

FILE COPY



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

Company Number 12002297

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

GNOS EDUCATIONAL TECHNOLOGY UK 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 **17th May 2019**



* N12002297A *



Companies House



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

IN01_(ef)

Application to register a company



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X85LXG5C

Company Name in full: **GNOS EDUCATIONAL TECHNOLOGY UK LTD**

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

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

Proposed Registered Office Address: **23 WINDSOR PLACE
2ND FLOOR
CARDIFF
UNITED KINGDOM CF10 3BY**

Sic Codes: **85600**

I wish to entirely adopt the following model articles: **Private (Ltd by Shares)**

Proposed Officers

Company Director 1

Type: Person

Full Forename(s): YINGYU

Surname: WANG

Former Names:

Service Address: recorded as Company's registered office

Country/State Usually Resident: CHINA

Date of Birth: **/05/1987 **Nationality:** CHINESE

Occupation: COMPANY DIRECTOR

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

Company Director 2

Type: Corporate

Name: BLUE OCEAN INTERNATIONAL EDUCATION LTD

Principal / Business Address: 23 WINDSOR PLACE
2ND FLOOR
CARDIFF
UNITED KINGDOM CF10 3BY

European Economic Area (EEA) Company

Register Location: UK

Registration Number: 10585267

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

Company Director 3

Type: Corporate

Name: GNOS EDUCATION TECHNOLOGY

Principal / Business
Address: **201A-G4,BLOCK 1 YU JING WAN HUA YUAN**
XI'AN, BAO'AN DISTRICT
SHENZHEN
CHINA 518101

Non European Economic Area (EEA) Company

Legal Form: **SHENZHEN MUNICIPAL ADMINISTRATION**

Law Governed: 91440300MA5FCRHL9R

Register Location: SHENZHEN, CHINA

Registration Number: 91440300MA5FCRHL9R

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

Statement of Capital (Share Capital)

<i>Class of Shares:</i>	ORDINARY	<i>Number allotted</i>	10
<i>Currency:</i>	GBP	<i>Aggregate nominal value:</i>	10
<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>	10
		<i>Total aggregate nominal value:</i>	10
		<i>Total aggregate unpaid:</i>	0

Initial Shareholdings

<i>Name:</i>	GNOS EDUCATION TECHNOLOGY	<i>Class of Shares:</i>	ORDINARY
<i>Address</i>	201A-G4,BLOCK 1 YU JING WAN HUA YUAN XIN'AN, BAO'AN SHENZHEN CHINA CHINA 518101	<i>Number of shares:</i>	6
		<i>Currency:</i>	GBP
		<i>Nominal value of each share:</i>	1
		<i>Amount unpaid:</i>	0
		<i>Amount paid:</i>	1
<i>Name:</i>	BLUE OCEAN INTERNATIONAL EDUCATION LTD	<i>Class of Shares:</i>	ORDINARY
<i>Address</i>	23 WINDSOR PLACE 2ND FLOOR CARDIFF UNITED KINGDOM CF10 3BY	<i>Number of shares:</i>	4
		<i>Currency:</i>	GBP
		<i>Nominal value of each share:</i>	1
		<i>Amount unpaid:</i>	0
		<i>Amount paid:</i>	1

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: GNOS EDUCATION TECHNOLOGY

Service Address: 201A-G4, BLOCK 1 YU JING WAN HUA YUAN
XIN'AN, BAO'AN
SHENZHEN
CHINA
CHINA
518101

Legal Form: LIMLTED

Governing Law: LIMLTED LIABILITY COMPANY

Register Location: SHENZHEN

Country/State: CHINA

Registration Number: 91440300MA5FCRHL9R

<i>Nature of control</i>	The relevant legal entity holds, directly or indirectly, more than 50 % but less than 75 % of the shares in 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 appoint or remove, directly or indirectly, a majority of the board of directors of 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 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 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, more than 25 % but not more than 50 % of the voting rights in the company.
<i>Nature of control</i>	The relevant legal entity holds, directly or indirectly, more than 25 % but not more than 50 % of the voting rights in 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 trust, and the trustees of that trust (in their capacity as such) hold, directly or indirectly, more than 25 % but not more than 50 % 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: **GNOS EDUCATION TECHNOLOGY**

Authenticated **YES**

Name: **BLUE OCEAN INTERNATIONAL EDUCATION LTD**

Authenticated **YES**

Authorisation

Authoriser Designation: **subscriber**

Authenticated **YES**

COMPANY HAVING A SHARE CAPITAL

Memorandum of association of GNOS EDUCATIONAL TECHNOLOGY UK 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
Gnos Education Technology	Authenticated Electronically
BLUE OCEAN INTERNATIONAL EDUCATION LTD	Authenticated Electronically

Dated: 16/05/2019