Danning Wang** has over a decade of experience in corporate management and strategic investment management. Currently, Ms. Wang has been serving as the Vice President of Strategy at U-Run Technology Co., Ltd., overseeing the company's strategic development and investment and financing affairs since 2022. From 2011 to 2016, Ms. Wang served as the Director of Investor Relations at the headquarters of Phoenix Satellite Television in Hong Kong. She was primarily responsible for investor relations management, information disclosure, M&A research, and capital operations. From 2016 to 2019, Ms. Wang worked at Baoneng Group, holding positions as a Senior Director and Senior Investment Manager. She was responsible for capital operations, industry investments, and government relations. In 2020, Ms. Wang assumed the role of Investment Director for Lenovo Group in China, supporting the Group's Vice President and China CFO. Her responsibilities included managing capital operations, strategic mergers and acquisitions, and industry investments. From 2020 to 2022, Ms. Wang served as a partner at White Wall Visual Art (Shenzhen) Co., Ltd., where she was responsible for managing the company's strategic development, corporate governance, and investment and financing affairs. Ms. Wang holds an M.S. degree from Hong Kong University of Science and Technology in finance analysis, as well as from City University of Hong Kong in e-business and knowledge Management, and obtained her B.E. degree in computer science from Beijing University of Technology.

**Kongfei Hu** has been a real estate developer at Purple Lake Investment Ltd. since Nov 2020, with the responsibilities of overseeing the purchase of existing or undeveloped residential real estate, making improvements to any buildings on it or constructing new buildings, selling or leasing the improved land or buildings for profit. Mr. Hu has worked for Citco (Canada) Inc. as a hedge fund operational analyst for 5 years. His job responsibilities at the time were: Preparing cash, trades and positions reconciliation on a daily and monthly basis, booking GLs on a daily basis, employing Citco database, broker statements and Bloomberg to monitor and analyze daily portfolio pricing, breaking resolution for all open items with the brokers or clients, supporting the conversion of any new clients or existing migrations, liaising with international clients and other Citco Officers to meet client needs. Prior to joining Citco (Canada) Inc., Mr. Hu was a Fuel Analyst at Seaboard/Harmac Transportation Group, doing research and analysis work, from Jun 2008 to Feb 2009. Mr. Hu holds a M.A. in Economics from Dalhousie University.

### Family Relationships

None of the directors, director appointees, or executive officers has a family relationship as defined in Item 401 of Regulation S-K.

### Involvement in Certain Legal Proceedings

To the best of our knowledge, none of our director nominees has been convicted in a criminal proceeding, excluding traffic violations or similar misdemeanors, nor has any been a party to any judicial or administrative proceeding during the past five years that resulted in a judgment, decree or final order enjoining the person from future violations of, or prohibiting activities subject to, federal or state securities laws, or a finding of any violation of federal or state securities laws, except for matters that were dismissed without sanction or settlement.

The table below sets forth the major related parties and their relationships with the Company as of June 30, 2024 and 2023:

Name of related parties	Relationship with the Group	
	As of June 30, 2024	As of June 30, 2023
Jian Chen	Founder and shareholder	
<b>Amounts due to related parties, current*</b>		
Jian Chen	\$ 457,772	\$ 405,138

\* The balances mainly represented the expenses paid on behalf of the Company for daily operations.

As of the date of this proxy statement, the related parties and the amounts due to related parties remains the same as of June 30, 2024.

### General Information

All directors will hold office until the next annual general meeting of shareholders, or until their office is otherwise vacated or they are removed by an ordinary resolution of the shareholders or by a resolution of the remaining directors. There are no arrangements or understandings between any of the nominees, directors or executive officers and any other person pursuant to which any of our nominees, directors or executive officers have been selected for their respective positions.

### Vote Required

The affirmative vote of a simple majority of the votes cast by such shareholders as, being entitled to do so, vote in person or by proxy at the Meeting is required to appoint each director. Unless otherwise instructed on the proxy or unless authority to vote is withheld, shares represented by executed proxies will be voted "FOR" all the director nominees in this Proposal. Abstentions and broker non-votes, if any, will not be counted as votes cast and will not affect the outcome of this Proposal, although they will be counted for purposes of determining whether there is a quorum present.

### Board of Directors' Recommendation

**THE BOARD UNANIMOUSLY RECOMMENDS THAT YOU VOTE ALL OF YOUR SHARES "FOR" ALL OF THE DIRECTOR NOMINEES DESCRIBED IN THIS PROPOSAL.**

## PROPOSAL TWO

### TO APPROVE THE APPOINTMENT OF THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

#### Background

We are proposing to approve the appointment of HTL International as the Company's independent registered public accounting firm for the fiscal year ending June 30, 2025. The Audit Committee of the Board has appointed HTL International to serve as the Company's fiscal year ending June 30, 2025 independent registered public accounting firm. Although the Company's governing documents do not require the submission of this matter to shareholders, the Board of Directors considers it desirable that the appointment of HTL International be approved by shareholders.

Audit services to be provided by HTL International for fiscal 2025 will include the examination of the consolidated financial statements of the Company and services related to periodic filings made with the SEC.

A representative of HTL International is not expected to be present at the Annual Meeting and therefore will not (i) have the opportunity to make a statement if they so desire or (ii) be available to respond to questions from shareholders.

If the appointment of HTL International is not approved, the Audit Committee of the Board will reconsider the appointment.

#### Vote Required

The affirmative vote of a simple majority of the votes cast by such shareholders as, being entitled to do so, vote in person or by proxy at the Meeting is required to approve this Proposal. Unless otherwise instructed on the proxy or unless authority to vote is withheld, shares represented by executed proxies will be voted "FOR" this Proposal. Abstentions, if any, will not be counted as votes cast and will not affect the outcome of this Proposal, although they will be counted for purposes of determining whether there is a quorum present. If shareholders hold their shares through a broker, bank or other nominee and do not instruct them how to vote, the broker may have authority to vote the shares for this Proposal, which is considered a routine matter.

#### Recommendation of the Board of Directors

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT THE SHAREHOLDERS VOTE "FOR" THIS PROPOSAL.**

## **PROPOSAL THREE**

### **TO APPROVE THE SHARE CAPITAL INCREASE**

#### **Background**

We are proposing to increase the Company's authorized share capital from USD 50,000.00 divided into 500,000,000 ordinary shares of par value of USD 0.0001 each to USD 1,000,000 divided into 10,000,000,000 ordinary shares of par value of USD 0.0001 each by the creation of additional 9,500,000,000 ordinary shares of par value of USD 0.0001 each to rank pari passu in all respects with the existing shares in the capital of the Company.

#### **Vote Required**

The affirmative vote of a simple majority of the votes cast by such shareholders as, being entitled to do so, vote in person or by proxy at the Meeting is required to approve this Proposal. Unless otherwise instructed on the proxy or unless authority to vote is withheld, shares represented by executed proxies will be voted "FOR" this Proposal. Abstentions and broker non-votes, if any, will not be counted as votes cast and will not affect the outcome of this Proposal, although they will be counted for purposes of determining whether there is a quorum present.

#### **Recommendation of the Board of Directors**

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT THE SHAREHOLDERS VOTE "FOR" THIS PROPOSAL.**

## PROPOSAL FOUR

### TO APPROVE THE SHARE CONSOLIDATION OF THE COMPANY'S ISSUED AND UNISSUED ORDINARY SHARES

#### Background

We are proposing (A) to consolidate the Company's issued and unissued ordinary shares to be approved at a ratio of not less than one (1)-for-five (5) and not more than one (1)-for-twenty(20) (the "Range"), with the exact ratio to be set at a whole number within this Range and the exact date to be determined by the Board in its sole discretion within one year after the date of passing of these resolutions (the "Share Consolidation") provided that no fractional share shall arise from the Share Consolidation, and (B) to authorize the Company to round up any fractional shares resulting from the Share Consolidation to the nearest whole ordinary share, and to authorize the Board to do all other such acts and things as the Board considers necessary or desirable for the purposes of the transactions contemplated by the Share Consolidation, including determining the Range and the exact date of the Share Consolidation and instructing the registered office provider or transfer agent of the Company to complete the necessary corporate record(s) and filing(s) to reflect the Share Consolidation.

#### Purpose of Share Consolidation

The Company's Ordinary Shares are listed on The Nasdaq Capital Market ("Nasdaq") under the trading symbol of "UBXG." In order for the Ordinary Shares to continue to be listed on Nasdaq, the Company must satisfy various listing standards established by Nasdaq. Specifically, Nasdaq Listing Rule 5550(a)(2) requires that listed shares maintain a minimum bid price of US\$1.00 per share (the "Bid Price Rule"). Nasdaq Listing Rule 5810(c)(3) (A) provides that a failure to meet the Minimum Bid Price Requirement exists if the deficiency continues for a period of 30 consecutive trading days. Upon such failure, the Company will receive a written notice from the Nasdaq Listing Qualifications Department and will be provided an initial compliance period of 180 calendar days to regain compliance with the Bid Price Rule. If the Company does not regain compliance within the allotted compliance period, including any extensions that may be granted by Nasdaq, Nasdaq will provide notice that the Company's Ordinary Shares will be subject to delisting. The Company would then be entitled to appeal Nasdaq's determination to a Nasdaq Listing Qualifications Panel and request a hearing.

The Board believes that the delisting of the Ordinary Shares from the Nasdaq Capital Market ("Nasdaq") would likely result in decreased liquidity. Such decreased liquidity would result in the increase in the volatility of the trading price of the Ordinary Shares, a loss of current or future coverage by certain analysts and a diminution of institutional investor interest. In addition, the Board believes that such delisting could also cause a loss of confidence of corporate partners, customers and employees, which could harm the Company's business and future prospects.

To enhance the Company's ability to retain the compliance with the bid price requirement and remain listed on Nasdaq, the Board believes that it is in the best interest of the Company and the shareholders to authorize the Board to effectuate a share consolidation to increase the market price of the Ordinary Shares to meet the bid price requirement if needed. As a result, the Board is soliciting shareholders' approval of the authorization to the Board to effect the Share Consolidation within the Range to be determined by the Board in its sole discretion within one year after the shareholders' approval (and if the Board did not determine a ratio within such one-year period, the Share Consolidation would not proceed and will be abandoned), and to provide authorization to the Board to settle as it considers expedient any difficulty which arises in relation to any consolidation of Ordinary Shares of the Company to round up any fractions of Ordinary Shares issued to or registered in the name of such shareholders of the Company following or as a result of the Share Consolidation.

