

THE COMPANIES ACT 2002

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

JIAHE DEVELOPMENT CO. LIMITED

Incorporated this Day of 2014

Drawn by:

**ZHANGSHU QUAN
(SUBSCRIBER)
NO. 1 FLAT FUQANG LUTAI
TIANJIN, CHINA NINGHE.**

50000/-
4216073204

THE COMPANIES ACT 2002
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION

25000/-
4216073204

OF

JIAHE DEVELOPMENT CO. LIMITED

- I The name of the company **JIAHE DEVELOPMENT CO. LIMITED**
- II The Registered office of the Company will be situated in Tanzania.
- III The objects for which the Company is established are:-

(a) To carry on the business of manufacturing of mineral water, juice, wines, milk and export import, distributor, trading in alcoholic and non – alcoholic beverages and drinks, wines, spirits, sellers, buyers and exporters of milk whether in liquid or powder form and also to deal and trade in all its allied products such as butter, ghee and ice cream manufactures.

(b) To carry on the business of import and export of foodstuffs, retail, wholesale, to carry on the business as food suppliers, food canners, canning of all types of food hand fruits of all kinds, vegetables, confectioneries and to be food hand fruits of all kinds, vegetables, confectioneries and to be food preservers and packers, to be distributors of foodstuffs, exporters or agents of any kinds of fruits, to be manufactures representatives, brokers wholesalers, retailers in good and producer of all kinds to process, buy. Sell all kinds of foodstuffs inside and outside the country and to deal in all kinds of crop or producer of all kinds. To own supermarkets, sundries, items and general merchandise.

To carry on the business of agriculturist, to plant, grow, import, export, manufacture, blend cure and in any way deal in maize, wheat, flour, ghee, oils, linsees, copra, coconuts, cashew nuts, cotton, kapok, sugar, tea, coffee, cocoa, rice, corn, vegetables, fruits and another produce and all its products and preparations, and to carry on business as planters, farmers, dairymen, fruiterers, timber merchants, and to deal in articles of all kinds commonly dealt in by persons carrying on any of such business and to purchase acquire and / or establish and carry on such business.

To carry on all or any of the business of chemists, druggists, chemical manufacturers and dealers, dry salters, importers, exporters, manufacturers and dealers in pharmaceutical and medical preparations, soups, broths and other restoratives or goods specially suitable or deemed to be suitable for invalids and convalescents, manufacturers of and dealers in anatomical orthopedic, and surgical appliances of all kinds, boot makers, stay makers, corset makers, artificial eye and limb makers, carriage makers, ambulance makers, chemists and druggists and providers of all requisites for hospitals, patients and invalids and to assist, promote establish and contribute, manage control or support sick funds and any association or institutions for providing upon any term or conditions medicines, drugs, medical and surgical preparations and apparatus and restoratives during sickness or illness.

To carry on the business as importers and exporters, general merchants, commission agents del credere agents, factors brokers and indenters of goods, required for aforesaid purposes and to grant and enter into all manner of bonds obligation guarantees and indemnities for or in connection with any of the business and generally to engage in any business or transaction which may seem to the company directly or indirectly conducive to the interest or convenience of the company's member of any section thereof.

To acquire, take over, promote, establish, engage in and carry the business of profession of farmers, planters, harvesters, sprayers, seed growers, glaziers breeders of and dealers of livestock, marker gardeners, arboriculturists, agriculturalists, horticulturists, floriculturists, dairymen, vegetable oil extractors, poultry and bee-keepers and any other business in connection with floriculture, arboriculture agriculture and horticulture.

To carry and promote and trade or business of farm and agricultural inputs, implements, tools, packaging materials and deal in the livestock and or the veterinary health-care products to farmers and stockist, to buy, sell, supply, distribute whether in retail or wholesale fertilizer, insecticides, fungicides, growth stimulants, agro seeds, farm implements and tools, animals feeds, veterinary drugs and any related goods and import and export agriculture and food technology, industries and equipment, manufacture and semi processed products in Tanzania and other parts of the world.

To carry on the business as general suppliers of all sorts and types of goods and services to individuals, offices, industries, shops, schools, factories, hospitals, army, military, ministries and all other government offices, universities and all other places where the services of a supplier are needed.

To carry on the business as general suppliers, importers, exporters, traders, merchants, stockists, wholesalers, retailers and dealers in all types of electrical goods, hardware, building material, timber, fishing gears, groceries, computers, office equipments, stationeries, cooking oils, salts, foodstuffs, cosmetics, oils, spare parts and maintenance, tyres, tubes, tools and accessories for all types of automotive, motor vehicles, agricultural machinery, implements, equipment, all kinds of industrial projects machinery and equipment, paints, spirits sheets, hinges, screws, iron mongery, textiles piece goods, all types of leather goods, shoes, bags and other similar goods.

