

MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
JUNNY DIAMOND CO., LIMITED
(晋利鑽石有限公司)

Incorporated the 27th day of May 1983

James Y. H. Fu & Co.
SOLICITORS
HONG KONG

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THE COMPANIES ORDINANCE (CHAPTER 32)

ORDINARY and SPECIAL RESOLUTIONS

OF

JUNNY DIAMOND CO., LIMITED

(晉利鑽石有限公司)

Passed on the 8th day of June 1987

At an Extraordinary Meeting of the Members of the above-named Company duly convened and held at Room 1601-5 Lane Crawford House Nos. 64-70 Queen's Road Central Hong Kong on Monday the 8th day of June 1987 at 11 o'clock in the forenoon, the following Resolutions were respectively duly passed :

A. ORDINARY RESOLUTION

"THAT the authorised Share Capital of the Company be increased to HK\$3,500,000.00 by the creation of 2,000,000 new shares of a nominal value of HK\$1.00 each ranking pari passu in all respects with the existing shares of the Company."

B. SPECIAL RESOLUTION

"THAT the Directors shall have the authority to allot up to 2,000,000 shares of HK\$1.00 each on such conditions and to such persons as the Directors may in their discretion determine."

sd. 王則翠

(WONG CHAK CHUI)

Chairman

Company number

124732

THE COMPANIES ORDINANCE (CHAPTER 32)

ORDINARY and SPECIAL RESOLUTIONS

OF

JUNNY DIAMOND CO., LIMITED
(晋利鑽石有限公司)

Passed on the 30th day of January 1985

At an Extraordinary Meeting of the Members of the abovenamed Company duly convened and held at Rooms 1601-5 Lane Crawford House Nos.64-70 Queen's Road Central Hong Kong on Wednesday the 30th day of January 1985 at 11 o'clock in the forenoon, the following Resolutions were respectively duly passed:

A. ORDINARY RESOLUTION

"THAT the authorised Share Capital of the Company be increased to HK\$ 1,500,000.00 by the creation of 1,490,000 new shares of a nominal value of HK\$ 1.00 each ranking pari passu in all respects with the existing shares of the Company."

B. SPECIAL RESOLUTION

"THAT the Directors shall have the authority to allot up to 1,490,000 shares of HK\$ 1.00 each on such conditions and to such persons as the Directors may in their discretion determine."

(Sd.) 王則翠

(WONG CHAK CHUI)
Chairman

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

JUNNY DIAMOND CO., LIMITED
(晋利鑽石有限公司)

Incorporated the 27th day of May 1983

James Y. H. Fu & Co.
SOLICITORS,
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TEL: 5 . 4 7 7 8 7 1

No. 124732

(COPY)

CERTIFICATE OF INCORPORATION

I HEREBY CERTIFY that

JUNNY DIAMOND CO., LIMITED
(晋利鑽石有限公司)

is this day incorporated in Hong Kong under the Companies Ordinance, and that this Company is limited.

GIVEN under my hand this Twenty-seventh day of May One Thousand Nine Hundred and Eighty-three.

(Sd.) J. Almeida
for Registrar of Companies,
Hong Kong.

THE COMPANIES ORDINANCE (CHAPTER 32)

Private Company Limited by Shares

MEMORANDUM OF ASSOCIATION

OF

JUNNY DIAMOND CO., LIMITED
(晋利鑽石有限公司)

First:—The name of the Company is "JUNNY DIAMOND CO., LIMITED (晋利鑽石有限公司)"

Second:—The Registered Office of the Company will be situate in Hong Kong.

Third:—The objects for which the Company is established are:—

(a) To carry on in Hong Kong or elsewhere the business as goldsmiths, silversmiths, jewellers, gem merchants, watch and clock makers, electro-platers, importers and exporters of bullion, and to buy, sell, and deal in (wholesale and retail) precious stones, jewellery, watches, clocks, gold and silver plate, electro-plate, cutlery bronzes, articles of vertu, objects of art, and such other articles and goods as the Company may consider capable of being conveniently dealt in in relation to its businesses, and to manufacture and to establish factories for manufacturing goods for the above businesses.

(b) To carry on the business of importers of goods, commodities or merchandise, and of wholesalers and retailers of goods, commodities or merchandise, whether manufactured by the Company or not, and to carry on and undertake any business transaction or operations commonly carried on or undertaken by commercial agents, financiers, capitalists, merchants, in Hong Kong and any other parts of the world.