In evaluating whether or not to conduct the Share Consolidation, the Board also took into account various negative factors associated with such corporate action. These factors include: the negative perception of share consolidation held by some investors, analysts and other stock market participants; the fact that the share prices of some companies and the Company that have effected of share consolidation have subsequently declined back to pre-consolidation levels; the adverse effect on liquidity that might be caused by a reduced number of shares outstanding; and the costs associated with implementing a share consolidation.

The Board considered these factors, and the potential harm of being delisted from Nasdaq. The Board determined that continued listing on Nasdaq is in the best interest of the Company and its shareholders, and that the Share Consolidation is probably necessary to maintain the listing of the Ordinary Shares on Nasdaq.

In addition, there can be no assurance that, after the Share Consolidation, the Company would be able to maintain the listing of the Ordinary Shares on Nasdaq. Nasdaq maintains several other continued listing requirements currently applicable to the listing of the Ordinary Shares. Shareholders should recognize that if the Share Consolidation is effected, they will own a smaller number of Ordinary Shares than they currently own. While the Company expects that the Share Consolidation will result in an increase in the market price of the Ordinary Shares, it may not increase the market price of the Ordinary Shares in proportion to the reduction in the number of Ordinary Shares outstanding or result in a permanent increase in the market price (which depends on many factors, including but not limited to our performance, prospects and other factors that may be unrelated to the number of shares outstanding).

If the Share Consolidation is effected and the market price of the Ordinary Shares declines, the percentage decline as an absolute number and as a percentage of the Company's overall market capitalization may be greater than would occur in the absence of the Share Consolidation. Furthermore, the liquidity of the Ordinary Shares could be adversely affected by the reduced number of shares that would be outstanding after the Share Consolidation. Accordingly, the Share Consolidation may not achieve the desired results that have been outlined above.

### **Fractional Shares**

No fractional shares shall be issued upon the Share Consolidation. Upon approval of this Proposal, the directors will be authorized to round up any fractions of Ordinary Shares for issuing to such shareholders of the Company who are entitled to fractional shares following or as a result of the Share Consolidation.

### **Effects of the Share Consolidation**

#### ***Authorized Shares and Unissued Shares***

At the time the Share Consolidation is effective, our authorized Ordinary Shares, will be consolidated at the ratio between one (1)-for-five (5) and one (1)-for-twenty (20), accompanied by a corresponding increase in the par value of the Ordinary Shares, with the exact ratio to be set at a whole number within this range, to be determined by the Board.

#### ***Issued and Outstanding Shares***

The Share Consolidation will also reduce the number of issued and outstanding Ordinary Shares at the ratio between one (1)-for-five (5) and one (1)-for-twenty (20), accompanied by a corresponding increase in the par value of the Ordinary Shares, with the exact ratio to be set at a whole number within this range, to be determined by the Board.

Each shareholder's proportionate ownership of the issued and outstanding Ordinary Shares immediately following the effectiveness of the Share Consolidation would remain the same, with the exception of adjustments related to the treatment of fractional shares (see above).

Proportionate adjustments will be made based on the ratio of the Share Consolidation to the per share exercise price and the number of shares issuable upon the exercise or conversion of all outstanding options, warrants, convertible or exchangeable securities entitling the holders to purchase, exchange for, or convert into, our Ordinary Shares. This will result in approximately the same aggregate price being required to be paid under such options, warrants, convertible or exchangeable securities upon exercise, and approximately the same value of Ordinary Shares being delivered upon such exercise, exchange or conversion, immediately following the Share Consolidation as was the case immediately preceding the Share Consolidation.

There are no preferred shares currently issued and outstanding.

### **Procedure for Implementing the Share Consolidation**

As soon as practicable after the effective date of the Share Consolidation, the Company's shareholders will be notified that the Share Consolidation has been effected through filing with SEC by the Company. The Company expects that its transfer agent, Transshare Corporation, will act as exchange agent for purposes of implementing the exchange of share certificates. If needed, holders of pre-consolidation shares will be asked to surrender to the exchange agent certificates representing pre-consolidation Ordinary Shares in exchange for certificates representing post-consolidation Ordinary Shares or, in the case of holders of non-certificated shares, such proof of ownership as required by the exchange agent, in accordance with the procedures to be set forth in a letter of transmittal that the Company will send to its registered shareholders. No new share certificates will be issued to a shareholder until such shareholder has surrendered such shareholder's outstanding share certificate(s) together with the properly completed and executed letter of transmittal to the exchange agent.

**SHAREHOLDERS SHOULD NOT DESTROY ANY SHARE CERTIFICATE(S) AND SHOULD NOT SUBMIT ANY CERTIFICATE(S) UNTIL REQUESTED TO DO SO.**



Banks, brokers or other nominees will be instructed to effect the Share Consolidation for their beneficial holders holding shares in “street name.” However, these banks, brokers or other nominees may have different procedures from those that apply to registered shareholders for processing the Share Consolidation. If a shareholder holds shares with a bank, broker or other nominee and has any questions in this regard, shareholders are encouraged to contact their bank, broker or other nominee.

**Vote Required**

The affirmative vote of a simple majority of the votes cast by such shareholders as, being entitled to do so, vote in person or by proxy at the Meeting is required to approve this Proposal. Unless otherwise instructed on the proxy or unless authority to vote is withheld, shares represented by executed proxies will be voted “FOR” this Proposal. Abstentions and broker non-votes, if any, will not be counted as votes cast and will not affect the outcome of this Proposal, although they will be counted for purposes of determining whether there is a quorum present.

**Recommendation of the Board of Directors**

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT THE SHAREHOLDERS VOTE “FOR” THIS PROPOSAL.**

**PROPOSAL FIVE**

**TO APPROVE AND ADOPT THE SECOND AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY**

**Background**

We are proposing, subject to and conditional upon the passing of Proposal Three, to approve by special resolution the amendment and restatement of the Company’s existing Memorandum and Articles of Association in the form of the Second Amended and Restated Memorandum and Articles of Association, with proposed changes marked-up against the existing Memorandum and Articles of Association and attached as an Annex A hereto, to reflect the above Share Capital Increase, if approved. Upon receipt of the approval of the shareholders of the Company by a special resolution, the Second Amended and Restated Memorandum and Articles of Association of the Company be adopted as the Memorandum and Articles of the Association of the Company with immediate effect (subject to and conditional upon the passing of Proposal Three), to the exclusion of the existing Memorandum and Articles of Association.

**Vote Required**

The affirmative vote of a majority of not less than two-thirds of the votes cast by such shareholders as, being entitled to do so, vote in person or by proxy at the Meeting is required to approve this Proposal. Unless otherwise instructed on the proxy or unless authority to vote is withheld, shares represented by executed proxies will be voted “FOR” this Proposal. Abstentions and broker non-votes, if any, will not be counted as votes cast and will not affect the outcome of this Proposal, although they will be counted for purposes of determining whether there is a quorum present.

**Recommendation of the Board of Directors**

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT THE SHAREHOLDERS VOTE “FOR” THIS PROPOSAL.**

## **PROPOSAL SIX**

### **TO APPROVE THE AMENDMENT AND RESTATEMENT OF THE COMPANY'S SECOND AMENDED AND RESTATEMENT MEMORANDUM OF ASSOCIATE TO REFLECT THE SHARE CONSOLIDATION**

#### **General**

We are proposing to amend and restate the Company's Second Memorandum of Association to reflect the Share Consolidation, if the Share Consolidation is approved and implemented.

#### **Potential Effects**

If shareholders approve this proposal, the amendment and restatement of the Company's Second Memorandum of Association will become effective immediately upon such approval, subject to Proposal Four also being approved by our shareholders.

This Proposal Six is conditioned on the approval of Proposal Four. If Proposal Four does not receive the requisite vote for approval, then the amendment and restatement of our Memorandum of Association pursuant to this Proposal Six will not be effective, even if this proposal receives the requisite votes for approval.

#### **Vote Required**

This Proposal requires the affirmative ("FOR") vote of at least two-thirds of votes cast by shareholders present or represented by proxy and entitled to vote at the Annual General Meeting. Unless otherwise instructed on the proxy or unless authority to vote is withheld, shares represented by executed proxies will be voted "FOR" this proposal. Abstentions or broker non-votes, if any, will not be counted as votes cast, although abstentions and broker non-votes will be counted for purposes of determining whether there is a quorum present.

## **PROPOSAL SEVEN**

### **TO APPROVE AN OFFERING TO INVESTORS THAT INCLUDE RELATED PARTIES**

#### **The Proposed Transaction**

On October 8, 2024, the Board and the Audit Committee has approved and recommended the shareholders (A) to approve an offering of ordinary shares ("the Placement Shares") to raise gross proceeds of USD6,000,000 to investors that include Jian Chen, the CEO and a Director of the Company, and Mingfei Liu, the COO of the Company, among other related parties, at a per share price equal to 101% of the closing bid price of the trading day immediately preceding the date of the definitive securities purchase agreement ("the Proposed Private Placement") and at such time as determined by the Board and (B) to authorize the Board to do all other such acts and things as the Board considers necessary or desirable for the purposes of the transactions contemplated by the Proposed Private Placement, including determining the number of Placement Shares and the issue price and date of issue of the Placement Shares, and instructing the registered office provider or transfer agent of the Company to complete the necessary corporate record(s) and filing (s) to reflect the Proposed Private Placement.

**Vote Required**

This Proposal requires the affirmative (“FOR”) vote of a simple majority of such shareholders as, being entitled to do so, vote in person or by proxy at the Meeting. Unless otherwise instructed on the proxy or unless authority to vote is withheld, shares represented by executed proxies will be voted “FOR” this Proposal. Abstentions, if any, will not be counted as votes cast and will not affect the outcome of this Proposal, although they will be counted for purposes of determining whether there is a quorum present.