To carry on the business of importers, exporters, buying selling, dealers in hardware, building materials, sanitary-ware, wall papers, roofing tiles, flooring tiles, supplying industrial equipment's agricultural implements and equipment's spares of every description, plumbers, fittings, decorators, steel fabrication, machine shop, nickel plating, electric plating, making steel windows, doors, frames and roof tresses.

To deal in all kinds of electrical works including repairs, maintenance, electrical accessories, electrical installations, professional advice and general counseling.

To carry on the business in Tanzania or in any part of the world all or any of the business of buying, selling, exchange, merchandising and generally dealing electrical equipment machinery, accessories, spare parts related to electrical works, tools and running electrical workshops.

To carry on the business of dealing in marketing, manufacturing, importing, exporting, stocking, buying, selling whether by wholesale or retail of various categories of goods and merchandise, and to act as commission agents and manufacturers, representatives in all fields. To establish business enterprises whether small scale, industries and generally deal in all kinds of general merchants and to import, export and all either by merchandise and articles of " " description.

To carry on the business of marketing, services, consultancy and selling of all types of information technologies, computer systems, conference systems, telecommunication systems, security systems, public address systems, data communication and to train, research, install and after sale services of electronic systems, voice and data networks and any other systems or components which the company may think fit, necessary or incidental to this business.

To carry on the business as principals, agents or manufactures, representatives of importing, exporting, buying, selling, distributing of new and used motor vehicles, cars, trucks, lorries or other vehicles, motor vehicles spares and parts of all descriptions, railway, fuel and other oils, petroleum of all kinds, tyres and tubes, batteries, battery solution and other spares, accessories, motor cycles, bicycles, tractors, mining equipments, fishing gears, agricultural and industrial machinery and equipments, new and second hand spare parts and accessories and generally to deal in all types of motor spare parts and industrial and agricultural machinery and parts, electronic goods and accessories thereof.

To carry on the business of clearing and forwarding agents, commission agents, transports, freighters, hauliers, customs bonded warehouse and godown keepers, cargo and travel agents, insurance agents, tourist agents, manufacturers' representatives, road contracts, cargo superintendents, packers, machinery haulage specialists, warehousemen, engineers, electricians, motor cars, cabs, omnibus, lorries, oil tank and coach proprietors and transporters, civil transport contractors and transporters by any other means of conveyance of people and goods in Tanzania and the neighbouring counties and in such other place or places as may from time to time be determined by the company, engage in and or otherwise carry on the business as transporters and transport agents, freight forwarders.

To carry on the business of establishing and running supermarkets, department stores, shopping malls, provision stores, groceries and shops of all kinds and description and generally to deal with such activities.

To carry on the business of household, domestic appliance and electrical goods, audio visual goods, electronic items, building material, hardwares, foodstuff, agricultural products and merchandise of every nature, kind and description whatsoever as a dealer, wholesaler, retailer, distributor, importer, exporter and after sales service and repairing.

To carry on the business of wholesalers, retailers, general traders, suppliers, merchants, importers, exporters, stockists and dealers in all types of clothes, textile materials, tie and dye, boutique, shoes, caps, bags, selling second hand clothing, dresses of types and description whatsoever.

To carry on the trade or business of bonded warehousemen, removers, stores packers and carriers of personal property of every description, cleaning and forwarding agents and to issue warrants to persons warehousing goods with the company, and to lend money upon the security of goods.

u) To promote tourism in Tanzania and elsewhere in Africa, to carry on business of travel and tourist agents and tour operators, to promote facilitate traveling to organize hunting, tented-camps, fishing and diving expeditions, safari promoters and undertakers generally and in particular to arrange and manager hunting safaris, photo safaris adventure tours, fishing trips, handling of game trophies and animal skins, catching, harbouring, transporting, wildlife and marine products of all kind.

v) To act as investment company, holding company, finance company and to deal in all types of investment whatsoever. To hold and own shares, land, buildings, shopping malls, residential houses, commercial buildings, invest in securities, bond share debentures, options, warrants, convertible stock, promissory notes, bills of exchange, loans, bills, shipping documents, ships, aircraft, self propelling vehicles and all types of property whatsoever.

To carry on the business of general carriers and traders of goods, mails, passengers, cattle, and public or private conveyors by land, water or air, haulers, haulage contractors, railway, shipping and forwarding agents, truckers, warehousemen, wharfingers, vehicles, lorry proprietors, bonded Carmen, common Carmen and agents, for transport of every description.

x) To act as agents for the management, improvement, development, purchase and sale of property and as agents for the purchase and sale of all manufactured goods, materials, provisions, and agricultural and other produce and for the investment, loan payment, transmission and collection of money and genially to transact and execute all kinds of agency business.

y) To carry of commercial consultants, planners and advisers to any company, corporation, undertaking, firm or individual in the conduct of commercial, industrial, financial and any other business undertaking, and to study and advise on conditions and make recommendations and prepare schemes designed to increase productivity.

