

THE COMPANIES ACT (ACT NO. 12 OF 2002)

COMPANY LIMITED BY SHARES

Memorandum

And

Articles of Association

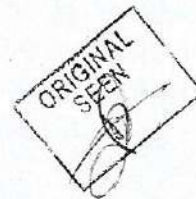
of

AFRICAN QUEEN ADVENTURES LIMITED

Incorporated this day of 2014.

Drawn by:

Matrix Consulting
Advocates and Legal Consultants
King Solomon's House- Corridor Area
P.O. Box 206
ARUSHA.



*Certified true
copy.*



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TANZANIA LIMITED
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THE COMPANIES ACT (ACT NO.12 OF 2002)

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COMPANY LIMITED BY SHARES  
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MEMORANDUM OF ASSOCIATION

OF

AFRICAN QUEEN ADVENTURES LIMITED

1. The name of the company is **AFRICAN QUEEN ADVENTURES 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 engage and carry out the business of travel, tours, operators of travel and tours, booking, reservations, ticketing for flights, cars, buses or coaches and expeditions and also to provide safari services, camping, car hire, agents, sellers representatives, commission agents of travel and tours and all the other businesses associated thereto.
 - (b) ✓ To carry on the business of reservations and bookings, agents, representatives of hotels, lodges, holiday inns, campsites, motels, cottages, summers house, inns, airport hotels and to be agents representatives, partnership, joint venture, franchisers, with other international or local hotels, lodges, holidays inns, motels, airport hotels, case, restaurants.
 - (c) ✓ To engage and carry on the business of tourism, tourism promotion, marketing advertisements, exhibitions, game parks, hunting game hunting, wildlife safaris, fishing, surfing, scuba diving, boat rides, ship liners, mountain climbing, tracking boutiques, shops, curio shops, curio markets for hand made products and goods of all kinds in nature, mineral gem stones, precious stones, precious & non precious metals, jewelers, mineral brokers of all kinds and nature and any other businesses connected to the tourism industry.

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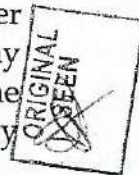
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- (d) To engage and carry on the business of importation and exportation of and selling, buying, agents, distributors of hunting and safari cloths, equipment's, tools, accessories gadgets.
- (e) To engage and carry on the business of importers & exporters, agent, buyers, sellers, distributors, supplies, dealers, producers, commission agents of various kinds, hand made products and goods, gems & precious stones, precious & non precious metals, jewelry, antiques, photography, cinematography, photo cards & post cards.
- (f) To carry on business as importers and exporters of various goods, wholesale and / or retail traders, general merchants, storekeepers, universal providers, factors suppliers and manufacturer's representatives (local or foreign), custom agents, clearing and forwarding agents, insurance agents, couriers, brokers, factors, distributors, specialist merchants, proprietors of multiple shops, variety chain stores, supermarkets and department stores and dealers of commodities and materials of all types nature and every description.
- (g) To erect and construct house buildings or works of every description on any land of the company or upon any other land or property to pull down rebuild enlarge alter and improve existing house, building or works thereon to convert and appropriate any such land and other conveniences and generally to deal with and improve the property of the company.
- (h) To undertake or direct other management of the property buildings lands and estates of any tenure or kind of any persons whether member of the company or not in the capacity of stewards or receivers or otherwise.
- (i) To acquire buy or start-up companies of all types and description and or engage in company formation and administration and act as investors in all categories of business, industry, manufacturing and other services and to operate as investment consultants and advisors.
- (j) To buy, acquire and hold shares, stocks, debentures, debenture stocks other securities or obligations of any other company incorporated in carrying on business in the country or any other part of the world.
- (k) To open and operate a banking account or banking accounts and to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bill of lading, warrants, drafts, cheques, bonds, debentures and other negotiable or transferable instruments.
- (l) To engage in the business of selling, leasing, mortgage or otherwise dispose of the land, houses, building and other property of the company.



