

證 明 書

《唯一董事決議證明》

副本

茲證明：

一． 根據於 2015 年 7 月 8 日在香港特別行政區(以下簡稱「香港」)公司註冊處查冊所得之記錄：—

1. 香港周六福珠寶國際集團有限公司(HONGKONG ZHOU LIU FU JEWELRY LIMITED)(以下簡稱「該公司」)，於 2004 年 8 月 23 日在香港依據香港《公司條例》註冊成為有限公司；
2. 公司編號：918744；
3. 註冊辦事處地址：香港九龍紅磡鶴園街 11 號凱旋工商中心三期 12 樓 N 室；
4. 現任董事：李偉柱(LI Weizhu)，中國身份證號碼：440524197712175418。

二． 根據香港商業登記署記錄，該公司已依據香港《商業登記條例》辦理商業登記，登記證號碼：34854736-000-08-14-1。

三． 根據該公司唯一董事親自在本人面前作出及簽署的書面確認，該公司的唯一董事於 2015 年 7 月 7 日簽署書面記錄作出以下決定：

- 鑒於：

- 該公司申請註冊的第 7519198 號 “**周六福** ZHOU LIU FU”、第 7519199 號 “ZHOU LIU FU

JEWELRY”、第 5591498 號 “ZLF”、第 7508460 號 “**ZLF**” 商標（下統稱“授權人商標”）已經中華人民共和國國家工商行政管理總局商標局核准註冊。

- 關於授權人商標許可使用及商標權維權事宜，該公司特授權如下：

- 1、 授權周六福珠寶有限公司在中國內地使用該公司商標。
- 2、 授權有效期與授權人商標專用期限相同（包括授權人商標續展後的專用期限）。
- 3、 授權有效期內，周六福珠寶有限公司有權再授權他人在中國內地使用授權人商標，並自行磋商、簽訂商標許可使用合同、收取許可費用。
- 4、 授權有效期內，周六福珠寶有限公司有權自行（以周六福珠寶有限公司名義）在中國內地開展授權人商標維權事務。前述維權事務，包括但不限於就他人的商標侵權行為向相關行政部門投訴、向法院提起訴訟、向公安機關舉報、提起刑事附帶民事訴訟、就涉嫌侵權產品來源等需要商標權人鑒定的事項進行鑒定、進行和解、領取和解或法院強制執行回款項以及一切與授權人商標

維權有關的事項。

除非周六福珠寶有限公司與該公司另行書面約定，授權書簽署之後該公司在中國內地新取得的註冊商標，亦同樣適用授權書。

- 6、商標許可使用費用及其支付方式由該公司董事李偉柱先生代表該公司與周六福珠寶有限公司磋商一致後另行簽訂協議。協議簽署與否，不影響授權書的效力。
- 7、即使今後周六福珠寶有限公司企業名稱、住所、法定代表人、股東出現變更，也不影響授權書的效力。
- 8、授權書於二〇一五年七月八日簽署，自簽署之日起生效。

- 同意授權董事李偉柱先生代表該公司簽署有關上述授權用之《授權書》。在簽署上述《授權書》或相關法律文件時，若需要加蓋該公司印章，該公司將會用的印章式樣如下(見附件唯一董事決議)，並確認決議內印章的效力。

四、根據香港《公司條例》及該公司之組織章程細則，該公司上述唯一董事所作出的上述董事決議對該公司具有法律約束力。

附件：

- 一、該公司之公司註冊證書之複印本；
- 二、該公司之商業登記證之複印本；
- 三、該公司之日期為2014年8月23日之周年申報表之複印本；
- 四、該公司之日期為2015年2月1日之更改公司秘書及董事通知書(委任/停任)之複印本；
- 五、該公司之組織章程大綱及章程細則之原本；
- 六、該公司之唯一董事決議之原本；及
- 七、該公司之授權書之原本。



證明人： 馮藹榮 (簽署)

證明人姓名：馮藹榮律師 (295)

證明人身份：中國委托公証人及香港律師

日期：2015年7月8日

附註：此證明書僅限用於在中國全國各省市作維護知識產權(包括打擊假冒知識產權)之用。



CR 2004	C 3
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附件 —

COMPANIES ORDINANCE
(CHAPTER 32)

香港法例第32章
公司條例

CERTIFICATE OF INCORPORATION
公司註冊證書

I hereby certify that
本人謹此證明

HONGKONG ZHOU LIU FU JEWELRY LIMITED
香港周六福珠寶國際集團有限公司

is this day incorporated in Hong Kong under the Companies Ordinance,
於本日在香港依據公司條例註冊成為

and that this company is limited.
有限公司。

Issued by the undersigned on 23 August 2004.

