

THE COMPANIES ORDINANCE
(CAP. 212)
COMPANY LIMITED BY SHARES

Memorandum

AND

Articles of Association

OF

QINGDAO INDUSTRIAL INVESTMENTS
COMPANY LIMITED

Incorporated this day of , 1998

Drawn by:
LAW ASSOCIATE
(ADVOCATE)
P. O. BOX 11133
DAR ES SALAAM

THE UNITED REPUBLIC OF TANZANIA

CERTIFICATE OF INCORPORATION

NO. ~~B4126~~
34126

QINGDAO INDUSTRIAL INVESTMENTS
COMPANY LIMITED

Is this day incorporated under the Companies Ordinance (Cap. 212)
and that the Company is Limited

Given under my hand at Dar es Salaam, this day of
one thousand nine hundred and ninety

Asst. Registrar of Companies



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THE COMPANIES ORDINANCE (CAP. 212)

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

QINGDAO INDUSTRIAL INVESTMENTS COMPANY LIMITED

1. The name of the Company is "QINGDAO INDUSTRIAL INVESTMENTS COMPANY LIMITED".
2. The registered Office of Company will be situated in Tanzania.
3. The objects for which the Company is established are:-
 - a) To carry on the business of establishing manufacturing industries of whatever description but not limited to manufacturing of all kinds of industrial machineries, agricultural machineries and chemicals, medicine manufacturing, papers, rubber products, mattresses and cushions, soft drinks, mineral water, buildings materials and interior designing materials.
 - b) To carry on business of assembling all kinds of electrical equipments such as televisions, video, radio cassettes, computers, refrigerators and deep freezers, photocopiers and alarm systems.
 - c) To carry on business as manufacturers of building materials, suppliers of furnitures, operators of timber refining factories, estate managers, building contractors and engineers, transporters, hotels and restaurants.
 - d) To carry on business as operators of health centres, dispensaries, clinics and modern hospitals, filling and service stations.

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COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

QINGDAO INDUSTRIAL INVESTMENTS COMPANY LIMITED


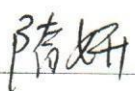

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 - d) To carry on business as operators of health centres, dispensaries, clinics and modern hospitals, filling and service stations.

- (e) To carry on the business as importers, wholesalers, retailers, manufacturers of and dealers in chemicals, gases, drugs, medicines, plasters, desinfectants, salts, acids, laboratory reagents and chemical photographic electrical, surgical, laboratory and scientific furniture, equipment, apparatus and materials.
- (f) To manufacture, buy, sell, improve, treat, preserve, fine aerate, mineralize, bottle, can and otherwise deal in mineral, aerated waters, juice and other liquids of every description.
- (g) To sink wells, and shafts, and to make, build and construct, lay down, acquire and maintain factories, engines, machinery, tramways, docks, plant and appliances and to execute and to do all other works and things necessary or convenient for working, obtaining, storing, treating, preserving, fining, mineralizing, bottling, canning and discharging any such fruit products or otherwise for the purpose of the company.
- (h) To carry on the business of veterinary surgeons in all its branches for the treatment of animals, cattle, sheep, goats, poultry and all livestock generally to attend animals dispense any medicines, perform operations and to do all other acts and things necessary for the carrying of the business of the veterinary dispensary and general pharmacy and to carry on business of wholesale and retail agricultural inputs and plant medicines of all kinds and dealers in surgical instrument appliances and deal in all requisites of veterinary hospitals.
- (i) To carry on the business or trade and deal in the export of all wild live birds, animals, and generally any kind of pets for sale and export, improve, import, deal and trade in carvings, paintings, curios, game skins, pottery, leather and coconut by-products, beeswax, meat ghee, cooking oils, charcoal, corn flour, cloves, cheese and commodities from by-products of milk.
- (j) To carry on and deal in the business of pharmaceuticals, medical preparations chemicals, animal feeds, manufacturing, making and assembling of machines equipment, plants, vessels, devices, of all descriptions using modern technology appropriate and applicable to veterinary and agricultural industries.
- (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 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 person, 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.

