

# **FILE COPY**

# OF A PRIVATE LIMITED COMPANY

Company No. 7600910

The Registrar of Companies for England and Wales, hereby certifies that

# **M GAO M LIMITED**

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by shares, and the situation of its registered office is in England/Wales

Given at Companies House on 12th April 2011



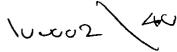
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In accordance with Section 9 of the Companies Act 2006 **IN01** 

Application to register a company





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
private or public company

What this form is NOT for
You cannot use this form to regist
a limited liability partnership To d
this, please use form LL IN01



A67 05/04/2011 COMPANIES HOUSE

123

Part 1	Company details	
		Filling in this form     Please complete in typescript or in bold black capitals
		All fields are mandatory unless specified or indicated by *
A1	Company details	
	Please show the proposed company name below	• Duplicate names
Proposed company name in full •	M GAO M LIMITED	Duplicate names are not permitted A list of registered names can be found on our website There are various rule:
For official use		that may affect your choice of name More information is available at www.companieshouse.gov.uk
A2	Company name restrictions o	
	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	② 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
	copy of their response	
A3	Exemption from name ending with 'Limited' or 'Cyfyngedig' o	
	Please tick the box if you wish to apply for exemption from the requirement to have the name ending with 'Limited', Cyfyngedig' or permitted alternative  I confirm that the above proposed company meets the conditions for exemption from the requirement to have a name ending with 'Limited', 'Cyfyngedig' or permitted alternative	Name ending exemption     Only private companies that are     limited by guarantee and meet othe     specific requirements are eligible to     apply for this     For more details, please go to our     website
		www.companieshouse.gov.uk
A4.	Company type <sup>®</sup>	
	Please tick the box that describes the proposed company type and members' liability (only one box must be ticked)  Public limited by shares  Private limited by shares  Private limited by guarantee  Private unlimited with share capital  Private unlimited without share capital	Company type     If you are unsure of your company's type, please go to our website www.companieshouse gov uk

IN01 Application to register a company Α5 Situation of registered office o Registered office Please tick the appropriate box below that describes the situation of the Every company must have a proposed registered office (only one box must be ticked) registered office and this is the **England and Wales** address to which the Registrar will Wales send correspondence Scotland For England and Wales companies, Northern Ireland the address must be in England or For Welsh, Scottish or Northern Ireland companies, the address must be in Wales, Scotland or Northern Ireland respectively A6 Registered office address @ Registered office address Please give the registered office address of your company You must ensure that the address Building name/number shown in this section is consistent **APARTMENT 14** with the situation indicated in Street **VICTORIA HOUSE 50** section A5 You must provide an address in VICTORIA STREET England or Wales for companies to Post town be registered in England and Wales. **SHEFFIELD** You must provide an address in County/Region SOUTH YORKSHIRE Wales, Scotland or Northern Ireland for companies to be registered in Postcode Wales, Scotland or Northern Ireland respectively Α7 Articles of association 6 Please choose one option only and tick one box only For details of which company type can adopt which model articles, I wish to adopt one of the following model articles in its entirety. Please tick Option 1 please go to our website only one box www.companieshouse.gov.uk Private limited by shares Private limited by guarantee Public company Option 2 I wish to adopt the following model articles with additional and/or amended provisions I attach a copy of the additional and/or amended provision(s) Please tick only one box Private limited by shares Private limited by guarantee Public company Option 3 I wish to adopt entirely bespoke articles. I attach a copy of the bespoke articles to this application Restricted company articles • Please tick the box below if the company's articles are restricted Restricted company articles Restricted company articles are those containing provision for entrenchment For more details, please go to our website www companieshouse gov uk

# Part 2 Proposed officers

For private companies the appointment of a secretary is optional, however, if you do decide to appoint a company secretary you must provide the relevant details. Public companies are required to appoint at least one secretary

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

For a secretary who is an individual, go to Section B1, For a corporate secretary, go to Section C1, For a director who is an individual, go to Section D1, For a corporate director, go to Section E1

# **Secretary**

B1	Secretary appointments o	
	Please use this section to list all the secretary appointments taken on formation For a corporate secretary, complete Sections C1-C5	Ocrporate appointments  For corporate secretary  appointments, please complete
Title*		section C1-C5 instead of section B
Full forename(s)		Additional appointments
Surname		If you wish to appoint more than one secretary, please use
Former name(s) •		the 'Secretary appointments' continuation page
		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.
B2	Secretary's service address	·
Building name/number		<b>⊕</b> Service address
Street		This is the address that will appear on the public record. This does not have to be your usual residential address.
Post town		Please state 'The Company's Registered Office' if your service
County/Region		address will be recorded in the
Postcode		proposed company's register of secretaries as the company's registered office
Country		If you provide your residential address here it will appear on the public record
B3	Signature o	1
_	I consent to act as secretary of the proposed company named in Section A1	• Signature The person named above consents
Signature	Signature	to act as secretary of the proposed
	X	company