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.

aa) To carry on the business as money dealers, money changers and exchangers, financiers, concessionaires, and merchants and to undertake, and carry on, and execute all kinds of financial, commercial, trading, industrial and agricultural operations.

To carry on the business of miners and mining in all their branches and for the said purpose to peg, purchase, take on lease, or exchange or otherwise acquire concessions, grants easements, options, claims, properties, cassettes and effects supposed to contain minerals, diamonds, or other precious stones, and any interest therein, and to explore, mine, work, excise develop and turn to account mines and mining rights and any undertaking connected therewith.

c) To carry on business of deep-sea fishers, fishers, exporters and importers of, and dealers in and factors, brokers and agents for the sale of, fish and fish products of every description; as proprietors and managers of oyster beds, trawlers and fishing boats, as fish curers, fish prepares, fish canners and preservers, oil extractors, manufacturing chemists, fishmongers, provision dealers and general storekeepers, shippers, carriers, shipping agents, carting contractors, motor vehicle owners, lightermen, iron and brass founders, and metal and alloy makers, smelters, refines and workers, engineers, joiners, shipwrights, millwrights and woodworkers.

d) To purchase, take on lease and otherwise acquire for investment or resale any estate, land, buildings, easements and other rights and interests in immovable property or any tenure in Tanzania and elsewhere and to sell let or lease exchange or otherwise dispose of or grant rights over any immovable property, belong to the company.

e) To purchase, take or lease or in exchange, hire or otherwise acquire and hold any state or interest in any lands buildings, casements, rights, licenses secret6 processes, machinery, plants, stock, in trade and real or personal property of any kind.

f) To accept payment for any property or rights sold or otherwise disposed or dealt with by the company either in cash, by installment or otherwise or in fully or partly paid up shares of the company or corporation, with or without deferred or preferred or guaranteed rights.

g) To carry any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on by the Company in connection with the above business or the general business of the company.

h) to act as agents for the sale and purchase of any stocks shares or securities or for any other monetary or mercantile transactions.

To act as executors and trustees of wills and settlements made by customers and others and undertake and execute trusts of all kinds.

To do all or any of the above things in any part of the world and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others and either or though agents, sub-contractors, trustees and otherwise.

(k) To remunerate any person, firm or company rendering services to this company, whether by cash payments or by allotment to him or them of shares or securities of the Company credited and paid in full or in part, otherwise.

To accept for safe custody and keep for customers of the company all kinds of securities valuables and things.

(m) To lend money on any terms that may thought fit, and particularly to customers or other person or corporations having dealing with societies and to give any guarantees that may be expedient.

(n) To advance money to shareholders in the company, and other to the purpose of enabling the person borrowing the same erect or purchase, or enlarge or repair any house or building or to purchase the fee simple or any less estate or interest in, or to take a demise for any term or terms of years of any freehold or leasehold property upon such terms and conditions as the company may think fit.

(p) To invest and deal with the moneys of the Company not immediately required, upon such securities and in such manner as may from time to time be determined.

(p) To distribute among the members in pieces any property of the company, or any proceeds of sale or disposal of any property of the company.

(q) To draw, make, accept, endorse, discount execute and issue promissory notes, bills of lading, warrants, debentures and negotiable or transferable instruments.

(r) To act as agents or brokers, and as trustees for any person firm or company, and to undertake and perform sub-contracts and also to act in any other business of the company through or by means of agents, brokers, sub-contractors or others.

To obtain any provisional order, ordinance or act of Parliament for enabling the Company to carry any of its objects into effect, or for affecting any modification of the Company's constitution, or any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated, directly or indirectly to prejudice the company's interest.

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.

The liability of the Members is limited.

The initial share capital of the company is Tshs.3,240,000,000/= divided into 3,240 shares of Tshs. 1,000,000/= each and the company shall have power to attach there to any preferential, deferred, qualified or other special rights, privileges, restriction, or conditions.

Names, Addresses, and Description of Subscribers	Number of Shares taken by each Subscriber	Signature
1) ZHANGSHU QUAN NO. 1 FLAT FUQANG LUTAI TIANJIN, CHINA NINGHE.	900	张书全
2) LU CHUN JIAN NO. 1 FLAT FUQANG LUTAI TIANJIN, CHINA NINGHE.	900	卢春建
3) ZHANG ZHI CHAO NO. 1 FLAT FUQANG LUTAI TIANJIN, CHINA NINGHE.	600	张志超
4) LU HONG WEI NO. 1 FLAT FUQANG LUTAI TIANJIN, CHINA NINGHE.	600	卢宏维

Dated at Dahu this 6 day of March 2014

Witness to the above signatures

Name : P. G. Chua
 Signature : [Signature]
 Postal Address : [Address]
 Qualification : [Qualification]



5000/-
42116 07325

THE COMPANIES ACT 2002

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

2500/-
42116 07325

JIAHE DEVELOPMENT CO. LIMITED

PRELIMINARY

In these regulations:-

"The Act" means the Companies Act 2002 of the Laws of Tanzania.

