

In accordance with
Section 1046 of the
Companies Act 2006 &
Regulation 4(1) of the
Overseas Companies
Regulations 2009

OS IN01

Registration of an overseas company opening a UK establishment



A fee is payable with this form
Please see 'How to pay' on the last page

☒ What this form is for
You may use this form to register a
UK establishment

☐ What this form is NOT
You cannot use this form to
register the details of an existing
officer or establishment

THURSDAY



A01 25/08/2011 269
COMPANIES HOUSE

Part 1 Overseas company details (Name)

Do you propose to carry on business in the UK under the corporate name as
incorporated in your home state or country, or under an alternative name?

- To register using your corporate name, go to **Section A1**
- To register using an alternative name, go to **Section A2**

→ **Filling in this form**
Please complete in typescript (10pt
or above), or in bold black capitals
All fields are mandatory unless
specified or indicated by *

A1 Corporate company name

Corporate name ①

① This must be the corporate name in
the home state or country in which
the company is incorporated under
which you propose to carry on
business in the UK

A2 Alternative name

The company wishes to register an alternative name under which it proposes to
carry on business in the UK under section 1048 of the Companies Act 2006

Corporate name ②

BGI EUROPE A/S

Alternative name
(if applicable) ③

BGI EUROPE UK OFFICE

② Please give your corporate name
as incorporated in your home state
or country

③ A company may register an
alternative name under which it
proposes to carry on business in the
United Kingdom under Section 1048
of the Companies Act 2006

A3 Overseas company name restrictions ④

This section does not apply to a European Economic Area (EEA) company
registering its corporate name

Please tick the box only if the proposed company name contains sensitive or
restricted words or expressions that require you to seek comments of a
government department or other specified body

☐ I confirm that the proposed company name contains sensitive or restricted
words or expressions and that approval, where appropriate, has been
sought of a government department or other specified body and I attach a
copy of their response

④ **Overseas company name
restrictions**
A list of sensitive or restricted words
or expressions that require consent
can be found in guidance available
on our website
www.companieshouse.gov.uk

Part 2 Overseas company details

| | | | | | | | | | | | | |
|--|---|--|---|---|---|---|---|---|---|---|--|--|
| B1 | Particulars previously delivered | | | | | | | | | | | |
| | <p>Have particulars about this company been previously delivered in respect of another UK establishment ❶</p> <p>→ No Go to Section B2</p> <p>→ Yes Please enter the registration number below and then go to Part 5 of the form Please note the original UK establishment particulars must be filed up to date</p> | <p>❶ The particulars are legal form, identity of register, number in registration, director and secretaries details, whether the company is a credit or financial institution, law, governing law, accounting requirements, objects, share capital, constitution, and accounts</p> | | | | | | | | | | |
| UK establishment registration number | <table border="1"> <tr> <td>B</td> <td>R</td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> </table> | | B | R | | | | | | | | |
| B | R | | | | | | | | | | | |
| B2 | Credit or financial institution | | | | | | | | | | | |
| | <p>Is the company a credit or financial institution? ❷</p> <p><input type="checkbox"/> Yes</p> <p><input checked="" type="checkbox"/> No</p> | <p>❷ Please tick one box</p> | | | | | | | | | | |
| B3 | Company details | | | | | | | | | | | |
| | <p>If the company is registered in its country of incorporation, please enter the details below</p> | | | | | | | | | | | |
| Legal form ❸ | LIMITED LIABILITY COMPANY | | | | | | | | | | | |
| Country of incorporation * | DENMARK | | | | | | | | | | | |
| Identity of register in which it is registered ❹ | CENTRAL BUSINESS REGISTER | | | | | | | | | | | |
| Registration number in that register | <table border="1"> <tr> <td>3</td> <td>2</td> <td>9</td> <td>3</td> <td>1</td> <td>3</td> <td>4</td> <td>0</td> <td></td> <td></td> </tr> </table> | | 3 | 2 | 9 | 3 | 1 | 3 | 4 | 0 | | |
| 3 | 2 | 9 | 3 | 1 | 3 | 4 | 0 | | | | | |
| | <p>❸ This includes whether the company is a private or public company or whether or not the company is limited</p> <p>❹ This will be the registry where the company is registered in its parent country</p> | | | | | | | | | | | |
| B4 | EEA or non-EEA member state | | | | | | | | | | | |
| | <p>Was the company formed outside the EEA?</p> <p>→ Yes Complete Sections B5 and B6</p> <p>→ No Go to Section B6</p> | | | | | | | | | | | |
| B5 | Governing law and accounting requirements | | | | | | | | | | | |
| | <p>Please give the law under which the company is incorporated</p> | | | | | | | | | | | |
| Governing law ❺ | DANISH | | | | | | | | | | | |
| | <p>Is the company required to prepare, audit and disclose accounting documents under parent law?</p> <p>→ Yes Complete the details below</p> <p>→ No Go to Part 3</p> | | | | | | | | | | | |
| | <p>❺ This means the relevant rules or legislation which regulates the incorporation of companies in that state</p> | | | | | | | | | | | |

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| | | | | | | | | | |
|--------|--------------|--|--------------|---|--------------|---|--------------|---|--|
| | | Please give the period for which the company is required to prepare accounts by parent law | | | | | | | |
| From | ^d | 0 | ^d | 1 | ^m | 0 | ^m | 1 | |
| To | ^d | 3 | ^d | 1 | ^m | 1 | ^m | 2 | |
| | | Please give the period allowed for the preparation and public disclosure of accounts for the above accounting period | | | | | | | |
| Months | | 0 | 5 | | | | | | |

B6**Latest disclosed accounts**

Are copies of the latest disclosed accounts being sent with this form? Please note if accounts have been disclosed, a copy must be sent with the form, and, if applicable, with a certified translation ❶

☒ Yes

Please indicate what documents have been disclosed

☒ Please tick this box if you have enclosed a copy of the accounts

☐ Please tick this box if you have enclosed a certified translation of the accounts

☐ Please tick this box if no accounts have been disclosed

❶ Please tick the appropriate box(es)

Part 3 Constitution**C1 Constitution of company**

The following documents must be delivered with this application

- Certified copy of the company's constitution and, if applicable, a certified translation

Please tick the appropriate box(es) below

- ☒ I have enclosed a certified copy of the company's constitution ❶
- ☐ I enclose a certified translation, if applicable ❷

❶ A certified copy is defined as a copy certified as correct and authenticated by - the secretary or a director of the company, permanent representative, administrator, administrative receiver, receiver manager, receiver and liquidator

❷ A certified translation into English must be authenticated by the secretary or a director of the company, permanent representative, administrator, administrative receiver, receiver manager receiver and liquidator

C2 EEA or non-EEA member state

Was the company formed outside the EEA?

- Yes Go to Section C3
- No Go to Part 4 'Officers of the company'

C3 Constitutional documents

Are all of the following details in the copy of the constitutional documents of the company?