- (m) To purchase and sell for any person freehold or otherwise property building or any share or shares interest or interest or *interest therein and to transact* on commission or otherwise the general business of a land agent.
- (n) To receive money on deposit or loan and borrow or raise or secure the payment or money in such manner as the Directors of the Company may think fit and to secure the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Company in any way and in particular by the issue of debentures or debentures stock (perpetual or otherwise) legal and equitable mortgages or charges upon all or any of the company's property (both present and future) including its uncalled capital and to purchase, redeem or pay off any such securities.
- (o) To negotiate loans of every description and to transact business as financiers, promoters financial and monetary agents, to buy and sell by order of and for the account of the customers of the company, shares, debts, instruments and all types of securities and to provide anybody, whether corporate, incorporate, body politic, government or any local authority or association or individual, with capital, credit, means or resources for the prosecution of any works, undertaking, projects or enterprise.
- (p) To carry on the business of advertising contractors and agents, to acquire and dispose of advertising time, space of opportunities in any media, to undertake advertising and promotional campaigns to every nature, to acquire and provide promotional requisites of every kind and description and to carry on any other business which may be usefully carried on in connection with such business and to acquire and undertake the whole or any part of the business, property and liabilities of any person or company carrying on business as such contractors or agents, or any other business which may be usefully carried on in connection therewith.
- (q) To carry on the business of owning and/or operating safari camps, camping site, suites, cottages, road house auto-court and café restaurants, catering hotels, inns, motels, lodges, chalets into any contracts and other arrangements of all kinds with persons having dealings with the Company on such terms and for such periods of time as the Company may from time to time determine, on a commission or fee basis or otherwise; and to carry on any other trade or business, whatever, of a like and similar nature.
- (r) Organising tours, game hunting, mountain climbing, photographic, sight-seeing expeditions, fishing expeditions or safaris and to facilitate such promotion or organisation by the provision for reward or otherwise of professional hunters, guides, or other advisory staff or servants or



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labourers, specialised of other equipment including transport facilities, aircraft, vehicles boats ships, equipment, photographic or cinematographic materials and effects of all kinds.

- (s) To conduct and carry out tourist hotel oriented courses, seminars, workshops, and education, studies and or training for hoteliers, hotel personnel or for any person or people of similar interest.
 - (t) To deal in local art work and handicraft; to promote the export of local artwork and handicraft; to import to produce and to coordinate the marketing and sale of artwork and handicraft;
 - (u) To carry out the business of owning and/or operating restaurants, catering hotels, inns, motels, lodges, chalets, camping site, suites, cottages, road house auto-court and café.
 - (v) To carry out the business of providing requisite provisions and/or services and/or transport facilities to other tour companies or organisations.
 - (w) To carry on the business of a holding and investment company and to do all lawful acts and things whatever, that are necessary or convenient in carrying the business of a holding company or the business of an investment company.
 - (x) To open, operate, manage and run gift shops, cosmetics shops, curio shops, antique shops and to offer for sale all sorts of decorating materials.
 - (y) Generally to do all such other things as may appear to be incidental or conduct to the attainment of the above objects or any of them.
4. The liability of the members is limited.
5. The nominal share capital of the Company is one hundred million (Tshs 100,000,000/-) only, divided into one hundred shares of Tanzanian Shillings one million (1,000,000/=) each, with the power for the company to reduce or increase the same and to alter the value of the shares or to convert the same into stock and to issue shares at par or at premium with preferential, deferred, qualified or with special rights as the company may determine.



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, ADDRESS AND DESCRIPTIONS OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY SUBSCRIBER	SIGNATURE OF SUBSCRIBERS
Alice Jacob Manupa P.O.Box 7104 Arusha Travel Consultant	60	
Hao Zhang P.O.,Box7104 Arusha Businessman.	40	

Dated this 23 day of Jan 2014

WITNESS to the above signatures: -

Name: Francis K Kiwanga
Address: P.O. Box 206, Arusha
Occupation: Advocate

Signature:

Francis Kilian Kiwanga
Advocate, Notary public
&
Commissioner for Oaths
ARUSHA



500/-
4/07/27/1/2014

THE COMPANIES ACT (CHAPTER 212)
COMPANY LIMITED BY SHARES

2500/-
4/07/27/1/2014

ARTICLES OF ASSOCIATION

OF

AFRICAN QUEEN ADVENTURES LIMITED

INTERPRETATION

1. In these Articles the words standing in the first column of the table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column hereof, if not inconsistent with the subject or context: -

WORDS

MEANINGS

The Act

the Companies Act, Chapter 212 of the Laws.