**Board of Directors’ Recommendation**

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT THE SHAREHOLDERS VOTE “FOR” THIS PROPOSAL.**

**PROPOSAL EIGHT**

**ADJOURNMENT OF THE MEETING TO A LATER DATE OR DATES, IF NECESSARY, TO PERMIT FURTHER SOLICITATION AND VOTE OF PROXIES IN THE EVENT THAT THERE ARE INSUFFICIENT VOTES FOR, OR OTHERWISE IN CONNECTION WITH, THE APPROVAL OF PROPOSAL ONE, PROPOSAL TWO, PROPOSAL THREE, PROPOSAL FOUR, PROPOSAL FIVE, PROPOSAL SIX AND PROPOSAL SEVEN.**

Proposal Seven, if adopted, will allow the chairman of the Meeting to adjourn the Meeting to a later date or dates to permit further solicitation of proxies. This Proposal will only be presented to our shareholders in the event that there are insufficient votes for, or otherwise in connection with, the approval of the other proposals.

If Proposal Seven is not approved by our shareholders, the chairman of the Meeting may not be able to adjourn the Meeting to a later date in the event that there are insufficient votes for, or otherwise in connection with, the approval of Proposal One, Proposal Two, Proposal Three, Proposal Four, Proposal Five, Proposal Six and Proposal Seven.

**Vote Required**

This Proposal requires the affirmative (“FOR”) vote of a simple majority of such shareholders as, being entitled to do so, vote in person or by proxy at the Meeting. Unless otherwise instructed on the proxy or unless authority to vote is withheld, shares represented by executed proxies will be voted “FOR” this Proposal. Abstentions, if any, will not be counted as votes cast and will not affect the outcome of this Proposal, although they will be counted for purposes of determining whether there is a quorum present. If shareholders hold their shares through a broker, bank or other nominee and do not instruct them how to vote, the broker may have authority to vote the shares for this Proposal, which is considered a routine matter.

**Board of Directors’ Recommendation**

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT THE SHAREHOLDERS VOTE “FOR” THIS PROPOSAL.**

## OTHER MATTERS

As of the date of this Proxy Statement, the Board of Directors has no knowledge of any business which will be presented for consideration at the Meeting other than the appointment of directors, the appointment of HTL International, the Share Capital Increase, the Share Consolidation, the amendments to the Amended and Restated Memorandum and Articles of Association, the Proposed Private Placement and the adjournment of the Meeting to a later date or dates, if necessary.

## WHERE YOU CAN FIND MORE INFORMATION

The Company files reports and other documents with the SEC under the Exchange Act. The Company's SEC filings made electronically through the SEC's EDGAR system are available to the public at the SEC's website at <http://www.sec.gov>. You may also read and copy any document we file with the SEC at the SEC's public reference room located at 100 F Street, NE, Room 1580, Washington, DC 20549. Please call the SEC at (800) SEC-0330 for further information on the operation of the public reference room.

Date: October 8, 2024

By Order of the Board of Directors

*/s/ Jian Chen*

\_\_\_\_\_  
Jian Chen

Chief Executive Officer, Director

Annex A

**THE COMPANIES ACT (REVISED)  
OF THE CAYMAN ISLANDS**

**U-BX TECHNOLOGY LTD.**

An Exempted Company Limited By Shares

**THE SECOND AMENDED AND RESTATED  
MEMORANDUM AND ARTICLES OF ASSOCIATION**

(Adopted by a special resolution dated 2 March 2022 Adopted by way of a special resolution passed by the  
shareholders at the annual general meeting held on 24 October 2024)

**THE COMPANIES ACT (REVISED)  
OF THE CAYMAN ISLANDS**

**THE SECOND AMENDED AND RESTATED**

**MEMORANDUM OF ASSOCIATION**

**OF**

**U-BX TECHNOLOGY LTD.**

An Exempted Company Limited By Shares

(~~Adopted by a special resolution dated 2 March 2022~~ Adopted by way of a special resolution passed by the shareholders at the annual general meeting held on 24 October 2024)

**1 NAME**

The name of the Company is U-BX Technology Ltd..

**2 STATUS**

The Company is a company limited by shares.

**3 REGISTERED OFFICE**

The registered office of the Company is at Harneys Fiduciary (Cayman) Limited, 4th Floor, Harbour Place, 103 South Church Street, P.O. Box 10240, Grand Cayman KY1-1002, Cayman Islands or at such other place as the Directors may from time to time decide.

**4 OBJECTS AND CAPACITY**

Subject to paragraph 9 of this Memorandum, the objects for which the Company is established are unrestricted and the Company shall have full power and authority to carry out any object not prohibited by the Companies Act or any other law of the Cayman Islands. The Company is a body corporate capable of exercising all the functions of a natural person of full capacity, irrespective of any question of corporate benefit.

**5 SHARE CAPITAL**

The share capital of the Company is USD ~~1,000~~50,000.00 divided into ~~10,0~~50,000,000 ~~Ordinary~~ shares of par value USD 0.0001 each.

**6 LIABILITY OF MEMBERS**

The liability of each Member is limited to the amount from time to time unpaid on such Member's Shares.

**7 CONTINUATION**

The Company may exercise the powers contained in the Companies Act to transfer and be registered by way of continuation as a body corporate limited by shares under the laws of any jurisdiction outside the Cayman Islands and to be de-registered in the Cayman Islands.

**8 DEFINITIONS**

Capitalised terms used and not defined in this Memorandum of Association shall bear the same meaning as those given in the Articles of Association of the Company.

**9 EXEMPTED COMPANY**

The Company will not trade in the Cayman Islands with any person, firm or corporation except in furtherance of the business of the Company carried on outside the Cayman Islands; provided that nothing in this section shall be construed as to prevent the Company effecting and concluding contracts in the Cayman Islands, and exercising in the Cayman Islands all of its powers necessary for the carrying on of its business outside the Cayman Islands.

**10 FINANCIAL YEAR**

The financial year end of the Company is 31 December or such other date as the Directors may from time to time decide and annex to this Memorandum.

THE COMPANIES ACT (REVISED)  
OF THE CAYMAN ISLANDS

THE SECOND AMENDED AND RESTATED

ARTICLES OF ASSOCIATION

OF

U-BX TECHNOLOGY LTD.

An Exempted Company Limited By Shares

(Adopted by a special resolution dated 2 March 2022 Adopted by way of a special resolution passed by the shareholders at the annual general meeting held on 24 October 2024)

**1 DEFINITIONS AND INTERPRETATION**

1.1 The Regulations contained in Table A in the First Schedule to the Companies Act do not apply to the Company. In these Articles of Association, if not inconsistent with the context, the following words and expressions shall have the following meanings:

*Articles* means these Articles of Association;

*Companies Act* means the Companies Act (Revised), as amended or re-enacted from time to time;

*Company* means the above named company;

*Director* means a director of the Company appointed in accordance with these Articles;

*Distribution* means a distribution, dividend (including an interim dividend) or other payment or transfer of property of the Company on or in respect of a Share (save in respect of its redemption or repurchase);

*Electronic Transactions Act* means the Electronic Transactions Act of the Cayman Islands;

*Member* has the same meaning as in the Companies Act;

*Memorandum* means the Memorandum of Association of the Company;

*Officer* means any person appointed by the Directors to hold an office in the Company;

*Ordinary Resolution* means a resolution:

(a) passed by a majority of such Members as, being entitled to do so, vote in person or by proxy at a general meeting of the Company; or



- (b) approved in writing by all of the Members entitled to vote at a general meeting of the Company in one or more instruments each signed by one or more of the Members.

**Register of Directors and Officers** means the register of Directors and Officers maintained by the Company in accordance with these Articles;

**Register of Members** means the register of Members referred to in these Articles;

**Registrar** means the Registrar of Companies and includes the Deputy Registrar of Companies;

**Registered Office** means the registered office for the time being of the Company;

**Seal** means any seal which has been duly adopted as the common seal of the Company and includes every duplicate seal;

**Secretary** means the person appointed to perform any or all of the duties of secretary of the Company, including any assistant secretary;

**Share** means a share in the capital of the Company, including a fraction of a share issued or authorised to be issued by the Company;

**Special Resolution** means a special resolution passed in accordance with Section 60 of the Companies Act, being a resolution:

- (a) passed by a majority of not less than two-thirds of such Members as, being entitled to do so, vote in person or by proxy at a general meeting of the Company of which notice specifying the intention to propose the resolution as a Special Resolution has been duly given; or
- (b) approved in writing by all of the Members entitled to vote at a general meeting of the Company in one or more instruments each signed by one or more of the Members;

**Subscriber** means the subscriber to the Memorandum;

**Treasury Share** means a Share that has been repurchased, redeemed, surrendered to or otherwise acquired by the Company and not cancelled; and

**Written** includes information generated, sent, received or stored by electronic, electrical, digital, magnetic, optical, electromagnetic, biometric or photonic means, including electronic data interchange and electronic mail in accordance with the Electronic Transactions Act and in writing shall be construed accordingly.

1.2 In the Memorandum and these Articles, unless the context otherwise requires a reference to:

- (a) words importing the masculine gender include the feminine gender;
- (b) any Cayman Islands law or regulation, is a reference to such law or regulation as amended or re-enacted from time to time;

- (c) the singular includes the plural and vice versa;
- (d) a person includes all legal persons and natural persons; and
- (e) legal persons include all forms of corporate entity and any other person having capacity to act in its own name created by or in accordance with the laws or regulations of any jurisdiction.

1.3 Headings are for ease of reference only and shall be disregarded in interpreting the Memorandum and the Articles.

## 2 COMMENCEMENT OF BUSINESS

2.1 **Commencement.** The business of the Company may be commenced at such time as determined by the Directors.

2.2 **Commencement Costs and Expenses.** The Directors may pay, out of capital or other money of the Company, all costs and expenses incurred in the establishment and registration of the Company.

## 3 REGISTERED SHARES

3.1 **Registered Shares.** The Company shall issue registered Shares only.

3.2 **No Bearer Shares.** The Company is not authorised to issue bearer Shares, convert registered Shares to bearer Shares or exchange registered Shares for bearer Shares.

## 4 SHARE CERTIFICATES

4.1 **Share Certificates.** Unless and until the Directors resolve to issue share certificates, no share certificate shall be issued, and the records of the shareholdings of each Member shall be in uncertified book entry form. If the Directors do resolve to issue share certificates in respect of any one or more classes of Shares, then every Member holding such Shares shall be entitled, upon written request only, to a certificate signed by a Director or Secretary, or any other person authorised by a resolution of the Directors, or under the Seal specifying the number of Shares held by him and the signature of the Director, Secretary or authorised person and the Seal may be facsimiles or affixed by electronic means pursuant to the Electronic Transactions Act.

