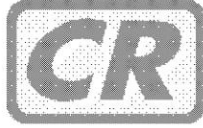


No. 2013398  
編號



公司註冊處  
COMPANIES REGISTRY

**CERTIFICATE OF INCORPORATION**  
**公司註冊證書**

\*\*\*

**I hereby certify that**  
本人謹此證明

**YOTA TRADING HONGKONG LIMITED**  
**新粵達貿易香港有限公司**

**is this day incorporated in Hong Kong under the Companies Ordinance**  
於本日根據《公司條例》(香港法例第32章)  
**(Chapter 32 of the Laws of Hong Kong) and that this company is limited.**  
在香港註冊成為有限公司。

**Issued on** 17 December 2013

本證書於二〇一二年一月九日發出。

Ms Ada L L CHUNG

**Registrar of Companies**  
**Hong Kong Special Administrative Region**  
香港特別行政區公司註冊處處長鍾麗玲

Note 註:

Registration of a company name with the Companies Registry does not confer any trade mark rights or any other intellectual property rights in respect of the company name or any part thereof.

公司名稱獲公司註冊處註冊，並不表示獲授予該公司名稱或其任何部分的商標權或任何其他知識產權。



周年申報表  
Annual Return公司註冊處  
Companies Registry表格  
Form **NAR1**

公司編號 Company Number

2013398

註 Note

## 1 公司名稱 Company Name

YOTA TRADING HONGKONG LIMITED  
新粵達貿易香港有限公司

## 2 商業名稱(如有的話) Business Name (If any)

## 3 公司類別 Type of Company

請在適用的空格內加上 ✓ 號 Please tick the relevant box



私人公司

Private company



公眾公司

Public company



擔保有限公司

Company limited by guarantee

## 4 本申報表的結算日期

Date to which this Return is Made Up

17

日 DD

12

月 MM

2013

年 YYYY

(如屬私人公司, 本申報表應列載截至公司成立為法團的周年日期的資料。

如屬公眾公司, 申報表的結算日期應為該公司的會計參照期結束後的 6 個月屆滿之日。

如屬擔保有限公司, 申報表的結算日期應為該公司的會計參照期結束後的 9 個月屆滿之日。

For a private company, the information in this return should be made up to the anniversary of the date of its incorporation.

For a public company, the return should be made up to the date that is 6 months after the end of its accounting reference period.

For a company limited by guarantee, the return should be made up to the date that is 9 months after the end of its accounting reference period.)

## 5 隨本表格交付的財務報表所涵蓋的會計期

Period Covered by Financial Statements Delivered with this Form

(私人公司無需填報此項 A private company need not complete this section)

- - -

日 DD

月 MM

年 YYYY

至  
To

- - -

日 DD

月 MM

年 YYYY

## 6 註冊辦事處地址 Address of Registered Office

Winway Building  
50 Wellington St, Central,  
Hong Kong

## 提交人資料 Presenter's Reference

姓名 Name: YOTA TRADING  
HONGKONG LIMITED地址 Address: Winway Building  
50 Wellington St, Central,  
Hong Kong

電話 Tel: (852) 5819 8984 傳真 Fax:

電郵 Email: hk@yota.biz

檔號 Reference:

請勿填寫本欄 For Official Use

22701463627  
NAR1L  
17/12/2013

2013398

6 7 電郵地址 Email Address

hk@yota.biz

8 按揭及押記 Mortgages and Charges

截至本申報表的結算日期，所有根據《公司條例》須向公司註冊處處長登記的，或若於 1912 年 1 月 1 日後設定便須如此登記的按揭及押記的負債總額

Total amount of the indebtedness as at the date to which this return is made up in respect of all mortgages and charges which are required to be registered with the Registrar of Companies pursuant to the Companies Ordinance or would have been required to be so registered if created after 1 January 1912

-

9 無股本公司的成員人數 Number of Member(s) of a Company Not Having a Share Capital

(有股本的公司無需填報此項 Company having a share capital need not complete this section)

截至本申報表的結算日期的成員人數

Number of Member(s) as at the Date to which this Return is Made Up

-

7 10 股本 Share Capital

(無股本的公司無需填報此項 Company not having a share capital need not complete this section)