# **Corporate secretary**

C1	Corporate secretary appointments •	
	Please use this section to list all the corporate secretary appointments taken on formation	Additional appointments     If you wish to appoint more than one corporate secretary, please use the
Name of corporate body/firm		'Corporate secretary appointments' continuation page  Registered or principal address
Building name/number		This is the address that will appear on the public record. This address
Street		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
Post town		LP (Legal Post in Scotland) number
County/Region		
Postcode		
Country		
C2	Location of the registry of the corporate body or firm	
	Is the corporate secretary registered within the European Economic Area (EEA)?	
	→ Yes Complete Section C3 only → No Complete Section C4 only	
<b>C3</b>	EEA companies ®	
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	● EEA  A full list of countries of the EEA can be found in our guidance
Where the company/ firm is registered <b>©</b>		www.companieshouse.gov.uk
mm is registered •		● This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)
Registration number		Directive (00/13//EEC)
C4	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.	Non-EEA     Where you have provided details of the register (including state) where the company or firm is registered.
Legal form of the corporate body or firm		the company or firm is registered, you must also provide its number in that register
Governing law		
If applicable, where the company/firm is registered •		
Registration number		
<b>C</b> 5	Signature 9	
	I consent to act as secretary of the proposed company named in Section A1	<b>⊗</b> Signature
Signature	Signature X	The person named above consents to act as corporate secretary of the proposed company

Director		
D1	Director appointments •	
	Please use this section to list all the director appointments taken on formation For a corporate director, complete Sections E1-E5	Appointments     Private companies must appoint     at least one director who is an
Title*	MR	individual Public companies must appoint at least two directors, one of
Full forename(s)	NING	which must be an individual
Surname	ZHANG	• Former name(s) Please provide any previous names
Former name(s) •		which have been used for business purposes in the last 20 years Married women do not need to give former names unless previously used
Country/State of residence •	UK	for business purposes.  © Country/State of residence
Nationality	CHINESE	This is in respect of your usual residential address as stated in
Date of birth	d 1 d 0 m 1 m y 1 y 9 y 8 y 2	section D4
Business occupation (if any) 6		Business occupation     If you have a business occupation,     please enter here If you do not,     please leave blank
		If you wish to appoint more than one director, please use the 'Director appointments' continuation page.
D2	Director's service address ®	
	Please complete the service address below You must also fill in the director's usual residential address in Section D4	Service address This is the address that will appear
Building name/number	APARTMENT 14	on the public record This does not have to be your usual residential
Street	VICTORIA HOUSE 50	address  Please state 'The Company's
	VICTORIA STREET	Registered Office' if your service address will be recorded in the
Post town	SHEFFIELD	proposed company's register of
County/Region	SOUTH YORKSHIRE	directors as the company's registered office
Postcode	S 3 7 Q L	If you provide your residential address here it will appear on the
Country	UK	public record
D3	Signature O	1
_	I consent to act as director of the proposed company named in Section A1	<b>O</b> Signature The person named above consents
Signature	Signature X 3 从 宁 X	to act as director of the proposed company

# Director

D1	Director appointments •	
	Please use this section to list all the director appointments taken on formation For a corporate director, complete Sections E1-E5.	Appointments     Private companies must appoint     at least one director who is an
Title*		individual Public companies must appoint at least two directors, one of
Full forename(s)	9	which must be an individual
Surname		Please provide any previous names
Former name(s) •		which have been used for business purposes in the last 20 years.  Married women do not need to give former names unless previously used
Country/State of residence   Output  Description:		for business purposes.
Nationality		Country/State of residence This is in respect of your usual
Date of birth	d d m m	residential address as stated in Section D4
Business occupation (if any) 6		Business occupation     If you have a business occupation, please enter here If you do not, please leave blank
		Additional appointments If you wish to appoint more than one director, please use the 'Director appointments' continuation page
D2	Director's service address ®	
	Please complete the service address below You must also fill in the director's	Service address
	usual residential address in Section D4	This is the address that will appear on the public record. This does not
Building name/number	/	have to be your usual residential address
Street		Please state 'The Company's
<u> </u>		Registered Office' if your service address will be recorded in the
Post town		proposed company's register of directors as the company's registered
County/Region		office
Postcode		If you provide your residential address here it will appear on the
Country		public record
D3	Signature ©	
D3	Signature ©  I consent to act as director of the proposed company named in Section A1	<b>O</b> Signature
D3 Signature		O Signature  The person named above consents to act as director of the proposed

