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**THE COMPANIES ACT, 2002
(ACT NO. 12 OF 2002)**

PRIVATE COMPANY LIMITED BY SHARES

Memorandum And Articles Association

Of

TIAN TANG GROUP TANZANIA LIMITED

Drawn by:

Li Bin

P.O. Box 3766,

Dar es Salaam.

SUBSCRIBER

TANZANIA
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THE COMPANIES ACT, 2002
(ACT NO. 12 OF 2002)
PRIVATE COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
TIAN TANG GROUP TANZANIA LIMITED

1. The name of the Company is **"TIAN TANG GROUP TANZANIA LIMITED"**
2. The Registered Office of the Company will be situated in The United Republic of Tanzania.
3. The objects for which the Company is established are:-
 - (a) To carry on business as manufactures ,importers, repairers and dealers in all types of building materials, cabinets, chests, furniture, glass, mirrors, hardware, pictures, carpets, mattresses and bedding, curtains and other fixtures, fittings, furnishings and things suitable for use, ornament or decoration in house, shop, office, hotel or other buildings
 - (b) To carry on the trades or business of builders, bricklayers, stone masons, house breakers, pointing contractors, shop front fitters, pavement light makers, painters, plasterers, decorators, French polishers, paper hangers, sanitary engineers, plumbers, joiners, carpenters, undertakers engineers, electricians, monumental masons, lime and cement merchants, steeplejacks, lightning conductor erectors and maintainers garage proprietors in their respective branches.
 - (c) To construct, erect, equip, carry on, work, develop, manage and control railways, tramways, gasworks, electricity works, waterworks, roads, bridges, viaducts, docks, harbours, aqueducts, piers, wharves, canals, reservoirs, irrigations, improvements, sewage and drainage works, and generally any work or works of a public or semi-public character, or of public utility.
 - (d) To carry on business as civil mechanical, electrical and general engineers; as metal and alloy makers, pavers, tar spraying and asphalt contractors, and concrete contractors, bricklayers, pile drivers dwellers, land clearers, pit sinkers, timber merchants, carpenters and woodworkers, dredging contractors builders, plumbers, painters, plasterers, decorators stevedores barge owners, lighter men, carriers, shipping and forwarding agents, and garage proprietors.
 - (e) To undertake the erection, construction, decoration, repair, cleansing and finishing of buildings, constructions and works of all kinds.

Certified true copy of the Original
Sign:..... Date: 22/1/11
GLORIA KISANGI
Advocate, Notary Public & Commissioner
for Oaths

