

This is a consolidated version of the Memorandum of Association of King Stone Energy Group Limited not formally adopted by shareholders at a general meeting. The English version shall always prevail in case of any inconsistency between English version and its Chinese translation.

THE COMPANIES ORDINANCE (Chapter 32)

**Company Limited by Shares**

**MEMORANDUM OF ASSOCIATION**

*(As altered by Special Resolution passed on 19-5-1989  
and further amended by Special Resolution passed on 28-7-1989  
amended by Ordinary Resolution passed on 31-5-1993,  
amended by Ordinary Resolution passed on 17-6-1994,  
amended by Ordinary Resolution passed on 31-5-1999,  
amended by Ordinary Resolution passed on 28-5-2002,  
amended by Special Resolution passed on 11-6-2003,  
amended by Special Resolution passed on 20-12-2007,  
amended by Special Resolution passed on 8-2-2010, and  
amended by Special Resolution passed on 24-6-2011)*

OF

**KING STONE ENERGY GROUP LIMITED**

(金山能源集團有限公司)

FIRST – The name of the Company is “KING STONE ENERGY GROUP LIMITED (金山能源集團有限公司)”.<sup>Note 1</sup>

SECOND – The Registered Office of the Company will be situated in Hong Kong.

THIRD – The objects for which the Company is established are: -

- (1) To carry on the business of a holding company in all its branches and to co-ordinate the policy and administration of any subsidiary company or companies or of any group of companies of which the Company or any subsidiary company is a member or which are in any manner controlled by the Company.
- (2) To carry on the business of optical goods manufacturers and designers and any business relating thereto.
- (3) To carry on all or any of the businesses of producers, manufactures and dealers (wholesale and retail) commission agents and general merchants of optical frames, corrective glasses, sunglasses, ophthalmic lenses and other optical and scientific instruments and appliances of every description.

*(Note 1 : The name of the Company was changed to Swank International Manufacturing Company Limited (恒光行實業有限公司) by a Special Resolution passed on 1-6-1981 and then changed to Yun Sky Chemical (International) Holdings Limited (南嶺化工(國際)控股有限公司) by a Special Resolution passed on 20-12-2007 and then further changed to King Stone Energy Group Limited (金山能源集團有限公司) by a Special Resolution passed on 8-2-2010)*

- (4) To carry on the business of manufacturers of optical frames, corrective glasses, sunglasses, ophthalmic lenses and other optical and scientific instruments and appliances of every description any to buy, sell, and deal in (wholesale and retail) optical frames, corrective glasses, sunglasses, ophthalmic lenses and other optical and scientific instruments and appliances of every description and such other articles and goods as the Company may consider capable of being conveniently dealt in relation to its businesses and to manufacture and to establish factories for manufacturing goods for the above businesses.
- (5) To carry on all or any of the businesses usually carried on by land companies, land investment companies, land mortgage companies, and building estate companies, in all their several branches.
- (6) To purchase, take on lease, or in exchange, rent, hire, take options over or otherwise acquire land (with or without buildings thereon) in Hong Kong and land (with or without buildings thereon) of any tenure outside Hong Kong and any estate or interest in, and any rights connected with any such lands.
- (7) To develop and turn to account any land acquired by or in which the Company is interested, and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, furnishing, fitting up, and improving buildings, and by planting, paving, draining, farming, cultivating, letting on building lease or building agreement and by advancing money to and entering into contracts and arrangement of all kinds with builders, tenants and others.
- (8) To manage any buildings, whether belonging to the Company or not, or let the same or any part thereof for any period and at such rent and on such conditions as the Company shall think fit; to collect the rent and income and to supply to tenants and occupiers and others light, heat, air-conditioning, refreshments, attendants, messengers, waiting rooms, reading rooms, lavatories, laundry facilities, electric conveniences, garages, recreation facilities and other advantages which from time to time the Company shall consider desirable, or to provide for such management, letting and advantages as aforesaid by employing any person, firm or company to carry out or to supply the same on such terms as the Company may think fit.
- (9) To carry on the business of an investment company and for that purpose to acquire and hold either in the name of the Company or in that of any nominee shares, stocks, debentures, debenture stock, bonds, notes, obligations and securities of any kind issued or guaranteed by any company wherever incorporated or carry on business and debentures, debenture stock, bonds, notes, obligations and securities of any kind issued or guaranteed by any government, sovereign ruler, commissioners, public body or authority, supreme, dependent, municipal, local or otherwise in any part of the world.
- (10) To acquire any such shares, stock, debentures, debenture stock, bonds, notes, obligations or securities of any kind by original subscription, contract, tender, purchase, exchange, under writing, participation in syndicate or otherwise and whether or not fully paid-up and to subscribe for the same subject to such terms and conditions, if any, as may be thought fit.
- (11) To exercise and enforce all rights and powers conferred by or incidental to the ownership of any such shares, stock, obligations or other securities including, without prejudice to the