4.2 **Indemnity and Replacement.** Any Member receiving a certificate shall indemnify and hold the Company and its Directors and Officers harmless from any loss or liability which it or they may incur by reason of any wrongful or fraudulent use or representation made by any person by virtue of the possession thereof. If a certificate for Shares is worn out or lost it may be renewed or, in connection with any proposed share transfer, a new certificate may be issued, on production of the worn out certificate or on satisfactory proof of its loss together with such indemnity as may be required by the Directors.

4.3 **Joint Holders.** If several Members are registered as joint holders of any Shares, any one of such Members may give an effectual receipt for any share certificate.

## 5 ISSUE OF SHARES

- 5.1 **Issue.** Subject to the provisions, if any, of the Memorandum and directions given by any Ordinary Resolution and the rights attaching to any class of existing Shares, the Directors may issue, allot, grant options over or otherwise dispose of Shares (including any fractions of Shares) and other securities of the Company at such times, to such persons, for such consideration and on such terms as the Directors may determine.
- 5.2 **Subscriber Share.** Notwithstanding the preceding Article, the Subscriber shall have the power to:
- (a) issue one Share to itself;
  - (b) transfer that Share by an instrument of transfer to any person; and
  - (c) update the Register of Members in respect of the issue and transfer of that Share.
- 5.3 **Preferred Shares.** Shares and other securities of the Company may be issued by the Directors with such preferred, deferred or other special rights, restrictions or privileges whether in regard to voting, Distributions, a return of capital, or otherwise and in such classes and series, if any, as the Directors may determine.
- 5.4 **Ordinary Shares.** Where the Directors issue a Share having no preferred, deferred, redemption or other special rights, it shall be issued as an ordinary Share and entitle the holder, subject to any other Share having any preferred, deferred, redemption or other special rights, to:
- (a) receive notice of, attend and vote at any general meeting of the Company and on any Ordinary Resolution or Special Resolution;
  - (b) an equal share in any dividend or other Distribution paid by the Company; and
  - (c) an equal share in the distribution of the surplus assets of the Company.
- 5.5 **Consideration for Share Issue.** A Share may be issued for consideration in any form, including money, a promissory note or other written obligation to contribute money or property, real property, personal property (including goodwill and know-how), services rendered or a contract for future services.
- 5.6 **Register of Members.** The Register of Members kept by the Company shall contain:
- (a) the names and addresses of each Member;
  - (b) a statement of the Shares held by each Member;
  - (c) the distinguishing numbers of the Shares of each Member (if any);
  - (d) the amount paid, or agreed to be considered as paid, on the Shares of each Member;

- (e) the date on which the name of each person was entered on the register as a Member; and
- (f) the date on which any person ceased to be a Member.

5.7 **Commission.** The Company is authorised to pay a commission to any person in consideration of his subscribing or agreeing to subscribe (whether absolutely or conditionally) for any Shares or procuring or agreeing to procure subscriptions (whether absolute or conditional) for any Shares.

## 6 VARIATION OF RIGHTS

6.1 **Class Variation.** If, at any time, the share capital of the Company is divided into different classes of Shares, the rights attached to any class (unless otherwise provided by the terms of issue of the Shares of that class) may be varied with the consent in writing of the holders of two-thirds of the issued Shares of that class or with the sanction of a Special Resolution passed at a separate general meeting of the holders of the Shares of the class. To every such separate general meeting the provisions of these Articles relating to general meetings shall, mutatis mutandis, apply, but so that the necessary quorum shall be one or more persons holding or representing by proxy one-third of the issued Shares of the class and that any holder of Shares of the class present in person or by proxy may demand a poll.

6.2 **No Variation on Further Issue.** The rights conferred upon the holders of the Shares of any class shall not, unless otherwise expressly provided by the terms of issue of the Shares of that class, be deemed to be varied by the creation or issue of further Shares ranking *pari passu* therewith.

## 7 REDEMPTION, PURCHASE AND SURRENDER OF SHARES AND TREASURY SHARES

7.1 **Redemption, Purchase and Surrender.** Subject to the provisions of the Companies Act and to the rights attaching to any class of Share, the Company may:

- (a) issue Shares on terms that they are to be redeemed or are liable to be redeemed at the option of the Company or the Member on such terms and in such manner as the Directors may, before the issue of such Shares, determine;
- (b) purchase its own Shares (including any redeemable Shares) on such terms and in such manner as the Directors determine;
- (c) make a payment in respect of the redemption or purchase of its own Shares in any manner permitted by the Companies Act including out of capital; and
- (d) permit the surrender of fully paid Shares for no consideration.

7.2 **Effect of Redemption, Purchase and Surrender.** Shares that the Company redeems, purchases, accepts by way of surrender or otherwise acquires pursuant to Article 7.1 may:

- (a) be cancelled; or

(b) be held as Treasury Shares on such terms and in such manner as the Directors determine prior to such acquisition.

7.3 **Treasury Shares.** All rights and obligations attaching to a Treasury Share are suspended and shall not be exercised by the Company while it holds the Share as a Treasury Share, other than as set out in this Article. The Company may:

(a) cancel the Treasury Shares on such terms and in such a manner as the Directors may determine; and

(b) transfer the Treasury Shares in accordance with Article 12.

7.4 **No Participation.** Any Share in respect of which notice of redemption has been given shall not be entitled to participate in the profits of the Company in respect of the period after the date specified as the date of redemption in the notice of redemption.

7.5 **No other Redemption.** The redemption, purchase or surrender of any Share shall not be deemed to give rise to the redemption, purchase or surrender of any other Share.

7.6 **Redemption in Kind.** The Directors may, when making payments in respect of redemption or purchase of Shares, if authorised by the terms of issue of the Shares being redeemed or purchased or with the agreement of the holder of such Shares, make such payments either in cash or in kind.

## 8 LIEN

8.1 **All Monies Payable.** The Company shall have a first and paramount lien on every Share, whether or not it is a fully paid Share, for all moneys, whether presently payable or not, called or payable at a fixed time in respect of that Share and for all debts, liabilities or other obligations owed, whether presently or not, by the Member or by one or more joint Members or by any of their estates to the Company (together, the Lien Amounts) but the Directors may, at any time, declare any Share to be wholly or in part exempt from this Article. The Company's lien, if any, on a Share shall extend to all Distributions payable thereon. Any registration of the transfer of a Share shall operate to extinguish the Company's lien on that Share.

8.2 **Sale.** The Company may sell, in such manner as the Directors think fit, any Shares in which the Company has a lien, but no sale shall be made unless some amount in respect of which the lien exists is presently payable and the period of fourteen days has elapsed after the Company has given a notice in writing, stating and demanding payment of such part of the presently payable amount, to the relevant Member.

8.3 **Registration of Purchase.** The Directors may authorise any person to transfer the Shares sold in accordance with this Article to the purchaser of such Shares. The purchaser shall be registered as the holder of the Shares so transferred and he shall not be bound to see to the application of the purchase money, nor shall his title to the Shares be affected by any irregularity or invalidity in the sale of the Shares in accordance with this Article.

8.4 **Application of Proceeds.** The proceeds of the sale, net of any costs incurred by the Company in relation to the sale, shall be applied by the Company in payment of such part of the amount in respect of which the lien exists as is presently payable. The Company shall retain and have a lien over such part of the remainder of the proceeds as is equal to the Lien Amounts which exist but are not presently payable by the Member and may apply such proceeds against the Lien Amounts as and when they become payable and the residue shall be paid to the person entitled to the Shares at the date of the sale.

## 9 CALLS ON SHARES

9.1 **Calls.** The Directors may, from time to time, make calls upon the Members in respect of some or all of any moneys unpaid on their Shares, whether in respect of their par value or the premium payable on those Shares; each Member shall (subject to receiving at least 14 days' notice specifying the time or times of payment) pay to the Company at the time or times so specified the amount called on his Shares. A call may be required to be paid in instalments. The Directors may revoke or postpone a call at any time.

9.2 **Joint Holders.** The joint holders of a Share shall be jointly and severally liable to pay calls in respect thereof and the holder or joint holders of a Share at the time of a call shall remain liable to pay the call on that Share, notwithstanding any subsequent transfer of the Share being registered by the Company.

9.3 **Interest on Calls.** If a sum called in respect of a Share is not paid before or on the day appointed for payment of that call, the Member from whom such amount is due shall pay interest upon the sum at such rate as the Directors may determine from the day appointed for payment of the call to the time of the actual payment. The Directors shall have the discretion to waive payment of any such interest in full or in part.

9.4 **Fixed Payment Dates.** The provisions contained in these Articles in respect of calls shall apply to payments, whether on account of the amount of the Share, or by way of premium, to be made on the allotment of a Share or any date fixed on the issue of the Share as if the same had become payable by virtue of a call duly made and notified.

## 10 FORFEITURE

10.1 **Failure to pay Call.** If a Member fails to pay any call or instalment of a call in respect of Shares on the day appointed for payment, the Directors may serve a notice on such Member naming a further date not earlier than the expiration of 14 days from the date of service on or before which the payment required by the notice is to be made and containing a statement that in the event of non-payment the Shares, or any of them, will be liable to be forfeited.

10.2 **Forfeiture.** If the requirements of the notice referenced in this Article are not complied with the Company may forfeit the Shares together with any Distributions declared payable in respect of the forfeited Shares and not paid at any time before tender of payment.

10.3 **No Refund.** The Company is under no obligation to refund any moneys to the Member whose Shares have been forfeited.

- 10.4 **Sale of Forfeited Share.** A forfeited Share may be sold or otherwise disposed of on such terms and in such manner as the Directors think fit, and at any time before a sale or disposition the forfeiture may be cancelled on such terms as the Directors think fit. The proceeds of any sale or disposition of the forfeited Share may be received and used by the Company as the Directors determine.
- 10.5 **Outstanding Liability.** A person whose Shares have been forfeited shall cease to be a Member in respect of the forfeited Shares, but shall, notwithstanding, remain liable to pay to the Company all moneys which at the date of forfeiture were payable by him to the Company in respect of the Shares together with interest.
- 10.6 **Certificate of Forfeiture.** A certificate in writing under the hand of a Director or Officer stating that a Share has been duly forfeited on the date stated in the certificate shall be conclusive evidence of the facts stated in the certificate as against all persons claiming to be entitled to the Share. The Directors may authorize any person to transfer the Shares sold in accordance with this Article to the purchaser of such Shares. The purchaser shall be registered as the holder of the Shares so transferred and he shall not be bound to see to the application of the purchase money, nor shall his title to the Shares be affected by any irregularity or invalidity in the sale of the Shares in accordance with this Article.
- 10.7 **Fixed Payment Dates.** The provisions of this Article applying to forfeiture for failure to pay any call or instalment of a call shall apply to the failure to make payments, whether on account of the amount of the Share, or by way of premium, to be made on the allotment of a Share or any date fixed on the issue of the Share as if the same had become payable by virtue of a call duly made and notified.