截至本申報表的結算日期 As at the Date to which this Return is Made Up				
股份的類別 (如普通股/ 優先股等) Class of Shares (e.g. Ordinary/ Preference etc.)	貨幣單位 Currency	已發行股份 Issued Shares		
		總數 Total Number	總款額 Total Amount	已繳或視作 已繳的總款額 Total Amount Paid up or Regarded as Paid up
Ordinary	USD	23 000 000	23 000 000,00	23 000 000,00
總數 Total	USD	23 000 000	23 000 000,00	23 000 000,00



**11 董事 Directors**

**A. 董事 (自然人) Director (Natural Person)**

(如超過一名董事屬自然人，請用續頁 B 填報 Use Continuation Sheet B if more than 1 director is a natural person)

請在適用的空格內加上 ✓ 號 Please tick the relevant box(es)

8

身分 Capacity	<input checked="" type="checkbox"/> 董事 Director	<input type="checkbox"/> 候補董事 Alternate Director	代替 Alternate to
	-		

中文姓名 Name in Chinese	賴文峰		
英文姓名 Name in English	姓氏 Surname	LAI	
	名字 Other Names	WEN FENG	
前用姓名 Previous Names	中文 Chinese		
	英文 English		
別名 Alias	中文 Chinese		
	英文 English		

9

住址 Residential Address	NO. 7, 4 LANE, WEST STREET		
	JIAO CHENG TOWN, JIAO LING COUNTY		
	GUANG DONG PROVINCE		
	國家 / 地區 Country / Region	CHINA	

10

電郵地址 Email Address	
-----------------------	--

11

身分證明 Identification	CHINA ID.:441427198305100012	
(a) 香港身分證號碼 Hong Kong Identity Card Number	- - - - - ( - )	
(b) 護照 Passport	簽發國家 Issuing Country	-
	號碼 Number	-



**12 董事 Directors** (續上頁 cont'd)

**A. 備任董事 Reserve Director**

(只適用於只有一名成員而該成員同時亦是唯一董事的私人公司)

(Only applicable to a private company with only one member who is also the sole director of the company)

中文姓名 Name in Chinese	米洛斯·哈夫利克	
英文姓名 Name in English	姓氏 Surname	HAVLIK
	名字 Other Names	MILOS
前用姓名 Previous Names	中文 Chinese	
	英文 English	
別名 Alias	中文 Chinese	
	英文 English	
12 住址 Residential Address	PRIEVOZSKA 16633	
	821 09 BRATISLAVA	
	國家 / 地區 Country / Region	SLOVAKIA
13 電郵地址 Email Address		
14 身分證明 Identification		
(a) 香港身分證號碼 Hong Kong Identity Card Number	- - - - - (-)	
(b) 護照 Passport	簽發國家 Issuing Country	-
	號碼 Number	-



**13 有股本公司的成員詳情 Particulars of Member(s) of a Company Having a Share Capital**  
(有股本的公司必須填報此項 Company having a share capital must complete this section)

A. 請在適用的空格內加上 ✓ 號 Please tick the relevant box

- 非上市公司的成員詳情列於附表一  
Particulars of members of a non-listed company are listed in Schedule 1
- 上市公司的成員詳情列於附表二  
Particulars of members of a listed company are listed in Schedule 2

**14 公司紀錄 Company Records**

(如空位不足，請用續頁 D 填報 Use Continuation Sheet D if the space provided is insufficient)

公司備存下列紀錄的地址(如並非備存於第 6 項所述的註冊辦事處內)  
Address where the following company records are kept (if not kept at the registered office stated in Section 6)

公司紀錄 Company Records	地址 Address

**15 陳述書 Statement**

(如屬私人公司，請在空格內加上 ✓ 號以作出此項陳述 For a private company, please tick the box to make the Statement)

- 現述明公司自最近一份周年申報表的結算日期起(如屬首份周年申報表，則自公司成立為法團的日期起)，並沒有發出邀請，以邀請公眾人士認購公司的任何股份或債權證；同時如成員人數於本申報表的結算日期當日超過五十名，則超出五十名之數的成員，全屬根據《公司條例》第 11(2) 條於計算公司成員人數時不包括在內的人。

The company has not, since the date of the last annual return (or since the date of incorporation in the case of the first annual return), issued any invitation to the public to subscribe for any shares or debentures of the company and that if the number of members of the company exceeds 50 as at the date of this return, the excess consists wholly of persons who, under section 11(2) of the Companies Ordinance, are excluded in the calculation of the number of members of the company.