generality of the foregoing, all such powers of veto or control as may be conferred by virtue of the holding by the Company of some special proportion of the issued or nominal amount thereof, and to provide managerial and other executive, supervisory and consultancy services for or in relation to any company in which the Company is interested upon such terms as may be thought fit.

- (12) To carry on all or any of the businesses following: namely, manufacturer, designers and marketing of fashion goods and fashion accessories, jewellers, cotton spinners and doublers, flax, hemp and jute spinners, linen manufacturers, flax, hemp, jute, linen and wool merchants, wool combers, worsted spinners, woollen spinners, yarn merchants, worsted stuff manufacturers, spinners and weavers of artificial fibres of all kinds, bleachers and dyers, manufacturers of garments and articles made of cloth of any kind, and to purchase, comb, prepare, spin, dye, and deal in flax, hemp, jute wool, cotton, silk, linen, and other fibrous substances (whether natural or artificial or mixed) and to weave or otherwise manufacture, buy, sell, import, export, and deal in linen, cloth and other goods and fabrics (whether textile, felted, netted or looped and whether manufactured wholly or partially of natural or artificial fibres), and in all embroidered, sewn, stitched, decorated and painted goods and articles of use or ornament.
- (13) To carry on all or any of the businesses of haberdashers, drapers, hosiers, manufacturers, importers, exporters, and wholesale and retail dealers of and in textile fabrics of all kinds, milliners, dressmakers, tailors hatters, clothiers, outfitters, gloves, lace manufacturers, feather dressers, boot and shoe makers, manufacturers, importers and exporters, and wholesale dealers of and in leather goods, household furniture, ironmongery, turnery and other household fittings and utensils, ornaments, stationery, and fancy goods, jewellery, watches, clocks, dressing bags, articles of virtu, objects of art, curios, ivory, ware, articles made wholly or partially of gold, silver, or other precious materials, and generally of and in all manufactured goods and materials, and to manufacture and to establish factories for manufacturing goods for the foregoing businesses.
- (14) To carry on business as merchants, manufacturers, importers, exporters, commission agents, del credere agents, insurance agents, packers, storers, storekeepers, factors, brokers and manufacturers of and dealers in foreign substances, foreign and colonial produce manufactured goods materials and general merchandise and to import export buy prepare manufacture render marketable sell barter exchange pledge charge make advances on and otherwise deal in or turn to account produce goods materials and merchandise generally in their prepared, manufactured or raw state and to undertake carry on and execute all kinds of financial commercial trading and other manufacturing operations and all businesses whether wholesale or retail.
- (15) To carry on business as proprietors of restaurants, hotels, refreshment and tea rooms, cafes and milk and snack bars, tavern, beer-house, and lodging-house keepers, licensed victuallers, wine, beer, and spirit merchants, brewers, maltsters, distillers, importers and manufacturers of aerated, mineral and artificial waters and other drinks, and as caterers and contractors in all their respective branches.
- (16) To carry on business as bakers, confectioners, tobacconists, butchers, fishmongers, dairymen, grocers, poulterers, greengrocers, farmers, ice merchants and ice-cream manufacturers, and to manufacture, buy, sell, refine, prepare, grow, import, export and deal in provisions of all kinds, both wholesale and retail and whether solid or liquid.