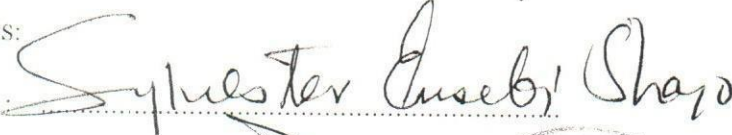
intention is that each of the objects set forth in any sub-clause or by the name of the company. None of such sub-clauses or the objects herein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first sub-clause, but the company shall have full powers to exercise all or any of the powers conferred by any part of this clause and notwithstanding that the business, undertaking, property or acts proposed to be transacted, acquired, dealt with are performed do not fall within the objects of the first sub-clauses of this clause.

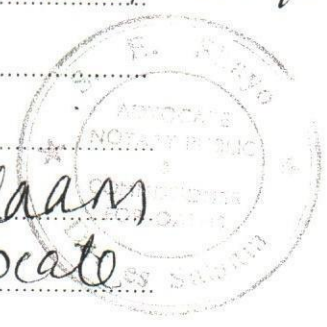
4. The liability of the members is limited.
5. The authorized share capital of the company is Shillings 180,000,000/= divided into 18,000 shares of Shillings 10,000/= each, with power for the company to increase or reduce the said capital and to issue any part of its capital, original or increased, with or without any preference, any postponement of rights or to any conditions or restrictions and so that unless the conditions of issue of shares, whether declared to be preference or otherwise, shall be subject to the power here in before contained.

WE, they several persons whose names, addresses and descriptions 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.

ADDRESSE AND DESCRIPTION OF SUBSCRIBERS	NUMBER OF SHARE	SIGNATURES
MR.GUAN HONGZHONG 35 XINGLONG FIRST ROAD QINGDOA,CHINA	16200	
MRS.SUI YA N 17HUIQUAN ROAD QINGDOA ,CHINA.	900	
MISS GUAN LU 35 XINGLONG FIST ROAD QINGDOA ,CHINA	900	

Dated at Dsm this 7th day of Sept. 192015

Witness to the above signatures:
 Name Sylvester Anselmi Sharo
 Signature : 
 Postal Address : 11934
Dare Salaam
 Qualification : Advocate



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00103951
10-6-98

THE COMPANIES ORDINANCE (CAP. 212)
COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

QINGDAO INDUSTRIAL INVESTMENTS COMPANY LIMITED

PRELIMINARY

book=
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1. In these regulations.

"The ordinance" mean the Companies Ordinance Chapter 212 of the Laws of Tanganyika.

When any provision of the Ordinances referred to the reference in that provision as modified by any law of the time being in force.

Unless the context otherwise requires, the expressions defined in the Ordinance or any statutory modification thereof in 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, co-operative societies, etc.

The regulation 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 the substitution for or the modification of the provisions of Table 'A' the following 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 here in after prescribed.

(b) The number of members of the Company (exclusive of persons who are in the employment of the Company and of the persons who having been formerly in the employment of the Company were in such employment and have continued after the determination of such employment to be members of the Company) is limited to fifty; provided that there where two or more persons holding one or more

shares 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 or Directors of 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 39 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 a 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. GUAN HONGZHONG
2. SUI YAN
3. GUAN LU

7. The shareholding 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 Directors 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, and 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


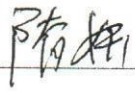
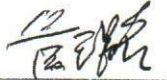
15. Every Director, Managing Director, Agent, Auditor, Secretary and other officer for the time being of the Company shall be indemnified out of the Assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour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

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MISS GUAN LU 35 XINGLONG FIST ROAD QINGDOA, CHINA	900	

Dated at Dom this 7th day of Sept 192015

Witness to the above signatures:

Name

Sylvester Eusebi' Shayo

Signature

:

Postal Address

:

11934
Dares Salaam
Advocate

Qualification

:

:

