



FILE COPY

**CERTIFICATE OF INCORPORATION
OF A
PRIVATE LIMITED COMPANY**

Company No. 7644030

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

BAOCHEM INDUSTRIES 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 **23rd May 2011**



N07644030B



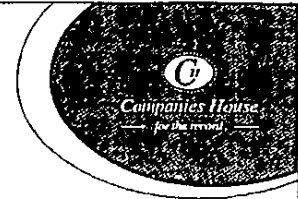
Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

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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 register
a limited liability partnership
this, please use form LL IN

FRIDAY



A48 *ADBP1UAS* 209
20/05/2011
COMPANIES HOUSE

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

Proposed company
name in full *

BAOCHEM INDUSTRIES LIMITED

For official use

--	--	--	--	--	--	--	--

*** Duplicate names**
Duplicate names are not permitted. A
list of registered names can be found
on our website. There are various rules
that may affect your choice of name.
More information is available at
www.companieshouse.gov.uk

A2

Company name restrictions *

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

*** 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

A3

Exemption from name ending with 'Limited' or 'Cyfyngedig' *

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 other
specific requirements are eligible to
apply for this.
For more details, please go to our
website
www.companieshouse.gov.uk

A4

Company type *

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

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Application to register a company

A5

Situation of registered office

Please tick the appropriate box below that describes the situation of the proposed registered office (only one box must be ticked)

- ☒ England and Wales
☐ Wales
☐ Scotland
☐ Northern Ireland

Registered office

Every company must have a registered office and this is the address to which the Registrar will send correspondence

For England and Wales companies, the address must be in England or Wales

For Welsh, Scottish or Northern Ireland companies, the address must be in Wales, Scotland or Northern Ireland respectively

A6

Registered office address

Please give the registered office address of your company

Building name/number MSS2059, RM B, 1/F, LA BLDG,
Street 66 CORPORATION ROAD,
GRANGETOWN,
Post town CARDIFF, WALES,
County/Region UK
Postcode C F 1 1 7 A W

Registered office address

You must ensure that the address shown in this section is consistent with the situation indicated in section A5

You must provide an address in England or Wales for companies to be registered in England and Wales

You must provide an address in Wales, Scotland or Northern Ireland for companies to be registered in Wales, Scotland or Northern Ireland respectively

A7

Articles of association

Please choose one option only and tick one box only

- Option 1 I wish to adopt one of the following model articles in its entirety. Please tick only one box
- ☐ 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

For details of which company type can adopt which model articles please go to our website www.companieshouse.gov.uk

A8

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

IN01

Application to register a company

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**

Please use this section to list all the secretary appointments taken on formation.
For a corporate secretary, complete Sections C1-C5.

Title*	
Full forename(s)	
Surname	
Former name(s) ^①	

① Corporate appointments

For corporate secretary appointments, please complete section C1-C5 instead of section B.

Additional appointments

If you wish to appoint more than one secretary please use the 'Secretary appointments continuation page'.

① 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 ^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 state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of secretaries as the company's registered office.

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

B3**Signature**

I consent to act as secretary of the proposed company named in Section A1.

Signature	Signature X	X
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① Signature

The person named above consents to act as secretary of the proposed company.

IN01

Application to register a company

Corporate secretary



Corporate secretary appointments

Please use this section to list all the corporate secretary appointments taken on formation

Name of corporate body/firm	HKRTP LIMITED
Building name/number	RM 1007, 10/F, HO KING COMM CTR,
Street	NO 2-16 FA YUEN STREET,
Post town	MONGKOK,
County/Region	HONG KONG
Postcode	
Country	HONG KONG

Additional appointments

If you wish to appoint more than one corporate secretary please use the Corporate secretary appointments continuation page

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



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



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

Where the company/firm is registered	
Registration number	

EEA

A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk

This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)



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

Legal form of the corporate body or firm	PRIVATE COMPANY LIMITED BY SHARES
Governing law	HONG KONG COMPANIES ORDINANCE CHAPTER 32
If applicable, where the company/firm is registered	HONG KONG
Registration number	663489

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



Signature

I consent to act as secretary of the proposed company named in Section A1

Signature	<p>Signature</p> <p>HKRTP LIMITED 香港註冊稅計專業有限公司</p> <p>..... Authorized Signature(s)</p>
-----------	--

Signature

The person named above consents to act as corporate secretary of the proposed company

IN01

Application to register a company

Director

D1

Director appointments ①

Please use this section to list all the director appointments taken on formation
For a corporate director, complete Sections E1-E5

Title*	MR
Full forename(s)	ZHANG
Surname	JI
Former name(s) ②	
Country/State of residence ③	CHINA
Nationality	CHINA
Date of birth	27 02 1979
Business occupation (if any) ④	MERCHANT

① Appointments

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.