**提示 Advisory Note**

所有公司董事均應閱讀公司註冊處編製的《董事責任指引》，並熟悉該指引所概述的董事一般責任。  
All directors of the company are advised to read 'A Guide on Directors' Duties' published by the Companies Registry and acquaint themselves with the general duties of directors outlined in the Guide.

本申報表包括下列續頁 This Return includes the following Continuation Sheet(s)

續頁 Continuation Sheet(s)	A	B	C	D
頁數 Number of pages	0	0	0	0

**18** 簽署 Signed :

For and on behalf of  
HONGKONG BAICHUAN ACCOUNTING OFFICE LIMITED  
香港百川會計事務所有限公司

.....  
Authorized Signature(s)

姓名 Name : HONGKONG BAICHUAN ACCOUNTING OFFICE LIMITED  
董事 Director/公司秘書 Company Secretary \*

日期 Date: 17/12/2013  
日 DD / 月 MM / 年 YYYY

\*請刪去不適用者 Delete whichever does not apply



本申報表的結算日期

Date to which this Return is Made Up

17	12	2013
日 DD	月 MM	年 YYYY

公司編號 Company Number

2013398
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19 非上市公司的成員詳情 (第 13 項)

**Particulars of Member(s) of a Non-listed Company (Section 13)**

(有股本的非上市公司必須填報此頁。如空位不足，或超過一類股份，可另加附表一。)

(Non-listed company having a share capital must complete this page. If the space provided is insufficient, or if there is more than one class of shares, please use additional Schedule 1.)

截至本申報表的結算日期的成員詳情 Particulars of Member(s) as at the Date to which this Return is Made Up

股份類別 Class of Shares

Ordinary
----------

此類別股份的已發行總數 Total Number of Issued Shares in this Class

23 000 000
------------

姓名／名稱 Name	地址 Address	股份 Shares		備註 Remarks	
		現時持有量 Current Holding	轉讓* Transferred*		
			數目 Number		日期 Date
賴文峰 LAI WEN FENG	NO. 7, 4 LANE, WEST STREET, JIAO CHENG TOWN, JIAO LING COUNTY, GUANG DONG PROVINCE, CHINA	23 000 000			

\* 如公司的股份自上一份周年申報表日期以來(如屬首份周年申報表，則自公司成立為法團以來)有任何轉讓，有關詳情亦請一併申報；股份受讓人的姓名／名稱請在「備註」一欄註明。

\* If there have been any transfers of the company's shares since the date of the last annual return (or since incorporation if this is the first annual return), please also provide details of the transfers; the name of the transferee should be stated in the 'Remarks' column.



**MEMORANDUM  
AND  
ARTICLES OF ASSOCIATION  
OF**

**YOTA TRADING HONGKONG LIMITED**

**新粵達貿易香港有限公司**

Incorporated the day of 17 December, 2013.

**HONG KONG**

No. 2013398

[COPY]

**CERTIFICATE OF INCORPORATION**

I hereby certify that

**YOTA TRADING HONGKONG LIMITED**

**新粵達貿易香港有限公司**

is this day incorporated in Hong Kong under the Companies Ordinance (Chapter 32) and that this company is limited.

Issued by the undersigned on



22700659433  
MA  
17/12/2013

Ms Ada L L CHUNG

for Registrar of Companies  
Hong Kong

Note:

Registration of a company name with the Companies Registry does not confer any trade mark rights or any other intellectual property rights in respect of the company name or any part thereof.





THE COMPANIES ORDINANCE (CHAPTER 32)

Private Company Limited by Shares

MEMORANDUM OF ASSOCIATION

OF

YOTA TRADING HONGKONG LIMITED

新粵達貿易香港有限公司

**First:-** The name of the Company is “YOTA TRADING HONGKONG LIMITED 新粵達貿易香港有限公司”

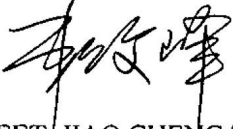
**Second:-** The Registered Office of the Company will be situated in Hong Kong.