# **Corporate director**

E1	Corporate director appointments 6	
_ <del>_</del>	Please use this section to list all the corporate directors taken on formation	• Additional appointments
Name of corporate body or firm		If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page
Building name/number		Registered or principal address
Street		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
Post town		a PO box number (unless contained within a full address), DX number or
County/Region		LP (Legal Post in Scotland) number
Postcode		
Country		
E2	Location of the registry of the corporate body or firm	
	Is the corporate director registered within the European Economic Area (EEA)?  → Yes Complete Section E3 only → No Complete Section E4 only	
E3	EEA companies •	
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	• EEA  A full list of countries of the EEA can be found in our guidance
Where the company/ firm is registered ●		www.companieshouse.gov.uk
		This is the register mentioned in Article 3 of the First Company Law
Registration number		Directive (68/151/EEC)
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.	Non-EEA     Where you have provided details of the register (including state) where the company or firm is registered,
Legal form of the corporate body or firm		you must also provide its number in that register
Governing law		
If applicable, where the company/firm is registered •		
If applicable, the registration number		
E5	Signature ®	
	I consent to act as director of the proposed company named in Section A1	<b>⊙</b> Signature
Signature	Signature X	The person named above consents to act as corporate director of the proposed company

IN01

Application to register a company

Part 3	Statement	of capital				
	•	have share capital? lete the sections below Part 4 (Statement of	guarantee)	<del>-</del> -		
F1	Share capital in	pound sterling (£)				
		och class of shares held in complete Section F1 and				
Class of shares (E.g. Ordinary/Preference etc	)	Amount paid up on each share ①	Amount (if any) unpaid on each share •	Number of share	s <b>0</b>	Aggregate nominal value 9
ORDINARY		£1 00	NONE	1000		£ 1000 00
						£
						£
						£
		· · ·	Totals	1000		£ 1000 00
F2	Share capital in	other currencies				
Please complete the ta Please complete a sepa		y class of shares held in arrency	other currencies			<del></del>
Currency						
Class of shares (E g Ordinary/Preference etc	)	Amount paid up on each share •	Amount (if any) unpaid on each share	Number of share	× 0	Aggregate nominal value 0
			Totals			
Currency						
Class of shares (E g Ordinary/Preference etc	)	Amount paid up on each share	Amount (if any) unpaid on each share	Number of share	es <b>Ø</b>	Aggregate nominal value
			Totals	f		
F3	Totals			<del> </del>		
	Please give the total issued share capital	number of shares and to	otal aggregate nominal v	value of	Please lis	gregate nominal value total aggregate values in
Total number of shares	1000	<u></u> .	···	<del></del>		currencies separately For £100 + €100 + \$10 etc.
fotal aggregate nominal value <b>9</b>	£1000 00	·			·	
● Including both the noming share premium  ● Total number of issued states.		Number of shares issued n nominal value of each sha	re Plea	itinuation Page ise use a Statem e if necessary		l continuation

# F4

## Statement of capital (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in Sections F1 and F2

## Class of share

### ORDINARY SHARES OF £1 EACH PRESCRIBED

# Prescribed particulars

(A) UNDER SECTIONS 284 AND 285 OF THE COMPANIES ACT 2006 (AS AMENDED) EACH SHARE CARRIES ONE VOTE ON A WRITTEN RESOLUTION, ON A VOTE ON A RESOLUTION ON A SHOW OF HANDS AT A MEETING, EACH MEMBER PRESENT IN PERSON (AND EVERY PROXY PRESENT WHO HAS BEEN DULY APPOINTED BY ONE OR MORE MEMBERS ENTITLED TO VOTE ON THE RESOLUTION) HAS ONE VOTE (BUT A PROXY HAS ONE VOTE FOR AND ONE VOTE AGAINST THE RESOLUTION IF THE PROXY HAS BEEN DULY APPOINTED BY MORE THAN ONE MEMBER ENTITLED TO VOTE ON THE RESOLUTION, AND THE PROXY HAS BEEN INSTRUCTED BY ONE OR MORE OF THOSE MEMBERS TO VOTE FOR THE RESOLUTION AND BY ONE OR MORE OTHER OF THOSE MEMBERS TO VOTE AGAINST), AND, ON A VOTE ON A RESOLUTION ON A POLL TAKEN AT A MEETING, EVERY MEMBER HAS ONE VOTE IN RESPECT OF EACH SHARE HELD BY HIM (ALL OR ANY OF THE VOTING RIGHTS OF AMEMBER MAY BE EXERCISED BY ONE OR MORE DULY APPOINTED PROXIES BUT WHERE A MEMBER APPOINTS MORE THAN ONE PROXY, THIS DOES NOT AUTHORISE THE EXERCISE BY THE PROXIES TAKEN TOGETHER OF MORE EXTENSIVE VOTING RIGHTS THAN COULD BE EXERCISED BY THE MEMBER IN PERSON)