- (f) To manufacture, buy, sell and otherwise deals in glass, pottery, earthenware, bricks, stone, pipes, slates, tiles, concrete, lime cement, plaster, timber, steel, iron, metals and alloys generally, paints, enamels, polishes, lacquers, colours, distempers, papers, builders and decorators, requisites of every description cables, ropes, wires, electrical fittings, wireless broadcasting transmitters and receivers and apparatus and fittings
- (g) To purchase, take on lease or in exchange, or otherwise acquire and hold any lands or buildings wherever with, and to manage, farm or let the same or any part thereof for any period, and at such rent and on such conditions as the company shall think fit, or to develop the same or any part thereof as a building estate; and to construct and erect houses, flats, factories, warehouses and buildings of any kind thereon; to lay out roads and pleasure gardens and recreation grounds; to pull down alter or improve buildings; to plant, drain or otherwise improve the land or any part thereof
- (h) To construct, equip and carry on works for the manufacture of gas and electricity, and to lay mains, and pipes, install services and carry on the business of the provision and supply electricity and gas; to construct reservoirs and waterworks; to lay mains and pipes and supply water; and to provide and fix electric, gas and water fitting.
- (i) To carry on business as builders and decorators, joiners plumbers, metal workers, engineers, electricians, sanitary engineers, merchants and dealers in builders and decorators requisites of all kinds dealers, hotel keepers, house and estate agents, bankers, warehousemen, storage contractors, carriers, motor car, coach and lorry proprietors garage proprietors, tailors, dressmakers, boot and shoe dealers, hosiers hatters clothiers, fro mongers.
- (j) To carry on all or any of the trades or businesses of builders painters, decorators, French polishers, plumbers, metal and alloy workers, engineers, electricians, sanitary engineers, gas engineers joiners, furniture makers, upholsterers, coal, coke and fuel merchants, carriers, garage proprietors, wireless goods dealers, ironmongers and hardware dealers, storage contractors, and shop, office and house furnishers.
- (k) To carry in any part of the world and more particularly in Tanzania and elsewhere all kinds of Guarantees and Indemnity Business, to carry on life, fire, storm, marine, aerial, accident, employer's liability, workman's compensation disease, sickness, survivorship, failure of issue, burglary, robbery, theft, fidelity and transit insurance and in particular:
- (l) To carry on the business of life assurance in all its branches and in particular to grant or effect assurance of all kinds for payment of money by way of single payment, or by several annuities or otherwise, upon the happening of all or any of the following events, namely, the death, or marriage or birth, or survivor-ship, or failure of issue of or the attainment of a given age by any person or persons, or the expiration of any fixed or ascertainable period, or the occurrence of contingency or event which would or might be taken to affect the interest, prospective, or otherwise, of any person or persons in any property, or the loss or recovery of contractual or testamentary capacity in any person or persons, and also (in connection with assurances of the life or lives of the same person or persons, but not otherwise) to grant assurances payable upon or after the happening of personal injuries caused by accident of any description, or upon the happening of sickness or bodily or mental incapacity.

- (m) To adopt such means of making known the aims of the company as may seem expedient and in particular by advertising in the press, by circular, purchase and exhibition of works, arts or interest, by publication of books and periodical, and by granting prizes, rewards and donations.
- (n) To acquire and undertake the whole or any of the business property and liabilities of any person, firm or company carrying on any business which the company is authorized to carry on, or possess property suitable for the purpose of this company.
- (o) To acquire, take over, promote, establish and carry on all or any business as traders, general merchants, commission agents, printers and stationers, imports and exporters, manufacturers, financiers, promoters and financial and monetary agents both in *Tanzania and elsewhere, and to buy sell and deal in property, goods, produce, articles and merchandise of all kinds.*
- (p) To carry on and import or export in connection therewith any trade or business whatsoever which may seem to the Company capable of being conveniently carried out by the Company with or ancillary to its general business or calculated directly or indirectly to enhance the value of any of the Company's property and rights for the time being.
- (q) To invest and deal with the moneys of the Company not immediately required upon such security and in such manner as may from time to time be determined.
- (r) To make, accept, endorse, execute and issue promissory notes, bills of exchange and other negotiable instruments for the purpose of the Company.
- (s) To enter into arrangements for sharing profit, union of interest, amalgamation, joint venture, reciprocal concession or otherwise with any person or Company carrying on or about to carry on any business or transaction capable of being conducted so as directly or indirectly to benefit the Company and to take or otherwise acquire shares, and securities of any such Company and to sell, hold re-issued with or without guarantee or otherwise deal with the same.
- (t) To sell, to buy, improve, manage, develop, lease, mortgage, dispose of, and turn into account or otherwise deal with all or any of the Company's present or future property or rights.
- (u) To enter into any arrangements with any governments or authorities (Supreme, Municipal, local or otherwise) of any Corporations, Companies or persons that may seem conducive to the Company's objects or any of them, and to obtain from any such government authority, corporation, company or union 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.*
- (v) To lend money to, or grant or provide credit or financial accommodation to any person or Company in any case in which such grant or provision is considered likely

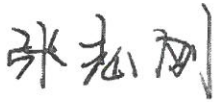

directly or indirectly to further any of the objects of the Company or the interests of its members.

