


CERTIFIED TRUE COPY


.....
YEE SOOK FONG
Company Secretary
LS 0000421

24 MAR 2021

THE COMPANIES ACT, 1965

PRIVATE COMPANY LIMITED BY SHARES

MALAYSIA

Memorandum

and

Articles of Association

of


ASTRA DIAGNOSTICS ASIA PACIFIC SDN. BHD.
(878612-H)

Incorporated on the 11th day of November, 2009



SURUHANJAYA SYARIKAT MALAYSIA
COMPANIES COMMISSION OF MALAYSIA

CERTIFIED TRUE COPY


YEE SOOK FONG
Company Secretary
LS 0000421

24 MAR 2021

BORANG 13
AKTA SYARIKAT 1965

[Seksyen 23(2)]

No. Syarikat

878612	H
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PERAKUAN PEMERBADANAN ATAS PERTUKARAN NAMA SYARIKAT

Dengan ini diperakui bahawa

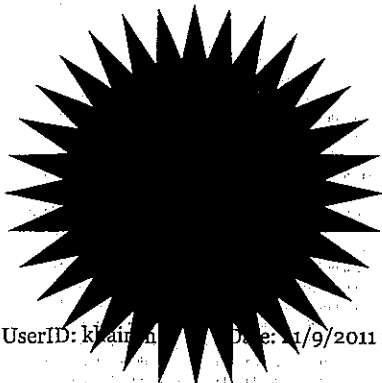
ASTRA DIAGNOSTICS ASIA PACIFIC SDN. BHD.

yang telah diperbadankan di bawah Akta Syarikat 1965, pada 11 haribulan November 2009, sebagai sebuah syarikat persendirian, pada 21 haribulan September 2011 telah menukar namanya kepada

ADT BIOTECH SDN. BHD.

dan bahawa syarikat ini adalah sebuah syarikat persendirian dan adalah sebuah syarikat berhad menurut syer.

Diberi di bawah tandatangan dan meterai saya di Kuala Lumpur pada 21 haribulan September 2011.

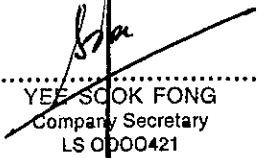




AZAHARI BIN AB RAHMAN
PENOLONG PENDAFTER SYARIKAT
MALAYSIA

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ADT BIOTECH SDN. BHD.
Company No. 200901035495 (878612-H)
(Incorporated in Malaysia)


YEE SOOK FONG
Company Secretary
LS 0000421

24 MAR 2021

At an Extraordinary General Meeting of the members of ADT Biotech Sdn. Bhd. duly convened and held at Unit No. 307, Block B, Pusat Dagangan Phileo Damansara I, 9 Jalan 16/11, 46350 Petaling Jaya the Special Resolution set out below was duly passed.

SPECIAL RESOLUTION

THAT the following Articles of the Company's Constitution (Articles of Association) be amended/added and are hereby approved with immediate effect:-

Amendments and additions made to clauses:	Article 1: Subject as hereinafter provided, the regulations contained in Table A in the Fourth Schedule of the Companies Act, 1965 shall apply to the Company with the exception of Regulations 43, 47, 71, 72(g), 81, 83 and 90 of Table A.
	<i>Article 4:</i> The number of directors shall not be less than one and not more than ten.
	<i>Article 6:</i> A resolution in writing, signed by a majority of the directors for the time being entitled to receive notice of a meeting of the directors, shall be as valid and effectual as if it had been passed at meeting of the directors duly convened and held. Any such resolution may consist of several documents, including facsimile or other similar means of communication, in similar form and each document shall be signed or assented to by one or more directors.
	<i>Article 6(a):</i> A director who is in any way whether directly or indirectly interested in a contract or proposed contract with the company shall declare the nature of his interest at a meeting of the directors.
	<i>Article 6(b):</i> The quorum necessary for the transaction of the business of the directors shall be fixed by the directors, and if not so fixed shall be a majority of the directors.
	<i>Article 7(b):</i> The office of the Secretary shall be vacated if he/she resigns by written notice to the Board of Directors, such notice to be sent to the registered office and to the directors for the time being at their last known address.
	<i>Article 8:</i> The Company and the Directors shall lodge a notice on the resignation of secretary to the Registrar of Companies within 30 days from the date of receipt of the letter or notice of resignation of the secretary by the Board.
	<i>Article 9:</i> No annual general meeting of the Company shall be held. All general meetings shall be called meeting of members.
	<i>Article 9(a):</i> No business shall be transacted at any meeting of the members unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided a majority of members present in person shall be a quorum. For the purpose of the resolution "members" includes a person attending as a proxy or as representing a corporation which is a member.