- (B) THE SHARES ALL RANK PARI PASSU AS RESPECTS DIVIDEND DISTRIBUTIONS
- (C) THE SHARES ALL RANK PARI PASSU AS RESPECTS
  CAPITAL

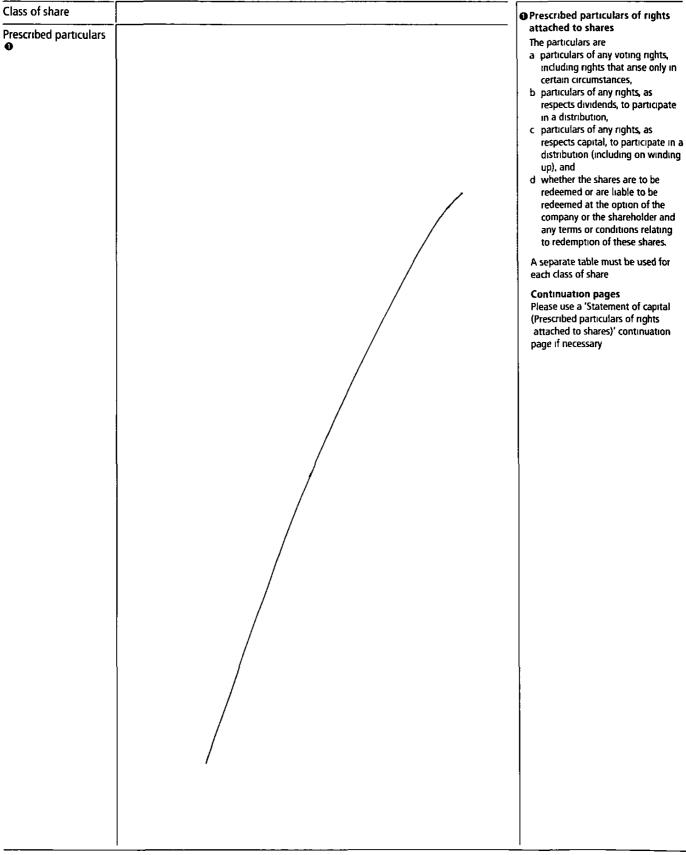
# •Prescribed particulars of rights attached to shares

The particulars are

- a particulars of any voting rights, including rights that arise only in certain circumstances,
- b particulars of any rights, as respects dividends, to participate in a distribution,
- c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and
- d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares.

A separate table must be used for each class of share

# Continuation pages Please use the next page or a 'Statement of Capital (Prescribed particulars of rights attached to shares)' continuation page if necessary



# F5

# **Initial shareholdings**

This section should only be completed by companies incorporating with share capital

Please complete the details below for each subscriber

The addresses will appear on the public record. These do not need to be the subscribers' usual residential address.

Initial shareholdings Please list the company's subscribers in alphabetical order

Please use an 'Initial shareholdings' continuation page if necessary

subscr	subscribers' usual residential address			continuation page if necessary			
Subscriber's details		Class of share	Number of shares	Currency	Nominal value of each share	Amount (if any) unpaid	Amount paid
Name NING ZHANG		ORDINARY	1000	GBP	£1 00	NONE	£1000 00
Address  APARTMENT 14  VICTORIA HOUSE 50  VICTORIA STREET  SHEFFIELD S3 7QL							
Name					,		<u> </u>
Address							
Name							
Address							
Name	_						
Address							
Name	/						
Address		i					
						IFOODO	