**Third:-** The liability of the Members is limited.

**Fourth:-** The Share Capital of the Company is USD\$ 23 000 000.00 divided into 500 000 shares of USD\$ 46.00 each with the power for the company to increase or reduce the said capital and to issue any part of its capital, original or increased, with or without preference, priority or special privileges, or subject to any postponement of rights or to any conditions or restrictions and so that, unless the conditions of issue shall otherwise expressly declare, every issue of shares, whether declared to be preference or otherwise, shall be subject to the power hereinbefore contained.



I/We, the person(s), whose name(s), address(es) and description(s) is/are hereto given below, wish to form a Company in pursuance of this Memorandum of Association, and I/we agree to take the number of share(s) in the capital of the Company set opposite to my/our name(s): -

Name(s), Address(es) and Description(s) of Signatories	Number of Share(s) taken by the Signatories
<p style="text-align: center;">                       LAI WEN FENG 賴文峰                      NO. 7, 4 LANE, WEST STREET, JIAO CHENG TOWN, JIAO LING COUNTY, GUANG DONG PROVINCE, CHINA                      Merchant                 </p>	23 000 000
Total Number of Share(s) Taken....	23 000 000

Dated the **17 DEC 2013**

WITNESS to the above signature(s):

But Yiu Kong Kenneth  
 Merchant  
 Room 1701, 17/F., Henan Building,  
 No.90, Jaffe Road, Wanchai, Hong Kong,  
 China



THE COMPANIES ORDINANCE (CHAPTER 32)

Private Company Limited by Shares

ARTICLES OF ASSOCIATION

OF

YOTA TRADING HONGKONG LIMITED

新粵達貿易香港有限公司

PRELIMINARY

1. Subject as hereinafter provided, the regulations contained in Table "A" in the First Schedule to the Companies Ordinance (Chapter 32) shall apply to this Company, and be deemed to be incorporated with these Presents.

2. The following clauses of Table "A" namely, 24, 41 to 44 inclusive, 55, 64, 77, 78, 79, 81, 82, 90 to 99 inclusive, 101, and 114 to 123 inclusive, and 128, shall not apply or are modified as hereinafter appearing.

3. The Company is a Private Company and accordingly:-

- (a) the right to transfer shares is restricted in manner hereinafter prescribed;
- (b) the number of members of the company (exclusive of persons who are in the employment of the company and of persons who having been formerly in the employment of the company were while in such employment and have continued after the determination of such employment to be members of the company) is limited to 50. Provided that where 2 or more persons hold one or more shares in the company jointly they shall for the purpose of this regulation be treated as a single member;
- (c) any invitation to the public to subscribe for any shares or debentures of the company is prohibited;
- (d) the company shall not have power to issue share warrants to bearer.

TRANSFER OF SHARES

4. Clause 24 of Table "A" is hereby modified as follows:-

The directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.



## DIRECTORS

5. Unless otherwise determined by the Company in General Meeting, the minimum number of Director(s) shall be one. The first director(s) of the company shall be nominated in writing by the subscriber(s) to the memorandum of association.

6. A Director shall hold office until either:-

- (a) He is removed from office by an ordinary resolution of the Company, or
- (b) Notice is given to the Company by any Member at least seven days before the Annual General Meeting of intention to propose a resolution that some other person be appointed in his place and such resolution is duly passed as an ordinary resolution.

7. It shall not be required for a Director to hold any qualification shares. Residence in Hong Kong shall not be a requisite qualification.

8.(a) Unless otherwise determined by the Directors, the quorum of a Directors' Meeting shall be two Directors personally present or represented by their substitutes appointed under Articles 11 hereof. Notwithstanding any provision herein, if the Company has only one Director, the quorum for Director's Meeting shall be one.

8.(b) Where the Company has only one Director and that Director takes any decision that may be taken in a meeting of the Directors and that has effect as if agreed in a meeting of the Directors, he shall (unless that decision is taken by way of a resolution in writing duly signed by him) provide the Company with a written record of that decision within 7 days after the decision is made.

9. A resolution in writing signed by all the directors shall be as valid and effectual as if it had been passed at a meeting of directors duly called and constituted.

10. The office of a Director shall be vacated if the Director:-

- (a) Resigns his office by notice in writing to the Company; or
- (b) Becomes bankrupt or makes any arrangement with his creditors generally; or
- (c) Becomes of unsound mind.