- Address of principal place of business or registered office in home country of incorporation
- Objects of the Company
- Amount of issued share capital

- Yes Go to Part 4 'Officers of the company'
- No If any of the above details are not included in the constitutional documents, please enter them in Section C4

The information is not required if it is contained within the constitutional documents accompanying this registration

C4 Information not included in the constitutional documents

Please give the address of principal place of business or registered office in the country of incorporation ❶

Building name/number

Street

BULOWSVEJ 15

Post town

FREDERIKSBERG

County/Region

Postcode

1 8 7 0

Country

DENMARK

Please give the objects of the company and the amount of issued share capital

Objects of the company ❷

Amount of issued share capital ❸

❶ This address will appear on the public record

❷ Please give a brief description of the company's business

❸ Please specify the amount of shares issued and the value

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Part 4 Officers of the company

Have particulars about this company been previously delivered in respect of another UK establishment?

- Yes Please ensure you entered the registration number in Section B1 and then go to Part 5 of this form
- No Complete the officer details

For a secretary who is an individual, go to Section D1, for a corporate secretary, go to Section E1, for a director who is an individual, go to Section F1, or for a corporate director, go to Section G1

Continuation pages

Please use a continuation page if you need to enter more officer details

Secretary

D1 Secretary details¹

Use this section to list all the secretaries of the company
Please complete Sections D1-D3 For a corporate secretary, complete Sections E1-E5 Please use a continuation page if necessary

| | |
|-----------------------------|------|
| Full forename(s) | NING |
| Surname | LI |
| Former name(s) ² | |

1 Corporate details

Please use Sections E1-E5 to enter corporate secretary details

2 Former name(s)

Please provide any previous names which have been used for business purposes during the period of this return Married women do not need to give former names unless previously used for business purposes

D2 Secretary's service address³

| | |
|----------------------|--------------------|
| Building name/number | C/O BGI EUROPE A/S |
| Street | BULOWSVEJ 15 |
| Post town | |
| County/Region | FREDERIKSBERG |
| Postcode | 1 8 7 0 |
| Country | DENMARK |

3 Service address

This is the address that will appear on the public record This does not have to be your usual residential address

If you provide your residential address here it will appear on the public record

D3 Secretary's authority

Please enter the extent of your authority as secretary Please tick one box

| | |
|--|---|
| Extent of authority | <input type="checkbox"/> Limited ⁴ <input checked="" type="checkbox"/> Unlimited |
| Description of limited authority, if applicable | Are you authorised to act alone or jointly? Please tick one box <input checked="" type="checkbox"/> Alone <input type="checkbox"/> Jointly ⁵ |
| If applicable, name(s) of person(s) with whom you are acting jointly | N/A |

⁴ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below

⁵ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below

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Corporate secretary

| | | |
|--|--|--|
| E1 | Corporate secretary details¹ Use this section to list all the corporate secretaries of the company Please complete Sections E1-E5. Please use a continuation page if necessary | ¹ Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number |
| Name of corporate body or firm | | |
| Building name/number | | |
| Street | | |
| Post town | | |
| County/Region | | |
| Postcode | <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> | |
| Country | | |
| E2 | Location of the registry of the corporate body or firm Is the corporate secretary registered within the European Economic Area (EEA)? → Yes Complete Section E3 only → No Complete Section E4 only | |
| E3 | EEA companies² Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register | ² EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk ³ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC) |
| Where the company/firm is registered ³ | | |
| Registration number | | |
| E4 | Non-EEA companies Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register | ⁴ Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register |
| Legal form of the corporate body or firm | | |
| Governing law | | |
| If applicable, where the company/firm is registered ⁴ | | |
| If applicable, the registration number | | |

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E5

Corporate secretary's authority

| | | |
|--|--|---|
| | <div>Please enter the extent of your authority as corporate secretary Please tick one box</div> | |
| Extent of authority | <div><input type="checkbox"/> Limited ^❶ <input type="checkbox"/> Unlimited</div> | <div>❶ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below</div> |
| Description of limited authority, if applicable | <div>Are you authorised to act alone or jointly? Please tick one box</div> <div><input type="checkbox"/> Alone <input type="checkbox"/> Jointly ^❷</div> | <div>❷ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below</div> |
| If applicable, name(s) of person(s) with whom you are acting jointly | <div></div> <div></div> <div></div> | |

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Director

F1

Director details ^①

Use this section to list all the directors of the company. Please complete Sections F1-F4. For a corporate director, complete Sections G1-G5. Please use a continuation page if necessary.

| | | | | | | | | | | | | | | | | | |
|---|--|--------------|---|--------------|---|--------------|---|--------------|---|--------------|---|--------------|---|--------------|---|--------------|---|
| Full forename(s) | NING | | | | | | | | | | | | | | | | |
| Surname | LI | | | | | | | | | | | | | | | | |
| Former name(s) ^② | | | | | | | | | | | | | | | | | |
| Country/State of residence ^③ | P R CHINA | | | | | | | | | | | | | | | | |
| Nationality | CHINESE | | | | | | | | | | | | | | | | |
| Date of birth | <table><tr><td>^d</td><td>2</td><td>^d</td><td>2</td><td>^m</td><td>0</td><td>^m</td><td>8</td><td>^y</td><td>1</td><td>^y</td><td>9</td><td>^y</td><td>8</td><td>^y</td><td>1</td></tr></table> | ^d | 2 | ^d | 2 | ^m | 0 | ^m | 8 | ^y | 1 | ^y | 9 | ^y | 8 | ^y | 1 |
| ^d | 2 | ^d | 2 | ^m | 0 | ^m | 8 | ^y | 1 | ^y | 9 | ^y | 8 | ^y | 1 | | |
| Business occupation (if any) ^④ | DIRECTOR | | | | | | | | | | | | | | | | |

① Corporate details

Please use Sections G1-G5 to enter corporate director details.

② Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

③ Country/State of residence

This is in respect of your usual residential address as stated in Section F3.

④ Business occupation

If you have a business occupation, please enter here. If you do not, please leave blank.

F2

Director's service address ^⑤

| | | | | | | | | | |
|----------------------|--|---|---|---|---|--|--|--|--|
| Building name/number | C/O BGI EUROPE A/S | | | | | | | | |
| Street | BULOWSVEJ 15 | | | | | | | | |
| Post town | | | | | | | | | |
| County/Region | FREDERIKSBERG | | | | | | | | |
| Postcode | <table><tr><td>1</td><td>8</td><td>7</td><td>0</td><td></td><td></td><td></td><td></td></tr></table> | 1 | 8 | 7 | 0 | | | | |
| 1 | 8 | 7 | 0 | | | | | | |
| Country | DENMARK | | | | | | | | |

⑤ Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

If you provide your residential address here it will appear on the public record.

