

Note: The English version shall prevail in case of discrepancies or inconsistencies between the English and Chinese versions.

This is a conformed copy not formally adopted by shareholders at a general meeting.

**THE COMPANIES LAW (REVISED)
COMPANY LIMITED BY SHARES**

MEMORANDUM OF ASSOCIATION

OF

ESSEX BIO-TECHNOLOGY LIMITED
億勝生物科技有限公司

1. The name of the Company is **Essex Bio-Technology Limited** 億勝生物科技有限公司.
2. The Registered Office of the Company shall be at the offices of Codan Trust Company (Cayman) Limited, Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands. (*Note 1*)
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 co-ordinate 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 acquire and hold upon any terms and, either in the name of the Company or that of any nominee, 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 carrying on business, 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 make payments thereon as called up or in advance of calls or otherwise and to subscribe for the same, whether conditionally or absolutely, and to hold the same with a view to investment, but with the power to vary any investments, and to exercise and enforce all rights and powers conferred by or incident to the ownership thereof, and to invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may be from time to time determined.

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. If the Company is exempted, it 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\$100,000,000 divided into 1,000,000,000 shares of a nominal or par value of HK\$0.10 each, with 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 capital subject to the provisions of the Companies Law (Revised) and the Articles of Association 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 stated to be preference or otherwise shall be subject to the powers hereinbefore contained. *(Note 2)*

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

Dated this 31st day of July, 2000

SIGNATURE, NAME, OCCUPATION, AND ADDRESS OF SUBSCRIBER	NUMBER OF SHARES TAKEN BY SUBSCRIBER
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CODAN TRUST COMPANY (CAYMAN) LIMITED, a Cayman Islands Company of: Zephyr House George Town Grand Cayman British West Indies	one
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by :

(Sgd.) _____
Neil T. Cox

and :

(Sgd.) _____
Theresa L. Pearson

(Sgd.) _____
Thelma D. McLaughlin
Witness to the above signatures:

Address: Zephyr House, George Town, Grand Cayman, British West Indies

Notes:

- 1. Following a change in the address system in the Cayman Islands and the adoption of a new postal code as a result of a Cayman government mandated change of postal policy in 2006, the board of directors of the Company announced that the registered office of the Company should be at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands.*
- 2. By a written resolution passed by all shareholders of the Company on 13 June 2001, the authorized share capital of the Company was increased from HK\$390,000 to HK\$100,000,000 by the creation of additional 996,100,000 shares of par value of HK\$0.10 each.*