## 11 TRANSMISSION OF SHARES

- 11.1 **Legal Personal Representative.** The legal personal representative of a deceased sole holder of a Share shall be the only person recognised by the Company as having any title to the Share. In the case of a Share registered in the names of two or more holders, the survivors, survivor or the legal personal representatives of the deceased survivor, shall be the only person(s) recognised by the Company as having any title to the Share.
- 11.2 **Transmission.** Any person becoming entitled to a Share in consequence of the death or bankruptcy of or any analogous event affecting a Member (each such event a Transmission Event and each such person a Representative) shall, upon such evidence being produced as may from time to time be required by the Directors, have the right either to be registered as a Member in respect of the Share or, instead of being registered himself, to make such transfer of the Share as the Member could have made; but the Directors shall, in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the Share by such Member before the occurrence of a Transmission Event.
- 11.3 **Pre-Registration Status.** Representatives shall be entitled to the same notices, dividends and other advantages to which he would be entitled if he were the registered holder of the Share, except that he shall not, before being registered as a Member in respect of the Share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.

11.4 **Requirement for Registration.** The Directors may at any time give notice requiring a Representative to elect either to be registered himself or to have some person nominated by him become the holder of the Share (but the Directors shall, in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the Share by the relevant Member before the Transmission Event). If the notice is not complied with within ninety days the Directors may thereafter withhold payment of all Dividends, bonuses or other monies payable in respect of the Share until the requirements of the notice have been complied with.

## 12 TRANSFER OF SHARES

12.1 **Directors' Consent.** Shares and Treasury Shares are transferable, subject to the consent of the Directors who may, in their absolute discretion, refuse to consent to any transfer and decline to register the transfer without giving any reason.

12.2 **Instrument of Transfer.** The instrument of transfer shall be in writing in such form as may be acceptable to the Directors and shall be executed by or on behalf of the transferor and, if required by the Directors, signed by the transferee.

12.3 **Certificates.** Subject to Article 4.2, where the Company has issued a certificate in respect of a Share proposed to be transferred, the transferor shall lodge, with the instrument of transfer, the original certificate relating to the Share being transferred.

12.4 **Effective Date.** The transfer of a Share is effective when the name of the transferee is entered on the Register of Members. Until such time, the transferor shall be deemed to remain a Member.

12.5 **Lost Certificate.** If the Directors are satisfied that an instrument of transfer relating to Shares has been signed but that the instrument has been lost or destroyed, they may, on receipt of such indemnities as they may require:

(a) accept such evidence of the transfer of Shares as they consider appropriate; and

(b) proceed to register the transferee's name in the Register of Members.

12.6 **Notification of Refusal.** Where the Directors refuse to register a transfer of a Share, they shall, within two months after the date on which the transfer was lodged with the Company, notify the transferee of the refusal.

12.7 **Transfer of Treasury Shares.** The transfer of Treasury Shares may be for valuable consideration or otherwise, and at a discount to the par value of the Shares.

## 13 REGISTERED HOLDER DEEMED ABSOLUTE OWNER

13.1 The registered holder of a Share shall be treated as the absolute owner of such Share. No person shall be recognised by the Company as holding any Share upon trust and the Company shall not register nor be bound by or required to recognise any equitable or other interest of whatever nature in a Share other than an absolute right to the Share, irrespective of whether the Company



## 14 ALTERATION OF SHARE CAPITAL

14.1 **Increase or Amendment.** The Company may by Ordinary Resolution:

- (a) increase the share capital by such sum, to be divided into Shares of such amount, and with such rights, privileges, priorities and restrictions attached to them as the resolution shall prescribe;
- (b) consolidate and divide all or any of its share capital into Shares of larger amount than its existing Shares;
- (c) subject to section 13 of the Companies Act, sub-divide its existing Shares, or any of them, into Shares of smaller amounts than is fixed by the Memorandum; and
- (d) cancel any Shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

14.2 **Reduction.** Subject to the provisions of the Companies Act and these Articles, the Company may, by Special Resolution, reduce its share capital and any capital redemption reserve in any manner.

## 15 MEETINGS AND CONSENTS OF MEMBERS

15.1 **Meetings.** All meetings of Members shall be referred to as extraordinary general meetings unless the general meeting is an annual general meeting. The Company may but shall not be obliged to hold an annual general meeting.

15.2 **Directors Convene.** Any Director may convene meetings of the Members at such times and in such manner and places within or outside the Cayman Islands as the Director considers necessary or desirable.

15.3 **Members Convene.** Upon the written request of Members entitled to exercise 10% or more of the voting rights in respect of the matter for which the meeting is requisitioned, any one or more of the Directors shall forthwith proceed to convene a meeting of Members. The written request of Members to requisition a meeting must state the objects of the meeting and must be signed by the Members requisitioning the meeting. The written request must be lodged at the Registered Office and may be delivered in counterpart.

15.4 **Failure to Convene.** If the Directors do not proceed to convene a meeting of Members within 21 days of the written request to requisition a meeting being lodged the requisitionists, or any of them together holding at least half of the voting rights of all of them, may convene the meeting of Members in the same manner as nearly as possible as that in which a meeting of Members may be convened by a Director. Where the requisitionists fail to convene the meeting of Members within three months of their right to convene the meeting arising, the right to convene the meeting of Members shall lapse.

- 15.5 **Notice of Meeting.** The Director convening a meeting shall give not less than seven days' notice of a meeting of Members to:
- (a) those Members whose names on the date the notice is given appear as Members in the Register of Members and are entitled to vote at the meeting; and
  - (b) each of the Directors.
- 15.6 **Failure to Give General Notice.** A meeting of Members held in contravention of the requirement to give notice is valid if Members holding at least 90% of the total voting rights on all the matters to be considered at the meeting have waived notice of the meeting and, for this purpose, the presence of a Member at the meeting shall constitute waiver in relation to all the Shares which that Member holds.
- 15.7 **Failure to give Individual Notice.** The inadvertent failure of a Director who convenes a meeting to give notice of a meeting to a Member or another Director, or the fact that a Member or another Director has not received notice, does not invalidate the meeting.
- 15.8 **Voting.** No person shall be entitled to vote at any meeting of Members unless he is registered as a Member on the record date for such meeting and all calls or other moneys payable by him in respect of Shares have been paid at or before the record date. Subject to the rights and restrictions attached to any Shares and the provisions of this Article, each Member who is present in person, by its duly authorised representative or by proxy, shall have one vote and on a poll each Member shall have one vote for every Share of which he is the holder.
- 16 PROXIES**
- 16.1 **Proxies.** A Member may be represented at a meeting of Members by a proxy who may speak and vote on behalf of the Member.
- 16.2 **Production of Proxies.** The instrument appointing a proxy shall be produced at the place designated for the meeting before the time for holding the meeting at which the person named in such instrument proposes to vote. The notice of the meeting may specify an alternative or additional place or time at which the proxy shall be presented.
- 16.3 **Form of Proxy.** An instrument appointing a proxy may be in any usual or common form (or such other form as the Directors may approve) and may be expressed to be for a particular meeting or any adjournment thereof or may appoint a standing proxy until notice of revocation is received at the Registered Office or at such place or places as the Directors may otherwise specify for the purpose.
- 16.4 **Joint Ownership and Proxies.** Where Shares are jointly owned:
- (a) if two or more persons hold Shares jointly, each of them may be present in person or by proxy at a meeting of Members and may speak as a Member;
  - (b) if only one of the joint owners is present in person or by proxy he may vote on behalf of all joint owners; and
  - (c) if two or more of the joint owners are present in person or by proxy they must vote as one.

## 17 PROCEEDINGS OF SHAREHOLDER MEETINGS

- 17.1 **Chairman of Member Meeting.** At every meeting of Members, the chairman of the board of Directors shall preside as chairman of the meeting. If there is no chairman of the board of Directors or if he is not present at the meeting within fifteen minutes of the time appointed after the meeting or if he is unwilling to act the Directors present shall elect the chairman of the meeting.
- 17.2 **Adjournment.** The chairman may, with the consent of the meeting, adjourn any meeting from time to time, and from place to place, 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.
- 17.3 **Conference Call.** A Member, or his duly authorised representative or proxy, shall be deemed to be present at a meeting of Members if he participates by telephone or other electronic means by means of which all the persons participating in the meeting are able to hear each other.
- 17.4 **Objections.** No objection shall be raised to the qualification of any voter except at the meeting of members or adjourned meeting of Members at which the vote objected to is given or tendered and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and binding on all parties.
- 17.5 **Casting of Votes.** A Member holding more than one Share need not cast the votes in respect of the Shares held by him in the same way on any resolution for which a poll is taken. A person appointed as the authorised representative or proxy of a Member may cast the votes in respect of the Shares for which he is appointed in a like manner.
- 17.6 **Quorum.** A meeting of Members is duly constituted if, at the commencement of the meeting, there are present in person, through their authorised representative or by proxy holding in aggregate at least one-third of the paid up voting share capital of the Company entitled to vote on resolutions of Members to be considered at the meeting. Where a quorum comprises a single Member or proxy, such person may pass a resolution of Members and a certificate signed by such person accompanied where such person be a proxy by a copy of the proxy instrument shall constitute a valid resolution of Members.
- 17.7 **No Quorum.** If within two hours 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 next business day in the jurisdiction in which the meeting was to have been held at the same time and place or to such other time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Members present shall be a quorum.
- 17.8 **Polls.** At any meeting of the Members the chairman is responsible for deciding in such manner as he considers appropriate whether any resolution proposed has been carried or not and the result of his decision shall be announced to the meeting and recorded in the minutes of the meeting. If the chairman has any doubt as to the outcome of the vote on a proposed resolution, he shall cause a poll to be taken of all votes cast upon such resolution. If the chairman fails to take a poll then any Member present in person or by proxy who disputes the announcement by the chairman of the result of any vote may immediately following such announcement demand that a poll be taken and the chairman shall cause a poll to be taken. If a poll is taken at any meeting, the result shall be announced to the meeting and recorded in the minutes of the meeting. The minutes of the meeting shall be conclusive evidence of the fact that a resolution was carried or not without proof of the number or proportion of the votes recorded in favour of or against such resolution.