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F4**Director's authority**

| | | | |
|--|---|--|---|
| | Please enter the extent of your authority as director Please tick one box | | 1 If you have indicated that the extent of your authority is limited please provide a brief description of the limited authority in the box below 2 If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below |
| Extent of authority | <input type="checkbox"/> Limited 1 <input checked="" type="checkbox"/> Unlimited | | |
| Description of limited authority, if applicable | | | |
| | Are you authorised to act alone or jointly? Please tick one box <input checked="" type="checkbox"/> Alone <input type="checkbox"/> Jointly 2 | | |
| If applicable, name(s) of person(s) with whom you are acting jointly | | | |
| | | | |
| | | | |

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Corporate director

| | | |
|--|--|---|
| G1 | Corporate director details ^① | |
| | Use this section to list all the corporate directors of the company Please complete G1-G5 Please use a continuation page if necessary | |
| Name of corporate body or firm | | ① Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number |
| Building name/number | | |
| Street | | |
| Post town | | |
| County/Region | | |
| Postcode | | |
| Country | | |
| G2 | Location of the registry of the corporate body or firm | |
| | Is the corporate director registered within the European Economic Area (EEA)? → Yes Complete Section G3 only → No Complete Section G4 only | |
| G3 | EEA companies ^② | |
| | Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register | ② EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk ③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC) |
| Where the company/firm is registered ^③ | | |
| Registration number | | |
| G4 | Non-EEA companies | |
| | Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register | ④ Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register |
| Legal form of the corporate body or firm | | |
| Governing law | | |
| If applicable, where the company/firm is registered ^④ | | |
| If applicable, the registration number | | |

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G5

Corporate director's authority

| | | |
|--|---|---|
| | Please enter the extent of your authority as corporate director Please tick one box | <p>❶ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below</p> <p>❷ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below</p> |
| Extent of authority | <input type="checkbox"/> Limited ❶ <input type="checkbox"/> Unlimited | |
| Description of limited authority, if applicable | Are you authorised to act alone or jointly? Please tick one box <input type="checkbox"/> Alone <input type="checkbox"/> Jointly ❷ | |
| If applicable, name(s) of person(s) with whom you are acting jointly | | |

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Part 5 UK establishment details

| | | |
|---|--|-----------------------------------|
| H1 | Documents previously delivered - constitution Has the company previously registered a certified copy of the company's constitution with material delivered in respect of another UK establishment? → No Go to Section H3 → Yes Please enter the UK establishment number below and then go to Section H2 | |
| UK establishment registration number | B R <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> | |
| H2 | Documents previously delivered – accounting documents Has the company previously delivered a copy of the company's accounting documents with material delivered in respect of another UK establishment? → No Go to Section H3 → Yes Please enter the UK establishment number below and then go to Section H3 | |
| UK establishment registration number | B R <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> | |
| Sections H3 and H4 must be completed in all cases | | |
| H3 | Delivery of accounts and reports Please state if the company intends to comply with accounting requirements with respect to this establishment or in respect of another UK establishment ① <input checked="" type="checkbox"/> In respect of this establishment Please go to Section H4 <input type="checkbox"/> In respect of another UK establishment Please give the registration number below, then go to Section H4 | ① Please tick the appropriate box |
| UK establishment registration number | B R <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> | |

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| H4 | | Particulars of UK establishment ^① | |
|---|--------------------------------------|---|--|
| | | Please enter the name and address of the UK establishment | |
| Name of establishment | BGI EUROPE UK OFFICE | | |
| Building name/number | 9 | | |
| Street | DEVONSHIRE SQUARE | | |
| Post town | LONDON | | |
| County/Region | | | |
| Postcode | E C 2 M 4 Y F | | |
| Country | UK | | |
| | | Please give the date the establishment was opened and the business of the establishment | |
| Date establishment opened | d 1 8 m 0 8 y 2 0 y 1 1 | | |
| Business carried on at the UK establishment | MARKET RESEARCH AND CUSTOMER SUPPORT | | |

① Address
This is the address that will appear on the public record

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Part 6

Permanent representative

Please enter the name and address of every person authorised to represent the company as a permanent representative of the company in respect of the UK establishment

J1

Permanent representative's details

Please use this section to list all the permanent representatives of the company
Please complete Sections J1-J4

Continuation pages

Please use a continuation page if you need to enter more details

Full forename(s)

NING

Surname

LI

J2

Permanent representative's service address ¹

Building name/number

C/O BGI EUROPE A/S

Street

BULOWSVEJ 15

Post town

County/Region

FREDRIKSBERG

Postcode

1 8 7 0

Country

DENMARK

¹ Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

If you provide your residential address here it will appear on the public record

J3

Permanent representative's authority

Please enter the extent of your authority as permanent representative
Please tick one box

Extent of authority

- ☐ Limited ²
☒ Unlimited

Description of limited authority, if applicable

Are you authorised to act alone or jointly? Please tick one box

- ☒ Alone
☐ Jointly ³

If applicable, name(s) of person(s) with whom you are acting jointly

² If you have indicated that the extent of your authority is limited please provide a brief description of the limited authority in the box below

³ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below

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Part 7 Person authorised to accept service

Does the company have any person(s) in the UK authorised to accept service of documents on behalf of the company in respect of its UK establishment?

→ Yes Please enter the name and service address of every person(s) authorised below

→ No Tick the box below then go to Part 8 'Signature'

☒ If there is no such person, please tick this box

K1 Details of person authorised to accept service of documents in the UK

Please use this section to list all the persons' authorised to accept service below
Please complete Sections K1-K2

Continuation pages
Please use a continuation page if you need to enter more details

Full forename(s)

Surname

K2 Service address of person authorised to accept service ^①

Building name/number

Street

Post town

County/Region

Postcode

Country

^① Service address

This is the address that will appear on the public record. This does not have to be your usual residential address. Please note a DX address would not be acceptable

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Part 8

Signature

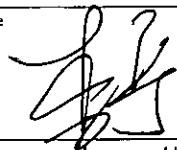
This must be completed by all companies

I am signing this form on behalf of the company

Signature

Signature

X



X

This form may be signed by
Director, Secretary, Permanent representative

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Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name **Mary Shields**

Company name **Faegre & Benson LLP**

Address

Post town

County/Region

Postcode

Country

DX **401 London**

Telephone **0207 450 4500**



Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following

- ☐ The overseas corporate name on the form matches the constitutional documents exactly
- ☐ You have included a copy of the appropriate correspondence in regard to sensitive words, if appropriate
- ☐ You have included certified copies and certified translations of the constitutional documents, if appropriate
- ☐ You have included a copy of the latest disclosed accounts and certified translations, if appropriate
- ☐ You have completed all of the company details in Section B3 if the company has not registered an existing establishment
- ☐ You have complete details for all company secretaries and directors in Part 4 if the company has not registered an existing establishment
- ☐ Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number
- ☐ You have completed details for all permanent representatives in Part 6 and persons authorised to accept service in Part 7
- ☐ You have signed the form
- ☐ You have enclosed the correct fee



Important information

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses.



How to pay

A fee of £20 is payable to Companies House in respect of a registration of an overseas company. Make cheques or postal orders payable to 'Companies House'.



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below.

England and Wales

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

Scotland

The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP 4 Edinburgh 2 (Legal Post)

Northern Ireland

The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1

Higher protection

If you are applying for, or have been granted, higher protection, please post this whole form to the different postal address below:
The Registrar of Companies, PO Box 4082,
Cardiff, CF14 3WE



Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

Statement

I, Ning Li, CEO of BGI Europe A/S,

hereby certify

the copy of Articles of Association of BGI Europe A/S comprising 8 pages

as a true and correct copies and English translations of the original

Ning Li

2011-08-11

A handwritten signature in black ink, appearing to be the name 'Ning Li' in a stylized, cursive script.