Confirmed by

DR. FINN SIGURD ZEDLER

Director

Dated this 7th day of January, 2020

CERTIFIED TRUE COPY


.....
YEE SOOK FONG
Company Secretary
LS 000421

ADT BIOTECH SDN. BHD. 878612-H
(Incorporated in Malaysia)

24 MAR 2021

At an Extraordinary General Meeting of the members of ADT Biotech Sdn. Bhd. duly convened and held at Unit No. 307, Block B, Pusat Dagangan Phileo damansara I, No.9 Jalan 16/11, 46350 Petaling Jaya on 22nd March, 2012 the resolution set out below was duly passed.

ORDINARY RESOLUTION

INCREASE IN AUTHORISED CAPITAL

That the authorised capital of the company which at present is RM100,000/- be increased to RM5,000,000/- by the creation of 4,900,000 additional shares of RM1/- each ranking for dividend and in all other respects pari passu with the existing ordinary shares in the company.

Confirmed by

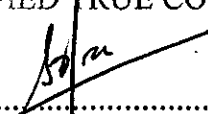
ANNESHIA A/P BALASINGAM

Director

Dated this 23rd day of March, 2012.

ASTRA DIAGNOSTICS ASIA PACIFIC SDN. BHD. 878612-H
(Incorporated in Malaysia)

CERTIFIED TRUE COPY


.....
YEE SOOK FONG
Company Secretary
LS 0000421

24 MAR 2021

At an Extra-ordinary General Meeting of the members of Astra Diagnostics Asia Pacific Sdn. Bhd. duly convened and held at No.2 Solok Batai Laut 3, Kawasan 16, Taman Bukit Cemerlang, 41300 Klang on 19th September, 2011 the resolution set out below was duly passed.

SPECIAL RESOLUTION

“Resolved that the name of the Company be changed from ASTRA DIAGNOSTICS ASIA PACIFIC SDN. BHD. to ADT BIOTECH SDN. BHD. to be effective from the date when the Registrar of Companies registers the change of name as stated on the Certificate of Incorporation on Change of Name of Company and that the name ADT BIOTECH SDN. BHD. be substituted for ASTRA DIAGNOSTICS ASIA PACIFIC SDN. BHD. wherever the latter appears in the company’s Memorandum and Articles of Association.”

Confirmed by

ANNESHIA A/P BALASINGAM


Director

Dated this 21st day of September, 2011



SURUHANJAYA SYARIKAT MALAYSIA
COMPANIES COMMISSION OF MALAYSIA

CERTIFIED TRUE COPY


YEK SOK FONG
Company Secretary
LS 0000421

24 MAR 2021

BORANG 9
AKTA SYARIKAT 1965

[Seksyen 16(4)]

No. Syarikat

878612

H

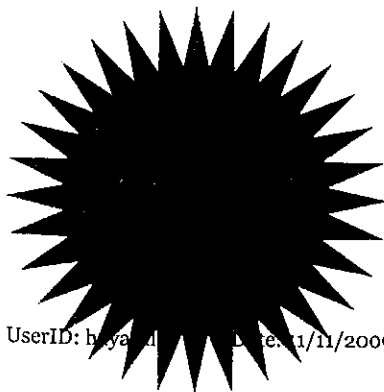
PERAKUAN PEMERBADANAN SYARIKAT SENDIRIAN

Dengan ini diperakui bahawa

ASTRA DIAGNOSTICS ASIA PACIFIC SDN. BHD.

telah diperbadankan di bawah Akta Syarikat 1965, pada dan mulai dari 11 haribulan November 2009, dan bahawa syarikat ini adalah sebuah syarikat berhad menurut syer dan bahawa syarikat ini adalah sebuah syarikat sendirian.

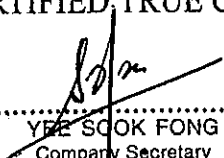
Dibuat di bawah tandatangan dan meterai saya di Kuala Lumpur pada 11 haribulan November 2009.