(c) To carry on all or any of the business of coach and carriage builders, saddlers, decorators, air conditioners, sanitary engineers, naval, military, government, public work and general contractors gas-fitters, electrical contractors, land, estate and house agents, builders, auctioneers, cabinet-makers, upholsterers, furniture removers, owners of depositories, warehousemen, carriers, storekeepers, warehouse keepers, manufacturers of and dealers in hardware, jewellery, plated goods, and perfumery, and articles required for ornament, recreation or amusement, booksellers, dealers in radio or broadcast receiving sets, television sets and musical instruments, manufacturers of and dealers in electrical appliances and also refreshment contractors, restaurant keepers, theatre owners, hotel, boarding and lodging house keepers, licensed victuallers, money changers, wine and spirit merchants, tobacconists, and dealers in mineral, aerated and other waters; farmers, dairymen, market gardeners, nurserymen and florists.

(d) To carry on all or any of the business of silk mercers, silk weavers, cotton spinners, cloth manufacturers, furrers, haberdashers, hosiers, importers and wholesale and retail dealers of and in textile fabrics of all kinds, milliners, dress-makers, tailors, hatters, clothiers, out-fitters, gloves, lace manufacturers, feather dressers, boot and shoe makers, manufacturers and importers and wholesale and retail dealers of and in matches, soap, leather goods, household furniture, ironmongery, turnery and other household fittings and utensils, ornaments, stationery and fancy goods, dealers

in provisions, drugs, chemicals and other articles and commodities of personal and household use and consumption, and generally of and in all manufactured goods, materials, provisions and produce.

(e) To carry on all or any of the following businesses, namely, proprietors and publishers of newspapers, journals, magazines, books and other literary works and undertakings, printers, stationers, paper makers, cardboard manufacturers, wine, beer and spirit distillers, brewers and maltsters in all its branches, importers and manufacturers of aerated, mineral and artificial waters and other drinks and ice, general merchants and commission agents and either as principals or agents, to buy, sell, trade and deal in produce goods, articles and merchandise of every description, dealers in stone, lime, sand, bricks, timbers, hardware and other building requisites, brick and tile and terra-cotta makers, job-masters and drapers and furnishing and general warehousemen in all its branches.

(f) To acquire, provide and maintain plants, facilities apparatus, devices, processes, laboratories, workshops and accommodations of all description for or in relation to any of the objects of the Company.

(g) To carry on business as Tourist Agents and Contractors, and to facilitate travelling, and to provide for Tourists and Travellers, or promote the provision of conveniences of all kinds in the way of Through Tickets, Circular Tickets, Sleeping Cars or Berths, Meals Reserved Places, Hotel and Lodging Accommodation, Guides, Safe Deposits, Inquiry Bureaus, Libraries, Lavatories, Reading Rooms, Baggage Transport or otherwise howsoever.

(h) To carry on any other business or businesses (whether manufacturing or otherwise) which may seem to the Company capable of being advantageously or conveniently carried on in connection with the above or calculated

directly or indirectly to enhance the value of or render profitable any of the property or rights of the Company.

(i) To purchase, take on lease or in exchange, or hire or otherwise acquire and hold lands, hereditaments, buildings, shops, offices, warehouses and other chattels and effects and generally real and personal property of any kind, or easements, rights or privileges in relation thereto which the Company may deem advantageous or desirable for the purpose of or in connection with its business.

(j) To acquire and undertake the whole or any part of the business, property, and liabilities of any person or company carrying on, any business which the Company is authorised to carry on, or possessed of property suitable for the purpose of the Company, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.

(k) To amalgamate, enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint venture or reciprocal concession, or for limiting competition with any person or company carrying on or engaged in, or about to carry on or engage in, any business or transaction which the Company is authorised to carry on or engage in, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.

(l) To build, construct, alter, maintain, enlarge, pull down, remove or replace, and to work, manage and control any buildings, offices, factories, mills, shops, machinery, engines, electric works and other works and conveniences which may seem calculated directly or indirectly to advance the interests of the Company, and to join with any other person or company in doing any of these things.

(m) To improve, manage, develop, demolish, reconstruct, cul-

tivate, sell, exchange, lease, mortgage, charge, or otherwise turn to account, or to grant easements or rights over, or in respect of, all or any of the property or assets of the Company.

(n) To invest or otherwise deal with the money of the Company not immediately required in any manner and to vary investment.

(o) To receive money on deposit or loan and borrow or raise money in such amounts and manner and upon such terms as the Company shall think fit, and in particular by the issue of debentures, or debenture stock (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, or lien upon all or any of the property or assets of the Company (both present and future) including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person or company of any obligation undertaken by the Company or any other person or company as the case may be.

