

Secretary's Certificate

Hong Kong Finance Group Limited
香港信貸集團有限公司
Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

We, Codan Trust Company (Cayman) Limited, Assistant Secretary of **Hong Kong Finance Group Limited** 香港信貸集團有限公司 (the "Company") **DO HEREBY CERTIFY** that the following are extracts of written resolutions of the sole Shareholder of the Company passed on 4th September 2013:-

AS ORDINARY RESOLUTION

(B) THAT the authorized share capital of the Company be and is hereby increased from HK\$380,000 divided into 38,000,000 shares of a nominal or par value of HK\$0.01 each (the "**Shares**") to HK\$100,000,000 divided into 10,000,000,000 ordinary shares of HK\$0.01 each by the creation of an additional 9,962,000,000 new shares of HK\$0.01 each in the share capital of the Company and such new Shares to rank pari passu with the existing Shares in all respects.

AS SPECIAL RESOLUTION

4. ARTICLES OF ASSOCIATION

THAT the articles of association of the Company attached hereto and marked "**D**" be and are hereby conditionally adopted and shall become effective upon listing of the Offer Shares on the Stock Exchange as the new articles of association of the Company in substitution for the existing articles of association of the Company.

Sharon Pierson
For and on behalf of Codan Trust Company (Cayman) Limited
Assistant Secretary

Dated this 9th day of September 2013

THE COMPANIES LAW
EXEMPTED COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION

OF



Hong Kong Finance Group Limited
香港信貸集團有限公司

1. The name of the Company is **Hong Kong Finance Group Limited** and its dual foreign name is 香港信貸集團有限公司.
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 and shall include, but without limitation:
 - (a) to act and to perform all the functions of a holding company in all its branches and to coordinate 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;
 - (b) to act as an investment company and for that purpose to subscribe, acquire, hold, dispose, sell, deal in or trade upon any terms, whether conditionally or absolutely, 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 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 meet calls thereon.
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 (Revised).

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\$380,000 divided into 38,000,000 shares of a nominal or par value of HK\$0.01 each, with the power for the Company, insofar as is permitted by law, to redeem or purchase any of its shares and to increase or reduce the said share capital subject to the provisions of the Companies Law (Revised) and the Articles of Association of the Company and to issue any part of its capital, whether original, redeemed or increased, with or without any preference, priority or special privilege 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.
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.