- (w) To invest any moneys of the Company in such investments (other than shares in the Company or its holding Company, if any) and in such manner as may from time to time be determined, and to hold, sell or otherwise deal with such investments.
- (x) To amalgamate with or enter into partnership or any joint purse or profit-sharing arrangement with, or co-operate or participate in any way with, or assist or subsidize any Company or person carrying on any business within the objects of the Company.
- (y) To borrow and raise money and secure or discharge any debt or obligation or binding on the Company in such manner as may be thought fit, and in particular by mortgages or charges upon the undertaking and all or any of the real and personal property (present and future), and the uncalled capital of the Company or by the creation and issue of debentures stock or other obligations or securities of any description.
- (z) To sell, exchange, mortgage, let or rent, share of profit, royalty or otherwise, grant licences, easements, options, servitudes 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 party thereof for such consideration as may be thought fit, and in particular for stocks, shares, debentures or other obligations or securities, whether full or partly paid up, of any other Company.
- (aa) To give any remuneration or other compensation or reward for services rendered in placing or producing subscription of, or otherwise assisting in the issue of, any shares, debentures or otherwise assisting in the issue of, any shares, debentures or other securities of the Company or the conduct of its business.
- (bb) To apply for, hold purchase or otherwise acquire any patents, grovels, invention, licenses, and the like, conferring any exclusive or limited right to use any secret or any information which may seem to the Company capable of being dealt with.
- (cc) To procure, the registration or Incorporation of the Company in or under the laws of any place outside Tanzania.
- (dd) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful objects, or for any exhibition, or for any purpose.
- (ee) To establish or promote, or concur or participate in establishing or promoting any Company the establishment or promotion of which shall be considered desirable in the interests of the Company and to subscribe for, underwrite, purchase or otherwise acquire the shares, stocks and securities of any such Company carrying on or proposing to carry on any business or activity within the objects of the Company.

And shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent Company.

4. The liability of the Members is Limited.
5. The authorized share capital of the company is Tsh. 3,000,000,000, (Tanzania Shillings three billion) divided into 300,000 (Three Hundred Thousand) ordinary shares of shillings 10,000 (Ten Thousand shillings) each.

We, the several persons whose names and addresses 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 set opposite our respective names.

NAMES, POSTAL ADDRESS OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBERS	SIGNATURE OF SUBSCRIBERS
ZHANG ZHI GANG P.O. BOX 3766 DAR ES SALAAM	240,000	
LI BIN P.O. BOX 3766 DAR ES SALAAM	60,000	

Dated this 20th day of July 2011.

WITNESS to the above Signatures:-

Full Name Francis M. Mwanuzi
 Signature 
 Postal Address: 11051
DAR ES SALAAM
 Qualification: Advocate

Certified true copy of the Original
 Sign: [Signature] Date: 20/7/11
GLOBIA KISANGI
 Advocate, Notary Public & Commissioner
 for Oaths

TANZANIA
Stamp Duty Shs 5000/-
PAID ON ORIGINAL
Receipt No. 8280 of 2/8/2011
Kifumba
Stamp Duty Off/Mon

2200/- = 2/8/2011
Kifumba

THE COMPANIES ACT, 2002
(ACT NO. 12 OF 2002)
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
TIAN TANG GROUP TANZANIA LIMITED

PRELIMINARY

1. The regulations in Table A in the First Schedule to the Companies Act, 2002 shall not apply to the Company except so far as the same are repeated or contained in these Articles.

INTERPRETATION

In these Articles, unless the subject or context otherwise requires, the words standing in the first column of the table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof.

WORDS AND MEANINGS

"Articles" these Articles of Association as originally framed or as altered from time to time by special resolution.

"Articles" means these Articles of Association of **TIAN TANG GROUP TANZANIA LIMITED**

"Board" means the board of Directors of the Company or the Directors present at a duly convened meeting of Directors at which a quorum has been attained.

"Company" shall mean of **TIAN TANG GROUP TANZANIA LIMITED**

"Month" shall mean a calendar month.