(p) To advance and lend money or negotiate loans on the security of any lands or hereditaments of any tenure whether the same shall be wholly or partly built on or not on any messuages or buildings, tenements, or any estate or interest in any land or hereditaments, messuages, buildings or tenements or on any goods, chattels, or merchandise, to such amount, at such rate of interest and upon such terms and conditions as the Company shall think fit.

(q) To vest any real or personal property, rights or interest acquired by or belonging to the Company in any person or company on behalf of or for the benefit of the Company, and with or without the declared trust in favour of the Company.

(r) To subscribe for, take, or otherwise acquire, and hold

shares, stock, debentures, or other securities of any other company having objects altogether or in part similar to those of the Company, or carrying on any business capable of being conducted so as directly or indirectly to the benefit of the Company.

(s) To acquire, by purchase or otherwise, or as the whole or part consideration for any contract or transaction, and hold, sell, mortgage or deal with the shares, stock or securities or any interest in any other company or body where the acquisition or holding thereof, or the contract or transaction in connection with which the same was or were taken, seems advantageous or desirable.

(t) To draw, make, accept, endorse, issue discount, execute, retire and pay promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable, transferable or mercantile instruments.

(u) To enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise, or any person or company that may seem conducive to the objects of the Company, or any of them, and to obtain from any such government, authority, person or company any rights, privileges, charters, contracts, licences and concessions which the Company may think it desirable to obtain and to carry out, exercise and comply therewith.

(v) To procure the Company to be registered or recognised in any country or place.

(w) To obtain any order in council or ordinance in order to enable the Company to carry any of its objects into effect or for effecting any modification of the Company's constitution or for any other purpose which may seem expedient, and to oppose any proceedings or application which may seem calculated directly or indirectly to prejudice the Company's interest.

(x) To pay out of the funds of the Company all expenses which the Company may lawfully pay with respect to the formation and registration of the Company or the issue of its capital, including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company.

(y) To establish or promote or concur in establishing or promoting any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of any such other company.

(z) To sell, lease, mortgage or otherwise dispose of the property, assets or undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for shares, debentures, or other securities of any other company whether or not having objects altogether or in part similar to those of the Company.

(aa) To guarantee or become liable for the payment of money or for the performance of any obligation or undertaking.

(bb) To undertake and transact all kinds of trust and agency business.

(cc) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that the word "company" in this clause when not applied to this company shall be deemed to include any partnership, or other body of persons, whether incorporated or not incorporated, and whether domiciled in Hong Kong or elsewhere,

and the intention is that the objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be in no wise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company, and that in the event of any ambiguity this clause shall be construed in such a way as to widen and not to restrict the power of the Company.

Fourth:—The liability of the members is limited.

Fifth:—The Capital of the Company is HK\$10,000.00 divided into 10,000 shares of HK\$1.00 each.

Any of the shares in the Capital, original, or increased, may be issued with any preferential, special or qualified rights or conditions as regards dividends, capital, voting or otherwise attached thereto. Dividends may be paid in cash or by the distribution of specific assets or otherwise as provided by the regulations of the Company.

WE, the several persons whose names, addresses and descriptions are hereto subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the Capital of the Company set opposite to our respective names:—

Names, Addresses and Descriptions of Subscribers	Number of Shares taken by each Subscriber.
(Sd.) Wong Chung Tak WONG CHUNG TAK (王聰德) Butler Towers, 21st Floor, Flat C-2, Nos. 1-5 Boyce Road, Jardine's Lookout, Hong Kong. Company Director.	One
(Sd.) 王則翠 WONG CHAK CHUI (王則翠) Butler Towers, 21st Floor, Flat C-2, Nos. 1-5 Boyce Road, Jardine's Lookout, Hong Kong. Company Director.	One
Total Number of Shares Taken	Two

Dated the 16th day of May, 1983.

WITNESS to the above signatures:

(Sd.) JAMES Y.H. FU
JAMES Y.H. FU

Solicitor,
Hong Kong.

THE COMPANIES ORDINANCE (CHAPTER 32)

Private Company Limited by Shares

ARTICLES OF ASSOCIATION

OF

JUNNY DIAMOND CO., LIMITED
(晋利鑽石有限公司)

Preliminary

1. The regulations contained in Table "A" in the First Schedule to the Companies Ordinance (Chapter 32) shall apply to the Company save in so far as they are hereby specifically excluded or are inconsistent with the Articles herein contained. In particular, but without in any way limiting the generality of the foregoing Clauses 7, 19, 30-33 inclusive, 45, 64, 66, 69, 71, 72(b), 72(g), 73 to 80 inclusive and 104 of Table "A" shall not apply to the Company.

