

THE COMPANIES ORDINANCE  
(CHAPTER 32)

---

SPECIAL RESOLUTION  
OF

CHINA MEDICAL DATA SERVICES LIMITED

---

Passed on the 30<sup>TH</sup> day of April 2010

---

By a written resolution signed by the sole shareholder of the Company pursuant to Article 10(c) of the Articles of Association of the Company and section 116B of the Companies Ordinance, the following resolutions were duly passed as Special Resolutions on 30 April 2010:

**1. RECLASSIFICATION OF UNISSUED SHARES**

"THAT the 9,999 unissued shares of HK\$1.00 each in the capital of the Company be and are hereby classified into 5,010 A Ordinary Shares of HK\$1.00 each and 4,989 B Ordinary Shares of HK\$1.00 each, carrying the rights and being subject to the restrictions attached to the respective classes of shares as set forth in the Articles of Association of the Company to be adopted forthwith."

**2. RECLASSIFICATION OF ISSUED SHARES**

"THAT the one issued share of HK\$1.00 in the capital of the Company registered in the name of David Stern be and is hereby classified into one B Ordinary Share of HK\$1.00, carrying the rights and being subject to the restrictions attached to B Ordinary Shares as set forth in the Articles of Association of the Company to be adopted forthwith."

### 3. ADOPTION OF ARTICLES

"THAT the Articles of Association of the Company attached hereto as Exhibit 'A' be and are hereby approved and adopted in substitution for and to the exclusion of the existing Articles of Association of the Company".

  
\_\_\_\_\_  
David Stern  
Shareholder

**CHINA MEDICAL DATA SERVICES LIMITED**  
(the "Company")

RESOLUTION IN WRITING OF THE SOLE SHAREHOLDER PASSED PURSUANT TO ARTICLE 10(c) OF THE ARTICLES OF ASSOCIATION OF THE COMPANY AND SECTION 116B OF THE COMPANIES ORDINANCE.

---

I, the undersigned, being the sole shareholder for the time being of the Company entitled to vote on the resolutions set out below, hereby resolve that the following resolutions be passed as Special Resolutions of the Company:

**1. RECLASSIFICATION OF UNISSUED SHARES**

"THAT the 9,999 unissued shares of HK\$1.00 each in the capital of the Company be and are hereby classified into 5,010 A Ordinary Shares of HK\$1.00 each and 4,989 B Ordinary Shares of HK\$1.00 each, carrying the rights and being subject to the restrictions attached to the respective classes of shares as set forth in the Articles of Association of the Company to be adopted forthwith."

**2. RECLASSIFICATION OF ISSUED SHARES**

"THAT the one issued share of HK\$1.00 in the capital of the Company registered in the name of David Stern be and is hereby classified into one B Ordinary Share of HK\$1.00, carrying the rights and being subject to the restrictions attached to B Ordinary Shares as set forth in the Articles of Association of the Company to be adopted forthwith."

**3. ADOPTION OF ARTICLES**

"THAT the Articles of Association of the Company attached hereto as Exhibit 'A' be and are hereby approved and adopted in substitution for and to the exclusion of the existing Articles of Association of the Company".

Dated: 30 April 2010



David Stern

**Exhibit A**  
**Articles of Association**



公司註冊處  
Companies Registry

# 股份分配申報表 Return of Allotments

(公司條例第 45(1)條)  
(Companies Ordinance s. 45(1))

表格 **SC1**  
Form

**重要事項 Important Notes**

- 填表前請參閱〈填表須知〉。  
請用黑色墨水列印。
- Please read the accompanying notes before completing this form.  
Please print in black ink.