- 17.9 **Director Participation.** Directors may attend and speak at any meeting of Members and at any separate meeting of the holders of any class or series of Shares.
- 17.10 **Unanimous Written Resolutions.** Any Ordinary or Special Resolution of Members and any other action that may be taken by the Members at a meeting may also be taken by a resolution consented to in writing, without the need for any notice, by all Members who would have been entitled to attend and vote at a meeting called for the purpose of passing such a resolution or taking any other action. The consent may be in the form of counterparts, each counterpart being signed by one or more Members. If the consent is in one or more counterparts, and the counterparts bear different dates, then the resolution shall take effect on the latest date borne by the counterparts.

## 18 APPOINTMENT AND REMOVAL OF DIRECTORS

- 18.1 **Number of Directors.** The Company shall have a board of Directors consisting of not less than one Director. The Company may by Ordinary Resolution or by a resolution of the Directors impose a maximum or minimum number of Directors required to hold office at any time and vary such limits from time to time.
- 18.2 **Appointment of Directors.** The first Directors shall be appointed by the subscribers to the Memorandum by a written instrument signed by all the subscribers or by an Ordinary Resolution passed by the subscribers. Thereafter, subject to the limits set out in the preceding Article, Directors shall be appointed by Ordinary Resolution or by a resolution of the Directors and may be removed by Ordinary Resolution or by a resolution of the Directors.
- 18.3 **Term.** Each Director holds office for the term, if any, fixed by the terms of his appointment or until his earlier death, bankruptcy, insanity, resignation or removal. If no term is fixed on the appointment of a Director, the Director serves indefinitely until his earlier death, bankruptcy, insanity, resignation or removal.
- 18.4 **Vacation.** The office of a Director shall be vacated if:
- (a) he gives notice in writing to the Company that he resigns the office of Director; or
  - (b) he absents himself (without being represented by an alternate Director appointed by him) from three consecutive meetings of the board of Directors without special leave of absence from the Directors, and they pass a resolution that he has by reason of such absence vacated office; or

- (c) he dies, becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (d) he is found to be or becomes of unsound mind; or
- (e) all the other Directors (being not less than two in number) resolve that he should be removed as a Director.

## **19 REGISTER OF DIRECTORS AND OFFICERS**

19.1 **Details.** The Register of Directors and Officers shall contain:

- (a) the names and addresses of the persons who are Directors and Officers;
- (b) the date on which each person whose name is entered in the register was appointed as a Director or Officer; and
- (c) the date on which each person named as a Director or Officer ceased to be a Director or Officer.

## **20 POWERS OF DIRECTORS**

- 20.1 **Management by Directors.** Subject to the provisions of the Companies Act, the Memorandum, these Articles and any directions given by Ordinary Resolution, the business and affairs of the Company shall be managed by, or under the direction or supervision of, the Directors. The Directors shall have all the powers necessary for managing, and for directing and supervising, the business and affairs of the Company as are not by the Companies Act, the Memorandum, these Articles or the terms of any Special Resolution required to be exercised by the Members. No alteration of the Memorandum or these Articles or any direction given by Ordinary or Special Resolution shall invalidate any prior act of the Directors that was valid at the time undertaken. A duly convened meeting of Directors at which a quorum is present may exercise all powers exercisable by the Directors.
- 20.2 **Good Faith.** Each Director shall exercise his powers for a proper purpose. Each Director, in exercising his powers or performing his duties, shall act honestly and in good faith in what the Director believes to be the best interests of the Company.
- 20.3 **Acting in Vacancy.** The continuing Directors may act notwithstanding any vacancy in their body, but if and for so long as their number is below any minimum number of Directors fixed by or pursuant to these Articles, the continuing Directors may act for the purpose of passing a resolution to appoint further Directors to the board of Directors and of convening a meeting of Members to appoint further Directors but for no other purpose.
- 20.4 **Indebtedness and Security.** The Directors may exercise all the powers of the Company to incur indebtedness, liabilities or obligations and to issue debentures, debenture stock, mortgages, bonds and other such securities and to secure indebtedness, liabilities or obligations whether of the Company or of any third party.

## 21 PROCEEDINGS OF DIRECTORS

- 21.1 **Quorum.** The quorum for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be two if there are two or more Directors, and shall be one if there is only one Director. A person who holds office as an alternate Director shall be counted in the quorum. A Director who also acts as an alternate Director shall count twice towards the quorum.
- 21.2 **Voting.** Subject to the provisions of these Articles, the Directors may regulate their proceedings 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 chairman shall not have a second or casting vote. A Director who is also an alternate Director shall be entitled to a separate vote on behalf of his appointor in addition to his own vote.
- 21.3 **Conference Call.** A person may participate and vote in a meeting of the Directors or committee of Directors by telephone or other electronic means by means of which all the persons participating in the meeting are able to hear each other. Unless otherwise determined by the Directors the meeting shall be deemed to be held at the place where the chairman is at the start of the meeting.
- 21.4 **Unanimous Written Resolution.** A resolution in writing (in one or more counterparts) signed by all the Directors or all the members of a committee of Directors (an alternate Director being entitled to sign any such resolution on behalf of his appointor) shall be as valid and effectual as if it had been passed at a meeting of the Directors, or committee of Directors as the case may be, duly convened and held.
- 21.5 **Notice of Meetings.** A Director may, or other Officer on the requisition of a Director shall, call a meeting of the Directors by at least two days' notice in writing to every Director which notice shall set forth the general nature of the business to be considered unless notice is waived by all the Directors either at, before or after the meeting is held.
- 21.6 **Chairman of the Board.** The Directors may elect a chairman of their board and determine the period for which he is to hold office; but if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be chairman of the meeting.
- 21.7 **Defects.** Absent fraud, all acts done by any meeting of the Directors or a committee of Directors shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any Director or alternate Director, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and qualified to be a Director or alternate Director as the case may be.

## 22 PRESUMPTION OF ASSENT

- 22.1 A Director who is present at a meeting of the board of Directors at which action on any Company matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent from such action with the person acting as the chairman or secretary of the meeting before the adjournment thereof. Such right to dissent shall not apply to a Director who voted in favour of such action.

## 23 DIRECTORS' INTERESTS

- 23.1 **Other Office.** A Director may hold any other office or place of profit under the Company (other than the office of auditor) in conjunction with his office of Director for such period and on such terms as to remuneration and otherwise as the Directors may determine. A Director may act by himself or his firm in a professional capacity for the Company and he or his firm shall be entitled to remuneration for professional services as if he were not a Director or alternate Director.
- 23.2 **No Exclusivity.** A Director or alternate Director may be or become a director or other officer of or otherwise interested in any company promoted by the Company or in which the Company may be interested as shareholder or otherwise, and no such Director or alternate Director shall be accountable to the Company for any remuneration or other benefits received by him as a director or officer of, or from his interest in, such other company.
- 23.3 **Disclosure of Interests.** No person shall be disqualified from the office of Director or alternate Director or prevented by such office from contracting with the Company, either as vendor, purchaser or otherwise, nor shall any such contract or any other contract or transaction entered into by or on behalf of the Company in which any Director or alternate Director shall be in any way interested be or be liable to be avoided, nor shall any Director or alternate Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or transaction by reason of such Director holding office or of the fiduciary relation thereby established. A Director (or his alternate Director in his absence) shall be at liberty to vote in respect of any contract or transaction in which he is interested provided that the nature of the interest of any Director or alternate Director in any such contract or transaction shall be disclosed by him at or prior to its consideration and any vote thereon.
- 23.4 **General Notice of Interests.** A general notice that a Director or alternate Director is a shareholder, director, officer or employee of any specified firm or company and is to be regarded as interested in any transaction with such firm or company shall be sufficient disclosure for the purposes of voting on a resolution in respect of a contract or transaction in which he has an interest, and after such general notice it shall not be necessary to give special notice relating to any particular transaction.

## 24 MINUTES

- 24.1 The Directors shall cause minutes to be made in books kept for the purpose of all appointments of officers made by the Directors, all proceedings at meetings of the Company or the holders of any class of Shares and of the Directors, and of committees of Directors including the names of the Directors or alternate Directors present at each meeting.

## 25 DELEGATION OF DIRECTORS' POWERS

- 25.1 **Delegation.** The Directors may delegate any of their powers to any committee consisting of one or more Directors. They may also delegate to any managing director or any Director holding any other executive office such of their powers as they consider desirable to be exercised by him provided that an alternate Director may not act as managing director and the appointment of a managing director shall automatically terminate if he ceases to be a Director. Any such delegation may be made subject to any conditions the Directors may impose and may be revoked or altered. Subject to any such conditions, the proceedings of a committee of Directors shall be governed by the Articles regulating the proceedings of Directors, so far as they are capable of applying.

- 25.2 **Committees.** The Directors may establish any committees, local boards or agencies or appoint any person to be a manager or agent for managing the affairs of the Company and may appoint any person to be a member of such committees or local boards. Any such appointment may be made subject to any conditions the Directors may impose, and may be revoked or altered. Subject to any such conditions, the proceedings of any such committee, local board or agency shall be governed by the Articles regulating the proceedings of Directors, so far as they are capable of applying.
- 25.3 **Third Party Delegation.** The Directors may by power of attorney or otherwise appoint any company, firm, person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or authorised signatory of the Company for such purpose and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney or other appointment may contain such provisions for the protection and convenience of persons dealing with any such attorneys or authorised signatories as the Directors may think fit and may also authorise any such attorney or authorised signatory to delegate all or any of the powers, authorities and discretions vested in him.
- 25.4 **Officers.** The Directors may appoint such Officers as they consider necessary on such terms, at such remuneration and to perform such duties, and subject to such provisions as to disqualification and removal as the Directors may think fit. Unless otherwise specified in the terms of his appointment an officer may be removed by the Directors.