The Station

The Companies Act, and every other statute for the time being in force concerning joint stock companies and affecting the Company.

The Register

The Register of Members of the company.

The office

The Registered office of the company.

The Seal

The Common Seal of the Company

Month

Calendar Month

Paid up

Includes credited as paid up

Dividend

Includes bonus

On Writing

Written or printed or produced by any substitute for writing or printing

The Board

The Board of Directors for the time being of the company

Members

A holder of paid-up shares

2. Words importing the singular number only shall include the plural number and vice versa.

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Words importing the masculine gender only shall include the feminine gender.
Words importing persons shall include corporations.

APPLICATION OF TABLE "A"

3. The regulations in Table 'A' in the first Schedule to the Companies Act, Chapter 212 of the Laws shall not apply to the company except in so far as the same are repeated or contained in these Articles.

PRELIMINARY

4. It shall not be an objection to any agreement for acquisition of any property or rights to which the Company may be a party that the other parties thereto, or some or one of them may be promoters or a promoter of the Company or that in the circumstances the Directors of the Company do not constitute an independent Board and every member of the Company, present or future, shall be deemed to join the Company on this basis.

PRIVATE COMPANY

5. The Company is a "Private Company" within the meaning of Section 27 of the Act and accordingly (1) no invitation shall be issued to the public to subscribe for any shares or debentures of the Company (2) the number of members of the Company [not including persons who are in the employment of the Company, and persons who, having been formerly in the employment and have continued after the determination of that employment to be members of the Company] shall be limited to fifty, provided that, for the purposes of this provision, where two or more persons held one or more shares in the Company jointly, they shall be treated as a single member; and (3) the right to transfer the shares of the Company is restricted in manner and to the extent hereinafter appearing.

SHARES

6. In Clause 2 of Table "A" the words "Ordinary Resolution" shall be substituted for the words "Special Resolution" where these words first occur.
7. The shares shall be at the disposal of the Directors, and (save as otherwise directed by the Company in General Meeting, they may allot or otherwise dispose of them to such persons at such times and generally on such terms and conditions as they may think proper subject nevertheless to Article 3 provided that no share shall be issued at a discount, except as provided by Section 60 of the Act

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TRANSFER AND TRANSMISSION OF SHARES

13. No transfer of any share in the capital of the Company to any person whether already a member of the Company or not shall be made or registered without the previous sanction of the Directors, who may, without assigning any reason, decline to give such sanction and shall so decline in the case of any transfer the registration of which would involve a contravention of Article 4 hereof. The Directors may also suspend the registration of transfers during fourteen days immediately preceding the Ordinary General Meeting in each year.
14. The Directors may decline to register any instrument of transfer unless (a) such a fee not exceeding two shillings or as the Directors may from time to time determine, is paid to the Company in respect thereof, and (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer. The Directors may decline to register any transfers of any shares on which the Company has a lien. If the Directors refuse to register a transfer of any shares, they shall within two months after the date on which the transfer was lodged with the Company send to the transferee notice of the refusal as required by Section 80 of the Act.
15. Any member desiring to dispose of any share or shares held by him shall intimate to any Director in writing the numbers of such shares and the price at which he is willing to sell the same. Such notice shall constitute such Director the selling Agent of the member and on receipt of such notice the Director shall forthwith inform or cause to be informed all other members of the proposed sale and on receiving offers from any other member or members within thirty days for the purchase of the shares, shall submit the names of the proposed purchaser or purchasers to the Board of Directors who may sanction the transfer, or in the event of more than one offer being received may allot the shares for sale among the proposed purchasers in such manner or proportions as the Board of Directors may, in their sole discretion, deem fit. Such sanction and/or allocation shall be binding upon the proposed purchaser or purchasers who shall thereupon be bound to pay the stipulated price and upon payment thereof the proposed seller shall be bound to transfer the share or shares to the purchaser. In the event of the proposed seller defaulting in transferring he said share or shares, the Board of Directors may receive the purchase price and the Directors shall hereupon cause the name of the purchaser or purchasers to be entered in the Register of Members as the holder of the share or shares and shall remit the purchase money to the seller or retain it in trust on his behalf until he claims it. The receipt by two Directors for the purchase money shall be a good discharge to the purchaser and after his name has been entered in Register of Members in purported exercise of the aforesaid power, the validity of the proceedings shall not be questioned by any person and the remedy (if any) of the former holder of the shares or of any person claiming through or, under him shall be against the Company and in