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 D4.

④ 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 ⑤

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.

Building name/number	ROOM 401 NO 127
Street	FENGBIN GARDEN,
Post town	
County/Region	WUXI JIANGSU
Postcode	
Country	CHINA

⑤ Service address

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

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

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

D3

Signature ⑥

I consent to act as director of the proposed company named in Section A1.

Signature	Signature X 张季 X
-----------	---------------------

⑥ Signature

The person named above consents to act as director of the proposed company.

IN01

Application to register a 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

Title*	
Full forename(s)	
Surname	
Former name(s) ②	
Country/State of residence ③	
Nationality	
Date of birth	d d m m y y y y
Business occupation (if any) ④	

① Appointments

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.

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 D4.

④ 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 usual residential address in Section D4.

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 state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

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

D3**Signature**

I consent to act as director of the proposed company named in Section A1.

Signature	Signature X	X
-----------	----------------	---

① Signature

The person named above consents to act as director of the proposed company.

IN01

Application to register a company

Corporate director

E1 Corporate director appointments		Additional appointments If you wish to appoint more than one corporate director, please use the 'Corporate director appointments continuation page' 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
Please use this section to list all the corporate directors taken on formation		
Name of corporate body or firm		
Building name/number		
Street		
Post town		
County/Region		
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		
Where the company/firm is registered		EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)
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		
Legal form of the corporate body or firm		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
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		
Signature	Signature X	Signature The person named above consents to act as corporate director of the proposed company

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Application to register a company

Part 3 Statement of capital

Does your company have share capital?

→ Yes Complete the sections below

→ No Go to Part 4 (Statement of guarantee)

F1 Share capital in pound sterling (£)

Please complete the table below to show each class of shares held in pound sterling
If all your issued capital is in sterling, only complete Section F1 and then go to Section F4

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
ORDINARY	0	1	10,000	£ 10,000
				£
				£
				£
Totals			10,000	£ 10,000

F2 Share capital in other currencies

Please complete the table below to show any class of shares held in other currencies
Please complete a separate table for each currency.

Currency				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

Currency

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

F3 Totals

Please give the total number of shares and total aggregate nominal value of issued share capital

Total number of shares 10,000

Total aggregate nominal value ④ 10,000

④ Total aggregate nominal value
Please list total aggregate values in
different currencies separately. For
example £100 + €100 + \$10 etc

① Including both the nominal value and any
share premium

② Number of shares issued multiplied by
nominal value of each share

③ Total number of issued shares in this class

Continuation Pages

Please use a Statement of Capital continuation
page if necessary

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Application to register a company

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

Prescribed particulars

1

EASH SHARE IS ENTITLED TO ONE VOTE IN ANY CIRCUMSTANCES EACH SHARE HAS EQUAL RIGHTS TO DIVIDENDS

1 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

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Application to register a company

Class of share		
Prescribed particulars •		<p>• Prescribed particulars of rights attached to shares</p> <p>The particulars are</p> <ul style="list-style-type: none"> 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 <p>A separate table must be used for each class of share</p> <p>Continuation pages</p> <p>Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary</p>

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Application to register a company



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 orderPlease use an 'Initial shareholdings'
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 ZHANG JI	ORDINARY	10,000	POUND	1POUND	1POUND	0
Address ROOM 401 NO 127 FENGBIN GARDEN, WUXI JIANGSU, CHINA						
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						

IN01

Application to register a company

Part 4**Statement of guarantee**

Is your company limited by guarantee?