ARTICLES
OF
ASSOCIATION

BGI Europe A/S

Article 1

The name of the company is BGI Europe A/S

The secondary names of the company are BGI-Europe A/S and BGI_Europe A/S

Article 2

The registered office of the company and the venue shall be the municipality of Copenhagen

Article 3

The object of the company is to run business related to research, technology development, product development, production and marketing within the medical sector, including areas of bio-science, bio-technology, bio-information and health care, and to operate kindred business

Article 4

The share capital of the company equals DKK 5,000,000 divided into 5,000 shares of DKK 1,000 each or any multiples hereof. The share capital has been fully paid up

Article 5

The shares shall be registered in the holder's name. The shares shall be non-negotiable

No shares shall have special rights and no shareholder shall be obliged to have his shares redeemed in whole or in part

No shares can be transferred without the consent of the Board of Directors of the company

Share certificates which have been lost can without judgement be declared null and void by the Board of Directors according to the statutory rules which at any time apply to non-negotiable share certificates

Article 6

General meetings shall be summoned by ordinary letter or as prescribed in Art 13 with a minimum of 2 weeks' and a maximum of 4 weeks' notice to each shareholder at the

address indicated in the company's register of shares. The period of 2 weeks shall be calculated from the day on which the letter is sent.

Article 7

General meetings shall take place in the municipality of the registered office. The ordinary general meeting shall be held in good time in order for the audited and approved annual report to be submitted to the Danish Commerce and Companies Agency before the expiry of the deadline fixed in the Danish Financial Statements Act, at present not later than 5 months after the expiry of the accounting year.

At the ordinary general meeting the agenda shall include the following business:

- 1 Election of Chairman of the meeting
- 2 The Board of Directors' report on the activities of the company during the past year
- 3 Presentation of the profit and loss account and balance sheet for the adoption by the shareholders
- 4 Decision on the allocation of profits or covering of loss
- 5 Election of members to the Board of Directors
- 6 Election of auditors
- 7 Proposals, if any, from the Board of Directors or shareholders

Article 8

Extraordinary general meetings shall be held at the request of the Board of Directors, the auditors or shareholders representing at least 5 per cent of the share capital.

In the latter case the shareholders must inform the Board of Directors about the business to be transacted at the general meeting. Not later than 2 weeks after submission of the request, the Board of Directors shall summon the general meeting according to the procedure stated in § 6.

Article 9

The agenda of any general meeting together with the complete proposals to be submitted at the general meeting, and in case of the ordinary general meeting the audited accounts as well, shall be at the disposal of the shareholders at the head office of the company 2 weeks prior to the general meeting.

Article 10

The Board of Directors shall elect a chairman of the general meeting who shall conduct the meeting and decide all questions regarding the procedure and the voting.

Article 11

For each share with a value of DKK 1,000 a shareholder shall have one vote. A shareholder may appoint a proxy to attend a general meeting and vote on his behalf.

All decisions shall be made by simple majority unless otherwise required in the Danish Companies Act.

Article 12

Minutes of the general meeting shall be entered into a record authorized by the Board of Directors. Such minutes shall be signed by the chairman of the meeting and by the members of the Board of Directors present.

Resolutions may be passed without holding a general meeting or without complying with the rules of procedure for holding general meetings where all of the shareholders agree thereon. However, all resolutions shall be recorded in the minute book of the Company.

Article 13

The company may choose that all communication from the company to individual shareholders only happens electronically, including via e-mail, and general notices will be available to shareholders at the company's website, unless otherwise stipulated by company law.

The Company may at any time communicate to the individual shareholders with regular postal mail as a supplement or alternative to electronic communications.

Convening of shareholders for ordinary and extraordinary general meeting, including the complete proposals for statutory changes, forwarding the agenda, annual reports, company announcements, entry and other general information from the company to shareholders, can be transmitted by the company to the shareholders electronically, including via email.

Article 14

A Board of Directors shall be in charge of the management of the company. The Board shall consist of 3-5 members elected for one year by the ordinary general meeting.

Article 15

The Board of Directors shall engage a General Manager to be in charge of the daily business of the company. The Board of Directors shall decide upon the employment conditions of the General Manager and shall also decide the scope of authority of the General Manager.

The General Manager may be a member of the Board of Directors, but not as Chairman or Vice Chairman of the Board.

Article 16

The company shall be bound by the joint signatures of two members of the Board of Directors.

Article 17

The accounts of the company shall be audited by a state-authorized public accountant elected by the general meeting for one year at a time.

Article 18

The accounting year of the company runs from 1 January to 31 December

The first financial year shall run from the establishment of the Company on 17 May 2010 to 31 December 2010

The above articles of association have been adopted at the extraordinary general meeting held on 18 May 2009

-- oo0oo --

As chairman of the meeting

Philip Graff

VEDTÆGTER for

BGI Europe A/S

§ 1

Selskabets navn er BGI Europe A/S

Selskabets binavne er BGI-Europe A/S og BGI_Europe A/S

§ 2

Selskabets hjemsted og værneting er Københavns Kommune

§ 3

Selskabets formål er at drive virksomhed med forskning, teknologisk udvikling, produktudvikling, produktion og markedsføring indenfor medicinalektoren, herunder indenfor bio-videnskab, bio-teknologi, bio-information og sundhedspleje samt hertil relateret virksomhed

§ 4

Selskabets kapital udgør kr. 5 000 000 fordelt på 5 000 aktier a kr. 1 000 eller multipla heraf. Selskabets aktiekapital er fuldt indbetalt.

§ 5

Aktierne skal lyde på navn. Aktierne er ikke-omsætningspapirer.

Ingen aktier skal have særlige rettigheder, og ingen aktionær skal være forpligtet til at lade sine aktier indløse helt eller delvis.

Ingen aktier kan overdrages uden samtykke af selskabets bestyrelse.

Aktier, som er bortkommet, skal kunne mortificeres af bestyrelsen uden dom i henhold til de regler, der gælder vedrørende mortifikation af aktiebreve, der ikke er omsætningspapirer.

§ 6

Alle generalforsamlinger indkaldes ved almindeligt brev eller som foreskrevet i § 13 fremsendt med mindst 2 uger og højst 4 ugers varsel til hver aktionær, hvis adresse er noteret i selskabets aktiefortegnelse. 2-ugers-perioden skal regnes fra den dag, hvor brevet er afsendt.

§ 7

Generalforsamlinger skal afholdes i selskabets hjemstedskommune. Ordinær generalforsamling skal afholdes så betids, at den reviderede og godkendte årsrapport kan være Erhvervs- og Selskabsstyrelsen i hænde inden udløbet af fristen i årsregnskabsloven, på det senest 5 måneder efter regnskabsårets udløb.

På den ordinære generalforsamling skal dagsordenen indeholde følgende

- 1 Valg af dirigent
- 2 Bestyrelsens beretning om selskabets virksomhed i det forløbne år
- 3 Forelæggelse af driftsregnskab og status til aktionærernes godkendelse
- 4 Bestemmelse om overskuddets fordeling eller dækning af tab
- 5 Valg af medlemmer til bestyrelsen
- 6 Valg af revisor
- 7 Eventuelle forslag fra bestyrelsen eller aktionærerne

§ 8

Ekstraordinær generalforsamling skal afholdes efter begæring af bestyrelsen, revisor eller af aktionærer, der repræsenterer mindst 5 % af aktiekapitalen.

I sidstnævnte tilfælde skal aktionærerne meddele bestyrelsen, hvilken dagsorden de ønsker for generalforsamlingen. Bestyrelsen skal - senest 2 uger efter at det er forelagt - indkalde til generalforsamling i overensstemmelse med den fremgangsmåde, der er fastsat i § 6.