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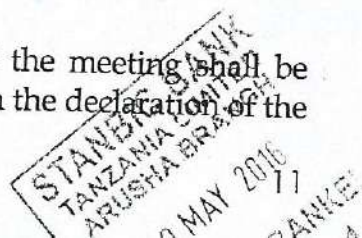
damages only. If the shares or any of them are not sold to existing members, the member desiring to sell may sell to any person not a member of the Company but so that the price paid by such persons shall be not less than the price fixed by the selling member in his notice to the Director hereinbefore referred to land in any event the Directors shall not be bound to register any person as a member unless such person has been approved in writing by the Board of Directors.

FORFEITURE OF SHARES

16. If a member fails to pay any call or installment of a call on the day appointed for payment thereof the Directors may, at any time thereafter during such time as any part of such call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid together with any interest which may have accrued and any expenses incurred by reason of such non-payment. Such notice shall state the place at which the payment required by such notice is to be made.
17. An entry in the Minute Book of the Company of the forfeiture of any shares, or that any have been sold to satisfy a lien of the Company, shall be sufficient evidence as against all persons claiming to be entitled to such shares that the said shares were properly forfeited or sold; and such entry and the receipt of the Company for the price of such shares shall constitute a good title to such shares, and the name of the purchaser shall be entered in the Register of Members as a member of the Company and he shall not be bound to see to the application of the purchase money nor shall his title to the said shares be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture or sale. The remedy (if any) of the former holder of such shares, and of any person claiming under or through him shall be against the Company and in damages only.

PROCEEDINGS AT GENERAL MEETINGS

18. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Two members personally present shall be a quorum.
19. The Chairman (if any) of the Board of Directors shall preside at every General Meeting but if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to act as Chairman the members present shall choose a Director or if no Director be present, or if all Directors present decline to take the chair, they shall choose a member present to be Chairman of the meeting.
20. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless if a poll is (before or on the declaration of the



result least two members personally present in person or by proxy at the meeting or by the holder or holders present in person or by proxy of at least one twentieth part of the issued ordinary share capital of the Company and unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the Minute Book of the Company shall be conclusive evidence thereof without proof of the number or proportion of the votes recorded in favour of or against such resolution.

21. A resolution in writing signed by every member of the Company shall have the same effect and validity as an Ordinary Resolution of the Company passed in General Meeting duly convened and constituted, but this provision shall not apply to a resolution for winding up the Company or to a resolution passed in respect of any matter which by the Act or these presents is required to be dealt with in general meeting of the company.

VOTES OF MEMBERS

22. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his authorized in writing or if the appointer is a corporation, either under its common seal or under the hand of an officer or attorney duly authorized. No person shall act as a proxy unless either he is entitled on his own behalf to be present and vote at that meeting at which he acts as proxy or he is appointed to act at the meeting as proxy for a corporation but a proxy for or representative of a corporation, unless entitled on his own behalf to be present and vote at the meeting, shall not act except for the corporation which appointed act as a proxy unless either he entitled on his own behalf to be present and vote at that meeting at which he acts as proxy or he is appointed to act at the meeting as proxy for a corporation but a proxy for or representative of a corporation, unless entitled on his own behalf to be present and vote at the meeting, shall not act except for the corporation which appointed him.

DIRECTORS

- 23(a) Unless and until otherwise determined by the Company in General Meeting the number of the Directors shall not be less than two or more than ten. The first Directors shall be appointed by the subscribers of the Memorandum of Association. A Director shall not require share qualifications.



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such provisions for the protection and convenience of persons dealing with any such Attorney as the Directors may think fit, and may also authorize any such Attorney to sub-delegate all or any of the powers, authorities and discretions vested in him.

