

The Companies Act 1981

Company Limited by Shares

**Memorandum of Association**

(This is a consolidated version only which reflects the current name and authorised share capital of the Company)

**and**

**Bye-Laws**

(Adopted as new bye-laws of the Company by shareholders at the annual general meeting held on 6 September 2012)

of

**Louis XIII Holdings Limited**

**路易十三集團有限公司\***

*(Incorporated in Bermuda with limited liability)*

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Incorporated on the 19th day of September 2005

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In the case of any inconsistency, the English text of this memorandum of association and bye-laws shall prevail over the Chinese text.

\* *for identification purpose only*

FORM NO. 2



BERMUDA  
THE COMPANIES ACT 1981  
**MEMORANDUM OF ASSOCIATION OF  
COMPANY LIMITED BY SHARES**  
(Section 7(1) and (2))

MEMORANDUM OF ASSOCIATION  
OF

Companion Marble (Holdings) Limited\*\*  
(hereinafter referred to as "the Company")

1. The liability of the members of the Company is limited to the amount (if any) for the time being unpaid on the shares respectively held by them.
2. We, the undersigned, namely,

NAME	ADDRESS	BERMUDIAN STATUS (Yes/No)	NATIONALITY	NUMBER OF SHARES SUBSCRIBED
C.F.A. Cooper	Clarendon House Church Street Hamilton Bermuda	Yes	British	One
Edwin S. Mortimer	"	Yes	British	One
John C.R. Collis	"	Yes	British	One

do hereby respectively agree to take such number of shares of the Company as may be allotted to us respectively by the provisional directors of the Company, not exceeding the number of shares for which we have respectively subscribed, and to satisfy such calls as may be made by the directors, provisional directors or promoters of the Company in respect of the shares allotted to us respectively.

\*\* The existing name of the Company is Louis XIII Holdings Limited, which took effect on 3 April 2013.

3. The Company is to be an exempted Company as defined by the Companies Act 1981.
4. The Company has power to hold land situated in Bermuda not exceeding in all, including the following parcels-  
  
N/A
5. The authorised share capital of the Company is HK\$100,000# divided into shares of HK\$0.10## each. The minimum subscribed share capital of the Company is HK\$100,000.
6. The objects for which the Company is formed and incorporated are-
7. See attached.
8. Powers of the Company  
  
See attached.

# The existing authorised share capital of the Company is HK\$5,000,000,000, which was approved by the shareholders of the Company on 19 December 2014.

## The existing par value of shares of the Company is HK\$2.00, which was approved by the shareholders of the Company on 24 May 2013 and took effect on 27 May 2013.

THE COMPANIES ACT 1981  
MEMORANDUM OF ASSOCIATION OF  
COMPANY LIMITED BY SHARES  
(Section 7(1) and (2))

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Companion Marble (Holdings) Limited\*\*

Schedule to Form 2  
Objects of the Company

6. Objects of the Company

1. to act and to perform all the functions of a holding company in all its branches and to co-ordinate the policy and administration of any subsidiary company or companies wherever incorporated or carrying on business or of any group of companies of which the Company or any subsidiary company is a member or which are in any manner controlled directly or indirectly by the Company;
2. to act as an investment company and for that purpose to acquire and hold upon any terms and, either in the name of the Company or that of any nominee, shares, stock, debentures, debenture stock, annuities, notes, mortgages, bonds, obligations and securities, foreign exchange, foreign currency deposits and commodities, issued or guaranteed by any company wherever incorporated or carrying on business, or by any government, sovereign, ruler, commissioners, public body or authority, supreme, municipal, local or otherwise, by original subscription, tender, purchase, exchange, underwriting, participation in syndicates or in any other manner and whether or not fully paid up, and to make payments thereon as called up or in advance of calls or otherwise and to subscribe for the same, whether conditionally or absolutely, and to hold the same with a view to investment, but with the power to vary any investments, and to exercise and enforce all rights and powers conferred by or incident to the ownership thereof, and to invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may be from time to time determined;
3. as set out in paragraphs (b) to (n) and (p) to (u) inclusive of the Second Schedule to The Companies Act 1981.

7. Powers of the Company

- 1) the Company shall, pursuant to Section 42 of The Companies Act 1981, have the power to issue preference shares which are, at the option of the holder, liable to be redeemed;
- 2) the Company shall, pursuant to Section 42A of The Companies Act 1981, have the power to purchase its own shares;

\*\* The existing name of the Company is Louis XIII Holdings Limited, which took effect on 3 April 2013.

- 3) the Company shall have the power to grant pensions, annuities, or other allowances, including allowances on death, to or for the benefit of any directors, officers or employees or former directors, officers or employees of the Company or any company which at any time is or was a subsidiary or a holding company or another subsidiary of a holding company of the Company or otherwise associated with the Company or of any predecessor in business of any of them, and to the relations, connections or dependants of any such persons, and to other persons whose service or services have directly or indirectly been of benefit to the Company or whom the Company considers have any moral claim on the Company or to their relations, connections or dependants, and to establish or support or aid in the establishment or support of any associations, institutions, clubs, schools, building and housing schemes, funds and trusts, and to make payments toward insurance or other arrangements likely to benefit any such persons or otherwise advance the interests of the Company or of its Members, and to subscribe, guarantee or pay money for any purpose likely, directly or indirectly, to further the interests of the Company or of its Members or for any national, charitable, benevolent, educational, religious, social, public, general or useful object.
- 4) the Company shall not have the power set out in paragraph 8 of the First Schedule to The Companies Act 1981.