§ 9

Dagsordenen for enhver generalforsamling tillige med alle de forslag, der skal forelægges generalforsamlingen, og i tilfælde af den ordinære generalforsamling også de reviderede regnskaber, skal være fremlagt på selskabets hovedkontor til gennemsyn for aktionærerne mindst 2 uger før generalforsamlingens afholdelse.

§ 10

Bestyrelsen vælger en dirigent, som skal lede generalforsamlingen og afgør alle spørgsmål, der måtte opstå i forbindelse med fremgangsmåden og stemmeafgivningen.

§ 11

For hvert aktiebeløb på 1 000 kr. har en aktionær én stemme. En aktionær kan udnævne en fuldmægtig til at deltage på generalforsamling og stemme på sine vegne.

Alle beslutninger træffes ved simpel stemmeflerhed medmindre andet følger af Lov om aktie- og anpartsselskaber.

§ 12

En beretning over generalforsamlingen skal indføres i en protokol, som er autoriseret af bestyrelsen. Sådanne beretninger skal underskrives af dirigenten og tilstedeværende bestyrelsesmedlemmer.

Beslutninger kan træffes uden afholdelse af generalforsamling eller uden iagttagelse af reglerne om fremgangsmåden ved afholdelse af generalforsamling, såfremt samtlige aktionærer er enige herom. Alle beslutninger skal dog indføres i selskabets forhandlingsprotokol.

§ 13

Selskabet kan vælge, at al kommunikation fra selskabet til de enkelte aktionærer alene sker elektronisk, herunder ved e-mail, og generelle meddelelser vil være tilgængelige for aktionærerne på selskabets hjemmeside, medmindre andet følger af selskabsloven.

Selskabet kan til enhver tid kommunikere til de enkelte aktionærer med almindelig brevpost som supplement eller alternativ til elektronisk kommunikation.

Indkaldelse af aktionærerne til ordinær og ekstraordinær generalforsamling, herunder de fuldstændige forslag til vedtægtsændringer, tilsendelse af dagsorden, årsrapporter, selskabsmeddelelser, adgangskort samt øvrige generelle oplysninger fra selskabet til aktionærerne, kan fremsendes af selskabet til aktionærerne elektronisk, herunder via e-mail.

§ 14

Selskabets ledelse forestås af en bestyrelse, som skal bestå af 3-5 medlemmer, som vælges for et år ad gangen på den ordinære generalforsamling.

§ 15

Bestyrelsen ansætter en direktion til at varetage selskabets daglige drift. Bestyrelsen træffer beslutning om vilkårene for direktionens ansættelse og træffer ligeledes beslutning om omfanget af dennes bemyndigelse.

Direktionen kan være medlem af bestyrelsen, men ikke som bestyrelsens formand eller næstformand

§ 16

Selskabet tegnes af 2 medlemmer af bestyrelsen i forening

§ 17

Selskabets regnskaber skal revideres af en statsautoriseret revisor, valgt af generalforsamlingen for ét år ad gangen

§ 18

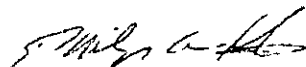
Selskabets regnskabsår løber fra 1 januar til 31 december

Første regnskabsår løber fra selskabets stiftelse den 17 maj 2010 til 31 december 2010

Ovenstående vedtægter er blevet vedtaget på den ekstraordinære generalforsamling den 18 maj 2010

Som dirigent

Philip Graff



MAOS LAW FIRM
PHILIP GRAFF
ADVOKAT

ADVOKATFIRMA
PILKSTRÆDE 58 DK-1112 KØBENHAVN K
T: (+45) 33 12 45 22 • EMAIL: info@maos.com

Statement

I, Ning Li, CEO of BGI Europe A/S,

hereby certify

the copy of Annual Report of BGI Europe A/S in the financial year 2010, comprising 26
pages

as a true and correct copies and English translations of the original

Ning Li

2011-08-11

A handwritten signature in black ink, appearing to be the name 'Ning Li' in a stylized, cursive script.

BGI Europe A/S
(CVR no 32 93 13 40)

Annual report for the period
17 May 2010 – 31 December 2010

Approved on the company's
general meeting 6 June 2011

chair

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Director's report

The board of directors and the executive board have under today's date issued annual accounts for the accounting year of 17 May 2010 to 31 December 2010 for BGI Europe A/S

The annual report is issued in accordance with the Danish Financial Statements Act

We consider the accounting policies chosen suitable so that the annual report and financial statements in our opinion give a true and fair view of the company's assets and liabilities, financial situation and profit

The annual report is presented for approval at the general meeting

Copenhagen, 6 Juni 2011

**Executive
board**

Man Fung Mak

**Board of
directors**

Tong Zhang
(Chairman)

Man Fung Mak

Songgang Li

The independent auditor's report

To the shareholders of BGI Europe A/S

We have audited the annual report of BGI Europe A/S for the accounting year May 17 – December 31 2010 including accounting policies, profit and loss account, balance sheet, and notes. The annual report is issued in accordance with the Danish Financial Statements Act.

Directors responsibilities

The directors are responsible for preparing and issuing an annual report and financial statements that give a true and fair view in accordance with the Danish Financial Statements Act. This responsibility includes setting up, implementing and withholding internal supervision relevant for the making and issuing of financial statements without significant misstatements, regardless if the misstatements are caused by fraud or error, as well as the selection and usage of suitable accounting policies and the accounting estimates fair under the circumstances.

Auditor's responsibilities and the audit performed

Our responsibility is to form an opinion about the annual report on the basis of our audit. We have performed the audit in accordance with the Danish auditory standards. These standards require that we meet ethical requirements and plan and perform the audit for the purpose of attaining a high degree of certainty that the financial statements do not hold any significant misstatements.

An audit includes actions to obtain audit evidence for the amounts and information in the annual report. The actions chosen are subject to the auditor's estimation, including an evaluation of risk of significant misstatements in the financial statements, regardless if the misstatement is caused by fraud or error. By the risk evaluation, the auditor considers internal supervision relevant for the making and issuing of an financial statements giving a true and fair view, with a view to form auditory actions suitable under the circumstances, but not with the objective to express an opinion on the effectiveness of the company's internal supervision.

An audit furthermore includes an evaluation of whether the accounting practice used by the mangement is suitable or not, if the accounting estimates made by the mangement are fair and an evaluation of the overall presentation of the annual report.

In our opinion, the obtained audit evidece is sufficient and suited as the basis of our conclusion.

The audit has not given rise to qualifications.