# Application to register a company Part 4 Statement of guarantee Is your company limited by quarantee? → Yes Complete the sections below → No Go to Part 5 (Statement of compliance) G1 **Subscribers** Please complete this section if you are a subscriber of a company limited by guarantee The following statement is being made by each and every person Please use capital letters named below Address The addresses in this section will I confirm that if the company is wound up while I am a member, or within appear on the public record. They do not have to be the subscribers' usual one year after I cease to be a member, I will contribute to the assets of the residential address. company by such amount as may be required for payment of debts and liabilities of the company contracted before I **⊕** Amount guaranteed Any valid currency is permitted cease to be a member, payment of costs, charges and expenses of winding up, and, Continuation pages Please use a 'Subscribers' adjustment of the rights of the contributors among ourselves, continuation page if necessary not exceeding the specified amount below Subscriber's details Forename(s) • Surname • Address @ Postcode Amount guaranteed 9 Subscriber's details Forename(s) • Surname • Address @ Postcode Amount guaranteed € Subscriber's details Forename(s) • Surname • Address 2

**IN01** 

Postcode

Amount guaranteed

	Subscriber's details	<b>⊕</b> Name
Forename(s)		Please use capital letters
Surname		The addresses in this section will
Address •		appear on the public record They do not have to be the subscribers' usual residential address
Postcode		Amount guaranteed     Any valid currency is permitted
Amount guaranteed 9		Continuation pages  Please use a 'Subscribers'
	Subscriber's details	continuation page if necessary
Forename(s) •		_
Surname •		_
Address 2		-
Postcode		
Amount guaranteed 3		-
	Subscriber's details	_
Forename(s) •		<del>-</del>
Surname •		_
Address 2		-   -
Postcode		
Amount guaranteed		_
**************************************	Subscriber's details	-
Forename(s) •		_
Surname •		-
Address 2		_
Postcode		
Amount guaranteed 9		-
-	Subscriber's details	-
Forename(s) •		-
Surname •		-
Address 2		_
Postcode		
		_
Amount guaranteed 9		

Part 5

# Statement of compliance This section must be completed by all companies Is the application by an agent on behalf of all the subscribers? → No Go to Section H1 (Statement of compliance delivered by the subscribers) → Yes Go to Section H2 (Statement of compliance delivered by an agent) Н1 Statement of compliance delivered by the subscribers • Statement of compliance Please complete this section if the application is not delivered by an agent delivered by the subscribers for the subscribers of the memorandum of association Every subscriber to the memorandum of association must sign the statement of compliance I confirm that the requirements of the Companies Act 2006 as to registration have been complied with Subscriber's signature X X Subscriber's signature X X Subscriber's signature X Subscriber's signature Subscriber's signature X Subscriber's signature X X Subscriber's signature X X Subscriber's signature

Subscriber's signature	Signature	X	Continuation pages Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign
Subscriber's signature	Signature X	×	•
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature	X	
H2	Statement of compliance delivered by an agent		
1	Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association		
Agent's name	QUALITY FRIENDS LTD		
Building name/number	14A		
Street	NORTH END ROAD		
Post town	LONDON		
County/Region			
Postcode	N W 1 1 7 P H		
Country			
	I confirm that the requirements of the Companies Act 2006 as to registration have been complied with	n	
Agent's signature	Signature X	X	

# **IN01**

Application to register a company

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.	
ontact name	-
Ompany name	-
	-
Address	-
	-
	-
Post town	_
County/Region	_
Postcode	_
Country	-
XC	_
elephone	_
<u></u>	_
Certificate	_
We will send your certificate to the presenters address (shown above) or if indicated to another address shown below	
At the registered office address (Given in Section Act the agents address (Given in Section H2)	6).
✓ Checklist	_
We may return forms completed incorrectly or with information missing	_
Please make sure you have remembered the following  Southeast You have checked that the proposed company	_
name is available as well as the various rules that may affect your choice of name. More information can be found in guidance on our website	
☐ If the name of the company is the same as one	
already on the register as permitted by The Company and Business Names (Miscellaneous	
Provisions) Regulations 2008, please attach consent	
☐ You have used the correct appointment sections	
☐ 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	

# 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 to register a 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:

For companies registered in England and Wales: The Registrar of Companies, Companies House, Crown Way, Cardiff, Wales, CF14 3UZ DX 33050 Cardiff

For companies registered in 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)

For companies registered in Northern Ireland The Registrar of Companies, Companies House, First Floor, Waterfront Plaza, 8 Laganbank Road, Belfast, Northern Ireland, BT1 3BS DX 481 N R Belfast 1

### Section 243 exemption

If you are applying for, or have been granted a section 243 exemption, 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

☐ The document has been signed, where indicated

☐ All relevant attachments have been included

You have enclosed the correct fee

# COMPANY HAVING A SHARE CAPITAL

# Memorandum of association of M GAO M LIMITED

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company and to take at least one share

Name of each subscriber

Authentication by each subscriber

**NING ZHANG** 

张宁