公司編號 **Company Number**

**1450156**

**1 公司名稱 Company Name**

China Medical Data Services Limited

(註 Note 7) **2 分配股份的日期或始末日期 Date or Period during which Shares were Allotted**

由 From

30	4	2010
日 DD	月 MM	年 YYYY

至 To

日 DD	月 MM	年 YYYY

**3 本次股份分配的總款額 Totals of this Allotment**

(註 Note 8)

已繳及應繳的總面額  
Total Nominal Amount Paid and Payable

已繳及應繳的溢價總額 [第 5A(a) + 5B(a)項]  
Total Premium Amount Paid and Payable [Sections 5A(a) + 5B(a)]

貨幣單位 Currency	款額 Amount
HK\$	999
	Nil

**4 公司自成立為法團當日起計，累積的已繳股款總額(包括本次分配但不包括溢價)  
Cumulative Total of Paid-up Share Capital of the Company since Incorporation (Including this Allotment but Excluding Premium)**

貨幣單位 Currency	款額 Amount
HK\$	1,000

(註 Note 3) **提交人的資料 Presentor's Reference**

姓名 Name:

地址 Address:

電話 Tel:                      傳真 Fax:

電郵地址 E-mail Address:

檔號 Reference:

指明編號 2/2004 (修訂) (2004年2月)  
Specification No. 2/2004 (Revision) (Feb. 2004)

**請勿填寫本欄 For Official Use**

**5 本次股份分配的詳情 Details of this Allotment**

**A. 現金支付的分配股份 Shares Allotted for Cash**

股份類別 Class of Shares	獲分配的 股份數目 Number of Shares Allotted	每股的面值 Nominal Value of <i>Each Share</i>	每股已繳及應繳的款額 (包括溢價) Amount Paid and Payable on <i>Each Share</i> (Including Premium)		每股的溢價 款額 Premium on <i>Each Share</i>	已繳及應繳 的溢價總款額 <i>Total</i> Premium Paid and Payable (a)
			已繳付 Paid	應繳付 Payable		
A Ordinary (HK\$)	501	HK\$1.00	HK\$1.00	Nil	Nil	Nil
B Ordinary (HK\$)	498	HK\$1.00	HK\$1.00	Nil	Nil	Nil

(註 Note 9)

**B. 非現金支付的分配股份 Shares Allotted otherwise than in Cash**

股份類別 Class of Shares	獲分配的 股份數目 Number of Shares Allotted	每股的面值 Nominal Value of <i>Each Share</i>	每股被視作已繳 及應繳的款額 (包括溢價) Amount Treated as Paid and Payable on <i>Each Share</i> (Including Premium)		每股的溢價 款額 Premium on <i>Each Share</i>	被視作已繳及應繳 的溢價總款額 <i>Total</i> Premium Treated as Paid and Payable (a)
			已繳付 Paid	應繳付 Payable		
N/A						

(註 Note 10)

分配上述(B)項股份的代價

**Consideration for which the Shares in (B) have been Allotted**

N/A



公司條例(香港法例第 32 章)

第 45(1)條規定提交的

股份分配申報表

填表須知 — 表格 SC1

附註

引言

1. 本表格是用以通知公司註冊處處長有關有股本的有限公司分配股份的詳情，並須於首次分配日期後 1 個月內遞交。
2. 請劃一以中文或英文填報各項所需資料。如以中文填報，請用繁體字。公司註冊處不接納手寫的表格。
3. 請填報提交人的資料。除非有特別事項需要公司註冊處注意，否則毋須另加附函。

簽署

4. 本表格必須由一名董事或秘書簽署，公司註冊處不接納未簽妥的表格，並會退回提交人。

費用

5. 如公司以溢價分配股份，則本表格必須連同正確的註冊費用一併提交，否則公司註冊處不會接納，並會退回提交人。有關所需繳付費用的詳情，請參閱《主要服務收費表》資料小冊子。
6. 如以郵寄方式遞交表格，請連同一張港幣劃線支票繳付所需費用。支票抬頭請註明「公司註冊處」。請勿郵寄現金。

分配股份的日期或始末日期 (第 2 項)

7. 本表格可用作申報在某一日期或某一段期間內所作出的分配。如曾在一段期間內作出多次分配，只須填報首次及末次分配的日期。如只在某一日期作出分配，請在第一個日期空格填報。