- 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 named below

I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for

- payment of debts and liabilities of the company contracted before I cease to be a member,
- payment of costs, charges and expenses of winding up, and,
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below

1 Name

Please use capital letters

2 Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address

3 Amount guaranteed

Any valid currency is permitted

Continuation pages

Please use a Subscribers continuation page if necessary

Subscriber's details

Forename(s) 1

Surname 1

Address 2

Postcode

Amount guaranteed 3

Subscriber's details

Forename(s) 1

Surname 1

Address 2

Postcode

Amount guaranteed 3

Subscriber's details

Forename(s) 1

Surname 1

Address 2

Postcode

Amount guaranteed 3

IN01

Application to register a company

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

① Name

Please use capital letters

② Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

③ Amount guaranteed

Any valid currency is permitted.

Continuation pages

Please use a Subscribers continuation page if necessary.

IN01

Application to register a company

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)



Statement of compliance delivered by the subscribers

Please complete this section if the application is not delivered by an agent for the subscribers of the memorandum of association

I confirm that the requirements of the Companies Act 2006 as to registration have been complied with

Statement of compliance delivered by the subscribers
Every subscriber to the memorandum of association must sign the statement of compliance

Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X

IN01

Application to register a company

Subscriber's signature	Signature X	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	X	
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	

H2

Statement of compliance delivered by an agent

Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association

Agent's name	
Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	
	I confirm that the requirements of the Companies Act 2006 as to registration have been complied with
Agent's signature	Signature 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.

Contact name MR WONG

Company name HKRTP LIMITED

Address RM B. 1/F, LA BLDG,
66 CORPORATION ROAD,

Post town GRANGETOWN,

County/Region WALES

Postcode C F 1 1 7 A W

Country UK

DX

Telephone 02920221628



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 A6)
☐ At the agents address (Given in Section H2)



Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following

- ☒ 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.
☒ The document has been signed, where indicated.
☒ All relevant attachments have been included.
☒ 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 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 COMPANIES ACTS 2006
A COMPANY HAVING SHARES
MEMORANDUM OF ASSOCIATION
OF
BAOCHEM INDUSTRIES 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

ZHANG JI

张 季

Dated the 16 MAY 2011

THE COMPANIES ACTS 2006

A PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
of
BAOCHEM INDUSTRIES LIMITED

PRELIMINARY

- 1 (a) The company is a Private Company and the regulations contained in the Model Articles for private Companies Limited by shares set out in Schedule 1 of The Companies (Model Articles) Regulations 2008 (SI 3229/2008) , shall not apply for to the Company
- (b) In these Articles the expression “the Act” means the Companies Act, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force

DEFINITIONS

- 2 In these Articles unless the context otherwise requires -

“these Articles”	means the Articles of Association in their present form or as from time to time altered,
“Director”	means a Director of the Company,
“the Board”	means the Board of the Director of the Company or a duly authorised committee thereof or the Directors present at a duly authorised committee thereof, in each case at which a quorum is present,
“Member”	means a member of the Company

LIABILITY OF MEMBERS

- 3 The liability of the members is limited to the amount, if any, unpaid on the shares held by them

ALLOTMENTS

- 4 (a) Shares which are comprised in the authorised share capital with which the Company is incorporated shall be under the control of the Directors who may (subject to Section 80 of the Act and to paragraph (d) below) allot, grant options over or otherwise dispose of the same, on such terms and in such manner as they think fit.
- (b) All shares which are not comprised in the authorised shares capital with which the Company is incorporated and which the Directors propose to issue shall first be offered to the members in proportion as nearly may be to the number of the existing shares held by them respectively unless the Company in General Meeting shall by Special resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, and limiting the period (not being less than fourteen days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them, such further offer shall be made in like terms in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid except by way of fractions and any shares released from the provisions of this Article by any such Special Resolution as aforesaid shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms and in such manner as they deem fit, provided that, in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers therefor than the terms on which they were offered to the members. The foregoing provisions of paragraph (b) shall have effect subject to Section 80 of the Act.
- (c) In accordance with Section 91(1) of the Act Sections 89(1) and 90(1) to (6) inclusive of the Act shall not apply to the Company.
- (d) The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act, to exercise any power of the Company to allot and to grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of incorporation and the Directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement made by the Company within that period. The authority hereby given may at

any time (subject to the said Section 80) be renewed, revoked or varied by Ordinary Resolution of the Company in General Meeting