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

Unless the context otherwise requires, the expressions defined in the Act 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 Companies Act shall not 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 this regulation the former shall prevail, and in addition to substitution shall be the regulations of the company.

PRIVATE COMPANY

The Company is a Private Company and accordingly:-

- a) The right to transfer shares is restricted in manner hereinafter prescriber.

- (c) Upon price of such shares being agreed on a 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 price of such share 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 the expiration of such days 21 notice the board shall apportion such shares amongst the shareholders (if more than one) who shall have expressed their desire to purchase number of shares already held by them respectively, or if there be only one such shareholder, that the whole of such shares shall be sold to him, provided no shareholder shall be obliged to take more than the maximum number 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 to single shareholder who shall have agreed to purchase the same.

GENERAL MEETINGS: NOTICE OF GENERAL MEETING AND PROCEEDINGS OF THE GENERAL MEETINGS

The regulation of Companies Act shall apply 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) Four members, present either personally or by proxy shall form a Quorum.
- (c) Any ordinary resolution of the company determined without any general meeting and evidenced by writing under the hands of majority of the Directors and of the members of the 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

- (a) Until otherwise determined by the company in General Meeting the Directors shall not be less than two and not more than seven in number.

(b) The following persons shall be the first Directors of the company:-

1. ZHANGSHU QUAN
2. LU CHUN JIAN
3. ZHANG ZHI CHAO
4. LU HONG WEI

7. The shareholding qualification 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 the Directors, be two.
9. A resolution in writing signed by all the Directors then in Tanzania shall be as 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 or raise any money for the purposes of the Company which may exceed the issued share capital of the company.
11. The Directors shall appoint a Chief Executive Officer whose duties shall include the administration of the business and manage the day to day activities of the Company.

BORROWING POWERS

2. The Directors may from time to time in their discretion raise or borrow for the purpose of any Company's business such sum or sums of money as they think fit.

The Directors may secure the repayment of or raise any such sum or sums as aforesaid by mortgage or charge upon the whole or any part of the property and assets of the Company present or future including its uncalled capital for the time being, or by the issue at such price as they may think fit, of bonds or debentures either charged upon the whole or any part of the property and assets of the company or not so charged or in such other way as the Directors may think expedient.

VOTE OF MEMBERS

3. On a show of hands every member present in person shall have one vote.
On a roll every member shall have one vote only for the shares of which he is holder.
4. No member shall be entitled to vote at any general meeting unless all calls or other sums presently by him in respect of shares in the Company have been paid.

DISQUALIFICATION OF DIRECTORS

6. The office of a Director shall be vacated if the Director;
- (a) becomes bankrupt; or
 - (b) is found to be a lunatic or becomes of unsound mind; or
 - (c) resigns his office by notice in writing to the Company;
 - (d) abstains himself from meetings of the directors for a period of six months without special leave of absence from the other Directors.

SEAL

The Directors shall provide for the safe custody of the Seal. The Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors and in the presence of at least two Directors or a Director and Secretary or other person as aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.


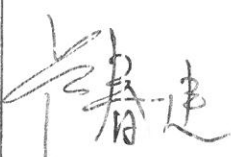


ALTERNATE DIRECTORS

7. Any director shall have power to nominate any person to act or attend as alternate Director during his absence or during his inability so to act. Such Director shall be subject in all respects to the terms and conditions existing with reference to the other Directors and such Alternate Director shall exercise and discharge all the duties of Director whom he represents.

8. Unless otherwise decided by the Directors the quorum necessary to transact business of the Directors shall be two Directors personally present.

SECRETARY


9. The Secretary shall be appointed by the Board for such terms at such remuneration and upon such condition as it may think fit, and any Secretary so appointed may be removed by the Board.

Names, Addresses, and Description of Subscribers	Number of Shares taken by each Subscriber	Signature
1) ZHANGSHU QUAN NO. 1 FLAT FUQANG LUTAI TIANJIN, CHINA NINGHE.	900	
2) LU CHUN JIAN NO. 1 FLAT FUQANG LUTAI TIANJIN, CHINA NINGHE.	900	
3) ZHANG ZHI CHAO NO. 1 FLAT FUQANG LUTAI TIANJIN, CHINA NINGHE.	600	
4) LU HONG WEI NO. 1 FLAT FUQANG LUTAI TIANJIN, CHINA NINGHE.	600	

Dated at Dun this 6 day of March 2014

Witness to the above signatures

Name :

Signature : 

Postal Address :

Qualification :

