

THE COMPANIES ORDINANCE (CAP. 212)

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

*TANZANIA-CHINA TRADE & TOURISMS
DEVELOPMENT CO. LIMITED*

Incorporated this day of.....2005

Drawn by:

Chen Ke Ren
(Subscriber)
P. O. Box 12631
DAR ES SALAAM

THE COMPANIES' ORDINANCE (CAP. 212)

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

TANZANIA-CHINA TRADE & TOURISM DEVELOPMENT LIMITED

1. The name of the company "TANZANIA-CHINA TRADE & TOURISM DEVELOPMENT LIMITED"
2. The Registered office of the Company will be situated in Tanzania.
3. The objects for which the Company is established are:-
 - (a) To carry on business as tourist agents, and facilitating professional hunters, safari outfitters, safari contractors and guides, conductors of hunting parties and guides for hunting, trophy dealers, travel and tourist's traveling and to provide for tourists and other travelers by way of promoting facilitating conveniences of all kinds such as reserved places, ticket bookings, baggage deposit, courier services, car hire, sleeping cars, enquiry bureaux, hotel and lodging accommodation, guides, motor vehicle hire, aeroplane and motor boats character and otherwise facilitating tourists movements and accommodation, photographic safaris, lodges and hotels, tourism and all related business.
 - (b) To engage in and carry out the business of proprietors and managers of hotels, restaurants, cafes, road houses, motels, safari and holiday camps, caravan sites, guest houses, apartment housekeepers, refreshment and tea rooms, milk and snacks bars, tavern, beer house and lodging housekeepers and to provide food and catering services to individuals, private and public institutions and to industrial and business concerns.
 - (c) To carry on business as safari contractors, organisers and operators, and to equip, organise and arrange hunting, photographic, cinematic, exploration and cinematographic expeditions, water sports and generally to organise and provide facilities for tourist safari adventures of every kind including but not limited to game, fishing, river canoeing, kayaking, and other safaris and expeditions of every description, photographers, suppliers and caterers for hunting, fishing, photographic, sight seeing and other expeditions whatsoever.
 - (d) To manufacture, prepare, pack, distribute, export, transport, buy, sell and generally handle pharmaceutical products, drugstore items, chemical products for agricultural purposes, agricultural products, veterinary preparations, dietetic preparations and patented medicines, surgical and medical supplies and equipment, supplies and equipment for dentist biological products, food additives, cosmetics, oils and all articles, equipment, veterinary consultancy services, drugs, and formulas of all types and descriptions used or useful for treatment of diseases or for the improvement of the health of human beings, animals, livestock and plants and also to manage and direct laboratories for research and analyses of

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animals, livestock, and plant and to operate clinics, hospitals, stores, shops and others and to promote or pursue directly or indirectly the activities of the company in view of the development of all sciences of nature.

- (e) To carry on, either as principals or as agents, a general mercantile and commercial business and/or to engage in, conduct and carry on the business of importing, exporting, bartering, trading, contracting, buying, selling and dealing with wholesale or retail in commodities, machines, goods, wares and merchandise of every class and description raw, manufactured or produced in any place throughout the world; and to act as agents, licensees, factors or brokers of all such products.
- (f) To promote, establish and carry on the business of manufactures, distributors, representatives and agents for all kinds and types of furniture of every description, including processing or wood, formica, chipboard, plywood, timber and every other content used in the manufacturing of furniture and furnishing wood, requisites of all kinds and goods of every description.
- (g) To carry on business of processing of timber and its allied products including timber-cutting production, forestry and cultivation of man-made forest and to process forest products including the process of cutting, lumbering and all other forest products.
- (h) To carry on the business of logging operators, buying and selling of every description, to purchase or otherwise acquire timber leases, licences, and land, obtain rights and trademarks and to dispose of the same from time to time by way of sale, lease or otherwise.
- (i) To manufacture and process every other kind of wooden furniture used for domestic, office, hospital, school and any other purposes with what ever description they are called.
- (j) To carry on all or any business of publishing, printing, distributing and selling of business, management, industrial, scientific, academic, communications, financial, agricultural, social and environmental information technology periodicals, brochures and books and any other reading materials.
- (k) To engage in, conduct in and between any and all the regions and districts in Tanzania, neighbouring countries and other foreign countries, as agents or agents or otherwise, the business of general trucking, forwarding, cartage, storage, warehousing, consolidation, distributing, wharfage, contracting loading, unloading and stevedore business and to conduct as general brokerage commission and customs house, brokerage service business and to handle and forward for transportation by air, highway, water and rail, road between cities, towns, villages and other places in various parts of the world, personal bills, notes, packages, merchandise, luggages, goods, wares, parcels and other movable and personal property over and on such lines and

routes as may from time to time exist and generally to act as agents for land and estate, brokers, charters, auctioneers, clearing and forwarding agents, insurance agents and agency in all its respective branches.