本證書於二〇〇四年八月廿三日簽發。

茲證明此文件即前面證明書內所提及的附件(一)。
此複印本與該文件原本/確認本相符，其原本/確認本
經本人查證屬實。

中國委托公証人：
日期：
A-4

陳高榮
二〇〇五年七月八日

Socarno Cheung

MISS R. CHEUNG

for Registrar of Companies
Hong Kong

香港公司註冊處處長

(公司註冊主任 張潔心 代行)

下並將有效的商業/分行登記證展示在營業地點。
along the dotted line and display the valid business/branch registration certificate at business address.

表格式 2 FORM 2		[第 5 條]
《商業登記條例》(第 310 章)		[regulation 5]
BUSINESS REGISTRATION ORDINANCE (Chapter 310)		
《商業登記規例》		
BUSINESS REGISTRATION REGULATIONS		
商業 / 分行登記證	Business / Branch Registration Certificate	
業務 / 法團所用名稱 Name of Business/ Corporation	香港周六福珠寶國際集團有限公司 HONGKONG ZHOU LIU FU JEWELRY LIMITED	
業務 / 分行名稱 Business/ Branch Name	*****	
地址 Address	UNIT N 12/F KAISER ESTATE PHASE 3 NO.11 HOK YUEN STREET HUNG HOM KL	
業務性質 Nature of Business	TRADING & INVESTMENT	
法律地位 Status	BODY CORPORATE	
生效日期 Date of Commencement	屆滿日期 Date of Expiry	登記證號碼 Certificate No.
23/08/2014	22/08/2015	34854736-000-08-14-1
		登記費及徵費 Fee and Levy
		(登記費 FEE = \$ 2,000) (徵費 LEVY = \$ 250)
<p>請注意下列《商業登記條例》的規定：</p> <p>1. 第6(6)條規定任何業務獲發商業登記證或分行登記證，並不表示該業務或經營該業務的人或受僱於該業務的僱員已遵從有關的任何法律規定。</p> <p>2. 第12條規定各業務須將其有效的商業登記證或有效的分行登記證於每一營業地點展示。</p>		
<p>Please note the following requirements of the Business Registration Ordinance:</p> <p>1. Section 6(6) provides that the issue of a business registration certificate or a branch registration certificate shall not be deemed to imply that the requirements of any law in relation to such business or to the persons carrying on the same or employed therein have been complied with.</p> <p>2. Section 12 provides that valid business registration certificate or valid branch registration certificate shall be displayed at every address where business is carried on.</p>		
<p>根據商業登記規例(第310A章)第5(2)條發出的登記證複本 Duplicate certificate issued under regulation 5(2) of Business Registration Regulations (Cap. 310A)</p> <p>機印所示登記費及徵費收訖。 RECEIVED FEE AND LEVY HERE STATED IN PRINTED FIGURES.</p>		
IRDB101A2 (4/2012)	22/07/2014	882618707 \$2,250.00

茲證明此文件即前面證明書內所提及的附件(一)，
此複印本與該文件正本/確認本相符，其原本/確認本
經本人查證屬實。

中國委託公証人：

日期

A-4

： 二〇一五年七月八日

周年申報表
Annual Return

表格
Form

附件 三
NAR1

公司編號 Company Number

918744

1 公司名稱 Company Name

香港周六福珠寶國際集團有限公司
HONGKONG ZHOU LIU FU JEWELRY LIMITED

2 商業名稱(如有的話) Business Name (If any)

(Nil)

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

23

日 DD

08

月 MM

2014

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)