- "A Shareholder": Any holder from time to time of the shares.
- "The Directors": The directors for the time being of the Company present at a duly convened meeting of the directors at which a quorum is present.
- "The Office" : The registered office for the time being of the company.
- "The Act" : The Companies Act, 2002 and every statutory modification and re-enactment thereof for the time being in force.

2. The company is private company and accordingly, no invitation or offer shall be made to the public (whether for cash or otherwise) to subscribe for any shares in or debentures of

Certified true copy of the Original
Sign: *Gloria Kisangi* Date: 22/9/12
GLORIA KISANGI
Advocate, Notary Public & Commissioner
for Oaths

the company, nor shall the company allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the company with a view to all or any of those shares or debentures being offered for sale to the public.

The company may pay to any person a commission in consideration of his subscribing or agreeing to subscribe, whether absolute or conditional, for any shares in the company, provided that such commission shall not exceed 10 per cent of the price at which such shares are issued, or an amount equivalent to such percentage and the requirements of section 56 of the Act shall be observed.

3. (a) The Directors may subject to Article 48 hereof allot, grant options over, or otherwise deal with or dispose of any relevant securities of the company in accordance with the provisions of these Articles and the Act to such persons and generally on such terms and conditions as the Directors think proper.

(b) The general authority conferred by paragraph (a) of this article shall be conditional upon due compliance with Article 48 hereof and shall extend to the amount of the authorized share capital of the company upon its incorporation.

(c) The Directors shall be entitled under the general authority conferred by paragraph (a) of this Article to make at any time before the expiry of such authority any offer or agreement which will or might require relevant securities of the company to be allotted after the expiry of such authority.

4. If two or more persons are registered as joint holders of any shares any one of such persons may give effectual receipts for any dividends or other moneys payable in respect of such shares.
5. No person shall be recognized by the company as holding any share upon any trust and the company shall not be bound by or required to recognize equitable, contingent, future or partial interest in any share or any right whatsoever in respect of any share other than an absolute right to the entirety thereof in the registered holder, except as by these Articles otherwise expressly provide or as required by law.

SHARE CAPITAL

6. The authorized share capital of the company is Tsh. 3,000,000,000 (Tanzania Shillings Three Billion) divided into 300,000 (Three Hundred Thousand) ordinary shares of shillings 10,000 (Ten Thousand) each with such rights, privileges or conditions as may be determined by or in such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company.

SHARES

7. Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares any share in the capital of the company may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting return of capital or otherwise as the company may from time to time by ordinary resolution determine.

directors, and no member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by statute or authorized by the directors or by the company in general meeting.

107. The directors shall from time to time in accordance with section 153 of the Companies Act 2002 or any statutory modification thereof for the time being in force, cause to be prepared and to be laid before the company in general meeting such profit and loss accounts, balance sheet, group accounts (if any) and reports as are referred to in this section.

108. A copy of every balance sheet (including every document required by the law to be annexed thereto) which is to be laid before the company in General meeting before the date of the meeting together either a copy of the auditors report, shall not less than twenty one days be sent to every member of, and every holder of debentures of, the company and to every person registered under regulations 19. Provided that the regulation shall not require a copy of those documents to be sent to any member of whose address the company is not aware or to more than one of the joint holders of any shares or debentures.

CAPITALISATION OF PROFITS

109. The company in general meeting may upon the recommendation of the directors resolve that the desirable to capitalize any part of the amount for the time being standing to the credit of any of the company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution, and accordingly that such sum be set free for distribution amongst the members who would have been entitled there to distributed by law of dividend and in the same proportions on conditions that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or paying up in full shares not issued or debentures of the company to be allotted and distributed, credited as fully paid up to and amongst such members in the proportion aforesaid, or partly in the one way and partly in the other, and the directors shall give effect to such resolution.

Provided that a shares premium account and capital redemption reserve fund may, for the purpose of this regulation, only be applied in the paying up of shares not issued to be issued to members of the company as fully paid bonus shares.