- (l) To carry on all or any of the business of stationers, printers, lithographers, stereotypes, electrotypes, engravers, photographic printers, photolithographers, engravers, typesetting machine operators, die sinkers, envelope makers, book binders, account book manufacturers, machine, rules, numerical printers, paper makers, paper baffles and account book makers, box makers, flax and box file makers, cardboard manufacturers, type founders, photographers, manufacturers of and dealers in playing, visiting, railways, festival, invitation, business complimentary and fancy cards and valentine, dealers in parchment, stamp, agents of payments of stamps and other duties, advertising agents, designers, draftsmen, manufacturers, book sellers, publishers and dealers in materials used in the manufacture of paper, cabinet makers, file rack makers and dealers in or manufacturers or any other articles or things or character similar or analogous to the foregoing or any of them or connected therewith and to deal in the manufacture of and sell by wholesale or retail of school chalks, and secretarial services.
- (m) To carry on the business of customers robe, dress and mantle makers, tailors, silk makers and suppliers of clothing, lingerie and trimmings of every kind, corset makers, furriers, general drapers, haberdashers, milliners, hosiery, glovers, lace makers and dealers, feather dressers and merchants, hatters, boot and shoe makers, dealers in fabrics, ribbons, perfume and flower (artificial and natural) and materials of all kinds.
- (n) To purchase or otherwise acquire the whole or any part of the undertaking and business of manufacturing and marketing, dealing or otherwise handling fishnets, fishing gears, spare parts, fishing equipments and all other items concerned with fishing.
- (o) To carry on the business as bakers and manufacturers of and dealers in bread, flour, biscuits, confectionery, juice, squash, packing and farinaceous compounds and materials of every description and to construct, acquire, hire, hold, work, let and sell, mills, factories, bakehouses, shops, buildings, machinery and appliances suitable for such baking manufacturing and dealing.
- (p) To establish and carry on the business of manufacturing, making and producing of every description of starch products and other derivatives and ancillary starch products and without limiting the generality of the foregoing to engage in the production, manufacturing, selling of the aforesaid products including glucose, dextrin, dextrose, isomers, modified and unmodified starch.

- (q) To purchase, own or otherwise acquire lands, real property, easements, rights and other property, real or personal for the purpose and conducive to the objects of the Company including farming, cultivation of cassava, maize, potato, cereal crops and other agricultural crops which are suitable for the manufacture and production of starch and other derivatives aforementioned.
- (r) To construct steamships, ships, trawlers, catchers, carriers, drifters, fishing boats, boat or other vessels whatsoever, slaughter houses, cold storage premises, warehouses, sheds and other building requisite useful for the business of the Company.
- (s) To carry on business of hairdressing, haircutting, trimming, styling, setting, hair dying, shampoo treatment, massaging of scalp, beauty treatment, relaxing, facial, manicure, pedicure, waxing, acne treatment and all sorts of beauty soap, creams, lotion, all types of cosmetics, hair lotion, essential oils, dentifrices, bleaching preparations and other substances for laundry use, clearing, polishing, scouring and abrasive preparations.
- (t) To carry on business of petrol service station and deal in petrol, diesel, oil, kerosene, mineral oil, crude oil, lubrication oil, grease and / or fuel oil of all kinds and all other kinds of mineral and petroleum products as importers, dealers or distributors and servicing and repairing of vehicles of all types generally.
- (u) To carry on the business of motor vehicle garage and repairing and servicing of all types of vehicles and machineries and the business as dealers, wholesalers, retailers, distributors, agents, importers and exporters of hardware, motor vehicles, bicycles and its spares, agricultural and industrial machineries and spares, electrical machinery, accessories and spares of all kinds.
- (v) To acquire, take-over, promote, establish and carry on all or any of the business of seed crushers and manufacturers and processors of soybeans, linseeds, cottonseeds, groundnuts, simsim, sunflowers and any other seeds and cakes, oil extractors by crushing, chemicals or any other process from the aforementioned plants or other natural and oil substances, prepare, manufacture, mill and render marketable any such oil, to sell, dispose of and deal in any such oil within its prepared manufacture or raw state.
- (w) To carry on the business of meal manufacturers, grain, corn, hay-straw and fodder mechants, vanishes and paint makers, candle and stern makers and manufacturers of lard and margarine and hydrogenated oils.
- (x) To transact any and every description of agency, commission, commercial, industrial, manufacturing, mercantile and financial business, and to carry on as shipping agents, commission agents.