11. Subject to the approval of the Board, a Director may appoint any person to act for him as a substitute Director during his absence, and such appointment shall have effect and such appointee whilst he holds office as a substitute Director shall be entitled to notice of meetings of Directors, and to attend and vote thereat accordingly; but he shall not require any qualification, and he shall ipso facto vacate office if and when the appointor returns to Hong Kong or vacates office as a Director, or removes the appointee from office, and any appointment and removal under this Clause shall be effected by notice in writing under the hand of the Director making the same.

12. Any casual vacancy occurring in the Board of directors may be filled up by the Directors.

13. The Directors shall have power at any time, and from time to time, to appoint a person as an additional Director.

14. The Company may by an ordinary resolution remove any Director and may by an ordinary resolution appoint another person in his stead, provided that the minimum number of Directors shall not, in any circumstances, be less than one.



15. Any Director may be employed by or hold any office of profit under the Company, except that of Auditors of the company, and may act either personally or as a member of a firm or render any professional service to the Company, and may receive remuneration from the Company for so doing in addition to any remuneration payable to him as a Director.

### GENERAL MANAGEMENT

16. The Board of Directors shall be entrusted with the general management and carrying on of the business of the Company, and shall have full power to do all such acts and things and enter into such contracts and engagements on behalf of the Company as he may consider necessary or desirable and may also appoint and remove or suspend any officers, clerks, accountants, agents, servants and other employees.

### POWERS OF DIRECTORS

17. The Directors, in addition to the powers and authorities by these Articles or otherwise expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Company in General Meeting subject nevertheless to the provisions of the Companies Ordinance, (Chapter 32), to these Articles, and to any regulations from time to time made by the Company in General Meeting, provided that no regulation so made shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.

18. Without prejudice to the general powers conferred by the last preceding Article and the other powers conferred by these Articles, it is hereby expressly declared that the Directors shall have the following powers, that is to say, power:-

- (a) To pay the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company.
- (b) To purchase or otherwise acquire for the Company or sell or otherwise dispose of any property, rights or privileges which the company is authorised to acquire at such price and generally on such terms and conditions as they shall think fit.
- (c) To engage, dismiss, and fix the salaries or emoluments of the employees of the Company.
- (d) To institute, conduct, defend, compromise or abandon any legal proceedings by or against the Company or its officers, or otherwise concerning the affairs of the Company, and also to compound and allow time for payment or satisfaction of any debts due to, and of any claims or demands by or against the Company.
- (e) To refer any claims or demands by or against the Company to arbitration and observe and perform the awards.
- (f) To make and give receipts, releases, and other discharges for money payable to the Company, and for claims and demands of the Company.
- (g) To invest, lend or otherwise deal with any of the moneys or property of the Company in such manner as they think fit, having regard to the Company's Memorandum of Association and from time to time to vary or realise any such investment.
- (h) To borrow money, arrange for banking facilities, on behalf of the Company, and to pledge, mortgage or hypothecate any of the property of the Company.
- (i) To open a current account with themselves for the Company and to advance any money to the Company with or without interest and upon such terms and conditions as they shall think fit.



- (j) To enter into all such negotiations and contracts, and rescind and vary all such contracts, and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient for, or in relation to, any of the matters aforesaid, or otherwise for the purpose of the Company.
- (k) To give to any Director, officer or other person employed by the Company a commission on the profits of any particular business or transaction, and such commission shall be treated as part of the working expenses of the Company, and to pay commissions and make allowance (either by way of a share in the general profits of the Company or otherwise) to any persons introducing business to the Company or otherwise promoting or serving the interest thereof.
- (l) To sell, improve, manage, exchange, lease, let, mortgage or turn to account all or any part of the land, property, rights and privileges of the Company.
- (m) To employ, invest or otherwise deal with any Reserve Fund or Reserve Funds in such manner and for such purposes as the Directors may think fit.
- (n) To execute, in the name and on behalf of the Company, in favour of any Director or other person who may incur or be about to incur any personal liability for the benefit of the Company, such mortgages of the Company's property (present or future) as they think fit, and any mortgages may contain a power of sale and such other powers covenants and provisions as shall be agreed upon.
- (o) From time to time to provide for the management of the affairs of the Company abroad in such manner as they think fit, and in particular to appoint any persons to be the Attorneys or agents of the Company with such powers (including power to sub-delegate) and upon such terms as they think fit.
- (p) From time to time to make, vary or repeal rules and by-laws for the regulation of the business of the Company, its officers and servants.
- (q) To delegate any or all of the powers herein to any Director or other person or persons as the Directors may at any time think fit.