## 26 ALTERNATE DIRECTORS

- 26.1 **Alternate Appointment.** Any Director (other than an alternate Director) may by writing in notice to the Company appoint any other Director, or any other person willing to act, to be an alternate Director.
- 26.2 **Conduct of Alternates.** An alternate Director shall be entitled to receive notice of all meetings of Directors and of all meetings of committees of Directors of which his appointor is a member, to attend and vote at every such meeting at which the Director appointing him is not personally present, and, save as expressly provided herein, to perform all the functions and exercise all of the powers of his appointor as a Director in his absence.
- 26.3 **Automatic termination.** An alternate Director shall cease to be an alternate Director if his appointor ceases to be a Director.



26.4 **No Agency.** An alternate Director shall be deemed for all purposes to be a Director and shall alone be responsible for his own acts and defaults and shall not be deemed to be the agent of the Director appointing him.

## 27 **NO MINIMUM SHAREHOLDING**

27.1 The Company in general meeting may fix a minimum shareholding required to be held by a Director, but unless and until such a shareholding qualification is fixed a Director is not required to hold Shares.

## 28 **REMUNERATION OF DIRECTORS**

28.1 **Office Remuneration.** The remuneration to be paid to the Directors, if any, shall be such remuneration as the Directors shall determine. The Directors shall also be entitled to be paid all travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of Directors or committees of Directors, or general meetings of the Company, or separate meetings of the holders of any class of Shares or debentures of the Company, or otherwise in connection with the business of the Company, or to receive a fixed allowance in respect thereof as may be determined by the Directors, or a combination of such methods.

28.2 **Additional Remuneration.** The Directors may by resolution approve additional remuneration to any Director for any services other than his ordinary routine work as a Director. Any fees paid to a Director who is also counsel or solicitor to the Company, or otherwise serves it in a professional capacity shall be in addition to his remuneration as a Director.

28.3 **Pensions.** The Directors, on behalf of the Company, may pay a gratuity or pension or allowance on retirement to any Director who has held any other salaried office or place of profit with the Company or to his widow or dependants and may make contributions to any fund and pay premiums for the purchase or provision of any such gratuity, pension or allowance.

## 29 **INDEMNIFICATION**

29.1 **Indemnity and Exclusion of Liability.** Every Director, alternate Director or Officer shall be indemnified out of the assets of the Company against any liability incurred by him as a result of any act or failure to act in carrying out his functions other than such liability (if any) that he may incur by his own actual fraud or wilful default. No such Director, alternate Director or Officer shall be liable to the Company for any loss or damage in carrying out his functions unless that liability arises through the actual fraud or wilful default of such Director or officer. References in this Article to actual fraud or wilful default mean a finding to such effect by a competent court in relation to the conduct of the relevant party.

29.2 **Advancement of Expenses.** Expenses, including legal fees, incurred by a Director, alternate Director or Officer, or former Director, alternate Director or Officer in defending any legal, administrative or investigative proceedings may be paid by the Company in advance of the final disposition of such proceedings upon receipt of an undertaking by such party to repay the amount if it shall ultimately be determined that such Director, alternate Director or Officer is not entitled to be indemnified by the Company and upon such terms and conditions, if any, as the Company deems appropriate.

29.3 **Insurance.** The Company may purchase and maintain insurance in relation to any person who is or was a Director, alternate Director, Officer or liquidator of the Company, or who at the request of the Company is or was serving as a Director, alternate director, Officer or liquidator of, or in any other capacity is or was acting for, another body corporate or a partnership, joint venture, trust or other enterprise, against any liability asserted against the person and incurred by the person in that capacity.

### 30 RECORDS

30.1 **Registered Office Records.** The Company shall keep the following documents at the Registered Office:

- (a) the Certificate of Incorporation and any Certificate on Change of Name;
- (b) a copy of the Memorandum and Articles;
- (c) the Register of Directors and Officers; and
- (d) to the extent the Company has created a security interest over any of its assets the Register of Mortgages and Charges required to be maintained by the Company under Section 54 of the Companies Act.

30.2 **Other Corporate Records.** The Company shall keep the following records at the Registered Office or at such other place or places, within or outside the Cayman Islands, as the Directors may determine:

- (a) minutes of meetings, Ordinary Resolutions and Special Resolutions of Members and classes of Members;
- (b) the Register of Members; and
- (c) minutes of meetings and Resolutions of Directors and committees of Directors.

30.3 **Electronic Form.** All of the registers and records kept by the Company under these Articles shall be in written form or either wholly or partly as electronic records complying with the requirements of the Electronic Transactions Act.

### 31 SEAL

31.1 **Use of Seal.** The Company may, if the Directors so determine, have a Seal. The Seal shall only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors. Every instrument to which the Seal has been affixed shall be signed by at least one person who shall be either a Director or an Officer or other person appointed by the Directors for the purpose.

- 31.2 **Duplicate Seal.** The Company may have for use in any place or places outside the Cayman Islands a duplicate Seal or Seals each of which shall be a facsimile of the common Seal of the Company and, if the Directors so determine, with the addition on its face of the name of every place where it is to be used.
- 31.3 **Authentication and Filing.** A Director or Officer, representative or attorney of the Company may without further authority of the Directors affix the Seal over his signature alone to any document required to be authenticated by him under seal or to be filed with the Registrar of Companies in the Cayman Islands or elsewhere wheresoever.

## 32 DISTRIBUTIONS

- 32.1 **Payment of Distributions.** Subject to the Companies Act and this Article, the Directors may declare and pay out of the funds of the Company lawfully available for such purpose a Distribution at a time and of an amount they think fit. No Distribution shall be paid except out of the realised and unrealised profits of the Company, and/or out of the share premium account and/ or as otherwise permitted by the Companies Act.
- 32.2 **Ranking.** Except as otherwise provided by the rights attached to Shares, all Distributions shall be declared and paid according to the par value of the Shares that a Member holds. The Company may pay Distributions in proportion to the amount paid upon each Share where a larger amount is paid up on some Shares than on others. If any Share is issued on terms providing that it shall rank for Distributions as from a particular date, that Share shall rank for Distributions accordingly.
- 32.3 **Deductions.** The Directors may deduct from any Distribution payable to any Member all sums of money, if any, then payable by him to the Company on account of calls or otherwise.
- 32.4 **Distribution in Kind.** The Directors may declare that any Distribution be paid wholly or partly by the distribution of specific assets and in particular of shares, debentures, or securities of any other company or in any one or more of such ways and the Directors may settle the same as they think expedient and in particular may issue fractional Shares and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any Members upon the basis of the value so fixed in order to adjust the rights of all Members and may vest any such specific assets in trustees as may seem expedient to the Directors.
- 32.5 **Payment.** Any Distribution payable in cash in respect of Shares may be paid by electronic funds transfer to the holder or by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of the holder who is first named on the Register of Members or to such person and to such address as such holder or joint holders may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent. Any one of two or more joint holders may give effectual receipts for any Distributions payable in respect of the Shares held by them as joint holders.
- 32.6 **No Interest.** No Distribution shall bear interest as against the Company and no distribution shall be paid on Treasury Shares.

32.7 **Unclaimed Payments.** Any Distribution which cannot be paid to a Member and/or which remains unclaimed after six months from the date of declaration of such Distribution may, in the discretion of the Directors, be paid into a separate account in the Company's name, provided that the Company shall not be constituted as a trustee in respect of that account and the Distribution shall remain as a debt due to the Member. Any Distribution which remains unclaimed after a period of six years from the date of declaration of such Distribution shall be forfeited and shall revert to the Company.

### 33 CAPITALISATIONS

33.1 **Capitalisations.** The Directors may capitalise any sum standing to the credit of any of the Company's reserve accounts (including share premium account and capital redemption reserve) or to the credit of profit and loss account or otherwise available for distribution and appropriate such sum to Members in the proportions in which such sum would have been divisible amongst them had the same been a Distribution of profits by way of dividend and apply such sum on their behalf in paying up in full unissued Shares for issue, allotment and distribution credited as fully paid-up to and amongst them in the proportions aforesaid. In such event the Directors may make such provisions as they think fit in the case of Shares becoming distributable in fractions.

### 34 RECORD DATE

34.1 **Record Date Determination.** For the purpose of determining Members entitled to attend meetings, receive payment of any Distribution or capitalisation or for any other purpose, the Directors may provide that the Register of Members shall be closed for transfers for a stated period which shall not in any case exceed forty days. In lieu of, or apart from, closing the Register of Members, the Directors may fix in advance or arrears a date as the record date for any such determination of Members provided that the record date for a meeting may not be earlier than the date of notice of such meeting.

34.2 **No Record Date Chosen.** If the Register of Members is not so closed and no record date is fixed for the determination of Members entitled to attend meetings, receive payment of a Distribution or capitalisation, the date on which the notice of the meeting is given or resolution of the Directors declaring such Distribution or capitalisation is adopted, as the case may be, shall be the record date for such determination of Members.

### 35 REPRESENTATION

35.1 **Representation of Legal Persons.** The right of any individual to speak for or represent a Member or a Director being a legal person shall be determined by the law of the jurisdiction where, and by the documents by which, such legal person is constituted or derives its existence but save where an objection has been raised by a Member or a Director, the Directors shall not be obliged to verify the rights of individuals purporting to speak for or represent legal persons. In case of doubt, the Directors may in good faith seek legal advice from any qualified person and unless and until a court of competent jurisdiction shall otherwise rule, the Directors may rely and act upon such advice without incurring any liability to any Member or the Company.

## 36 ACCOUNTS

- 36.1 **Accounts.** The Company shall keep proper books of account with respect to (a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place; (b) all sales and purchases of goods by the Company; and (c) the assets and liabilities of the Company, that in each case, are sufficient to give a true and fair view of the Company's affairs and to explain its transactions.
- 36.2 **Inspection.** 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 not being Directors and no Member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by the Companies Act or authorised by the Directors or by the Company in general meeting.
- 36.3 **Financial Information.** The Directors may from time to time cause to be prepared and to be laid before the Company in general meeting profit and loss accounts, balance sheets, group accounts (if any) and such other reports and accounts as may be required by law.