customs agents, provisional merchants, stokist, importers, exporters, omnibuses and coach proprietors and carriers, boat owners, ship owners, amusement carriers and jobmasters.

- (y) To carry on the business of imports of electrical goods of various kinds, machinery, computers, calculators, metals, refrigerators, air - conditioners, cookers, textiles, building materials, industrial joinery spares, agricultural machinery.
- (z) To acquire and undertake the whole or any part of the business, property and liabilities of any person, firm or company carrying in any business which the company is authorized to carry on, or possess property suitable for the purpose of the company.
- (aa) To invest and deal with moneys of the Company not immediately required upon each securities and in such manner as may from time to time be determined.
- (bb) To purchase, lease, or otherwise acquire, and to hold, sell, improve, develop, exchange, mortgage or otherwise dispose of any lands, buildings, machinery or plants, mills, factories, warehouses or any hereditaments.
- (cc) To adopt means of making known the products of the Company as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of works, art or interest, by publication of books and periodicals, and by granting prizes, rewards and donations.
- (dd) To enter into arrangements with any Government or authorities (supreme, municipal, local or otherwise) or any corporation, companies objects or any of them, and to obtain from any such government, Authority, Corporation, Company or person, any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights privileges and concessions.
- (ee) To enter into (partnership or into) any arrangements for sharing profits, union or interests, Co-operation, joint venture, reciprocal, concession, or otherwise with any persons, firm or Company carrying on or engaged in or about to carry on or engage in any business or transaction which this Company is authorized to carry on, or engage in any business or transaction capable of being conducted so as directly or indirectly to benefit this Company. And to lend money to, guarantee the constructs of, or otherwise assist, and sell, hold, reissue with or without guarantee, or otherwise deal with the same.
- (ff) To promote any other Company for the purpose of all or any of the property, and undertaking, or any business or operation which may appear likely to assist or benefit this Company, or to enhance the value

customs agents, provisional merchants, stokist, importers, exporters, omnibuses and coach proprietors and carriers, boat owners, ship owners, amusement carriers and jobmasters.

- (y) To carry on the business of imports of electrical goods of various kinds, machinery, computers, calculators, metals, refrigerators, air - conditioners, cookers, textiles, building materials, industrial joinery spares, agricultural machinery.
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- (bb) To purchase, lease, or otherwise acquire, and to hold, sell, improve, develop, exchange, mortgage or otherwise dispose of any lands, buildings, machinery or plants, mills, factories, warehouses or any hereditaments.
- (cc) To adopt means of making known the products of the Company as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of works, art or interest, by publication of books and periodicals, and by granting prizes, rewards and donations.
- (dd) To enter into arrangements with any Government or authorities (supreme, municipal, local or otherwise) or any corporation, companies objects or any of them, and to obtain from any such government, Authority. Corporation. Company or person. any charters. contracts. decrees, rights, privileges and concessions which the Company may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights privileges and concessions.
- (ee) To enter into (partnership or into) any arrangements for sharing profits, union or interests, Co-operation, joint venture, reciprocal, concession, or otherwise with any persons, firm or Company carrying on or engaged in or about to carry on or engage in any business or transaction which this Company is authorized to carry on, or engage in any business or transaction capable of being conducted so as directly or indirectly to benefit this Company. And to lend money to, guarantee the constructs of, or otherwise assist, and sell, hold, reissue with or without guarantee, or otherwise deal with the same.
- (ff) To promote any other Company for the purpose of all or any of the property, and undertaking, or any business or operation which may appear likely to assist or benefit this Company, or to enhance the value

of the property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares or securities of each Company as aforesaid.

