

FILE COPY



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

Company Number **11357303**

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

PRINCIPALITY RETAIL 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 and Wales

Given at Companies House, Cardiff, on **11th May 2018**



* N11357303A *



Companies House



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**



Companies House

IN01_(ef)

Application to register a company



Received for filing in Electronic Format on the: **10/05/2018**

X75MP2IH

Company Name in full: **PRINCIPALITY RETAIL LIMITED**

Company Type: **Private company limited by shares**

Situation of Registered Office: **England and Wales**

Proposed Registered Office Address: **5 PORT HILL
HERTFORD
UNITED KINGDOM SG14 1PJ**

Sic Codes: **73110**

I wish to entirely adopt the following model articles:

Private (Ltd by Shares)

Proposed Officers

Company Director *1*

Type: **Person**

Full Forename(s): **MR ROBERT JOHN**

Surname: **PENN**

Former Names:

Service Address: **recorded as Company's registered office**

Country/State Usually **SWITZERLAND**

Resident:

Date of Birth: ****/06/1968** *Nationality:* **BRITISH**

Occupation: **MANAGING
DIRECTOR**

The subscribers confirm that the person named has consented to act as a director.

Company Director 2

Type: **Person**

Full Forename(s): **MR CHRISTOPHER JOHN**

Surname: **MORRISS**

Former Names:

Service Address: **recorded as Company's registered office**

*Country/State Usually
Resident:* **SINGAPORE**

Date of Birth: ****/06/1975** *Nationality:* **NEW
ZEALANDER**

Occupation: **MANAGING
DIRECTOR**

The subscribers confirm that the person named has consented to act as a director.

Statement of Capital (Share Capital)

<i>Class of Shares:</i>	ORDINARY	<i>Number allotted</i>	100
<i>Currency:</i>	GBP	<i>Aggregate nominal value:</i>	1
<i>Prescribed particulars</i>			

**EACH SHARE HAS FULL RIGHTS IN THE COMPANY WITH RESPECT TO VOTING,
DIVIDENDS AND DISTRIBUTIONS.**

Statement of Capital (Totals)

<i>Currency:</i>	GBP	<i>Total number of shares:</i>	100
		<i>Total aggregate nominal value:</i>	1
		<i>Total aggregate unpaid:</i>	100

Initial Shareholdings

Name: **CDM HOLDINGS PTE. LTD.**

Address **12-01 168 ROBINSON ROAD
CAPITAL TOWER
SINGAPORE
SINGAPORE
068912**

Class of Shares: **ORDINARY**

Number of shares: **100**

Currency: **GBP**

Nominal value of each share: **0.01**

Amount unpaid: **100**

Amount paid: **0**

Persons with Significant Control (PSC)

Statement of initial significant control

On incorporation, there will be someone who will count as a Person with Significant Control (either a registerable person or relevant legal entity (RLE)) in relation to the company

Relevant Legal Entity (RLE) details

Company Name: **CDM HOLDINGS PTE. LTD.**

Service Address: **PO Box 068912
CAPITAL TOWER 168 ROBINSON ROAD
SINGAPORE
SINGAPORE
068912**

Legal Form: **LIMITED COMPANY**

Governing Law: **SINGAPORE**

Register Location: **ACRA**

Country/State: **SINGAPORE**

Registration Number: **201813566N**

<i>Nature of control</i>	The relevant legal entity has the right to exercise, or actually exercises, significant influence or control over the activities of a firm that, under the law by which it is governed, is not a legal person, and the members of that firm (in their capacity as such) hold, directly or indirectly, 75% or more of the shares in the company.
<i>Nature of control</i>	The relevant legal entity holds, directly or indirectly, 75% or more of the shares in the company.
<i>Nature of control</i>	The relevant legal entity has the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company.
<i>Nature of control</i>	The relevant legal entity has the right to exercise, or actually exercises, significant influence or control over the activities of a firm that, under the law by which it is governed, is not a legal person, and the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company.
<i>Nature of control</i>	The relevant legal entity has the right to exercise, or actually exercises, significant influence or control over the activities of a firm that, under the law by which it is governed, is not a legal person, and the members of that firm (in their capacity as such) hold, directly or indirectly, 75% or more of the voting rights in the company.
<i>Nature of control</i>	The relevant legal entity holds, directly or indirectly, 75% or more of the voting rights in the company.

Statement of Compliance

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

Name: **CDM HOLDINGS PTE. LTD.**
Authenticated **YES**

Authorisation

Authoriser Designation: **subscriber** *Authenticated* **YES**

COMPANY HAVING A SHARE CAPITAL

Memorandum of association of PRINCIPALITY RETAIL 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
CDM Holdings pte. ltd.	Authenticated Electronically

Dated: 10/05/2018