2. The Company shall be a private company and accordingly the following provisions shall have effect:—

- (a) The number of members for the time being 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 the such employment and having continued after such employment to be,

members of the Company) is not to exceed fifty, but where two or more persons hold one or more shares in the Company jointly, they shall, for the purposes of this paragraph, be treated as a single Member.

- (b) Any invitation to the public to subscribe for any shares or debentures or debenture stock of the Company is hereby prohibited.
- (c) The right of transfer of shares shall be restricted as hereinafter provided.

Shares

- 3. The Directors may from time to time make calls upon the Members in respect of any moneys unpaid on their shares.
- 4. Subject to the provisions of Clause 35 of Table "A" the shares shall be under the control of the Directors who may allot or dispose of, or grant options over the same to such persons upon such terms and in such manner as they think fit.
- 5. The Company shall have the first and paramount lien upon all the shares registered in the name of each Member and upon the proceeds of sale thereof, for his debts, liabilities and engagement solely or jointly with any other person, to or with the Company, whether the period for the payment, fulfilment or discharge thereof shall have actually arrived or not and such lien shall extend to all dividends from time to time declared in respect of such shares.
- 6. Save as herein otherwise provided, the Company shall be entitled to treat the registered holder of any shares as the absolute owner thereof, and accordingly shall not, except as ordered by a Court of competent jurisdiction, or as by Ordinance required, be bound to recognise any equitable or other claim to, or interest in, such shares on the part of any other person.

7. All the Share Certificates issued by the Company shall be signed by two Directors.

Transfer of Shares

- 8. The Directors may decline to register any transfer of shares without assigning any reason therefor.
- 9. The quorum for the transaction of business at any General Meeting shall be two members personally present.

General Meetings

Directors

- 10. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall not be less than two or more than nine.
- 11. The First Directors of the Company shall be determined in writing by the subscribers of the Memorandum of Association.
- 12. A Director shall not be required to hold any qualification share. Residence in Hong Kong shall not be a requisite qualification.
- 13. Subject to the provisions of Clause 72 of Table "A" (excluding sub-paragraphs (b) and (g) thereof) a Director shall hold office for one year until the next annual General Meeting or until he is removed from office by an Extraordinary Resolution of the Company.
- 14. The Company may from time to time by Ordinary Resolution increase or reduce the number of Directors authorised by Article 10 hereof PROVIDED that the minimum number of Directors shall not, in any circumstances, be less than two.

15. Without prejudice to the general powers conferred by Clauses 67 and 68 of Table "A", and the other powers conferred by these presents, it is hereby expressly declared that the Directors shall have the following powers, that is to say, powers:—

- (1) To pay the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company;
- (2) To purchase or otherwise acquire for the Company any property rights or privileges, at such price and generally on such terms and conditions as they think fit, and to pay for the same either in cash or in shares, bonds, debentures, or other securities of the Company;
- (3) To appoint and at their discretion remove or suspend managers, agents, secretaries, clerks, shroffs, servants and workmen for carrying on the business of the Company, and to determine the powers and duties of such persons, and fix their salaries or emoluments and to sanction the payment of one same out of the funds of the Company;
- (4) To make, give, accept, endorse, transfer, and negotiate such bills of exchange or promissory notes or other similar obligations as the Directors may think desirable in carrying on the business of the Company;
- (5) To enter into all such negotiations and contracts and rescind and vary all such acts, deeds and things for the Company as may be expedient;
- (6) 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 of such investment;

- (7) To borrow or raise money for the purposes of the Company without limit in such manner as they shall think fit and in particular but without prejudice to the generality of the foregoing by the issue of Debentures or Debenture Stock (perpetual or otherwise) and to secure the repayment of any money so borrowed, raised, or owing, by mortgage, charge or lien upon the whole or any part of the Company's undertaking, property or assets (whether present or future) including its uncalled capital, and also by a similar mortgage, charge, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
 - (8) To set aside out of the funds of the Company before recommending any dividend, such sum as they may think proper as a reserve fund to meet contingencies or for equalising dividends or for repairing, improving or maintaining any of the property of the Company and for such other purposes as shall be considered conducive to the interest of the Company, and to invest and from time to time convert, realise or reinvest the same in such manner as is hereinbefore provided with regard to the funds of the Company;
 - (9) To provide from time to time for the management of the affairs of the Company in any part of the world in such manner as they shall think fit;
 - (10) To make, vary and repeal from time to time bye-laws for the regulation of the business of the Company, its officer and servants.
16. A Director who is absent from Hong Kong or about to be absent from Hong Kong may, with the approval of other Directors, appoint any person approved by the Directors, to be an alternate Director during his absence, and such appointee

whilst he holds office as an alternate Director shall be entitled to notice of meetings of the Directors, and to attend and vote thereat accordingly; he shall **ipso facto** vacate office if and when the appointor returns to Hong Kong and acts in his office as a Director 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.