- (17) To establish and provide all kinds of facilities and attractions for customers and others, and in particular, reading, writing and smoke rooms, lockers and safe deposits, telephones, telegraphs, clubs, stores, shops and lavatories.
- (18) To import, export, buy, sell (wholesale and retail), exchange, barter, let on hire, distribute and otherwise deal in and turn to account, as principal, agent or in any other capacity whatsoever, goods, materials, commodities, produce and merchandise generally in their prepared, manufactured, semi-manufactured and raw state.
- (19) To manufacture, construct, assemble, design, repair, refine, develop, alter, convert, refit, prepare, treat, render marketable, process and otherwise produce materials, fuels, chemicals, substance and industrial, commercial and consumer products of all kinds.
- (20) To acquire, sell, own, lease, let out on hire, administer, manage, control, operate, construct, repair, alter, equip, furnish, fit out, decorate, improve and otherwise undertake and deal in engineering and construction works, buildings, projects, offices and structures of all kinds.
- (21) To promote, purchase or otherwise acquire and undertake the whole or any part of the business, goodwill, assets and liabilities of any person, firm or company; to acquire an interest in, amalgamate with or enter into any partnership, union of interest, joint-venture, or co-operation with any person, firm or company; to promote, sponsor, establish, constitute, form, participate in, organise, manage, supervise and control any corporation, company, syndicate, fund, trust, business or institution.
- (22) To purchase or otherwise acquire and to hold, own, license, maintain, work, exploit, farm, cultivate, use, develop, improve, sell, let, surrender, exchange, hire, convey or otherwise deal in lands, mines, natural resources, and mineral, timber and water rights, wheresoever situated, and any interest, estate and rights in any real, personal or mixed property and any franchises, rights, licences or privileges, and to collect, manage, invest, reinvest, adjust, and in any manner to dispose of the income, profits, and any interest arising therefrom.
- (23) To improve, manage, develop, sell, let, exchange, invest, reinvest, settle, grant licences, easements, options, servitudes and rights over, or otherwise deal with all or any part of the Company's property, undertaking and assets (present and future) including uncalled capital, and any of the Company's rights, interests and privileges.
- (24) To carry on business as auctioneers, appraisers, valuers, surveyors, land and estate agents.
- (25) To carry on all or any of the businesses of ship-owners, shippers, ship and boat-builders, charterers, shipping and forwarding agents, ship managers, wharfingers, lightermen, stevedores, packers, stors, fishermen and trawlers, and to establish, maintain, and operate sea, air, inland waterway enterprises (public and private) and all ancillary services.
- (26) To purchase or otherwise acquire, take in exchange, charter, hire, build, construct, own, work, manage, operate and otherwise deal with any ship, boat, barge or other waterborne vessel, hovercraft, balloon, aircraft, helicopter or other flying machine, coach, wagon, carriage (however powered) or other vehicle, or any share or interest therein.