- (gg) To lend and advance money or give credit to such persons, firms or companies and on such terms as may seem expedient, and in particular to customers and others having dealings with the Company, and to give guarantee to become surety for any persons, firms or companies for the due payment of money for the performance of any obligations or liabilities.
- (hh) To receive money or deposit or loan and borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures, or debenture stock (perpetual or otherwise) and to secure the repayment of money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of the company (both present and future) including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the company or any other person or company as the case may be.
- (ii) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts, and clubs calculated to benefit the employees or ex-employees of the company which is a subsidiary company of the company or is allied thereto or associated therewith, or dependents or connections of such persons, and to grant or provide pensions and allowances, to make or enter into arrangements for the provisions of policies of life assurance, pensions or other benefits to or for any Directors or employees of the company, or any such predecessors of such company as aforesaid, or the relations, connections or dependents of any such persons, to pay or contribute towards the payment of premiums in respect of any such policies, pensions or benefits, to establish or support funds, trusts and schemes (including funds, trusts, and schemes providing for payment towards insurance) which may be considered calculated to promote such persons or benefits.
- (jj) To sell or otherwise dispose of the whole or any part of the business or property of the company either together or in portions, for such consideration as the company thinks fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (kk) To purchase or otherwise acquire letters, patents, brevets d'invention, concessions, licenses, rights and privileges subject to royalty or otherwise, and whether exclusive or in-exclusive or limited, or any part interest in such letters, patents, brevets, brevets d'invention, concessions, licenses, right and privileges, whether in East Africa or in any other part of the world.

- (ll) To take all necessary and proper steps with the authorities, national, local, municipal, or otherwise, of any place in which the company may have interests, and to carry on any negotiations or operations for the purpose of directly or indirectly carrying out the objects of the company or effecting any modification in the constitution of the company or furthering the interests of its members, and to oppose any steps taken by any other company or persons which may be considered likely, directly or indirectly, to prejudice the interest of the company or its members.
- (mm) To draw, make, accept, endorse, discount, negotiate, execute and issue, buy, sell and deal in bills of exchange, promissory notes and other negotiable or transferable instruments, amalgamate or enter into partnership or any joint venture or profit - sharing arrangement with, and to co-operation in any way with or assist or subsidize any Company, firm or person.
- (nn) To promote or concur in the promotion of any Company, the promotion of which shall be considered desirable, to lend money to and guarantee the performance of the contracts, obligations of and the payment and repayment of the capital and principal of, and dividend interest or premiums payable on any stock, shares and securities of any Company, firm, or person, whether having objects similar to those of this Company or not, and to give all kinds of indemnities.
- (oo) To sell, lease, grant licenses, easements and other rights over and in any other manner, deal with or dispose of the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit and, in particular, for stock, shares or securities of any other company, whether fully or partly paid up.
- (pp) To acquire any such shares, stocks, debentures, debenture stock, bonds, obligations or securities by original subscription, tender, purchase, exchange or otherwise, and to subscribe for the same, either conditionally or other and to guarantee the subscription thereof, and to exercise and enforce all rights and powers conferred by, or incidental to, the ownership thereof.
- (qq) To issue debentures, debenture stock, bonds, obligations and securities of all kinds and to frame, constitute and secure the same, as may seem expedient, with full power to make the same transferable by delivery or by instrument of transfer or otherwise, and to charge or secure the same by trust deed or otherwise on the undertaking of the company or upon any specific property and rights, present and future, of the company (including, if thought fit, uncalled capital) or otherwise howsoever.
- (rr) To take part in formation, management, supervision of control of the business or operations of any company, and for that purpose to act as Directors, Administrators, Managers, Secretaries or any other capacity

and to appoint and remunerate any directors, administrators, managers, accountants or other expense or agents.

