



BERMUDA
THE COMPANIES ACT 1981

**MEMORANDUM OF CONTINUANCE OF
COMPANY LIMITED BY SHARES**
Section 132C(2)

**MEMORANDUM OF CONTINUANCE
OF
China Demeter Financial Investments Limited**
國農金融投資有限公司

(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. The Company is an exempted company as defined by the Companies Act 1981.
3. The authorised share capital of the Company is HK\$1,000,000,000 divided into 100,000,000,000 shares of HK\$0.01 each.
4. The Company, with the consent of the Minister of Education and Economic Development, has power to hold land situate in Bermuda not exceeding ____ in all, including the following parcels:-

N/A

5. Details of Incorporation:

Incorporated in the Cayman Islands on 22 September, 2000.

6. The objects of the Company from the date of continuance are unrestricted.
7. The following are provisions regarding the powers of the Company –

Subject to paragraph 4, the Company may do all such things as are incidental or conducive to the attainment of its objects and shall have the capacity, rights, powers and privileges of a natural person, and–

- (i) pursuant to Section 42 of the Act, the Company shall have the power to issue preference shares which are, at the option of the holder, liable to be redeemed;
- (ii) pursuant to Section 42A of the Act , the Company shall have the power to purchase its own shares; and
- (iii) pursuant to Section 42B of the Act, the Company shall have the power to acquire its own shares to be held as treasury shares.

Signed by duly authorised persons in the presence of at least one witness attesting the signature thereof:-

Lam Chun Kei

Director

(Authorised persons)

Ho Yui Pang

Accounting Manager

(Witnesses)

Dated this 8th day of May, 2014