N/A

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

Unit N, 12/F., Kaiser Estate Phase 3, 11 Hok Yuen Street, Hung Hom, Kowloon, Hong Kong

3 提交人資料 Presentor's Reference

姓名 Name: Acumen Consulting Services Limited

地址 Address: Rooms 1120 & 1122, 11/F., Leighton Centre,
77 Leighton Road, Causeway Bay, Hong Kong

電話 Tel: 2894-6808 傳真 Fax: 2504-3308

電郵 Email: lisaho@acumen-hk.com

檔號 Reference: HCH11280002, Due Date: 04/10/2014

請勿填寫本欄 For Official Use



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NAR1L

25/08/2014

0918744

茲證明此文件即前面證明書內所提及的附件(三)，
此複印本與該文件原本/確認本相符，其原本/確認本
經本人查證屬實。

陳高榮
二〇一五年七月八日

地址 Email Address

(Nil)

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

(Nil)

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

N/A

12 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	HKD	10,000	10,000.00	10,000.00
總數 Total	HKD	10,000	10,000.00	10,000.00

Company Secretary

秘書 (自然人) Company Secretary (Natural Person)

(如超過一名公司秘書屬自然人, 請用續頁 A 填報 Use Continuation Sheet A if more than 1 company secretary is a natural person)

中文姓名 Name in Chinese	(Blank Section)	
英文姓名 Name in English	姓氏 Surname	
	名字 Other Names	
前用姓名 Previous Names	中文 Chinese	
	英文 English	
別名 Alias	中文 Chinese	
	英文 English	
13 香港通訊地址 Hong Kong Correspondence Address		
	地區 Region	香港 / HONG KONG

14 電郵地址
Email Address

15 身分證證明 Identification

(a) 香港身分證號碼

Hong Kong Identity Card Number

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(b) 護照

Passport

簽發國家
Issuing Country號碼
Number

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B. 公司秘書 (法人團體) Company Secretary (Body Corporate)

(如超過一名公司秘書屬法人團體, 請用續頁 A 填報 Use Continuation Sheet A if more than 1 company secretary is a body corporate)

16 中文名稱
Name in Chinese

(誠明顧問有限公司)

16 英文名稱
Name in English

Acumen Consultants Limited

17 香港地址
Hong Kong
Address

Rooms 1120 & 1122, 11/F.,

Leighton Centre, 77 Leighton Road,

Causeway Bay, Hong Kong

地區
Region

香港 / HONG KONG

14 電郵地址
Email Address

(Nil)

公司編號 Company Number

96508

Directors

(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)

身分

Capacity



董事

Director



候補董事

Alternate Director

代替 Alternate to

(Nil)

中文姓名

Name in Chinese

李偉柱

英文姓名

Name in English

姓氏

Surname

LI

名字

Other Names

Weizhu

前用姓名

Previous Names

中文

Chinese

(Nil)

英文

English

(Nil)

別名

Alias

中文

Chinese

(Nil)

英文

English

(Nil)

19

住址

Residential
Address

17/F., Hua Sheng Da Xia, Block 5,

Shui Bei Gong Ye Qu, Lou Hu Qu Shenzhen,

Guangdong Province, China

國家/地區

Country/Region

China

20

電郵地址

Email Address

(Nil)

21

身分證明 Identification

China ID : 440524197712175418

(a) 香港身分證號碼

Hong Kong Identity Card Number

(Nil)

(b) 護照

Passport

發證國家

Issuing Country

(Nil)

號碼

Number

(Nil)

Directors (續上頁 cont'd)

(法人團體) Director (Body Corporate)

超過兩名董事屬法人團體，請用續頁 C 填報 Use Continuation Sheet C if more than 2 directors are body corporate)
 適用的空格內加上 ✓ 號 Please tick the relevant box(es)

身分
Capacity

☐

董事

Director

☐

候補董事

Alternate Director

代替 Alternate to

中文名稱
Name in Chinese

(Blank Section)

英文名稱
Name in English

22 地址
Address

國家／地區
Country/Region

20 電郵地址
Email Address

公司編號 Company Number
(只適用於在香港註冊的法人團體)