- (ss) To procure the registration of the company in or under the laws of any place outside Tanzania.
- (tt) To purchase, sell, subscribe for, underwrite, or otherwise acquire and hold shares, stocks or other interest in, or obligations of any other company or corporation.
- (uu) To distribute among the members of the company, in kind any property of the company, and in particular shares or securities of other companies belonging to this company.
- (vv) To act as agents, or brokers and as trustees for any person or company and to undertake and perform sub-contracts and to do all or any of the above business in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or jointly with others and either by or through agents, sub-contractors, trustees or otherwise.
- (ww) To do all such things as are incidental or conclusive to the attainment of the above objects or any of them.
- (xx) To carry on the business as developers of immovable property of all kinds, and whether urban or rural construct, erect and maintain either by the company or by any other person, firm or company building structures, houses, flats, shops, hotels, factories, godowns, sewers, roads and all other works erections and things of any descriptions whatsoever either upon land acquired by the company or upon other land and generally to alter develop and improve land and other property.
- (yy) To carry on the business of timber or wooden and steel furniture, carpentry joinery and steel fabrication, manufacturers, importers, exporters, dealers, wholesalers, retailers and or representative for the above goods.
- (zz) To carry on business of all types of agricultural, dairy and industrial equipment, machinery, implements, raw materials, spare parts for industrial, transport agriculture and minerals sector as an importer, exporter, distributors, wholesaler and retailer and also farming business.
- (aaa) To carry on any other business whether manufacturing or otherwise which may seem to the company capable of being conveniently carried on in connection with any of the above business or objects or calculated directly or indirectly to enhance the value of or render profitable any of the company's property or rights for the time being.

- (bbb) To construct, establish, open, acquire, maintain and carry on factories, warehouses, shops, shop premises any similar establishments of all kinds, and in particular but without prejudice to the generality of the foregoing, retail shops, for the sale and / or dealt in by the company, or of provisions, beverages, clothing and other articles or products whatever which may be required by any employee of the company or of any subsidiary and dwelling houses or other accommodation for employees of the company or of any subsidiary.
- (ccc) To purchase, lease, licence, take in exchange or otherwise acquire, any lands, buildings, hereditaments, or premises whether freehold or leasehold, or any estates or interests in such lands, buildings, hereditaments or premises, anywhere in the world or options and licences of any descriptions which the company may think useful of any of its objects or purchases, and to develop, work dispose of or otherwise turn to account the same.
- (ddd) Generally to purchase, take on lease in exchange, hire, or otherwise acquire any movable or immovable property and any rights or privileges which the company may think necessary or convenient for the purpose of its business and in particular any land leases, options over lands or leases, stands, buildings, servitude, machinery, plant and also any concessions, licences trade marks, and other rights in Africa or elsewhere and either solely or jointly with others and to pay thereof in cash or in shares of the company or partly in cash and partly in stock of the company or partly in cash and partly in stock or shares of the company or otherwise.
- (eee) To establish and support, or aid in the establishment and support of associations institutions, and conveniences, calculated to benefit any of the employees or ex-employees of the company, or the dependents or connections of such persons and to grant pensions and allowances and to make payments towards insurance, and to subscribe or guarantee money for charitable or benevolent objects or for exhibition, or for any public, general or useful object.
- (fff) To amalgamate with any other company having objects altogether or in any part similar to those of this company.
- (ggg) To distribute any of the property of the company in specie among the members.
- (hhh) To do all such other things as are incidental or conducive to the attainment of the above objects.
- (iii) To establish, promote and otherwise assist any company or companies for the purpose of acquiring any of the property or furthering any of the objects of this company.

And it is hereby declared that:-

The word "company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether corporate or incorporate, and whether domiciled in the United Republic of Tanzania or elsewhere.

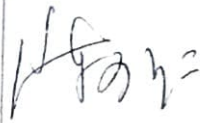


The object specified in each of the paragraphs of the paragraph of this clause shall be regarded as independent objects, and accordingly shall in no way be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph of the name of the Company but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraph define the objects of the separate and distinct compound.

That the meaning of any general word or words in any paragraph of this clause shall not be restricted by being construed ejusdem generis with any particular word or words in the same paragraph.

4. The Liability of the Members is Limited.
5. The capital of the Company is Shillings 600,000,000/= divided into 60,000 shares of Shillings 10,000/= each.

The Company shall have powers to increase its capital and to divide the shares in its capital for the time being into several classes of stock or shares and to attach thereto respectively such preferential, deferred or special rights, privileges, or conditions as may be determined by or in accordance with the Articles of Association of the Company.


WE, the several persons whose names, addresses and description are subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the company opposite our respective names.

