

(Incorporated in the British Virgin Islands and re-domiciled and continued in Bermuda with limited liability)  
("the Company")

## **INCORPORATION**

The Company was incorporated in BVI under the International Business Companies Act of BVI with limited liability under the name of "Windsor Treasure Holdings Limited" on 20 April 2004, and changed its name on 7 October 2004 to "Windsor Treasure Group Holdings Limited" and on 3 May 2007 to "HingLi Home Concepts Ltd.". The Company (re-named as "Hing Lee (HK) Holdings Limited" on 19 November 2008) was subsequently re-domiciled to Bermuda and continued as an exempted company under the Companies Act on 30 March 2007.

The Chinese translation thereof is for reference only and the English version shall always prevail in case of any inconsistency between the English version and the Chinese translation thereof.

**BERMUDA**

**CERTIFICATE OF SECONDARY NAME**

I hereby in accordance with section 10A of *the Companies Act 1981* issue this Certificate of Secondary Name and do certify that on the **17th** day of **November 2008**

**Hing Lee (HK) Holdings Limited**

was registered with the secondary name **興利(香港)控股有限公司**  
by me in the Register maintained by me under the provisions of section 14 of *the Company Act 1981*.



Given under my hand and the Seal of the  
REGISTRAR OF COMPANIES  
this **19th** day of **November 2008**

(Signed)  
for **Registrar of Companies**

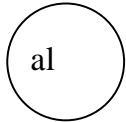
Registration No. 39844

**BERMUDA**

**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

**I HEREBY CERTIFY** that in accordance with section 10 of the Companies Act 1981 **HingLi Home Concepts Ltd.** by resolution and with the approval of the Registrar of Companies has changed its name and was registered as **Hing Lee (HK) Holdings Limited** on the **17th** day of **November, 2008.**

Given under my hand and the Seal of the  
REGISTRAR OF COMPANIES  
this **19th** day of **November 2008**



( Signed )

for **Registrar of Companies**

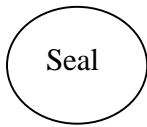
Registration No. 39844

**BERMUDA**

**CERTIFICATE OF INCORPORATION ON CHANGE OF  
NAME**

**I HEREBY CERTIFY** that in accordance with section 10 of the Companies Act 1981 **WINDSOR TREASURE GROUP HOLDINGS LIMITED** by resolution and with the approval of the Registrar of Companies has changed its name and was registered as **HingLi Home Concepts Ltd.** on the **3rd** day of **May, 2007.**

Given under my hand and the Seal of  
the REGISTRAR OF COMPANIES  
this **4h** day of **May, 2007**



(Signed)  
for **Registrar of Companies**

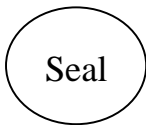
**BERMUDA**

**CERTIFICATE OF CONTINUANCE**

I hereby in accordance with section 132C(4)(d) of *the Companies Act 1981* issue this Certificate of Continuance and do certify that on the **30th** day of **March 2007**

**WINDSOR TREASURE GROUP HOLDINGS LIMITED**

was registered by me in the Register maintained by me under the provisions of the said section and that the status of the said company is that of an **exempted** company.



Given under my hand and the Seal of  
the REGISTRAR OF COMPANIES  
this **2nd** day of **April, 2007**

(Signed)  
for **Registrar of Companies**

**BERMUDA  
THE COMPANIES ACT 1981**

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

**MEMORANDUM OF ASSOCIATION  
OF  
WINDSOR TREASURE GROUP HOLDINGS IMITED**

(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 to be an exempted Company as defined by the Companies Act 1981 (the “Act”).
3. The authorised share capital of the Company is US\$50,000 divided into shares of US\$1.00 each.
4. The Company, with the consent of the Minister of Finance, has power to hold land situate in Bermuda not exceeding \_\_\_\_\_ in all, including the following parcels:-

N/A

5. Details of Incorporation:

The Company was incorporation in the British Virgin Islands under the International Business Companies Act of the British Virgin Islands on 20 April 2004 under the name of “Windsor Treasure Holdings Limited”, and changed its name on 7 October 2004 to “Windsor Treasure Group Holdings Limited”.

6. The objects of the Company from the date of continuance are unrestricted.
7. 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 authorized person in the presence of at least one witness attesting the signature thereof:-

[Signed]

[Signed]

\_\_\_\_\_  
(Director)

\_\_\_\_\_  
Witness

Dated this 13 Day of March 2007