110. Whenever such resolution as aforesaid shall have been passed the directors shall make all appropriations and applications of the undivided profits resolved to be capitalized thereby, and all allotments and issue of fully paid up shares or debentures, if any, and generally shall do all acts and things to give effect thereto, with full power to the directors to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they as they think fit for the case of shares or debentures becoming distributable in fractions, and also to authorize any person to enter on behalf of all members entitled thereto into an agreement with the company providing for the allotment to them respectively, credited as fully paid up, or any other shares or debentures to which they may be entitled up on such capitalization, or (as the case may require) for the payment up by the company or their behalf, by the application thereto of their respective proportions of the profits of the resolved to be capitalized of the amounts or any part of

the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effectively and binding on all such members.

AUDIT

111. Once at least in every year the accounts of the Company shall be examined and the correctness of the balance sheet ascertained by an auditor.
112. The Directors shall appoint the first auditor who will hold office until the first annual general meeting.
113. *The Directors may fill up any casual vacancy in the office of auditor.*
114. The remuneration of the auditor shall be fixed by the Company in general meeting, except that the remuneration of any auditor appointed by the Directors may be fixed by the Directors.

NOTICES

115. A notice may be given by the company to any member either personally or by sending it by post to him or to his registered address, or (if has registered address in Tanzania, to the address, if any, within Tanzania supplied by him to the company for the giving of notices to him. Where a notice is sent by post, service of the notice shall be deemed effected by properly addressing, prepaying and posting a letter containing the notice and , unless the contrary is proved, to have been effected at the time at which the latter would be delivered in the ordinary course of post.
116. If a member has no registered address in Tanzania and has not supplied to the company an address within The Republic of Tanzania for the giving of notices to him, a notices to him, a notice addressed to him/her, and displayed in the registered office of the company, shall be deemed to be duly given on the day on which it is so displayed.
117. A notice may be given by the company to the joint holders of a share by giving the notice to the joint holder named first in the register in respect of the share.
118. A notice may be given by the company to the persons entitled to a share in consequence of the death or bankruptcy of a member by sending it through the post in a prepaid letter addressed to them by name, or the title of representatives of the deceased, or trustees of the bankrupt, or by any like description, at the address, if any in the United Republic of Tanzania supplied for the purpose by the persons claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.
119. Notice of any general meeting shall be given in the same manner hereinbefore authorized to (a) every member of the company except those members who (having no registered address within the United Republic of Tanzania) have not supplied to the company an address within the United Republic of Tanzania for the giving of notices to them, (b) every person entitled to share in consequence of death or bankruptcy of a

member, who, but for his death or bankruptcy, would be entitled to receive notice of the meeting and (c) the auditors for the time being of the company. No other person shall be entitled to receive notices of general meetings.

WINDING UP

120. If the company shall be wound up the liquidator may, with the sanction of an extraordinary resolution of the company and any other sanction required by the Companies Act, 2002 divide amongst the members in specie or kind the whole or any part of the assets of the company (whether they shall consist of property of the same kind or not) and may, for such purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how such decision shall be carried out as *between the members or different classes of members. The Liquidator may, with sanction, vest the whole or any part of the assets in trustees up on such trusts for the benefit of the contributors as the liquidator, with the like sanction shall think fit, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.*

INDEMNITY

121. Subjected to the provisions of the Companies Act, 2002 every director, managing director, agent, auditor, secretary and other officer for the time being of the Company shall be indemnified in any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted.

ALTERATIONS OR ADDITIONS

122. Subject to the provisions of the Act 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 as 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.

We, the several persons whose names and addresses 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 set opposite our respective names.

NAMES, POSTAL ADDRESS OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBERS	SIGNATURE OF SUBSCRIBERS
ZHANG ZHI GANG P.O. BOX 3766 DAR ES SALAAM	240,000	张志刚
LI BIN P.O. BOX 3766 DAR ES SALAAM	60,000	李斌

Dated this 26th day of July, 2011.

WITNESS to the above Signatures:-

Full Name BEATRICE MARGARETHA MUMTA

Signature [Signature]

Postal Address: [Address]

Qualification: [Qualification]