## 37 AUDIT

- 37.1 **Auditor.** The Directors may appoint an auditor of the Company who shall hold office until removed from office by resolution of the Directors, and may fix his or their remuneration.
- 37.2 **Access Right.** Every auditor of the Company shall have a right of access at all times to the books and accounts and vouchers of the Company and shall be entitled to require from the Directors and Officers such information and explanation as may be necessary for any audit.
- 37.3 **Auditor Reports.** Auditors shall, if so required by the Directors, make a report on the accounts of the Company during their tenure of office at such times as shall be required by the Directors or any meeting of the Members.

## 38 NOTICES

- 38.1 **Calculation of Elapsed Time.** Subject to the laws of the Cayman Islands, where any period of time is expressed as required for the giving of any notice or in any other case where some other action is required to be undertaken within or omitted from being taken during a specified period of time, the calculation of the requisite period of time will not include the day on which the notice is given (or deemed to be given) or the day on which the event giving rise to the need to take or omit action occurred, but shall include the day on which the period of time expires.
- 38.2 **Delivery of Notices.** Notices shall be in writing and may be given by the Company to any Member either personally or by sending it by courier, post, cable, telex, fax or e-mail to him or to his address as shown in the Register of Members (or where the notice is given by e-mail by sending it to the e-mail address provided by such Member). Any notice, if posted from one country to another, is to be sent airmail. E-mail notices may be sent by e-mail text and/or by way of a document attached to an email in portable document format (PDF) or in Microsoft Word format and/or by any other method separately agreed between the Company and its Members.

38.3 **Deemed Receipt.** Where a notice is sent by courier, service of the notice shall be deemed to be effected by delivery of the notice to a courier company, and shall be deemed to have been received on the third day (not including Saturdays or Sundays or public holidays) following the day on which the notice was delivered to the courier. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre-paying and posting a letter containing a notice, and shall be deemed to have been received on the fifth day (not including Saturdays or Sundays or public holidays) following the day on which the notice was posted. Where a notice is sent by cable, telex or fax, service of the notice shall be deemed to have been received on the same day that it was transmitted. Where a notice is given by e-mail service it shall be deemed to be effected by transmitting the e-mail to the e-mail address provided by the intended recipient and shall be deemed to have been received on the same day that it was sent, and it shall not be necessary for the receipt of the e-mail to be acknowledged by the recipient.

38.4 **Notices of General Meeting.** Notice of every general meeting shall be given in any manner hereinbefore authorized to every person shown as a Member in the Register of Members on the record date for such meeting except that in the case of joint holders the notice shall be sufficient if given to the joint holder first named in the Register of Members.

### 39 VOLUNTARY LIQUIDATION

39.1 Subject to the Companies Act, the Company may by Special Resolution be wound up voluntarily.

### 40 WINDING UP

40.1 **Distribution of Assets.** If the Company shall be wound up, and the assets available for distribution amongst the Members shall be insufficient to repay the whole of the share capital, such assets shall be distributed so that, as nearly as may be, the losses shall be borne by the Members in proportion to the par value of the Shares held by them. If in a winding up the assets available for distribution amongst the Members shall be more than sufficient to repay the whole of the share capital at the commencement of the winding up, the surplus shall be distributed amongst the Members in proportion to the par value of the Shares held by them at the commencement of the winding up subject to a deduction from those Shares in respect of which there are monies due, of all monies payable to the Company for unpaid calls or otherwise. This Article is without prejudice to the rights of the holders of Shares issued upon special terms and conditions.

40.2 **Valuation of Assets.** If the Company shall be wound up the liquidator may, with the sanction of a Special Resolution and any other sanction required by the Companies Act, divide amongst the Members in kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may for that purpose value any assets and determine how the division shall be carried out as between the Members or different classes of Members. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the Members as the liquidator, with the like sanction, shall think fit, but so that no Member shall be compelled to accept any asset upon which there is a liability.

**41 CONTINUATION**

41.1 The Company may, subject to the provisions of the Companies Act and with the approval of a Special Resolution, transfer and be registered by way of continuation as a body corporate limited by shares under the laws of any jurisdiction outside the Cayman Islands and be de-registered in the Cayman Islands.

**42 AMENDMENT OF THE MEMORANDUM AND ARTICLES**

42.1 Subject to the Companies Act and the rights attaching to any class or series of Shares, the Company may by Special Resolution change its name or alter or amend these Articles and/ or the Memorandum in whole or in part.

Control Number:

Number of Shares:

Registered Shareholder:

**U-BX Technology Ltd.**  
**Zhongguan Science and Technology Park**  
**No. 1 Linkong Er Road, Shunyi District, Beijing**  
**People's Republic of China**

**PROXY**

**Solicited on Behalf of the Board of Directors for the Annual General Meeting of Shareholders  
on October 24th, 2:00 p.m. Beijing Time (October 24th 2:00 a.m. Eastern Time)**

The undersigned hereby appoints Jian Chen as proxy with full power of substitution, to represent and to vote as set forth herein all the ordinary shares of **U-BX Technology Ltd.** which the undersigned is entitled to vote at the Annual General Meeting of Shareholders and any adjournments or postponements thereof, as designated below. **If no designation is made, the proxy, when properly executed, will be voted "FOR" in Items 1, 2, 3, 4, 5, 6, 7 and 8.**

**Item 1** By an ordinary resolution, to re-appoint four directors, Jian Chen, Enze Liang, Danning Wang, Kongfei Hu, to serve on the Company's board of directors (the "Board") until the next annual general meeting of shareholders or until their office is otherwise vacated or they are removed by an ordinary resolution of the shareholders or by a resolution of the remaining directors.

Jian Chen	<input type="checkbox"/> For	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
Enze Liang	<input type="checkbox"/> For	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
Danning Wang	<input type="checkbox"/> For	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
Kongfei Hu	<input type="checkbox"/> For	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain

**Item 2** By an ordinary resolution, to approve the appointment of HTL International as the Company's independent registered public accounting firm for the fiscal year ending on June 30, 2025.

For  Against  Abstain

**Item 3** By an ordinary resolution, to approve an increase of the Company's authorized share capital from USD 50,000.00 divided into 500,000,000 ordinary shares of par value USD 0.0001 each to USD 1,000,000.00 divided into 10,000,000,000 ordinary shares of par value USD 0.0001 each by the creation of additional 9,500,000,000 ordinary shares of par value USD 0.0001 each to rank pari passu in all respects with the existing shares in the capital of the Company (the "Share Capital Increase").

For  Against  Abstain

**Item 4** By an ordinary resolution, (A) to approve a share consolidation of the Company's issued and unissued ordinary shares be approved at a ratio of not less than one (1)-for-five (5) and not more than one (1)-for-twenty (20) (the "Range"), with the exact ratio to be set at a whole number within the Range and the exact date to be determined by the Board in its sole discretion within one year after the date of passing of these resolutions (the "Share Consolidation") provided that no fractional share shall arise from the Share Consolidation, and (B) to authorize the Company to round up any fractional shares resulting from the Share Consolidation to the nearest whole ordinary share, and to authorize the Board to do all other such acts and things as the Board considers necessary or desirable for the purposes of the transactions contemplated by the Share Consolidation, including determining the Range and the exact date of the Share Consolidation and instructing the registered office provider or transfer agent of the Company to complete the necessary corporate record(s) and filing(s) to reflect the Share Consolidation.

For  Against  Abstain

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**Item 5** By a special resolution, subject to and conditional upon the passing of Item 3 above in respect of the Share Capital Increase, to approve and adopt the Second Amended and Restated Memorandum and Articles of Association of the Company to reflect the Share Capital Increase and in substitution for the existing Amended and Restated Memorandum and Articles of Association of the Company.

For

Against

Abstain

**Item 6** Proposal Six. By a special resolution, to amend and restate the Company's Second Amended and Restated Memorandum and Articles of Association to reflect the Share Consolidation, once implemented.

For

Against

Abstain

**Item 7** By an ordinary resolution, (A) to approve an offering of ordinary shares (the "Placement Shares") to raise gross proceeds of \$6,000,000 to investors that include Jian Chen, the CEO and a Director of the Company and Mingfei Liu, the COO of the Company, among other related parties, at a per share price equal to 101% of the closing bid price of the trading day immediately preceding the date of the definitive securities purchase agreement (the "Proposed Private Placement") and at such time as determined by the Board [after the Share Capital Increase and the Share Consolidation taking effect] and (B) to authorize the Board to do all other such acts and things as the Board considers necessary or desirable for the purposes of the transactions contemplated by the Proposed Private Placement, including determining the number of Placement Shares and the issue price and date of issue of the Placement Shares, and instructing the registered office provider or transfer agent of the Company to complete the necessary corporate record(s) and filing(s) to reflect the Proposed Private Placement.

For

Against

Abstain

**Item 8** By an ordinary resolution, to adjourn the Meeting to a later date or dates, if necessary, to permit further solicitation and vote of proxies in the event that there are insufficient votes for, or otherwise in connection with, the approval of Proposal One, Proposal Two, Proposal Three, Proposal Four, Proposal Five and Proposal Six.

For

Against

Abstain

In his discretion, the proxy is authorized to vote upon any other matters which may properly come before the Annual Meeting, or any adjournment or postponement thereof.

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**THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.**

Dated: \_\_\_\_\_, 2024

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Signature (Joint Owners)

Please date and sign name exactly as it appears hereon. Executors, administrators, trustees, etc. should so indicate when signing. If the shareholder is a corporation, the full corporate name should be inserted and the proxy signed by an officer of the corporation indicating his/her title

***[SEE VOTING INSTRUCTIONS ON REVERSE SIDE]***

**VOTING INSTRUCTIONS**

Please sign, date and mail this Proxy Card promptly to the following address in the enclosed postage-paid envelope:

Proxy Team  
Transshare Corporation  
Address: 17755 North US Highway 19, Suite # 140, Clearwater FL 33764  
Telephone: (303)662-1112

OR

You may sign, date and submit your Proxy Card by fax to (727)269-5616

OR

You may sign, date, scan and email your scanned Proxy Card to [Proxy@Transshare.com](mailto:Proxy@Transshare.com)

OR

You may vote online through the Internet: [www.Transshare.com](http://www.Transshare.com) click on Vote Your Proxy Enter Your Control Number:

**If you vote your proxy on the Internet, you do not need to mail back, fax or email your Proxy Card.**

The Proxy Statement and the form of Proxy Card are available at [ ]

Consent to electronic delivery of proxy material: \_\_\_\_\_ (email address).

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