

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company Number **10335602**

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

UNICOIN LTD

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 **18th August 2016**



* N103356027 *



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: **17/08/2016**

X5DJZIN6

Company Name in full:

UNICOIN LTD

Company Type:

Private company limited by shares

Situation of Registered Office:

England and Wales

Proposed Registered Office Address:

**25 KINGSLEY AVENUE, ENGLEFILED GREEN
UK
EGHAM
SURREY
UNITED KINGDOM TW20 0PP**

Sic Codes:

**62012
62011**

I wish to entirely adopt the following model articles:

Private (Ltd by Shares)

Proposed Officers

Company Director *1*

Type: **Person**

Full Forename(s): **MR JAMES**

Surname: **JOHNSON**

Former Names:

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

Country/State Usually **UNITED KINGDOM**

Resident:

Date of Birth: ****/11/1996** *Nationality:* **BRITISH**

Occupation: **CHIEF
EXECUTIVE**

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

Company Director 2

Type: **Person**

Full Forename(s): **MS YUN JIA**

Surname: **XU**

Former Names:

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

*Country/State Usually
Resident:* **UNITED KINGDOM**

Date of Birth: ****/03/1995** *Nationality:* **CHINESE**

Occupation: **CHIEF
EXECUTIVE**

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>	2
<i>Currency:</i>	GBP	<i>Aggregate nominal value:</i>	2
<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>	2
		<i>Total aggregate nominal value:</i>	2
		<i>Total aggregate unpaid:</i>	0

Initial Shareholdings

Name: **JAMES JOHNSON**

Address **42A MERRYNO ROAD
SINGAPORE
SINGAPORE
298533**

Class of Shares: **ORDINARY**

Number of shares: **1**

Currency: **GBP**

Nominal value of each share: **1**

Amount unpaid: **0**

Amount paid: **0**

Name: **YUN JIA XU**

Address **D-3-1101 CUI HU WEN QUAN
HUA YUAN, XIA GUANG
DAO
CHINA
TIANJIN
CHINA
300381**

Class of Shares: **ORDINARY**

Number of shares: **1**

Currency: **GBP**

Nominal value of each share: **1**

Amount unpaid: **0**

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

Individual Person with Significant Control details

Names: **MR JAMES JOHNSON**

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: ****/11/1996** *Nationality:* **BRITISH**

Service address recorded as Company's registered office

The subscribers confirm that each person named as an individual PSC in this application knows that their particulars are being supplied as part of this application.

<i>Nature of control</i>	The person holds, directly or indirectly, more than 25% but not more than 50% of the shares in the company.
<i>Nature of control</i>	The person 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 appoint or remove, directly or indirectly, a majority of the board of directors of the company.
<i>Nature of control</i>	The person 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 person has the right to exercise, or actually exercises, significant influence or control over the activities of a trust, and the trustees of that trust (in their capacity as such) have the right to appoint or remove, directly or indirectly, a majority of the board of directors of the company.
<i>Nature of control</i>	The person 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 person has the right to exercise, or actually exercises, significant influence or control over the company.
<i>Nature of control</i>	The person has the right to exercise, or actually exercises, significant influence or control over the activities of a trust, and the trustees of that trust (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 person holds, directly or indirectly, more than 25% but not more than 50% of the voting rights in the company.

Individual Person with Significant Control details

Names: **MS YUN JIA XU**

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: ****/03/1995** *Nationality:* **CHINESE**

Service address recorded as Company's registered office

The subscribers confirm that each person named as an individual PSC in this application knows that their particulars are being supplied as part of this application.

<i>Nature of control</i>	The person 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, more than 25% but not more than 50% of the shares in the company.
<i>Nature of control</i>	The person holds, directly or indirectly, more than 25% but not more than 50% of the shares in the company.
<i>Nature of control</i>	The person 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 appoint or remove, directly or indirectly, a majority of the board of directors of the company.
<i>Nature of control</i>	The person 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 person has the right to exercise, or actually exercises, significant influence or control over the activities of a trust, and the trustees of that trust (in their capacity as such) have the right to appoint or remove, directly or indirectly, a majority of the board of directors of the company.
<i>Nature of control</i>	The person 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 person has the right to exercise, or actually exercises, significant influence or control over the company.
<i>Nature of control</i>	The person has the right to exercise, or actually exercises, significant influence or control over the activities of a trust, and the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company.

Statement of Compliance

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

Name: **JAMES JOHNSON**

Authenticated **YES**

Name: **YUN JIA XU**

Authenticated **YES**

Authorisation

Authoriser Designation: **subscriber**

Authenticated **YES**

COMPANY HAVING A SHARE CAPITAL

Memorandum of association of UNICOIN LTD

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
James Johnson	Authenticated Electronically
Yun Jia Xu	Authenticated Electronically

Dated: 17/08/2016