29. The Directors may raise or borrow for the purpose of the company's business such sum or sums of money as they think fit and 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 and future, including its uncalled or un-issued capital, charged upon the whole or any part of the property and assets of the or by issue, at such prices as they think fit, of Bonds or Debentures either Company or not so charged, or in such other way as the Directors may think expedient.
30. The Company may exercise the powers conferred by section 43 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Directors.
31. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be in such manner as the Directors from time to time by resolution determine.
32. The Directors shall cause minutes to be made in books provided for the purpose:-
 - [a] Of all appointments of officers made by the Directors.
 - [b] Of the names of the Directors present at each meeting of the Directors and of any committee of the Directors.
 - [c] Of all resolutions and proceedings at all meetings of the Company and of directors and of Committees of Directors.

DISQUALIFICATION OF DIRECTORS

33. The Office of the director shall be vacated, if the director:-
 - [a] Becomes bankrupt in this country or in any country which is declared to be a reciprocating country or in any country which is declared to be a reciprocating country under Section 147 of the Bankruptcy Act [Cap 25] or becomes insolvent or enters into any arrangement with his creditors; or
 - [b] Becomes prohibited from being a Director by reason of any order made under Section 197 or 382 of the Act; or

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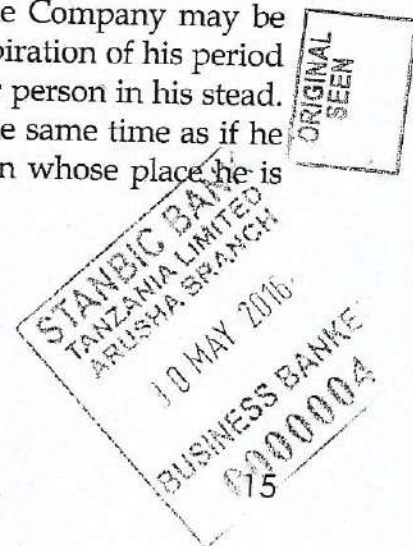
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- [c] Is found lunatic or becomes of unsound mind; or
 - [d] Resigns his office by notice in writing to the Company; or
 - [e] If he absents himself from the meetings of the Directors during a continuous period of six months without special leave of absence from the other Directors and they pass a resolution that he has by reason of such absence vacated office.
34. A Director may hold any other office or place of profit under the company [except that of auditor] upon such terms as to remuneration tenure of office and otherwise as may be determined by the Board. A Director of the Company may also accept office as a Director of any Company promoted by the company or in which the Company is interested and may subscribe for or otherwise acquire shares in such company and shall not be accountable (unless otherwise agreed) for any benefit received by him as a Director or member of such Company. A Director may act by himself or his firm in a professional capacity for the Company and he or his firm shall be entitled to remuneration for his services as if he were not a Director.
35. A Director shall be capable of contracting or participating in the profits of any contract with the Company in the same manner as if he were not a Director, subject nevertheless to the provision that he shall declare the nature of his interest in any contract or proposed contract in which he is interested in manner required by Section 209 of the Act, but such declaration shall not be necessary where the Board is already aware of the interest of such Director in respect of any such contract or proposed contract in which he is so interested as aforesaid and his vote shall be valid. A general notice that a Director is member of any specified firm or company and is to be regarded as interested in any subsequent transaction with such firm or company shall be a sufficient disclosure under this clause and after such general notice it shall not be necessary to give any special notice relating to any particular transaction with such firm or company.

ROTATION OF DIRECTORS

36. Subject to any agreement for the time being subsisting the Company may by extraordinary resolution remove any Director before the expiration of his period of office and may by an ordinary resolution appoint another person in his stead. The person so appointed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

PROCEEDINGS OF DIRECTORS



37. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed shall be two.
38. A resolution in writing signed by all the Directors for the time being in Tanzania (including, if any Director shall be absent from Tanzania, the alternate or substitute Director, if any appointed by him) shall be as valid and effectual, as a resolution passed at a duly convened and constituted meeting of the Directors; notwithstanding that the same may be signed at different times and places.
39. It shall not be necessary to give notice of meeting of Directors, to any Director for the time being absent from Tanzania.
40. Any minute of any meeting of the directors of the Company if purporting to be signed by the chairman of such meeting or by the chairman of the next succeeding meeting, shall be conclusive evidence, without any further proof, of the facts therein stated.