本次股份分配的總款額 (第 3 項)

8. 已繳及應繳的總面額應是以現金及非現金支付所分配股份的面值的總和。

非現金支付的分配股份 (第 5B 項)

9. (a) 如屬以非現金全部或部分繳足股款的股份分配，本表格須連同一份合約的核證真實副本一併提交，以證明獲分配者的股份所有權及所付的代價。如有關合約並非以書面訂立，則須提交一份填妥的表格 SC5。  
(b) 如股份是依據一項債務償還安排計劃分配，本表格須連同一份有關的法院命令的正式文本一併提交。  
(c) 如公司在某項資本化行動中，將股份分配並入賬列為全部繳足股款的股份，則本表格須連同一份有關批准作出該項分配的決議的核證真實副本一併提交。  
(d) 若分配的股份只有部分不是以現金為代價，請說明每股的現金代價。
10. 請簡略說明分配股份的代價及註明有關證明文件的類別與日期。例如：公司按照 XXXX 年 XX 月 XX 日通過的決議，透過將損益表內的港幣 10,000 元留存盈利資本化，將 10,000 股面值為港幣 1 元的普通股分配，並入帳列為全部繳足股款的股份。

**RETURN OF ALLOTMENTS**  
**Required by Companies Ordinance (Cap. 32)**  
**Section 45(1)**

**Notes for Completion of Form SC1**

**Introduction**

1. This form should be used to notify the Registrar of Companies of the allotment of shares by a limited company having a share capital. It should be submitted within 1 month after the first date of allotment.
2. Please fill in all particulars and complete all items consistently in either Chinese **OR** English. In the case of Chinese, traditional Chinese characters should be used. Please note that handwritten forms will be rejected by the Companies Registry.
3. Please complete the Presentor's Reference. Unless the presentor needs to raise a specific issue for the attention of the Companies Registry, no covering letter is required.

**Signature**

4. This form must be signed by a Director or the Secretary. A form which is not properly signed will be rejected by the Companies Registry.

**Fee**

5. This form must be submitted with the correct registration fee if the shares are allotted at a premium. A form which is not submitted with the correct fee will be rejected by the Companies Registry. Please refer to the information pamphlet on 'Price Guide to Main Services' for the correct fee payable.
6. If this form is delivered by post, please send a crossed cheque in Hong Kong Dollars payable to 'Companies Registry'. Please do not send cash.

**Date or Period during which Shares were Allotted (Section 2)**

7. This form may be used for allotments made on a single day or over a period of time. If more than one allotment has been made over a period of time, please enter only the first and last dates that apply. If only one date is applicable, please enter it in the first date box.

**Totals of this Allotment (Section 3)**

8. The total nominal amount paid and payable on this allotment is the total of the nominal value of the shares allotted for cash and the shares allotted for otherwise than in cash.

**Shares Allotted otherwise than in Cash (Section 5B)**

9. (a) For allotments of shares made either fully or partly for a consideration otherwise than in cash, this form should be submitted together with a certified true copy of the contract showing the title of the allottee(s) to the shares and the consideration for those shares. If the relevant contract is not reduced to writing, a completed Form SC5 should be submitted instead.  
(b) If the allotment is made pursuant to a scheme of arrangement, an office copy of the relevant court order should be submitted together with this form.  
(c) Where shares are allotted credited as fully paid up on a capitalization, a certified true copy of the resolution authorizing the allotment should be submitted together with this form.  
(d) If the shares are allotted partly for a consideration otherwise than in cash, please indicate the cash consideration per share.
10. Please give a brief description of the consideration for the allotted shares and indicate the type and date of the relevant document. E.g. In accordance with the company's resolution passed on DD/MM/YYYY, 10,000 Ordinary Shares of HKD1.00 each are allotted and credited as fully paid up on a capitalization of

the retained profit of HKD10,000 from the Profit and Loss Account.