LIEN

- 5 The Company shall have a first and paramount lien on every share (not being a fully paid shares) for all moneys (whether presently payable or nil) payable at a fixed time or called in respect of that share The directors may at any time declare any share to be wholly or in part The company's lien on a share shall extend to any amount payable in respect of it

FORFEITURE

- 6 The liability of any Member in default of payment of a call shall, if the Board so directs, also include any costs and expenses suffered or incurred by the Company in respect of such non-payment for forfeiture

PROCEEDINGS GENERAL MEETINGS

- 7 No business shall be transacted at any General meeting unless quorum is present Subject to Article 7 below two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum
- 8 If and for so long as the company has only one member, the quorum is one, if more than one member(s), the quorum for all member meetings shall be more than fifty percentage shareholder(s) of the company, that member present in person or by proxy or if that Member is a corporation by a duly authorised representative shall be a quorum
- 9 If within half an hour from the time appointed for a general meeting, a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved, in any other case, it shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Board may determine If a quorum is not present at any such adjourned meeting within half an hour from the time appointed for that meeting, the meeting shall be dissolved

- 10 A poll may be demanded at any general meeting by any member present in person or by proxy and entitled to vote

DELEGATION OF DIRECTORS' POWERS

- 11 Any committee of the Board may consist of one or more co-opted persons other than Directors on whom voting rights may be conferred as members of the Committee but so that -

- (i) the number of co-opted members shall be less than one-half of the total number of members of the committee, and
- (ii) no resolution of the committee shall be effective unless a majority of the members of the committee present at the meeting are Directors

APPOINTMENT AND RETIREMENT OF DIRECTORS

- 12 (a) The minimum number of Directors shall be one and in the event of there being a sole Director, he shall have all the powers and be subject to all provisions herein conferred on the Directors and he or any alternate Director appointed by him shall alone constitute a quorum at any meeting of the Directors

- (b) No person shall be appointed a Director at any general meeting unless either.-

- (i) he is recommended by the Directors, or
- (ii) not less than fourteen nor more than twenty-eight clear days before the date appointed for the general meeting, notice signed by a member qualified to vote at the general meeting has been given to the Company of the intention to propose that person for appointment, together with notice signed by that person of his willingness to be appointed
- (iii) In any case where as the result of the death of a sole member of the Company the Company has no members and no Directors the personal representatives of such deceased member shall have the right by notice

in writing to appoint a person to be a Director of the Company and such appointment shall be as effective as if made by the Company in General Meeting as if the deceased member had been present

13 The Directors shall be subject to retirement by rotation and accordingly -

- i) At the first annual general meeting all the directors shall retire from office , and at every subsequent annual general meeting one-third of the directors who are subject to retirement by rotation or , if their number is not three or a multiple of three , the number nearest to one-third shall retire from office , but if there is only one director who is subject to retirement by rotation , he shall retire
- ii) Subject to the provisions of the Act , the directors to retire by rotation shall be those who have been longest in office since their last appointment or reappointment , but as between persons who became or were last reappointed directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot
- iii) If the company at the meeting at which a director retires by rotation , does not fill the vacancy the retiring director shall , if willing to act , be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for their appointment of the director is put to the meeting and lost

BORROWING POWERS

- 14 The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to Section 80 of the Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party

DIRECTORS

- 15 The Directors shall be entitled to such remuneration (if any) by way of fee as shall from time to time be determined by the Company in General Meeting Unless and until

so determined, remuneration shall be at such rate as the Board shall from time to time determine. Such remuneration shall be deemed to accrue from day to day. The Directors (including alternate Directors) shall also be entitled to be paid their reasonable travelling, hotel and other expenses of attending and returning from meetings of the Company or otherwise incurred while engaged on the business of the Company or in the discharge of their duties.