ALTERNATE DIRECTOR

41. Any Director may from time to time and at any time appoint any person (not disapproved on appointment by a majority of the other Directors for the time being) to be an alternate Director of the Company, and may at any time remove the alternate Director so appointed shall not be entitled to receive any remuneration from the Company nor be required to hold any qualification but shall be entitled (subject to his giving to the company an address within Tanzania at which notices may be served on him) to receive notices of and attend all meeting of the Directors and to vote as a Director at any such meeting at which the Director appointing him is not present and generally in the absence of his appointer to perform all functions of his appointer as a Director. An alternate Director may be removed from office by ordinary resolution of the company in General Meeting and shall ipso facto cease to be an alternate Director if his appointer ceases for any reason to be a Director. All appointments and removals of alternate Directors made by any Director in pursuance of the provisions of this Article shall be in writing under the hand of the director making the same and left at the registered office of the company. The nomination of an alternate Director shall be valid if made by cable or telegram provided such nomination shall be confirmed within three months from the date of such cable or telegram by a written nomination complying with the above mentioned requirements and any act done by the alternate Director nominated in such cable or telegram between the date thereof and the date of the receipt within the prescribed period by the Company of the Written nomination shall be as valid and effectual as if such alternate Director had been duly appointed in the first instance.

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42. A Secretary of the Company may be appointed by the directors who may from time to time or at any time appoint a person, firm or company to act temporarily as substitute for the Secretary for the time being of the Company, and any person, firm or company so appointed shall, while so acting be deemed for all purposes to be the Secretary of the company.

DIVIDENDS AND RESERVE

43. The directors may from time to time pay to the members such interim dividends as appear to the Directors to be justified by the profits of the Company according to the estimate formed by them thereof.
44. The directors may deduct from any dividends payable to any member all sums of money (if any) presently payable by him to the Company on account of calls or otherwise.
45. (a) The Company at any General Meeting at which a dividend is declared may resolve that such dividend be paid wholly or in part by the distribution of specific assets and in particular of paid-up shares, debentures of debenture stock of any other company or in any one or more of such ways; provided always that no distribution shall be made which would amount to a reduction of capital except in the manner appointed by law.
- [b] The Company in General Meeting may at any time and from time to time pass a resolution to the effect that it is desirable to capitalize a sum, being the whole or part of the undivided profits of the Company then standing to the credit of the reserve fund or to the credit of the profit and loss account (or representing premiums received on the issue of shares and standing to the credit of the share premium account) or being otherwise available for distribution and accordingly that such be capitalized and distributed free of income tax among the holders of Ordinary Shares of the Company (or their nominees) at the date of the passing of such resolution in proportion to the amount of capital paid up for the time being on the Ordinary Shares held by them respectively and that the Directors be authorized to distribute among them (or their nominees) un-issued shares credited as fully paid up to the like nominal value and in the like proportion and in satisfaction of such capitalized sum.
- [c] When such resolution has been passed, the Directors may allot and issue un-issued shares as fully paid up to the holders of Ordinary Shares of the Company (or their nominees) in satisfaction of the said capitalized sum and as nearly as may be in proportion to the amount of capital paid up for the time being on the Ordinary Shares held by them respectively with full power to make such provision as they may think expedient for the case of

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fractions and, before such allotment (if they think fit) may authorize any person acting on behalf of the holders of any Ordinary Shares of the Company to enter into an agreement with the Company provided for the allotment to them (or their nominees) of such shares credited as fully paid up and in satisfaction as aforesaid and any agreement made under such authority shall be effective.

ACCOUNTS

46. The Board shall cause proper books of accounts to be kept with respect to:-
- [a] All sums of money received and expended by the company and the matters in respect of which the receipt and expenditure take place;
 - [b] All sales and purchases of goods by the Company; and
 - [c] The assets and liabilities of the Company.
47. The books of account shall be kept at the office or (subject to the provisions of the Act at such other place or places as the Board thinks fit, and shall always be open to the inspection of the directors.
48. The Board shall from time to time determine whether and to what extent and, at what times and places and under what conditions or regulations the accounts and the books of the Company or any of them shall be open to the inspection of members not being 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 Act or authorized by the Board or by the Company in General Meeting.
49. The Board shall from time to time, in accordance with Section 153, 155, 159 and 166 of the Act, cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, balance sheets and reports as are referred to in that Section.
50. A copy of every balance sheet including every document required by law to be annexed thereto which is to be laid before the Company in general meeting together with a copy of the Auditor's report shall not be less than seven days before the date of the meeting be sent to all persons entitled to receive notices of General Meetings of the Company.
51. Where any asset, business or property is bought by the Company as from a past date (whether such date be before or after the incorporation of the Company) upon the terms that the company shall as from that date take the profits or bear the losses thereof, such profits or losses, as the case may be, shall at the discretion or the Directors, be credited or debited wholly or in part to the

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revenue accounts and in that case the amount so credited or debited shall, for the purpose of ascertaining the fund available for dividend be treated as a profit or loss arising from the business of the Company any available for dividend accordingly.