AZAHARI BIN AB RANMAN
PENOLONG PENDAFTAR SYARIKAT
MALAYSIA

UserID: h... Date: 11/11/2009 12:07:42 PM

CERTIFIED TRUE COPY


YEE SOK FONG
Company Secretary
LS 0000421

24 MAR 2021

THE COMPANIES ACT, 1965

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

ASTRA DIAGNOSTICS ASIA PACIFIC SDN. BHD.

1. The name of the Company is ASTRA DIAGNOSTICS ASIA PACIFIC SDN. BHD.
2. The registered office of the Company will be situated in Malaysia.
3. The objects for which the Company is established are:-
 - (1) To carry on business in the research and development, commercialization, manufacturing and sales and marketing of molecular diagnostic products in the healthcare biotechnology industry (and other related activities therein).
 - (2) To carry on the business in global sales and marketing of molecular diagnostic products in the healthcare biotechnology industry (and other related activities therein).
 - (3) To pursue collaborations with institutes in applied research in the field of infectious diseases.

4. The powers of the Company are :
- (1) To carry on any other business which may seem to the company capable of being conveniently carried on in connection with its business or calculated directly or indirectly to enhance the value of or render profitable any of the company's property or rights. To carry on other business, etc.
 - (2) To acquire and undertake the whole or any part of the business, property, and liabilities of any person or company carrying on any business which the company is authorised to carry on, or possessed of property suitable for the purposes of the company. To acquire any business the Company can carry on
 - (3) To apply for, purchase, or otherwise acquire any patents, patent rights, copyright, trade marks, formulas, licences, concessions, and the like, conferring any exclusive or non-exclusive or limited right to use, or any secret or other information as to, any invention which may seem capable of being used for any of the purposes of the company, of the acquisition of which may seem calculated directly or indirectly to benefit the company; and to use, exercise, develop, or grant licences in respect of, or otherwise turn to account, the property, rights, or information so acquired. To purchase patents and other rights
 - (4) To amalgamate or enter into partnership or into any arrangement for sharing of profits, union of interest, co-operation, joint adventure, reciprocal concession, or otherwise, with any person or company carrying on or engaged in or about to carry on or engage in any business or transaction which the company is authorized to carry on or engaged in, or any business or transaction capable of being conducted so as directly or indirectly to benefit the company. To amalgamate
 - (5) To take, or otherwise acquire, and hold, shares, debentures, or other securities of any other company. To invest in shares
 - (6) To enter into any arrangements with any Government or authority, supreme, municipal, local, or otherwise, that may seem conducive to the company's objects, or any of them; and to obtain from any such Government or authority any rights, privileges, and concessions which the company may think it desirable to obtain; and to carry out, exercise, and comply with any such arrangements, rights, privileges, and concessions. To make arrangements with governments and public bodies

- | | |
|--|---|
| (7) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts, and conveniences calculated to benefit employees or directors or past employees or directors of the company or of its predecessors in business, or the dependants or connections of any such persons; and to grant pensions and allowances, and to make payments towards insurance; and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition, or for any public, general, or useful object. | To support charitable institution, and give pensions and gratuities |
| (8) To promote any other company or companies for the purpose of acquiring or taking over all or any of the property, rights, and liabilities of the company, or for any other purpose which may seem directly or indirectly calculated to benefit the company. | To promote other companies |
| (9) To purchase, take on lease or in exchange, hire, and otherwise acquire any movable or immovable property and any rights or privileges which the company may think necessary or convenient for the purposes of its business, and in particular any land, buildings, easements, machinery, plant, and stock in trade. | To deal in movable or immovable properties |
| (10) To construct, improve, maintain, develop, work, manage, carry out, or control any buildings, works, factories, mills, roads, ways, tramways, railways, branches or sidings, bridges, reservoirs, watercourses, wharves, warehouses, electric works, shops, stores, and other works and conveniences which may seem calculated directly or indirectly to advance the company's interests; and to contribute to, subsidize, or otherwise assist or take part in the construction, improvement, maintenance, development, working, management, carrying out, or control thereof. | To build and construct works, etc. |
| (11) To invest and deal with the money of the company not immediately required in such manner as may from time to time be thought fit. | To invest Company's funds |
| (12) To lend and advance money or give credit to any person or company; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or company; to secure or undertake in any way the repayment of moneys lent or advanced to or the liabilities incurred by any person or company; and otherwise to assist any person or company. | To lend money |