(Only applicable to body corporate registered in Hong Kong)

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

18 2 身分
Capacity

☐

董事

Director

☐

候補董事

Alternate Director

代替 Alternate to

中文名稱
Name in Chinese

(Blank Section)

英文名稱
Name in English

22 地址
Address

國家／地區
Country/Region

20 電郵地址
Email Address

公司編號 Company Number
(只適用於在香港註冊的法人團體)

(Only applicable to body corporate registered in Hong Kong)

Directors (續上頁 cont'd)

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

(Blank Section)

英文姓名
Name in English

姓氏

Surname

名字

Other Names

前用姓名
Previous Names

中文

Chinese

英文

English

別名
Alias

中文

Chinese

英文

English

19 住址
Residential
Address國家／地區
Country/Region20 電郵地址
Email Address

21 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

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

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

24 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
N/A	

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

6

簽署 Signed :

姓名 Name :

LI Weizhu

日期 Date : 25 August 2014

日 DD / 月 MM / 年 YYYY

董事 Director / 公司秘書 Company Secretary *

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

附表一 Schedule 1
(非上市公司適用)
FOR NON-LISTED COMPANY)

結算日期
Date to which this Return is Made Up

08	2014	
日 DD	月 MM	年 YYYY

公司編號 Company Number

918744

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

10,000

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	
李偉柱 LI Weizhu	17/F., Hua Sheng Da Xia, Block 5, Shui Bei Gong Ye Qu, Lou Hu Qu Shenzhen, Guangdong Province, China	10,000			

* 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.

頁 Page 1 / 1

公司秘書及董事通知書(委任/停任)
Notice of Change of Company Secretary and
Director (Appointment/Cessation)

附件 ①

表格
Form

ND2A

公司編號 Company Number

918744

1 公司名稱 Company Name

HongKong Zhou Liu Fu Jewelry Limited
香港周六福珠寶國際集團有限公司

2 公司秘書/董事的停任 Cessation to Act as Company Secretary/Director

(如超過一名公司秘書/董事停任, 請用續頁A填報 Use Continuation Sheet A if more than 1 company secretary/director ceased to act)

A. 現時在公司註冊處登記的詳情 Particulars Currently Registered with the Companies Registry

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

身分
Capacity



公司秘書
Company
Secretary



董事
Director



候補董事
Alternate
Director

代替 Alternate to

(Nil)

公司秘書/董事的詳情(自然人) Particulars of Company Secretary/Director (Natural Person)

中文姓名
Name in Chinese

(Nil)

英文姓名
Name in English

姓氏
Surname

(Nil)

名字
Other Names

(Nil)

身分證明
Identification

香港身分證號碼
Hong Kong Identity Card Number

護照號碼
Passport Number

或 OR

公司秘書/董事的詳情(法人團體) Particulars of Company Secretary/Director (Body Corporate)

中文及英文名稱 Chinese and English Names

誠明顧問有限公司 Acumen Consultants Limited

B. 停任詳情 Details of Cessation

停任原因
Reason for Cessation



辭職/其他
Resignation/Others



去世
Deceased

停任日期
Date of Cessation

01

02

2015

日 DD

月 MM

年 YYYY

上述董事或候補董事在停任日期後, 是否仍然擔任這公司的候補董事或董事職位?
Will this director or alternate director continue to hold office as alternate director or director
in this company after the date of cessation?

☐ 是 Yes

☐ 否 No

提交人資料 Presentor's Reference

姓名 Name: Trend Way Nominees Limited

地址 Address: 4/F, Hong Kong Trade Centre,
161-167 Des Voeux Road,
Central, Hong Kong.