Opinion

In our opinion, the annual report gives a true and fair view of the company's assets and liabilities, and financial situation as of 31 December 2010 as well as of the results of the company's activities of the accounting year 17 May – 31 December 2010 in accordance with the Danish Financial Statement Act

Birkerød, 6 June 2011

Deloitte

Certified accounting company

Keld Danielsen

certified accountant

Company information

| | |
|--------------------|---|
| Company name | BGI Europe A/S |
| | Bülowsvej 15 |
| | 1870 Frederiksberg C |
| | CVR No 32 93 13 40 |
| | Home municipality Frederiksberg |
| | |
| Executive board | CEO Man Fung Mak |
| Board of directors | Tong Zhang (Chairman), Man |
| | Fung Mak, Songgang Li |
| Auditor | Deloitte Statsautoriseret Revisionsaktieselskab |

Accounting policies

In general

BGI Europe A/S has submitted the annual report in accordance with the Danish Financial Statements Act for a class B company

The accounting year is the first one for this company

Overall about recognition and metering

The profit and loss statement incorporate earnings while they are earned, among these includes revaluation financial assets and liability. The profit and loss statement incorporates all the expenses including the depreciation and amortization

Assets are incorporated in the balance sheet when it is likely that future economic benefits will accrue the company and the financial assets can be calculated reliably. Liabilities are incorporated in the balance sheet when it is likely that future economic benefits will disclaim the company and the financial assets can be calculated reliably

Financial assets and liability are measured at cost price the first time they are referred to. Thereafter, the financial assets and liability will be measured for every item of the account as it is described below. During the incorporation and measurement, predictable losses and risks appearing before the annual report is issued, and which confirm or disprove the conditions on the accounting day, are considered

Net turnover

Net turnover in regard to sales of commercial goods and finished goods are factored in in the profit and loss account if delivery and transfer of risk to the buyer has occurred before the end of the accounting year, and if the profit can be calculated reliably and is expected to be received. The net turnover is factored in eksklusiv of VAT and other charges and with deduction of discounts

IN accordance with the Danish Financial Statement Act, article 32, the company has chosen to aggregate the entries "net turnover" and "external costs" under the entry "gross income"

External costs

External costs includes costs relating to distribution, sales, advertising, administration, premises, debtor losses, etc

Financial items

Financial income and expenditure includes interest income and expenditure, realized and non-realized capital gains, debts and transactions in foreign currencies and amortization of financial assets and liabilities

Financial income and expenditure are factored in with the amounts relevant to the financial statements

Accounting policies

Corporation tax and contingent tax

The tax of the year, consisting of the actual tax of the year and the alteration of contingent tax, is factored in in the loss and profit account for the part relevant to the result of this year's result, and directly into the shareholders' funds for the part relevant to entries directly on the shareholders' funds

Receivables

Receivables are measured to amortized cost, usually the same as nominal value. Depreciation is done to meet expected losses to net realizable value.

Accrued income and deferred expenses

Accrued income and deferred expenses include defrayed costs relevant to the following accounting year.

Capital and reserves

The suggested amount of dividends is factored in as a liability at the time of agreement on the general meeting (time of declaration). Dividend expected paid out for the year is shown as a separate entry under shareholders' funds.

Corporation tax and contingent tax

Current tax debts and current tax receivable are factored in in the balance sheet as calculated tax of the year's taxable income, adjusted in regard to tax of previous years' taxable incomes and for paid taxes on account.

Contingent tax is measured according to the balance-oriented liability method of all temporary differences between tax purpose value and accounting value of assets and liabilities.

Contingent tax is measured in accordance with the relevant tax regulations and rates in force at the reporting date when the contingent tax is expected to be redeemed as current tax. Alterations in contingent tax as a result of changes in tax rates are factored in in the profit and loss account.

Debts

Other debts, including supplier credit, debt to associated companies and other debts are measured to amortized cost price, usually nominal value.

Profit and loss account

| Notes | 2010 (7 mths) | |
|---|---|----------------------|
| | | DKK |
| | Gross profit | 713 516 |
| 1 | Staff Costs | -600 248 |
| | Depreciation on fixed assets | -2 906 |
| | Operating profit / Profit before financial items | 110 362 |
| | Financial receipts | 5 965 |
| | Financial charges | -747 |
| | Profit before taxation | 115.580 |
| 2 | Tax on Profit | -30 453 |
| | Year's profit | <u>85.127</u> |
| Suggested distribution of profit | | |
| | Suggested dividends paid | 0 |
| | Transferred to the profit or loss for the current year | 85 127 |
| | | <u>85 127</u> |

Assets

| | 2010 |
|---------------------------------------|-------------------------|
| | DKK |
| Note | |
| Fixed assets | |
| 3 Tangible fixed assets | |
| Other plants, equipment and inventory | 11 623 |
| | <u>11 623</u> |
| Financial fixed assets | |
| Deposits | 30 000 |
| | <u>30 000</u> |
| Total fixed assets | <u>41 623</u> |
| Current assets | |
| Debtors | |
| Debtors at associated company | 1 186 984 |
| Other debtors | 36 092 |
| | <u>1 223 076</u> |
| Liquid reserves | <u>3 958 006</u> |
| Total current assets | <u>5 181 082</u> |
| Total assets | <u><u>5 222 705</u></u> |

Liabilities

| | | 2010 |
|------|--|-------------------------|
| Note | | <u>DKK</u> |
| 5 | Shareholders' Funds | |
| | Shareholders' funds | 5 000 000 |
| | Profit and loss account | 85 127 |
| | Suggested dividends paid | 0 |
| | Total shareholders' funds | <u>5.085 127</u> |
| 4 | Contingent tax | 182 |
| | Provisions | <u>182</u> |
| | Debts | |
| | Short-term debts | |
| | Suppliers of goods and services | 49 936 |
| | Director, member and shareholder debts | 6 913 |
| | Corporation tax liability | 30 271 |
| | Other debts | 50 276 |
| | | <u>137 396</u> |
| | Total debts | <u>137 396</u> |
| | Total liabilities | <u>5 222 705</u> |
| 6 | Main activity | |

Profit and loss account

| | 2010 2010 (7 mths) DKK |
|--|-----------------------------------|
| 1 Staff costs | |
| Payments and salaries | 571 008 |
| Pension costs | 12 209 |
| Other social security costs | 11 042 |
| Other staff costs | 5 989 |
| | 600 248 |
| 2 Tax on profit for the year | |
| Tax paid | 30 271 |
| Adjustment of contingent tax | 182 |
| | 30.453 |
| 3 Tangible fixed assets | Other plants, material and |
| Cost price, beginning of the year | 0 |
| Additions during the year | 14 529 |
| Disposals during the year | 0 |
| Cost price, end of the year | 14 529 |
| Depreciations, beginning of the year | 0 |
| Depreciations | 2 906 |
| Depreciations, end of the year | 2 906 |
| Net book value, end of the year | 11 623 |
| 4. Contingent tax asset | |
| Contingent tax, beginning of the year | 0 |
| Adjustment | 182 |
| Net book value | 182 |

| | Share capital DKK | Transferred profit DKK | Dividends DKK | Shareholders Funds DKK |
|--|----------------------|---------------------------|------------------|---------------------------|
| 5 Shareholders' funds statement | | | | |
| Balance, beginning | 5 000 000 | 0 | 0 | 5 000 000 |
| Dividends paid | 0 | 0 | 0 | 0 |
| Profit for the year | 0 | 85 127 | 0 | 85 127 |
| Balance, end | 5 000 000 | 85 127 | 0 | 5 085 127 |

6 Main activity

The aim of the company is to do research, technological development, development of products, production and marketing within the medicinal sector, including bio-science, bio-technology, bio-information and health care and related

7 Shareholder relations

The company has registered the following shareholder with more than 5% of the share capital voting rights or face value

BGI Hong Kong Co Limited, Hong Kong

BGI Europe A/S
(CVR nr 32 93 13 40)