- (27) To carry on business as consulting engineers in all fields including without limitation civil, mechanical, chemical, structural, marine, mining, industrial, aeronautical, electronic and electrical engineering, and to provide architectural, design and other consultancy services of all kinds.
- (28) To apply for, purchase, or otherwise acquire any *brevets d'invention*, patents, patent rights, copyrights, trade marks, formulas, licences, concessions, intellectual and industrial property and technology, protections and the like, conferring any exclusive or non-exclusive or limited privilege or right to use, or any secret or other information as to, any invention, know-how, device, secret, system, process, information, discovery or development and to use, exercise, develop, or grant licences in respect of, or otherwise turn to account, the property, rights, technology, or information so acquired.
- (29) To carry on the business of advisers, consultants, researchers, analysts and brokers of whatsoever kind or nature in all branches of trade, commerce, industry and finance, and to provide or procure the provision of every and any service or facility required by any person, firm or company.
- (30) To carry on business as insurance brokers and agents, and underwriting agents in all classes of insurance and as insurance advisers and consultants, pensions and investment advisers, consultant assessors, average adjusters and mortgage brokers; to carry on the business of an insurance and guarantee company in all its branches (excluding fire, life and marine insurance).
- (31) To carry on all or any of the businesses of hoteliers and restaurateurs, and proprietors, sponsors and managers of clubs, marinas, stadia and all kinds of sporting, competitive and leisure activities.
- (32) To carry on business as farmers, graziers, dealers in and breeders of livestock, horticulturists and market gardeners.
- (33) To carry on all or any of the businesses of printers, publishers, designers, draughtsmen, journalists, press and literary agents, tourist and travel agents and operators, advertisers, advertising and marketing agents and contractors, personal and promotional representatives, artists, sculptors, decorators, illustrators, photographers, film makers, producers and distributors, publicity agents and display specialists.
- (34) To enter into, carry on and participate in financial transactions and operations of all kinds.
- (35) To carry on any other business or activity and do any act or thing which in the opinion of the Company is or may be capable of being conveniently carried on or done in connection with any of the above, or likely directly or indirectly to enhance the value of or render more profitable all or any part of the Company's property or assets or otherwise to advance the interests of the Company or its Members.
- (36) To provide agency, corporate, office, secretarial and business services to any person, firm or company, and to act as nominee, director, officer, manager, custodian and trustee of any kind and to undertake and execute any trust.

- (37) To enter into any commercial or other arrangements with any government or authority, supreme, municipal, local or otherwise, also with any corporation, company or person and to obtain or enter into any legislation, orders, charters, contracts, decrees, rights, privileges, licences, franchises, permits and concessions for any purpose and to carry out exercise and comply with the same and to make, execute, enter into, commence, carry on, prosecute and defend all steps, contracts, agreements, negotiations, legal and other proceedings, compromises, arrangements and schemes and to do all other acts, matters and things which shall at any time appear conducive or expedient for the advantage or protection of the Company.
- (38) To hold in trust as trustees or as nominees of any person or persons, company, corporation, or any charitable or other institution in any part of the world, whether incorporated or not, and to manage, deal with and turn to account, any real and personal property of any kind.
- (39) To act as nominees, trustees or agents for the receiving, payment, loan, repayment, transmission, collection and investment of money, and for the purchase, sale, improvement, development and management of any real or personal property, including business concerns and undertakings, both in Hong Kong and abroad.
- (40) To invest in, lend and advance money and grant and provide credit and financial or other accommodation to any person, firm or company.
- (41) To borrow or raise money in such manner as the Company shall think fit and in particular by the issue (whether at par or at a premium or discount and for such consideration as the Company may think fit) of bonds, debentures or debenture stock (payable to bearer or otherwise), mortgages or charges, perpetual or otherwise, and if the Company thinks fit charged upon all or any of the Company's property (both present and future) and undertaking including its uncalled capital and further, if so thought fit, convertible into any stock or shares of the Company or any other company, and collaterally or further to secure any obligations of the Company by a trust deed or other assurance.
- (42) To guarantee or give indemnities or provide security, whether by personal covenant or by mortgage or charge upon all or any part of the undertaking, property and assets (present and future) and the uncalled capital of the Company, or by all or any such methods, and whether with or without consideration, for the performance of any contracts or obligations, and the payment of capital or principal (together with any premium) and dividends or interest on any shares, debentures, or other securities, of, and otherwise to support and assist, any person, firm or company including (without limiting the generality of the foregoing) any company which is for the time being a holding company of the Company or another subsidiary of any such holding company or is otherwise allied to or associated with the Company or any such subsidiary or holding company in business or otherwise, but so that nothing in this Clause shall authorise the carrying on by the Company of an insurance business and so that (without prejudice to the construction of any other Clause hereof) this Clause shall be construed both as a separate and independent object of the Company and as a power ancillary to the other objects of the Company.
- (43) To take out insurance in respect of any and all insurable risks which may affect the Company or any other company or person and to effect insurance (and to pay the premiums therefor) in respect of the life of any person and to effect re-insurance and counter-insurance, but no business amounting to fire, life or marine insurance business may be undertaken.