電話 Tel: 2893 8619 傳真 Fax: 2891 2515

電郵 Email:

檔號 Reference: Nathan, Z0010001

請勿填寫本欄 For Official Use



23501052135
ND2A
20/03/2015

0918744

茲證明此文件即前面證明書內所提及的附件(1),
此複印本與該文件原本/確認本相符, 其原本/確認本
經本人查證屬實。

918744

秘書/董事(自然人) Appointment of Company Secretary/Director (Natural Person)

如超過一名自然人為公司秘書/董事，請用續頁 B 填報 Use Continuation Sheet B if more than 1 natural person is appointed as company secretary/director

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

身分 Capacity	<input type="checkbox"/> 公司秘書 Company Secretary	<input 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 (Blank Section)

英文姓名 Name in English 姓氏 Surname

名字 Other Names

前用姓名 Previous Names 中文 Chinese

英文 English

別名 Alias 中文 Chinese

英文 English

地址 Address

國家/地區 Country/Region

電郵地址 Email Address

身分證明 Identification

(a) 香港身分證號碼 Hong Kong Identity Card Number

(b) 護照 Issuing Country

號碼 Number

委任日期 Date of Appointment

日 DD 月 MM 年 YYYY

16 上述董事或候補董事在獲得這次委任時，是否已經是這公司的現任候補董事或董事？
Is this director or alternate director already an existing alternate director or director in this company at the time of this appointment?

☐ 是 Yes

☐ 否 No

17 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.

17 出任董事職位同意書 Consent to Act as Director * 請刪去不適用者 Delete whichever does not apply

本人同意擔任公司的董事/候補董事*，並確認本人已年滿 18 歲。

I consent to act as Director/Alternate Director* of this company and confirm that I have attained the age of 18 years.

簽署 Signed :

918744

秘書/董事 (法人團體) Appointment of Company Secretary/Director (Body Corporate)

若一個法人團體為公司秘書/董事，請用續頁 C 填報 Use Continuation Sheet C if more than 1 body corporate is appointed as company secretary/director

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

分 Capacity ☒ 公司秘書 Company Secretary ☐ 董事 Director ☐ 候補董事 Alternate Director

代替 Alternate to

(Nil)

中文名稱
Name in Chinese

(Nil)

英文名稱
Name in English

Trend Way Nominees Limited

地址
Address

4/F, Hong Kong Trade Centre,

161-167 Des Voeux Road,

Central, Hong Kong.

國家/地區
Country/Region

電郵地址
Email Address

(Nil)

公司編號 Company Number

(只適用於在香港註冊的法人團體)

(Only applicable to body corporate registered in Hong Kong)

324683

委任日期 Date of Appointment

01

02

2015

日 DD

月 MM

年 YYYY

上述董事或候補董事在獲得這次委任時，是否已經是這公司的現任候補董事或董事？
Is this director or alternate director already an existing alternate director or director in this company at the time of this appointment? ☐ 是 Yes ☐ 否 No

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.

出任董事職位同意書 Consent to Act as Director

本人謹代表上述公司確認，上述公司同意擔任公司的董事/候補董事*。

I, acting on behalf of the above named company, confirm that the above company consents to act as Director/Alternate Director* of this company.

簽署 Signed :

董事(法人團體)的董事/公司秘書/獲授權人士*
Director/Company Secretary/Authorized Person of the Director (Body Corporate)*

本通知書包括下列續頁 This Notice includes the following Continuation Sheet(s)

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

5 確認(適用的話) Confirmation (If applicable)

名列本通知書內的每一名獲委任為公司秘書的自然人通常居於香港。

Each natural person appointed as company secretary and named in this Notice ordinarily resides in Hong Kong.

簽署 Signed :

姓名 Name :

Li Weizhu

日期 Date :

20 MAR 2015

董事 Director/公司秘書 Company Secretary *

日 DD / 月 MM / 年 YYYY

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

04071100

CR
2004

C

附件五

MEMORANDUM
AND
ARTICLES OF ASSOCIATION

OF

HONGKONG ZHOU LIU FU JEWELRY LIMITED

香港周六福珠寶國際集團有限公司

Incorporated the _____ day of _____

HONG KONG

No.