NAMES ADDRESSES AND DESCRIPTION OF SUBSCRIPTION	NUMBER OF SHARES	SIGNATURE
CHEN KE REN P.O. Box 12631 DAR ES SALAAM.	40	
CHEN XIN RONG P.O. Box 12631	30	
GUO DONG JIAN P.O. Box 12631 DAR ES SALAAM.	30	

Dated at Sem this 22nd day of July 2005

Witness to the above signatures:

Name : Louis Raymond Chua

Signature : 

Postal Address : P.O. Box 70308 Sem.

Qualification : _____



THE COMPANIES ORDINANCE (CAP. 212)

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

TANZANIA-CHINA TRADE & TOURISMS DEVELOPMENT CO. LIMITED

PRELIMINARY

1. In these regulations:-
"The Ordinance" means the Companies Ordinance Chapter 212 of the Laws of Tanzania.

When any provision of the Ordinance is referred to, the reference is that provision are as modified by any law for the time being in force.

Unless the context otherwise requires, the expressions defined in the Ordinance or any statutory modification thereof in the force at the date at which these regulations become binding on the company, shall have the meaning so defined.

Any words importing the singular shall include the plural and vice versa, and words importing the masculine gender shall include females, and the words importing persons shall include bodies corporate, partnership, firms, cooperatives, societies, etc.

The regulations of Table "A" in the first schedule to the Companies Ordinance (hereinafter called Table "A" shall apply to the company, save in so far as they are varied or excluded hereby, but in case of any conflict between the provisions herein, and the provisions under Table "A" the former shall prevail, and in addition to substitution shall be the regulations of the company.

PRIVATE COMPANY

2. The Company is a Private Company and accordingly:-
 - (a) The right to transfer shares is restricted in manner hereinafter prescribed.
 - (b) The number of members of the company (exclusive of persons who are in the employment of the Company and of persons who have been formerly in the employment of the company were while in such employment to be the member of the company) is limited fifty, provided that where to or more persons hold one or more shares in the company jointly they shall for the purpose of this regulation be tested as a single member.

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in the Company jointly they shall for the purpose of this regulation be treated as a single member.

- (c) Any invitation to the public to subscribed for any shares or debentures of the Company is prohibited.
 - (d) The Company shall not have power to issue share warrants to bearer.
3. The Directors may in their discretion and without assigning any reason thereof refuse to register the transfer or any person whom it shall in their opinion be undesirable for any person whatsoever to admit the membership.
4. Subject of Clauses 2 and 3 hereof the right to members to transfer their shares shall be restricted as follows:-
- (a) No share shall be transferred to a person who is not a member or any person selected by the Directors as one who it is desirable in buying the shares. All share transfers shall be confirmed by Board of Directors.
 - (b) Every shareholder or trustee in bankruptcy, or any person who may desire to sell or transfer any such share and every personal representative of a deceased shareholder shall give notice in writing to the Directors that he desires to make such sale or transfer. Such notice shall constitute the Board of Directors or any member or members of the Company at a price to be agreed upon between the party giving such notice and the Board, or in case of difference to be determined by the Auditor of the Company.
 - (c) Upon price of such shares being agreed on or determined as per Clause (b) above, the Board shall forthwith give notice to such of the shareholders other than the shareholders desiring to sell or transfer the said shares stating the number and the price of such shares inviting the person to whom notice is sent to state within 21 days from the date of such notice whether he is willing to purchase any, if so, what maximum number of such shares. At such shares amongst the shareholders (if more than one) who shall have expressed their desire to purchase the same and as far as may be pro-rata according to the number of shares already held by them respectively, if there be only or one such shareholder, the whole of such shares shall be obliged to take more than the maximum of such shares stated in his answer to the said notice. Upon such apportionment being made or such one shareholder notifying his intention to purchase, as the case may be, the party desiring to sell or transfer such shares shall be bound upon payment of the said price to transfer the shares to the respective shareholders or single shareholder who shall have agreed to purchase, the same.

GENERAL MEETING

NOTICE OF GENERAL MEETING AND PROCEEDING AT GENERAL MEETING

5. Articles 38 to 53 of Table 'A' shall apply subject to the following variations:-
- (a) A general meeting, ordinary or extraordinary may with the consent in writing of all members, be convened on a shorter notice than seven days or without notice.
 - (b) Two members, present either personal or by proxy shall form a quorum.
 - (c) Any ordinary resolution of the Company determined without any general meeting and evidence by writing under the hands of majority of the Directors and of the members other Company holding three-fourths of the issued shares of the Company shall be valid and effectual as an ordinary resolution duly passed at a general meeting of the Company.