- (44) To draw, make, accept, endorse, negotiate, discount, execute, issue, purchase or otherwise acquire, exchange, surrender, convert, make advances upon, hold, charge, sell and otherwise deal in bills of exchange, cheques, promissory notes, and other negotiable instruments and bills of lading, warrants, and other instruments relating to goods.
- (45) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts, and conveniences calculated to benefit employees or directors or past employees or directors of the Company or of its predecessors in business, or the dependants or connexions of any such persons; and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition, or for any public, general, or useful object.
- (46) To give any remuneration or other compensation or reward (in cash or securities or in any other manner the Directors may think fit) to any person for services rendered or to be rendered in the conduct or course of the Company's business or in placing or procuring subscriptions of or otherwise assisting in the issue of any securities of the Company or any other company formed or promoted by the Company or in which the Company may be interested or in or about the formation or promotion of the Company or any other company as aforesaid.
- (47) To grant or procure pensions, allowances, gratuities and other payments and benefits of whatsoever nature to or for any person and to make payments towards insurances or other arrangements likely to benefit any person or advance the interests of the Company or of its members.
- (48) To pay all expenses preliminary or incidental to the formation and promotion of the Company or any other company and the conduct of the business of the Company or any other company.
- (49) To procure the Company to be registered or recognised in any territory.
- (50) To cease carrying on and winding up any business or activity of the Company, and to cancel any registration of and to wind up and procure the dissolution of the Company in any territory.
- (51) To distribute any part of the undertaking, property and assets of the Company among its creditors and members in specie or in kind but so that no distribution amounting to a reduction of capital may be made without the sanction (if any) for the time being required by law.
- (52) To appoint agents, experts and attorneys to do all or any of the above matters and things on behalf of the Company or any thing or matter for which the Company acts as agent or is in any other way whatsoever interested or concerned in any part of the world.
- (53) To do all and any of the above matters or things in any part of the world and either as principal, agent, contractor, trustee or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others, and generally upon such terms and in such manner and for such consideration and security (if any) as the Company shall think fit including the issue and allotment of securities of the Company in payment or part payment for any property acquired by the Company or any services rendered to the

Company or as security for any obligation or amount (even if less than the nominal amount of such securities) or for any other purpose.

- (54) To do all such acts or things as are 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 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 independent main objects and shall be in nowise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

Fourth – The liability of the members is limited.

Fifth – The Capital of the Company is HK\$1,500,000,000.00 divided into 15,000,000,000 shares of HK\$0.10 each.<sup>Note 2</sup> The Company shall have power to increase or reduce the said capital and to issue any part of its capital, original or increased, with or without any preference, priority or special privilege 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.

(Note 2: The increase in the authorised share capital of the Company was amended by Ordinary Resolutions passed on 31-5-1993, 17-6-1994, 31-5-1999 and 28-5-2002 and further amended by Special Resolution passed on 11-6-2003 and 24-6-2011)

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.) Lam Yin Sang 17/C Sunshine Building 34 Victory Road Kowloon. Merchant	One
(Sd.) Chan Hoi Wo 90 Kennedy Road, 2 <sup>nd</sup> Floor, Block A2, Wanchai, Hong Kong. Administrative Manager	One
Total Number of Shares Taken ...	Two

Dated the 8<sup>th</sup> day of April, 1981.  
WITNESS to the above signatures:

(Sd.) Vincent H.C. Ko  
Solicitor  
Hong Kong