52. For the purposes of making up the company's Balance Sheet or Profit and Loss Account the directors may estimate the value of any of the Company's property and assets the value of which cannot be accurately and definitely ascertained and in so doing may rely upon reports, estimates and valuations made by any Directors, officer or any error in estimates made in the bonafide exercise of the discretions hereby conferred on them.

AUDIT

53. 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.
54. The Company at each Ordinary General Meeting shall appoint an Auditor to hold office until the next Ordinary General Meeting, and his appointment, remuneration, rights and duties shall be regulated by Sections, 170 to 179 of the Act.
55. No director or other officer of neither the Company nor any person who is a partner of or in the employment of or an officer of the Company nor any corporation shall be capable of being appointed Auditor of the Company.
56. Any notice or document may be served by the Company upon any member, either personally or by sending it through the post in a prepaid letter, envelope or wrapper, addressed to such member at his registered place of address.
57. If a member or director has no registered address in Tanzania and has not supplied to the Company an address within the country for the giving of notice to him and posted up in the registered Office of the Company shall be deemed to be duly to served on him on the day it is so posted up.

BORROWING POWERS

58. The Directors may raise or borrow for the purpose of the company's business such sum or sums of money 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 whole or any part of the property and assets of the Company, present and future, including its uncalled or un-issued Capital or by the issue, at such price as they may think fit, of Bonds or Debentures, either charged upon the whole or any part

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of the property and assets of the company or not charged, or in such other way as the directors may think expedient.

LIEN

59. The Company shall have a first and paramount lien upon all shares (whether fully paid or not) registered in the name of any Member, either alone or jointly with any other person for his debts, liabilities and engagements, whether solely or jointly with any other person to or with the Company whether the period for the payment, fulfillment or discharge thereof shall have actually arrived or not and such lien shall extend to all dividends from time to time declared in respect of such shares. But the directors may at any time declare any share to be exempt wholly or partially from the provisions of this Article.

WINDING UP

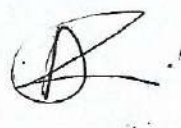
60. In a winding up the liquidator may, with the sanction of an Extra-ordinary Resolution, distribute all or any of the assets in specie among the members in such proportions and manner as may be determined by such resolution provided always that if any such distribution is determined to be made otherwise than in accordance with existing rights of the members, every member shall have the same right of dissent and other ancillary rights as if such resolution were a Special resolution passed pursuant to Section 342 of the Act.

INDEMNITY

61. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities (including any such liability as is mentioned in paragraph (c) of the proviso to Section 214 of the Act) which he may sustain, incur in or about the execution of the duties of his office or otherwise in relation thereto, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or relation thereto. But this Article shall have effect in so far as its provisions are not avoided by the said Section 214 of the Act.



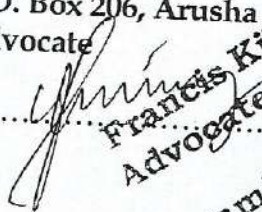
We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names;

NAMES, ADDRESS AND DESCRIPTIONS OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY SUBSCRIBER	SIGNATURE OF SUBSCRIBERS
Alice Jacob Manupa P.O.Box 7104 Arusha Travel Consultant	60	
Hao Zhang P.O. Box 7104 Arusha Businessman.	40	

Dated this 24 day of Jan 2014

WITNESS to the above signatures: -

Name: Francis K Kiwanga
Address: P.O. Box 206, Arusha
Occupation: Advocate

Signature: 

Francis Kilian Kiwanga
Advocate, Notary public
&
Commissioner for Oaths
ARUSHA

Certified true copy

F. Kwana