- | | |
|---|--|
| (13) To borrow or raise or secure the payment of money in such manner as the company may think fit and to secure the same or the repayment or performances of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the company in any way and in particular by the issue of debentures perpetual or otherwise, charged upon all or any of the company's property (both present and future), including its uncalled capital; and to purchase, redeem, or pay off any such securities. | To borrow, mortgage, issue debentures, etc. |
| (14) To remunerate any person or company for services rendered, or to be rendered, in placing or assisting to place or guaranteeing the placing of any of the shares in the company's capital or any debentures, or other securities of the company, or in or about the organization, formation, or promotion of the company or the conduct of its business. | To remunerate persons rendering service to the Company |
| (15) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, and other negotiable or transferable instruments. | To negotiate cheques, etc. |
| (16) To sell or dispose of the undertaking of the company or any part thereof for such consideration as the company may think fit, and in particular for shares, debentures, or securities of any other company having objects altogether or in part similar to those of the company. | To sell the undertaking |
| (17) To adopt such means of making known and advertising the business and products of the company as may seem expedient. | To advertise |
| (18) To apply for, secure, acquire by grant, legislative enactment, assignment, transfer, purchase, or otherwise, and to exercise, carry out, and enjoy any charter, licence, power, authority, franchise, concession, right, or privilege, which any Government or authority or any corporation or other public body may be empowered to grant, and to pay for, aid in, and contribute towards carrying the same into effect; and to appropriate any of the company's shares, debentures, or other securities and assets to defray the necessary costs, charges, and expenses thereof. | To secure and pay for licences, franchise, etc. |

- | | | |
|------|--|--|
| (19) | To apply for, promote, and obtain any statute, order, regulation or other authorization or enactment which may seem calculated directly or indirectly to benefit the company; and to oppose any bills, proceedings, or applications which may seem calculated directly or indirectly to prejudice the company's interests. | To obtain ordinance or legislative enactment |
| (20) | To procure the company to be registered or recognized in any country or place outside Malaysia. | To register outside Malaysia |
| (21) | To sell, improve, manage, develop, exchange, lease, dispose of, turn to account, or otherwise deal with all or any part of the property and rights of the company. | To develop and, etc. |
| (22) | To issue and allot fully or partly paid shares in the capital of the company in payment or part payment of any movable or immovable property purchased or otherwise acquired by the company or any services rendered to the company. | To pay for property in shares |
| (23) | To distribute any of the property of the company among the members in kind or otherwise but so that no distribution amounting to a reduction of capital shall be made without the sanction required by law. | To distribute property among members in specie |
| (24) | To take or hold mortgages, liens, and charges to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the company's property of whatsoever kind sold by the company, or any money due to the company from purchasers and others. | To take or hold mortgages, liens, etc |
| (25) | To carry out all or any of the objects of the company and do all or any of the above things in any part of the world and either as principal, agent, contractor, or trustee, or otherwise and by or through trustees or agents or otherwise, and either alone or in conjunction with others. | To act in any part of the world |
| (26) | To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the company. | To do everything conducive to objects |

The objects set forth in any sub-clause of this Clause shall not, except when the context expressly so requires, be in any wise limited or restricted by reference to or inference from the terms of any other sub-clause, or by the name of the Company. None of such sub-clauses or the objects therein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first sub-clause of this Clause, but the Company shall have full power to exercise all or any of the powers conferred by any part of this clause in any part of the world and notwithstanding that the business, undertaking, property or acts proposed to be transacted, acquired, dealt with or performed do not fall within the objects of the first sub-clause of this Clause.

Exclusion of
"main objects"
construction

5. The liability of the members is limited.
6. The capital of the Company is RM100,000/- divided into 100,000 ordinary shares of RM1/- each. The Company shall have the power to increase or reduce its capital, to consolidate or sub-divide the shares into shares of larger smaller amounts, and to divide the shares forming the capital (original, increased or reduced) of the Company into several classes and to attach thereto respectively preferential, deferred or special rights, privileges or conditions as may be determined by, or in accordance with the regulations for the time being of the Company and to issue additional capital with any such rights, privileges or conditions as aforesaid, and any preference share may be issued on the terms that it is, or at the option of the Company, liable to be redeemed.

We, the several persons whose names and addresses are subscribed hereto, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite to our respective names.