[COPY]

COMPANIES ORDINANCE
(CHAPTER 32)

CERTIFICATE OF INCORPORATION

I hereby certify that

HONGKONG ZHOU LIU FU JEWELRY LIMITED

香港周六福珠寶國際集團有限公司

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

Issued by the undersigned on

13/03/2004

AA242671

Sh. Form :

MA

04071100

NC U

for Registrar of Companies \$295.00

03 Hong Kong \$1,425.00

02 \$10.00

TOTAL (CHK)

\$1,730.00

茲證明此文件即前面證明書內所提及的附件(五),
此複印本與該文件原本/確認本相符,其原本/確認本
經本人查證屬實。

09335337



中國委托公証人 :

日期

A-4

陳高榮
二〇〇五年七月八日

THE COMPANIES ORDINANCE (CHAPTER 32)

Private Company Limited by Shares

MEMORANDUM OF ASSOCIATION

OF

HONGKONG ZHOU LIU FU JEWELRY LIMITED

香港周六福珠寶國際集團有限公司

First:- The name of the Company is " **HONGKONG ZHOU LIU FU JEWELRY LIMITED**
香港周六福珠寶國際集團有限公司".

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 HK\$10,000.00 divided into 10,000 shares of HK\$1.00 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.

whose name(s), address(es) and description(s) is/are hereto subscribed, am/are
into a Company in pursuance of this Memorandum of Association, and I/we agree
share(s) in the capital of the Company set opposite to my/our name(s): -

Name(s), Address(es) and Description(s) of Subscriber(s)	Number of Share(s) taken by the subscriber(s)
<p>Li Wei Zhu 李偉柱 17/F., Hua Sheng Da Xia, Block 5, Shui Bei Gong Ye Qu, Luo Hu Qu, Shenzhen, Guangdong Province, China Merchant</p> <p>李偉柱</p>	10,000
Total Number of Share(s) Taken....	10,000

Dated the 17th day of August, 2004.

WITNESS to the above signature(s):



Wu Lan Ying
(Accountant)
Flat H, 15/F., Siu King Building,
6 On Wah Street, Ngau Tau Kok,
Kowloon, Hong Kong

THE COMPANIES ORDINANCE (CHAPTER 32)

Private Company Limited by Shares

ARTICLES OF ASSOCIATION

OF

HONGKONG ZHOU LIU FU JEWELRY LIMITED

香港周六福珠寶國際集團有限公司

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

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 director(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.

Director may be employed by or hold any office of profit under the Company, except in the company, and may act either personally or as a member of a firm or render any 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.

...er into all such negotiations and contracts, and rescind and vary all such contracts, 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.

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 writing. He shall (unless that decision is taken by way of a resolution in writing duly signed by the Company with a written record of that decision within 7 days after the decision is taken) sign the decision.

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 HONG KONG EAGLE REGISTRATIONS LIMITED 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.

Address(es) and Description(s) of Subscriber(s)

Li Wei Zhu 李偉柱
17/F., Hua Sheng Da Xia, Block 5,
Shui Bei Gong Ye Qu,
Luo Hu Qu, Shenzhen,
Guangdong Province, China
Merchant

李偉柱

Dated the 17th day of August, 2004.

WITNESS to the above signature(s):

胡

Wu Lan Ying
(Accountant)
Flat H, 15/F., Siu King Building,
6 On Wah Street, Ngau Tau Kok,
Kowloon, Hong Kong

唯一董事決議

附件 六

時間：2015 年 7 月 7 日

地點：香港中環德輔道中 88 號，中環 88, 25 樓

茲證明此文件即前面證明書內所提及的附件(六)，
此文件原本經本人查證屬實。

以下是本公司唯一董事於上述日期及地點所作的決議：

- 鑒於：

中國委托公証人：

陳萬榮

- 本公司申請註冊的第 7519198 號 “**周六福**” 日期：2015 年 7 月 8 日
“ZHOU LIU FU” 第 7519199 號 “ZHOU LIU FU

JEWELRY”、第 5591498 號 “ZLF”、第 7508460 號 “**ZLF**” 商標（下統
稱“授權人商標”）已經中華人民共和國國家工商行政管理總局商標局核准
註冊。