- 16 Any Director, who, by request performs special services or goes or resides abroad for any purpose of the Company or who otherwise performs services which, in the opinion of the Board, are outside the scope of the ordinary duties of a Director shall receive such extra remuneration by way of salary, percentage of profits or otherwise as the Board may determine which shall be charged as part of the Company's ordinary working expenses.
- 17 Subject to the provisions of the Companies Act and provided that he disclosed to the Directors the nature and extent of any material interest of his, a Director notwithstanding his office -
- (a) may be a party to, or otherwise interested, in any transaction or arrangement with the Company or which the Company is in any way interested,
 - (b) may be a Director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is in any way interested,
 - (c) may, or any firm or company of which he is a member or a Director may, act in a professional capacity for the Company or any body corporate in which the Company is in any way interested,
 - (d) Shall not, by reason of his office, be accountable to the Company for any benefit which he derives from such office, service or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit, and
 - (e) Shall be entitled to vote and be counted in the quorum on any matter concerning paragraphs (a) and (b) above.

For the purposes of this Article -

- (i) a general notice to the Directors that a Director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of person is interested shall be deemed to be a disclosure that the Director has an interest in any such transaction of the nature and extent so specified,
- (ii) an interest of which a Director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his, and
- (iii) an interest of a person who is, for any purpose of the Companies Act (excluding any statutory modification not in force when this Article becomes binding on the Company), connected with a Director shall be treated as an interest of the Director and, in relation to an alternate Director, an interest of his appointor shall be treated as an interest of the alternate Director without prejudice to any interest which the alternate Director has otherwise

NUMBER OF DIRECTORS

- 18 The Director(s) may meet together for the dispatch of business, adjourn and otherwise regulate their Meetings as they think fit and determine the quorum necessary for the transaction of business. Unless otherwise determined by ordinary resolution, the quorum of director(s) meetings are as follows. To illustrate, if the company has one director, the quorum for Director's meeting shall be one, if the company has two directors, the quorum for Director's meeting shall be two, if the company has three directors, the quorum for Director's meeting shall be two or above, if the company has four directors, the quorum for director's meeting shall be two or above, if the company has five directors, the quorum for Director's meeting shall be three or above

GRATUITIES AND PENSIONS

- 19 The Director may exercise the powers of the Company conferred by Clause 3(ii) (u) of the Memorandum of Association of the Company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers

PROCEEDINGS OF DIRECTORS

- 20 An alternate Director who is himself a Director and/or who acts an alternate Director for more than one Director shall be entitled, in the absence of his appointor(s), to a separate vote or votes on behalf of his appointor(s) in addition (if he is himself a Director) to his own vote

DIVIDENDS

- 21 Dividends shall be declared and paid according to the amounts paid up or credited as paid up on the shares on which the dividend is paid

SEAL

- 22 The Directors shall decide whether the company shall have a seal and if so shall provide for the safe custody of the seal and of any official Seal for use abroad pursuant to the Statutes, and such Seals shall only be used by the authority of the Directors or a committee of the Directors authorised by the Directors in that behalf, and every instrument to which the Seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose

SHARE CERTIFICATES

- 23 In the event that the Directors decide that the company shall not have a seal then share certificates or other documents issued by the company may be signed by a director and secretary of the company, or two directors of the company, and expressed (in whatever form or words) to be executed by the company and shall have the same effect as if executed under the common seal of the company

INDEMNITY

- 24 (a) Every Director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against all costs, charge, losses, expenses and liabilities incurred by him in the execution of his duties or in relation thereto including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding of

admission of any material breach of duty on his part or in connection with any application in which relief is granted to him by the Court and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or on relation thereto But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act

- (b) The Directors shall have power to purchase and maintain for any Director, officer or Auditor of the Company insurance any such liability as is referred to in Section 310(1) of the Act from and after the bringing into force of Section 137 of the Companies Act

TRANSFER OF SHARES

- 25 The Board may, in its absolute discretion, and without giving any reason therefore, decline to register a transfer of any share, whether or not it is a fully paid share

TRANSMISSION OF SHARES

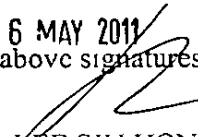
- 26 The Board may at any time give notice requiring any person entitled to a share by reason of the death or bankruptcy of the holder thereof to elect either to be registered himself in respect of the share or to transfer the share and if the notice is not complied with within sixty days the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been complied with

Names and Addresses of Subscribers

ZHANG JI
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WUXI JIANGSU CHINA

张 季

Dated the 16 MAY 2011
WITNESS to the above signatures -


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