



**BERMUDA**

**THE COMPANIES ACT 1981**

**MEMORANDUM OF CONTINUANCE OF**

**COMPANY LIMITED BY SHARES**

**(SECTION 132C(2) OF THE COMPANIES ACT 1981)**

**MEMORANDUM OF CONTINUANCE**

**OF**

**COCOON HOLDINGS LIMITED**

**中國天弓控股有限公司**

(hereinafter referred to as the "**Company**")

1. The liability of the members of the Company is limited to the amount (if any) for the time being unpaid on the shares respectively held by them.
2. The Company is an exempted company limited by shares as defined by the Companies Act 1981 (as amended) (the "**Act**").
3. The authorised share capital of the Company is HK\$1,000,000,000 divided into 1,000,000,000 ordinary shares of par value HK\$1.00 each.
4. The Company, with the consent of the Minister of Finance, has power to hold land situate in Bermuda not exceeding in all, including the following parcels:  
  
N/A
5. Details of Incorporation: The Company was incorporated (under the name "SHK Convertibles Limited") as an exempted company under the Companies Law (2018 Revision as amended) of the Cayman Islands on 28 September 1993.

6. Subject to any provision of law, including any provisions in the Act or any other act or regulation, and any provisions of this memorandum, the objects for which the Company is incorporated are unrestricted.
7. The Company shall have the capacity, rights, powers and privileges of a natural person and the additional powers set out below:
  - (a) the power, pursuant to Section 42 of the Act, to issue preference shares which are liable to be redeemed at the option of the holder;
  - (b) the power, pursuant to Section 42A of the Act to purchase its own shares; and
  - (c) the power, pursuant to Section 42B of the Act to acquire its own shares, to be held as treasury shares, for cash or any other consideration.

Signed by duly authorised persons in the presence of at least one witness attesting the signature thereof:

(signed) \_\_\_\_\_

Director

(signed) \_\_\_\_\_

Witness

(signed) \_\_\_\_\_

Director

(signed) \_\_\_\_\_

Witness

Dated this 1<sup>st</sup> day of April , 2019.