- 關於授權人商標許可使用及商標權維權事宜，本公司特授權如下：

- 1、授權周六福珠寶有限公司在中國內地使用本公司商標。
- 2、授權有效期與授權人商標專用期限相同（包括授權人商標續展後的專用期限）。
- 3、授權有效期內，周六福珠寶有限公司有權再授權他人在中國內地使用授權人商標，並自行磋商、簽訂商標許可使用合同、收取許可費用。
- 4、授權有效期內，周六福珠寶有限公司有權自行（以周六福珠寶有限公司名義）在中國內地開展授權人商標維權事務。前述維權事務，包括但不限於就他人的商標侵權行為向相關行政部門投訴、向法院提起訴訟、向公安機關舉報、提起刑事附帶民事訴訟、就涉嫌侵權產品來源等需要商標權人鑒定的事項進行鑒定、進行和解、領取和解或法院強制執行回款項以及一切與授權人商標維權有關的事項。
- 5、除非周六福珠寶有限公司與本公司另行書面約定，授權書簽署之後本公司在中國內地新取得的註冊商標，亦同樣適用授權書。

使用費用及其支付方式由本公司董事李偉柱先生代表本公司與
六福珠寶有限公司磋商一致後另行簽訂協議。協議簽署與否，不影響
授權書的效力。

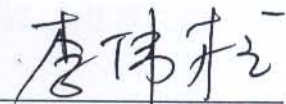
7、即使今後周六福珠寶有限公司企業名稱、住所、法定代表人、股東出現
變更，也不影響授權書的效力。

8、授權書於二〇一五年七月七日簽署，自簽署之日起生效。

- 同意授權董事李偉柱先生代表本公司簽署有關上述授權用之《授權書》。在簽
署上述《授權書》或相關法律文件時，若需要加蓋本公司印章，本公司將會
用的印章式樣如下，並確認決議內印章的效力：

and on behalf of
HONGKONG ZHOU LIU FU JEWELRY LIMITED
香港周六福珠寶國際集團有限公司

Authorized Signature(s)



唯一董事：李偉柱(LI WEIZHU)

授权书

附件七

授权人：香港周六福珠宝国际集团有限公司

住所：UNIT N 12/F KAISER ESTATE PHASE 3 NO. 11 HOK YUEN STREET HUNGHOM KL

香港特别行政区九龙红磡鹤园街 11 号凯旋工商中心三期 12 楼 N 室

董事：李伟柱

茲證明此文件即前面證明書內所提及的附件(七)，
此文件原本經本人查證屬實。

被授权人：周六福珠宝有限公司

住所：深圳市罗湖区翠竹北路石化水贝工业区一栋一层、二层西边

法定代表人：李伟蓬

中國委託公証人：

日期

A4

二〇一五年七月八日

鉴于：

授权人申请注册的第 7519198 号“**周六福** ZHOU LIU FU”、第 7519199 号“ZHOU LIU FU JEWELRY”、第 5591498 号“ZLF”、第 7508460 号“**ZLF**”商标（下统称“授权人商标”）已经中华人民共和国国家工商行政管理总局商标局核准注册。

关于授权人商标许可使用及商标权维权事宜，授权人特授权如下：

- 1、授权被授权人在中国内地使用授权人商标。
- 2、授权有效期与授权人商标专用期限相同（包括授权人商标续展后的专用期限）。
- 3、授权有效期内，被授权人有权再授权他人在中国内地使用授权人商标，并自行磋商、签订商标许可使用合同、收取许可费用。
- 4、授权有效期内，被授权人有权自行（以被授权人名义）在中国内地开展授权人商标维权事务。前述维权事务，包括但不限于就他人的商标侵权行为向相关行政部门投诉、向法院提起诉讼、向公安机关举报、提起刑事附带民事诉讼、就涉嫌侵权产品来源等需要商标权人鉴定的事项进行鉴定、进行和解、领取和解或法院强制执行回款项以及一切与授权人商标维权有关的事项。
- 5、除非被授权人与授权人另行书面约定，本授权书签署之后授权人在中国内地

商标，亦同样适用本授权书。

可使用费用及其支付方式由授权人董事李伟柱先生代表授权人与被
授权人磋商一致后另行签订协议。协议签署与否，不影响本授权书的效力。
即使今后被授权人企业名称、住所、法定代表人、股东出现变更，也不影响
本授权书的效力。