17. The Directors may from time to time borrow from bankers or others for the temporary purposes of the Company by way of bills overdraft cash credit or other usual means of obtaining trading accommodation such sum or sums of moneys as they in their discretion shall consider necessary or desirable for the proper and convenient administration of the Company's finances.

18. In addition to the moneys so borrowed under the preceding Article, the Directors may from time to time at their discretion raise or borrow money for the purposes of the Company and may secure the payment of the same by mortgage or charge upon the whole or any part of the assets and property of the Company (present or future) including its uncalled or unissued capital and may issue bonds debentures or debenture stock either charged upon the whole or any part of the assets and property of the Company or not so charged, or in such other way as the Directors may think expedient.

19. Any debentures, debenture stock, bonds or other securities may be issued at a discount premium or otherwise and with any or special privileges as to redemption, surrender drawings allotment of shares, attending and voting at General Meetings of the Company, appointment of Directors and otherwise.

20. A resolution in writing signed by all the Directors, shall be as valid and effectual as if it has been passed at a meeting of the Directors duly called and constituted.

Cheques etc.

21. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments shall be made, signed, drawn, accepted and endorsed, or otherwise executed by such person or persons from time to time authorised by a resolution of the Board of Directors.

The Seal

22. The Directors shall provide for the safe custody of the Seal of the Company. All deeds or instruments requiring the seal of the Company shall be signed by such person or persons authorised by a resolution of the Board of Directors.

Capitalisation

23. Any general meeting may resolve that any moneys, investments, or other assets forming part of the undivided profits of the Company standing to the credit of the reserve fund, or any capital redemption reserve fund, or in the hands of the Company and available for dividend be capitalised and distributed amongst such of the shareholders as would be entitled to receive the same if distributed by way of dividend and in the same proportions on the footing that they become entitled thereto as capital and that all or any part of such capitalised fund be applied on behalf of such shareholders in paying up in full either at par or at such premium as the resolution may provide, any unissued shares or debentures or debenture stock of the Company which shall be distributed accordingly or in or towards payment of the uncalled liability on any issued shares or debentures or debenture stock, and that such distribution or payment shall be accepted by such shareholders in full satisfaction of their interest in the same capitalised sum.

Winding-Up

24. If the Company shall be wound up whether voluntarily

or otherwise, the liquidators may with the sanction of an extraordinary resolution, divide among the contributors in specie, any part of the assets of the Company and such division may, if so decided, by special resolution be otherwise than in accordance with the rights of the Members.

Indemnity

25. Every Director or Officer of the Company, or any person (whether an officer of the Company or not) employed by the Company as auditor shall be indemnified out of the funds of the Company against all liability incurred by him as such Director, officer or auditor in defending any proceedings, whether civil or criminal in which judgement is given in his favour, or in which he is acquitted or in connection with any application under Section 358 of the Companies Ordinance in which relief is granted by the Court.

Secretary

26. The Secretary shall be appointed by the Directors for such terms, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

Notices

37. If a Member has no registered address in Hong Kong and has not supplied to the Company an address in Hong Kong for the giving of notices to him, a notice posted up in the Registered Office of the Company shall be deemed to have been duly served on him.

Names, Addresses and Descriptions of Subscribers.
<p>(Sd.) Wong Chung Tak WONG CHUNG TAK (王聰德) Butler Towers, 21st Floor, Flat C-2, Nos. 1-5 Boyce Road, Jardine's Lookout, Hong Kong. Company Director.</p> <p>(Sd.) 王則翠 WONG CHAK CHUI (王則翠) Butler Towers, 21st Floor, Flat C-2, Nos. 1-5 Boyce Road, Jardine's Lookout, Hong Kong. Company Director.</p>

Dated the 16th day of May, 1983.

WITNESS to the above signatures:

(Sd.) JAMES Y.H. FU
JAMES Y.H. FU
Solicitor,
 Hong Kong.