Årsrapport for perioden
17 maj 2010 – 31 december 2010

Vedtaget på selskabets
ordinære generalforsamling
den 6. juni 2011



dirigent
Monica Reib
Advokat
BECH-BRUUN

Indholdsfortegnelse

| | <u>Side</u> |
|--|-------------|
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Ledelsespåtegning

Bestyrelsen og direktionen har dags dato aflagt årsrapporten for regnskabsåret 17. maj 2010 - 31. december 2010 for BGI Europe A/S

Årsrapporten er aflagt i overensstemmelse med årsregnskabsloven

Vi anser den valgte regnskabspraksis for hensigtsmæssig, således at årsrapporten, efter vor opfattelse, giver et retvisende billede af selskabets aktiver og passiver, finansielle stilling samt resultatet

Årsrapporten indstilles til generalforsamlingens godkendelse

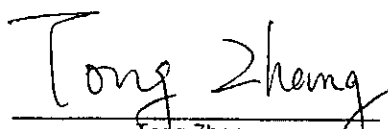
København, den 6. juni 2011

Direktion



Man Fung Mak

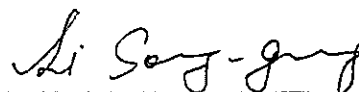
Bestyrelse



Tong Zhang
(Formand)



Man Fung Mak



Songgang Li

Den uafhængige revisors påtegning

Til aktionærerne i BGI Europe A/S

Vi har revideret årsregnskabet for BGI Europe A/S for regnskabsåret 17. maj - 31. december 2010 omfattende anvendt regnskabspraksis, resultatopgørelse, balance og noter. Årsregnskabet udarbejdes efter årsregnskabsloven.

Ledelsens ansvar for årsregnskabet

Ledelsen har ansvaret for at udarbejde og aflægge et årsregnskab, der giver et retvisende billede i overensstemmelse med årsregnskabsloven. Dette ansvar omfatter udformning, implementering og opretholdelse af interne kontroller, der er relevante for at udarbejde og aflægge et årsregnskab uden væsentlig fejlinformation, uanset om fejlinformationen skyldes besvigelser eller fejl, samt valg og anvendelse af en hensigtsmæssig regnskabspraksis og udøvelse af regnskabsmæssige skøn, som er rimelige efter omstændighederne.

Revisors ansvar og den udførte revision

Vores ansvar er at udtrykke en konklusion om årsregnskabet på grundlag af vores revision. Vi har udført vores revision i overensstemmelse med danske revisionsstandarder. Disse standarder kræver, at vi lever op til etiske krav samt planlægger og udfører revisionen med henblik på at opnå høj grad af sikkerhed for, at årsregnskabet ikke indeholder væsentlig fejlinformation.

En revision omfatter handlinger for at opnå revisionsbevis for de beløb og oplysninger, der er anført i årsregnskabet. De valgte handlinger afhænger af revisors vurdering, herunder vurderingen af risikoen for væsentlig fejlinformation i årsregnskabet, uanset om fejlinformationen skyldes besvigelser eller fejl. Ved risikovurderingen overvejer revisor interne kontroller, der er relevante for selskabets udarbejdelse og aflæggelse af et årsregnskab, der giver et retvisende billede, med henblik på at udforme revisionshandling, der er passende efter omstændighederne, men ikke med det formål at udtrykke en konklusion om effektiviteten af selskabets interne kontrol. En revision omfatter endvidere stillingtagen til, om den af ledelsen anvendte regnskabspraksis er passende, om de af ledelsen udøvede regnskabsmæssige skøn er rimelige samt en vurdering af den samlede præsentation af årsregnskabet.

Det er vores opfattelse, at det opnåede revisionsbevis er tilstrækkeligt og egnet som grundlag for vores konklusion.

Revisionen har ikke givet anledning til forbehold.

Konklusion

Det er vores opfattelse, at årsregnskabet giver et retvisende billede af selskabets aktiver, passiver og finansielle stilling pr 31 december 2010 samt af resultatet af selskabets aktiviteter for regnskabsåret 17 maj - 31 december 2010 i overensstemmelse med årsregnskabsloven

Birkerød, den 6 juni 2011

Deloitte

Statsautoniseret Revisionsaktieselskab

A handwritten signature in black ink, appearing to read 'Keld Danielsen', is written over the printed name.

Keld Danielsen

statsautoniseret revisor

Selskabsoplysninger

| | |
|------------------------|--|
| Selskabets navn | BGI Europe A/S Bülowsvej 15 1870 Frederiksberg C |
| | CVR nr 32 93 13 40 Hjemstedskommune Frederiksberg |
| Direktion | Direktør Man Fung Mak |
| Bestyrelse | Tong Zhang (Formand) Man Fung Mak Songgang Li |
| Revisor | Deloitte Statsautoriseret Revisionsaktieselskab |

Anvendt regnskabspraksis

Generelt

Årsregnskabet for BGI Europe A/S er aflagt i overensstemmelse med årsregnskabslovens bestemmelser for en klasse B virksomhed

Dette er selskabets første regnskabsår

Generelt om indregning og måling

I resultatopgørelsen indregnes indtægter i takt med at de indtjenes, herunder indregnes værdireguleringer af finansielle aktiver og forpligtelser. I resultatopgørelsen indregnes ligeledes alle omkostninger, herunder afskrivninger og nedskrivninger

Aktiver indregnes i balancen, når det er sandsynligt, at fremtidige økonomiske fordele vil tilflyde selskabet, og aktivets værdi kan måles pålideligt. Forpligtelser indregnes i balancen, når det er sandsynligt, at fremtidige økonomiske fordele vil fragå selskabet, og forpligtelsens værdi kan måles pålideligt

Ved første indregning måles aktiver og forpligtelser til kostpris. Efterfølgende måles aktiver og forpligtelser som beskrevet for hver enkelt regnskabspost nedenfor. Ved indregning og måling tages hensyn til forudsigelige tab og risici, der fremkommer inden årsrapporten aflægges, og som be- eller afkræfter forhold, der eksisterede på balancedagen

Nettoomsætning

Nettoomsætning ved salg af handelsvarer og færdigvarer indregnes i resultatopgørelsen, såfremt levering og risikoovergang til køber har fundet sted inden regnskabsårets udgang, og såfremt indtægten kan opgøres pålideligt og forventes modtaget. Nettoomsætningen indregnes eksklusiv moms, afgifter og med fradrag af rabatter i forbindelse med salget

Selskabet har i overensstemmelse med årsregnskabslovens § 32 valgt at sammendrage posterne "Nettoomsætning" og "Eksterne omkostninger" under posten "Bruttofortjeneste"

Eksterne omkostninger

Eksterne omkostninger omfatter omkostninger til distribution, salg, reklame, administration, lokaler, tab på debitorer mv.