DIRECTORS

6. (a) Until otherwise determined by the Company in general meeting the Directors shall be not less than two and not more than six.
- (b) The following persons shall be the first Directors to the Company:-
- 1. CHEN KE REN
 - 2. CHEN XIN RONG
 - 3. GUO DONG JIAN
7. The share holding qualifications for Directors may be fixed by the Company in general meeting and unless and until so fixed no qualification shall be required.
8. The quorum of Directors for transacting business shall unless otherwise fixed, by Directors, be two.
9. A resolution in writing signed by all the Directors then in Tanzania shall be valid and effectual as if it had been passed at a meeting of Directors duly called and constituted.
10. The Directors may from time to time borrow raise moneys for the purpose to the Company which may exceed the issued share capital of the Company.

BORROWING POWERS.

11. The Directors may raise or borrow to the purpose of the Company's business any sum or sums of moneys as they think fit and they may secure the repayment of or raise any such sum or sums as aforesaid by mortgage or charge upon the present and future, including its uncalled or unissued capital or by the issue, at such prices as they may think fit, of bonds or debentures, either charged upon the whole or any part of the property and assets for the Company, not charged, or such other way as the Directors may think expedient.

ALTERNATE DIRECTORS.

12. Each Director may nominate a person, who shall be approved of in writing by the other Directors, to act as Alternate in his place during his absence from Tanzania or inability to act as such Director. Such Alternate Director shall be subject in all other respects to the terms and conditions existing with reference to the Directors of the Company, discharge all the duties and functions of the Director being unable to act during the absence or inability to act as the whom he represents he may subject to the like approval of the other Directors appoint a duly qualified person to act in his place.

SECRETARY

13. The Secretary shall be appointed by the Board for such terms reference to the directors and discharge all duties at such remuneration and upon such conditions as it may think fit, and any Secretary so appoint a duly qualified person to act in his place.

WINDING UP

14. With the sanction of the special resolution of the Shareholders, any part of the assets of the Company including any shares in other Companies may be divided between the members of the Company in specie or may be vested in Trustees for the benefit of such members and the liquidation of the Company may be closed and the Company dissolved but so that no member shall be compelled to accept any shares whereupon there is any liability.

INDEMNITY

15. Every Director, Managing Director, Agent, Auditor, Secretary and other officer for the time being of the Company shall be indemnified out of the Assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or is in connection with

any application (under Section 345 of the Ordinance) in which relief is granted to him by the Court.




ALTERATIONS OR ADDITIONS.

16. Subject to the provisions of the Ordinance and to those contained in the Memorandum of Association, the Company may by special Resolution make alterations or additions to the Articles of Association and any such alterations or additions made shall be as valid and effectual as if originally contained in these Articles and be subject in like manner to alteration by Special Resolution.

ARBITRATION

17. If and whenever any dispute or difference shall arise between the Company and any of the members or their respective representative touching upon the construction or meaning of any of the Articles herein contained or any act matter or thing made or done or omitted to be done or with regard to the rights or liabilities arising there under or arising out of the relation existing between the parties by reason of these Articles or the Ordinance, such differences shall (unless a sole arbitrator be agreed upon) forthwith be referred to the arbitration of three (3) arbitrators, one to be appointed by each party and the third to be appointed by the first two or, in the event of failure to agree within thirty (30) days the procedure laid down in the Arbitration Ordinance (Cap. 15) or any then existing statutory modifications or re-enactments thereof shall apply.

WE, the several persons whose names, addresses and description are subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the company opposite our respective names.

NAMES ADDRESSES AND DESCRIPTION OF SUBSCRIPTION	NUMBER OF SHARES	SIGNATURE
CHEN KE REN P.O. Box 12631 DAR ES SALAAM.	40	
CHEN XIN RONG P.O. Box 12631	30	
GUO DONG JIAN P.O. Box 12631 DAR ES SALAAM.	30	

Dated at Som this 22nd day of July 2005.....

Witness to the above signatures:

Name : Louis Raymond Chua

Signature : [Handwritten Signature]

Postal Address : P.O. Box 70308 Som

Qualification :

