

THE COMPANIES LAW (REVISED)
EXEMPTED COMPANY LIMITED BY SHARES

AMENDED AND RESTATED
MEMORANDUM OF ASSOCIATION
OF

China Starch Holdings Limited
中國澱粉控股有限公司

(Adopted by special resolution passed on 3 February, 2007)

1. The name of the Company is China Starch Holdings Limited 中國澱粉控股有限公司.
2. The Registered Office of the Company shall be at the offices of Codan Trust Company (Cayman) Limited, Cricket Square, Hutchins Drive, P.O. 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 co-ordinate the policies, administration, management, supervision, control, research, planning, trading and any other activities of any subsidiary or affiliated company or companies wherever incorporated or carrying on business or of any group of companies of which the Company or any subsidiary or affiliated company is now or may become a member or which are now or may become in any manner associated with or controlled directly or indirectly by the Company.
 - (b) to carry on all, or any one or more, of the following businesses in all or any of their various aspects:
 - (a) providing services of any kind, financial or otherwise, in, from and to any part of the world outside the Cayman Islands;
 - (b) general trading, importing, exporting, buying, selling and dealing in goods, materials, substances, articles and merchandise of all kinds in, from and to any part of the world, whether as principal or as agent;
 - (c) manufacturing, processing and/or extracting or taking goods, materials, substances, articles and merchandise of all kinds in any part of the world; and
 - (d) investing, developing, dealing in and/or managing real estate or interests therein in any part of the world outside the Cayman Islands;
 - (c) to carry on any other business of any nature whatsoever which may seem to the directors of the Company to be capable of being conveniently carried on in connection or conjunction with any business of the Company hereinbefore or hereinafter authorised or to be expedient with a view to rendering profitable or more profitable any of the Company's assets or utilising its know-how or expertise;
 - (d) 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. 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\$200,000 divided into 2,000,000 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.

This page is not part of the Memorandum of Association of the Company.

China Starch Holdings Limited
中國澱粉控股有限公司

The following resolutions in relation to the increase in the authorised share capital of the Company were duly passed subsequent to the adoption of the amended and restated memorandum of association on 3 February 2007:

- Written resolutions of the sole shareholder of the Company were passed on 5 September 2007, pursuant to which the authorised share capital of the Company was increased from HK\$200,000 to HK\$100,000,000 by the creation of a further 998,000,000 ordinary shares (“Shares”) of the Company.
- An ordinary resolution was passed at an extraordinary general meeting of the Company held on 16 May 2008, pursuant to which the authorised share capital of the Company was increased from HK\$100,000,000 comprising 1,000,000,000 Shares of par value of HK\$0.10 each to HK\$1,000,000,000 comprising 10,000,000,000 Shares by the creation of an additional 9,000,000,000 Shares, such additional Shares to rank pari passu in all respects with the existing issued and unissued shares.