8、本授权书于二〇一五年六月二十七日签署，自签署之日起生效。

授权人：香港周六福珠宝国际集团有限公司

and on behalf of
HONGKONG ZHOU LIU FU JEWELRY LIMITED
香港周六福珠宝国际集团有限公司

董事（签名）：

李伟柱

李伟柱

二〇一五年六月二十七日

附件：

第 7519198 号 “**周六福**”
第 7519198 号 “ZHOU LIU FU”、第 7519199 号 “ZHOU LIU FU JEWELRY”、第 5591498
号 “ZLF”、第 7508460 号 “**ZLF**” 商标注册证书



第 7519198 号

商标注册证

周六福

ZHOU LIU FU

核定使用商品(第 14 类)

银饰品:手镯(首饰);胸针(首饰);链(首饰);项链(首饰);装饰品(珠宝);珍珠(珠宝);戒指(首饰);翡翠;手表(截止)

注册人 香港周六福珠宝国际集团有限公司
HONGKONG ZHOU LIU FU JEWELRY LIMITED

注册地址 香港湾仔轩尼诗道 253-261 号依时商业大厦 1401-2 室
FLAT/RM 1401 14/F EASEY COMMERCIAL BUILDING 253-261 HENNESSY
ROAD WAN CHAI HK

注册有效期限 自公元 2011 年 02 月 28 日 至 2021 年 02 月 27 日止

局长签发

许瑞表



附件



第 7519199 号



商标注册证

ZHOU LIU FU JEWELRY

核定使用商品(第 14 类)

银饰品; 手镯(首饰); 胸针(首饰); 链(首饰); 项链(首饰); 装饰品(珠宝); 珍珠(珠宝); 戒指(首饰); 翡翠; 手表(截止)

注册人 香港周六福珠宝国际集团有限公司
HONGKONG ZHOU LIU FU JEWELRY LIMITED

注册地址 香港湾仔轩尼诗道 253-261 号依时商业大厦 1401-2 室
FLAT/RM 1401 14/F EASEY COMMERCIAL BUILDING 253-261 HENNESSY
ROAD WAN CHAI HK

注册有效期限 自公元 2010 年 10 月 28 日 至 2020 年 10 月 27 日

局长签发

李建昌





第 5591498 号



商标注册证

Z L F

核定使用商品(第 14 类)

银饰品; 手镯 (珠宝); 胸针 (珠宝); 链 (珠宝); 项链 (宝石); 装饰品 (珠宝); 珍珠 (珠宝); 戒指 (珠宝); 翡翠; 手表 (截止)

注册人 李伟柱 440524197712175418

注册地址 广东省深圳市罗湖区水贝工业区 5 栋(华胜大厦)7 楼

注册有效期限 自公元 2009 年 09 月 14 日 至 2019 年 09 月 13 日止

局长签发

李建昌





核准商标转让证明

兹核准第 5591498 号商标转让。

受让人：香港周六福珠宝国际集团有限公司 (HONGKONG ZHOU
LIU FU JEWELRY LIMITED)

受让人地址：香港湾仔轩尼诗道 253-261 号依时商业大厦 1401-2
室 (FLAT/RM 1401 14/F EASEY COMMERCIAL BUILDING
253-261 HENNESSY ROAD WAN CHAI HK)



- 注：1.核准转让商标为注册商标的，本证明应与《商标注册证》一并使用。
2.本证明标注的日期为转让的生效日期。
3.本证明受让人为多个时，第一人为代表人，受让人地址为代表人地址。



第 7508460 号



商标注册证



核定使用商品(第 14 类)

珠宝(首饰); 链(首饰); 手表; 手镯(首饰); 宝石; 翡翠; 戒指(首饰); 耳环; 首饰盒(截止)

注册人 香港周六福珠宝国际集团有限公司
HONGKONG ZHOU LIU FU JEWELRY LIMITED

注册地址 香港湾仔轩尼诗道 253-261 号依时商业大厦 1401 室
FLAT/RM 1401 14/F EASEY COMMERCIAL BUILDING 253-261 HENNESSY
ROAD WAN CHAI HK

注册有效期限 自公元 2011 年 01 月 14 日 至 2021 年 01 月 14 日

局长签发

李建昌