Names, Identities, Addresses and Descriptions of Subscribers	Number of shares taken by each Subscriber
--	---

DR. FINN SIGURD ZEDLER
Passport No. 332604938
2 Solok Batai-Laut 3, Kaw 16
Taman Bukit Cermerlang
41300 Klang

Company Director

ONE

ANNESHIA A/P BALASINGAM
I/C No. 780711-10-5360
2 Solok Batai-Laut 3, Kaw 16
Taman Bukit Cermerlang
41300 Klang

Accountant

ONE

Total number of shares taken

TWO

Dated this 6th day of November, 2009

Witness to the above signatures:-

YEE YUE THYE
Chartered Accountant
8-12-11A Menara Mutiara
Bangsar, Jalan Liku
59100 Kuala Lumpur

Lodged by BUSINESS PLAN SDN BHD (58407-K) of 8-12-11, Menara Mutiara Bangsar, Jalan Liku, 59100 Kuala Lumpur. Tel: 22826803

24 MAR 2021

THE COMPANIES ACT, 1965

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

ADT BIOTECH SDN. BHD.

TABLE A

1. Subject as hereinafter provided, the regulations contained in Table A in the Fourth Schedule to the Companies Act, 1965 ('the Act') shall apply to the Company with the exception of Regulations 43, 47, 71, 72(g), 81, 83 and 90 of Table A.

PRIVATE COMPANY

2. The Company is a Private Company, and accordingly:-
 - a) No invitation shall be issued to the public to subscribe for any shares or debentures of the Company;
 - b) The number of the members of the Company (not including persons who are in the employment of the Company, and persons who, having been formerly in the employment of the Company, were while in that employment and have continued after the termination of that employment to be members of the Company) shall be limited to fifty, provided that, for the purposes of these provisions, where two or more persons hold one or more shares in the Company jointly they shall be treated as a single member;
 - c) The rights to transfer the shares of the Company shall be restricted; and
 - d) No invitation shall be made to the public to deposit money with the Company for fixed periods or payable at call, whether bearing or not bearing interest.

DIRECTORS

3. The First Directors shall be Dr. Finn Sigurd Zedler and Anmeshia A/P Balasingam.
4. The number of directors shall not be less than one and not more than ten.
5. The shareholding qualification of directors may be fixed by the Company in general meeting and unless and until so fixed, no qualification shall be required.
6. A resolution in writing, signed by a majority of the directors for the time being entitled to receive notice of a meeting of the directors, shall be valid and effectual as if it had been passed at meeting of the directors duly convened and held. Any such resolution may consist of several documents, including facsimile or other similar means of communication, in similar form and each document shall be signed or assented to by one or more directors.
 - (a) A director who is in any way whether directly or indirectly interested in a contract or proposed contract with the company shall declare the nature of his interest at a meeting of the directors.
 - (b) The quorum necessary for the transaction of the business of the directors shall be fixed by the directors, and if not so fixed shall be a majority of the directors.

SECRETARY

7.
 - (a) The first secretary shall be Yee Sook Fong (LS 0000421).
 - (b) The office of the Secretary shall be vacated if he resigns by written notice to the Board of Directors, such notice to be sent to the registered office and to the directors for the time being at their last known address.
8. The Company and the Directors shall lodge a notice on the resignation of secretary to the Registrar of Companies within 30 days from the date of receipt of the letter or notice of resignation of the secretary by the Board.
9. No annual general meeting of the Company shall be held. All general meetings shall be called meeting of members.
 - (a) No business shall be transacted at any meeting of the members unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided a majority of members present in person shall be a quorum. For the purpose of the resolution "members" includes a person attending as a proxy or as representing a corporation which is a member.

We, the several persons whose names and addresses are subscribed hereunder being subscribers hereby agree to the foregoing Articles of Association.

Names, Identities, Address and Descriptions of Subscribers

DR. FINN SIGURD ZEDLER
Passport No. 332604938
2 Solok Batai-Laut 3, Kaw 16
Taman Bukit Cemerlang
41300 Klang

Company Director

ANNESHIA A/P BALASINGAM
I/C No. 780711-10-5360
2 Solok Batai-Laut 3, Kaw 16
Taman Bukit Cemerlang
41300 Klang

Company Director

Dated this 6th day of November, 2009

Witness to the above signatures:-

YEE YUE THYE
Chartered Accountant
8-12-11A Menara Mutiara
Bangsar, Jalan Liku
59100 Kuala Lumpur

Lodged by BUSINESS PLAN SDN BHD (58407-K) of 8-12-11, Menara Mutiara Bangsar, Jalan Liku, 59100 Kuala Lumpur. Tel: 22826803