

**THE COMPANIES LAW
EXEMPTED COMPANY LIMITED BY SHARES**

**MEMORANDUM OF ASSOCIATION
OF**

ORIENTAL CITY GROUP HOLDINGS LIMITED

奧思知集團控股有限公司

1. The name of the Company is ORIENTAL CITY GROUP HOLDINGS LIMITED (奧思知集團控股有限公司).
2. The Registered Office of the Company shall be at the offices of Codan Trust Company (Cayman) Limited, Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands.
3. Subject to the following provisions of this Memorandum, the objects for which the Company is established are unrestricted.
4. Subject to the following provisions of this Memorandum, the Company shall have and be capable of exercising all the functions of a natural person of full capacity irrespective of any question of corporate benefit, as provided by Section 27(2) of The Companies Law.
5. Nothing in this Memorandum shall permit the Company to carry on a business for which a licence is required under the laws of the Cayman Islands unless duly licensed.
6. The Company shall not trade in the Cayman Islands with any person, firm or corporation except in furtherance of the business of the Company carried on outside the Cayman Islands; provided that nothing in this clause shall be construed as to prevent the Company effecting and concluding contracts in the Cayman Islands, and exercising in the Cayman Islands all of its powers necessary for the carrying on of its business outside the Cayman Islands.
7. The liability of each member is limited to the amount from time to time unpaid on such member's shares.
8. The share capital of the Company is HK\$390,000 divided into 39,000,000 shares of a nominal or par value of HK\$0.01 each. *
9. The Company may exercise the power contained in the Companies Law to deregister in the Cayman Islands and be registered by way of continuation in another jurisdiction.

We, the undersigned, are desirous of being formed into a company pursuant to this Memorandum of Association and the Companies Law, and we hereby agree to take the numbers of shares set opposite our respective names below.

Dated this 12th day of December, 2007

**SIGNATURE, NAME, OCCUPATION AND
ADDRESS OF SUBSCRIBER**

**NUMBER OF SHARES
TAKEN BY
SUBSCRIBER**

CODAN TRUST COMPANY (CAYMAN) LIMITED,
a Cayman Islands Company of:

One (1)

Cricket Square, Hutchins Drive,
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

by :

Sharon Pierson

Wilma Wood
Witness to the above signature

Address: Cricket Square, George Town,
Grand Cayman

Occupation: Corporate Administrator

I, Joy A Rankine, Asst. Registrar of Companies in and for the Cayman Islands DO
HEREBY CERTIFY that this is a true copy of the Memorandum of Association of this
Company duly registered on the 12th day of December, 2007

REGISTRAR OF COMPANIES

*: A resolution was passed on 14th August 2009 that the authorised share capital of the
Company be increased from HK\$390,000 to HK\$20,000,000 by the creation of an
additional 1,961,000,000 new shares of HK\$0.01 each ranking pari passu in all respects

with the existing shares of HK\$0.01 each in the share capital of the Company.

Note: If there is any inconsistency between the English and Chinese versions of this document, the English version shall prevail.