#### SEAL AND CHEQUES

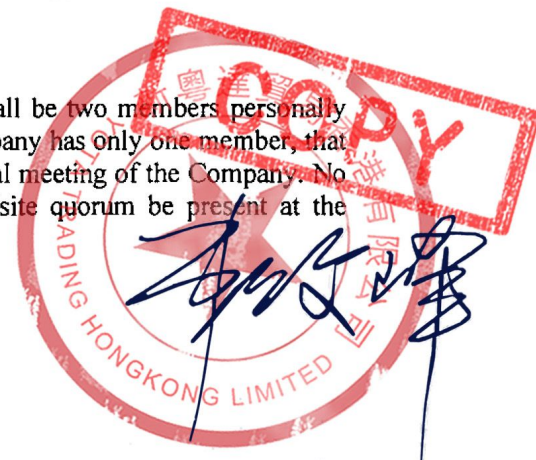
19. The Seal of the Company shall be kept by the Directors and shall not be used except with their authority.

20. Unless otherwise determined by the Directors, every document required to be sealed with the Seal of the Company shall be deemed to be properly executed if sealed with the Seal of the Company and signed by such person or persons as the Board of Directors shall from time to time appoint.

21. All cheques, bills of exchange, promissory notes and other negotiable instruments issued or required to be signed, endorsed or accepted or otherwise negotiated by the Company shall be signed by such person or persons as the Board of Directors shall from time to time appoint.

#### GENERAL MEETINGS

22.(a) For all purposes, the quorum for all general meetings shall be two members personally present or by proxy. Notwithstanding any provision herein, if the Company has only one member, that member presents in person or by proxy shall be the quorum of a general meeting of the Company. No business shall be transacted at any general meeting unless the requisite quorum be present at the commencement of the business.



22.(b) Where the Company has only one member and that member takes any decision that may be taken by the Company in General Meeting and that has effect as if agreed by the Company in General Meeting, he shall (unless that decision is taken by way of a resolution in writing duly signed by him) provide the Company with a written record of that decision within 7 days after the decision is made.

23. A resolution in writing signed by all the shareholders shall be as valid and effectual as a resolution passed at a general meeting duly convened and held.

#### VOTES OF MEMBERS

24. Unless a poll is demanded, all voting of members in respect of any matter or matters shall be by show of hands, and in the case of a poll, every member shall have one vote for each share of which he is the holder.

#### DIVISION OF PROFITS

25. The net profits of the Company in each year shall be applied in or towards the formation of such reserve fund or funds and in or towards the payment of such dividends and bonuses as the Directors subject to the approval of the Company in General Meeting may decide.

26. No dividend shall be payable except out of the profits of the Company, and no dividend shall carry interest as against the Company.

27. A transfer of shares shall not pass the right to any dividend declared thereon before the registration of the transfer.

28. If two or more persons are registered as joint holders of any share, any one of such persons may give effectual receipts for any dividend or for other moneys payable in respect of such share.

29. The Directors may retain any interest or dividends on which the Company has a lien, and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists.

30. All dividends unclaimed for one year after having been declared may be invested or otherwise made use of by the Directors for the benefit of the Company until claimed.

#### NOTICES

31. All notices required to be given to the shareholders under these Articles must be in the Chinese or English language or both.

#### SECRETARY

32. The first Secretary of the Company shall be **HONGKONG BAICHUAN ACCOUNTING OFFICE LIMITED** 香港百川會計事務所有限公司 who may resign from this office upon giving notice to the Company of such intention and such resignation shall take effect upon the expiration of the period specified in such notice or its earlier acceptance.



Name(s), Address(es) and Description(s) of Signatories



LAI WEN FENG 賴文峰

NO. 7, 4 LANE, WEST STREET, JIAO CHENG TOWN, JIAO LING COUNTY, GUANG DONG PROVINCE, CHINA

Merchant

Dated the **17 DEC 2013**

WITNESS to the above signature(s):

But Yiu Kong Kenneth  
Merchant

Room 1701, 17/F., Henan Building,  
No.90, Jaffe Road, Wanchai, Hong Kong,  
China