Finansielle poster

Finansielle indtægter og omkostninger indeholder renteindtægter og -omkostninger, realiserede og urealiserede kursgevinster, gæld og transaktioner i fremmed valuta samt amortisering af finansielle aktiver og forpligtelser. Finansielle indtægter og omkostninger indregnes med de beløb, der vedrører regnskabsåret

Anvendt regnskabspraksis

Selskabsskat og udskudt skat

Årets skat, som består af årets aktuelle skat og forskydning i udskudt skat, indregnes i resultatopgørelsen med den del, der kan henføres til årets resultat, og direkte på egenkapitalen med den del, der kan henføres til posteringer direkte på egenkapitalen

Tilgodehavender

Tilgodehavender måles til amortiseret kostpris, hvilket sædvanligvis svarer til nominal værdi. Der nedskrives til imødegåelse af forventede tab til nettorealisationsværdien

Periodeafgrænsningsposter

Periodeafgrænsningsposter indregnet under aktiver omfatter afholdte omkostninger vedrørende efterfølgende regnskabsår

Egenkapital

Foreslået udbytte indregnes som en forpligtelse på tidspunktet for vedtagelse på den ordinære generalforsamling (deklareringstidspunktet). Udbytte, som forventes udbetalt for året, vises som en særskilt post under egenkapitalen

Selskabsskat og udskudt skat

Aktuelle skatteforpligtelser og tilgodehavende aktuel skat indregnes i balancen som beregnet skat af årets skattepligtige indkomst, reguleret for skat af tidligere års skattepligtige indkomster samt for betalte acontoskatter. Udskudt skat måles efter den balanceorienterede gælds metode af alle midlertidige forskelle mellem regnskabsmæssig og skattemæssig værdi af aktiver og forpligtelser

Udskudt skat måles på grundlag af de gældende skatteregler og skattesatser der med balancedagens lovgivning vil være gældende, når den udskudte skat forventes udløst som aktuel skat. Ændring i udskudt skat som følge af ændringer i skattesatser indregnes i resultatopgørelsen

Gældsforpligtelser

Andre gældsforpligtelser, som omfatter gæld til leverandører, tilknyttede og associerede virksomheder samt anden gæld, måles til amortiseret kostpris, hvilket sædvanligvis svarer til nominal værdi

Resultatopgørelse

| | | 2010 (7 mdr) |
|--|---|----------------------|
| <u>Note</u> | | <u>DKK</u> |
| | Bruttofortjeneste | 713 516 |
| 1 | Personaleomkostninger | -600 248 |
| | Afskrivninger af materielle anlægsaktiver | <u>-2 906</u> |
| | Driftsresultat / Resultat før finansielle poster | 110 362 |
| | Finansielle indtægter | 5 965 |
| | Finansielle omkostninger | <u>-747</u> |
| | Resultat før skat | 115 580 |
| 2 | Skat af årets resultat | <u>-30 453</u> |
| | Årets resultat | <u>85 127</u> |
| Forslag til resultatdisponering | | |
| | Foreslået udbytte | 0 |
| | Overført til overført resultat | <u>85 127</u> |
| | | <u>85 127</u> |

Aktiver

| | | 2010 |
|-------------|--|-------------------------|
| <u>Note</u> | <u>Anlægsaktiver</u> | <u>DKK</u> |
| 3 | Materielle anlægsaktiver | |
| | Andre anlæg, driftsmateriel og inventar | 11 623 |
| | | <u>11.623</u> |
| | Finansielle anlægsaktiver | |
| | Deposita | 30 000 |
| | | <u>30 000</u> |
| | Anlægsaktiver i alt | <u>41 623</u> |
| | <u>Omsætningsaktiver</u> | |
| | Tilgodehavender | |
| | Tilgodehavender hos tilknyttede virksomhed | 1 186 984 |
| | Andre tilgodehavender | 36 092 |
| | | <u>1 223 076</u> |
| | Likvide beholdninger | <u>3 958 006</u> |
| | Omsætningsaktiver i alt | <u>5 181 082</u> |
| | Aktiver i alt | <u><u>5 222 705</u></u> |

Passiver

| | | 2010 |
|--|--|-----------------------------|
| | | DKK |
| <u>Note</u> | | |
| 5 | <u>Egenkapital</u> | |
| | Aktiekapital | 5 000 000 |
| | Overført resultat | 85 127 |
| | Foreslået udbytte for regnskabsåret | 0 |
| | Egenkapital i alt | <u>5 085 127</u> |
| 4 | Udskudt skat | 182 |
| | Hensatte forpligtelse | <u>182</u> |
| <u>Gældsforpligtelser</u> | | |
| Kortfristede gældsforpligtelser | | |
| | Leverandør af varer og tjenesteydelser | 49 936 |
| | Gæld til selskabsdeltager og ledelse | 6 913 |
| | Skyldig selskabsskat | 30 271 |
| | Anden gæld | 50 276 |
| | | <u>137 396</u> |
| | Gældsforpligtelser i alt | <u>137 396</u> |
| | Passiver i alt | <u>5 222 705</u> |
| 6 | Hovedaktivitet | |

Noter

| | | 2010 (7 mdr) |
|----------|--|--|
| | | DKK |
| 1 | <u>Personaleomkostninger</u> | |
| | Lønninger og gager | 571 008 |
| | Pensioner | 12 209 |
| | Andre omkostninger til social sikring | 11 042 |
| | Øvrige personaleomkostninger | 5 989 |
| | | 600 248 |
| 2 | <u>Skat af årets resultat</u> | |
| | Årets skat | 30 271 |
| | Årets regulering af udskudt skat | 182 |
| | | 30 453 |
| 3 | <u>Materielle anlægsaktiver</u> | Andre anlæg, drifts materiel og |
| | Kostpris primo | 0 |
| | Tilgang i årets løb | 14 529 |
| | Afgang i årets løb | 0 |
| | Kostpris ultimo | 14 529 |
| | Af- og nedskrivninger primo | 0 |
| | Årets afskrivninger | 2 906 |
| | Af- og nedskrivninger ultimo | 2 906 |
| | Regnskabsmæssig værdi ultimo | 11 623 |
| 4 | <u>Udskudt skatteaktiv</u> | |
| | Udskudt skat, primo | 0 |
| | Årets regulering | 182 |
| | Regnskabsmæssig værdi | 182 |

| | | Aktie kapital DKK | Overført resultat DKK | Udbytte DKK | Egenkapital DKK |
|----------|------------------------------------|-------------------------|-----------------------------|----------------|--------------------|
| 5 | <u>Egenkapitalopgørelse</u> | | | | |
| | Saldo primo | 5 000 000 | 0 | 0 | 5 000 000 |
| | Betalt udbytte | 0 | 0 | 0 | 0 |
| | Årets resultat | 0 | 85 127 | 0 | 85 127 |
| | Saldo ultimo | 5 000 000 | 85 127 | 0 | 5 085 127 |

Noter

6 Hovedaktivitet

Selskabets formål er at drive virksomhed med forskning, teknologisk udvikling, produktudvikling, produktion og markedsføring indenfor medicalsektoren, herunder indenfor bio-videnskab, bio-teknologi, bio-information og sundhedspleje samt hertil relateret

7 Aktionærforhold

Selskabet har registreret følgende aktionærer med mere end 5% af aktiekapitalens stemmerettigheder eller pålydende værdi

BGI Hong Kong Co Limited, Hong Kong



FILE COPY

**CERTIFICATE OF REGISTRATION
OF AN OVERSEA COMPANY**

(Registration of a UK establishment)

Company No. FC030393

UK Establishment No. BR015388

The Registrar of Companies hereby certifies that

BGI EUROPE UK OFFICE

has this day been registered under the Companies Act 2006 as having
established a UK Establishment in the United Kingdom.

Given at Companies House on **31st August 2011.**



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES