

THE COMPANIES ACT 2002

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

**ASIANO GLOBAL INVESTMENT
COMPANY LIMITED**

Incorporated this day of 2015

Drawn by:

**KEVIN PAN CHIA-WEN
(PROMOTER OF THE COMPANY)
30TH FLOOR, KIC INTERNATIONAL CENTRE
NO. 333, JIANGDONG ROAD
JIANYE DISTRICT, NANJING CITY
CHINA**



THE UNITED REPUBLIC OF TANZANIA

Certificate of Incorporation

No.

I hereby certify that

**ASIANO GLOBAL INVESTMENT
COMPANY LIMITED**

**Is this day incorporated under the Companies Act 2002,
and that the Company is Limited**

Given under my hand at Dar es Salaam

this day of Two thousand and Fifteen

Seal

Registrar of Companies



TANZANIA
Stamp Duty Shs. 5000/-
PAID IN ORIGINAL
6150114-01-2016
Stamp Duty Office

TANZANIA
Stamp Duty Shs. 2500/-
Receipt No 6150114-01-2016
Stamp Duty Office

THE COMPANIES ACT 2002
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
ASIANO GLOBAL INVESTMENT
COMPANY LIMITED

- I The name of the company is **Asiano Global Investment Company Limited.**

- II The Registered office of the company will be situated on the mainland of the **United Republic of Tanzania.**

- III The objects for which the company is established are:-
 - (a) To carry on the business of estate developers, real estate, to buy land and construct new buildings, to act as landlords for collecting rent from tenants, carry on the business of buying and resale of land and buildings, erect and maintain building structures, flats, shops, hotels, factories, godowns, warehouses, and generally to alter, develop and improve land and other properties including schools, hospitals and shopping complexes.

 - (b) To carry on the business of an investment and holding company in all its branches, and to acquire by purchase, lease, concession, grant, licence or otherwise such businesses, rights, privileges, lands, buildings, leases, underleases, stocks, shares, bonds, securities, rights and interests in property as the company shall deem fit and generally to hold, manage, develop, lease, sell or dispose of the same, and to act as trustees of any deeds constituting or securing any debentures, debenture stock or other securities or obligations; to establish, carry on, develop and extend investments and holdings and to sell, dispose of or otherwise turn the same to account and to coordinate the policy and administration of any companies of which this company is a member or which are in any manner controlled by or connected with the company.



- (c) To carry on the business of land and property developers and to act as agents for any person or corporation in the acquisition or disposal of any land or property and in the erection thereon of any buildings whatsoever.
- (d) To buy land and construct new buildings, to act as landlords for collecting rent from tenants and carry on the business of buying and resale of land and buildings, erect and maintain building structures, flats, shops, hotels, factories, godowns, warehouses, and generally to alter, develop and improve land and other properties including schools, hospitals and shopping complexes.
- (e) To carry on the business of builders, masonry and general construction contractors and among other things to construct, execute, carry out, equip and improve railways, roadways, tramways, docks, harbours, wharves, canals, water-courses, reservoirs, embankments, irrigations, reclamations, sewage, drainage and other sanitary works, water, gas, mechanical, electrical and other supply works, houses, buildings and erections of every kind and to carry on any other business in connection with the above mentioned business.
- (f) To acquire, take over, promote, establish, engage in and carry the business of profession of farmers, planters, harvesters, sprayers, seed growers, breeders of and dealers of livestock, 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.
- (g) To carry on the business of farm and agricultural inputs, implements, tools, packaging materials and deal in livestock and veterinary health-care products; to buy, sell, supply, distribute, whether in retail or wholesale, fertilizers, insecticides, fungicides, growth stimulants, agro seeds, animals feeds, veterinary drugs and any related goods and import and export agriculture and food technology, industries and equipment, manufacture processed and semi processed products in Tanzania and other parts of the world.
- (h) To carry on 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.



- (i) To carry on the business as general suppliers, importers, exporters, traders, merchants, stockiest, wholesalers, retailers and dealers in all types of electrical goods, hardware, building materials, 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, sheets, hinges, screws, iron mongery, textiles, all types of leather goods, shoes, bags and other similar goods.
- (j) To carry on the business of insurance consultants/agents of all types of insurances, and in particular, without prejudice to the generality of the foregoing words, to carry on the business of insurance consultants/agents on life motor vehicle, fire, marine accident, employer's liability, workmen's compensation, disease, sickness, survivorship, burglary and robbery, theft, fidelity and transit insurance, etc.
- (k) To deal in all kinds of electrical works including repairs, maintenance, electrical accessories, electrical installations, professional advice and general counseling.
- (l) To carry on business as a general commercial company in Tanzania, or in any part of the world, buying, selling, merchandising and generally dealing in electrical equipment, machinery, accessories, spare parts related to electrical works, tools and running electrical workshops.
- (m) 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 merchandise and to import merchandise and articles of all description.
- (n) To carry on the business as principals, agents or manufacturer's representatives, 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 solutions and other spares, accessories, motor cycles, bicycles, tractors, mining equipment, fishing gears, agricultural and industrial machinery and equipment, 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.



- (o) To carry on the business of clearing and forwarding agents, commission agents, transporters, freighters, hauliers, customs bonded warehouse and godown keepers, cargo and travel agents, tourist agents, road contractors, 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 neighboring counties and in such other place or places as may from time to time be determined by the company.
- (p) To carry on the business of establishing and running supermarkets, department stores, shopping malls, provision stores, groceries and shops of all kinds and description.
- (q) 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, batik, shoes, caps, bags, sell second hand clothing and dresses of all types.
- (r) To promote tourism in Tanzania and elsewhere in Africa; to carry on business of travel and tourist agents and tour operators, to promote and facilitate travelling, organize hunting, tented-camps, fishing and diving expeditions, safari promoters and undertakers generally and in particular to arrange and manage hunting safaris, photo safaris, adventure tours and fishing trips.
- (s) 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, bonds, share debentures, convertible stock, promissory notes and bills of exchange.
- (t) 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, hauliers, haulage contractors, railway, shipping and forwarding agents, truckers, warehousemen, vehicles and lorry proprietors for transport of every description.
- (u) 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 generally to transact and execute all kinds of agency business.



- (v) To carry on business 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.
- (w) 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.
- (x) To carry on the business of importers, exporters, buying, selling, dealers in building materials, hardware sanitary-ware, wall papers, roofing tiles, flooring tiles, supplying industrial equipments, agricultural implements and equipments, spares of every description, plumbing, decorating, steel fabrication, machine shop, nickel plating, electric plating, making steel windows, doors, frames and roof tresses.
- (y) 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, develop and turn to account mines and mining rights and any undertaking connected therewith.
- (z) To carry on business of deep-sea fishers, fishers, exporters and importers of, and dealers in and 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 canners and preservers, oil extractors, manufacturing chemists, fishmongers, provision dealers and general storekeepers, shippers, carriers, shipping agents, carting contractors, motor vehicle owners, iron and brass founders, and metal and alloy makers, smelters, refiners, engineers, joiners, shipwrights, millwrights and woodworkers.
- (aa) 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 belonging to the company.



- (bb) To purchase, take on lease or in exchange, hire or otherwise acquire and hold any state or interest in any lands buildings, casements, rights, licenses, machinery, plants, stock in trade and real or personal property of any kind.
- (cc) 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.
- (dd) 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.
- (ee) To act as agents for the sale and purchase of any stocks, shares or securities or for any other monetary or mercantile transactions.
- (ff) To act as executors and trustees of wills and settlements made by customers and others and undertake and execute trusts of all kinds.
- (gg) To do all or any of the above things in any part of the world 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.
- (hh) 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.
- (ii) To accept for safe custody and keep for customers of the company all kinds of securities and valuables.
- (jj) To lend money on any terms that may be thought fit, and particularly to customers or other persons or corporations having dealings with societies and to give any guarantees that may be expedient.
- (kk) To advance money to shareholders in the company, and others for the purpose of enabling the person borrowing the same erect or purchase, or enlarge or repair any house or building or to purchase or take any premises for any term or terms of years upon such terms and conditions as the company may think fit.
- (ll) 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.



- (mm) To distribute among the members in specie any property of the company, or any proceeds of sale or disposal of any property of the company.
- (nn) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of lading, warrants, debentures and negotiable or transferable instruments.
- (oo) 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.
- (pp) To obtain any provisional order, ordinance or act of Parliament for enabling the Company to carry out 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.
- (qq) To take or otherwise hold shares in any other company having objects altogether or in part similar to this company, or carry on any business capable of being conducted so as directly or indirectly to benefit the company.
- (rr) To transact or carry on all kinds of Agency business and in particular in relation to the investment of money, the sale of property, and the collection and receipt of money.
- (ss) To do all other things as may be deemed incidental or conducive to the attainment of the objects or any of them.



And it is hereby declared that:-

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

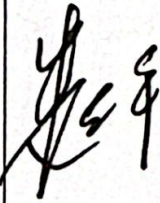

The object specified in each of the paragraphs of this clause shall be regarded as independent objects, and accordingly shall in no way be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraphs of the name of the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

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

- (iv) The liability of the Members is limited.
- (v) The initial share capital of the company is Tshs. 21,500,000,000/= divided into 21,500 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.

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.

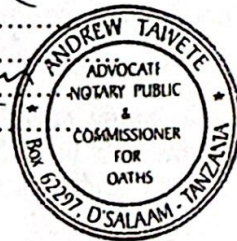


Names, Addresses, and Description of Subscribers	Number of Shares taken by each Subscriber	Signature
PETER ZHU 30F, JINAO TOWER NO. 333, JIANGDONG ROAD (M) JIANYE DISTRICT NANJING CITY CHINA	20,425	
LING LING QIAN 30F, JINAO TOWER NO. 333, JIANGDONG ROAD (M) JIANYE DISTRICT NANJING CITY CHINA	1,075	

Dated at Diabary this 1 day of January 2016

Witness to the above signatures

Name : Andrew Tumele
 Signature : [Handwritten Signature]
 Postal Address : [Handwritten Address]
 Qualification : [Handwritten Qualification]



TANZANIA

Stamp Levy Shs. 5000/-

PAID IN ORIGINAL

Receipt No. 61501 of 14-01-2016

**THE COMPANIES ACT 2002
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION**

OF

**ASIANO GLOBAL INVESTMENT
COMPANY LIMITED**

TANZANIA

Stamp Levy Shs. 2500/-

Receipt No. 61501 of 14-01-2016

PRELIMINARY

1. 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 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 the 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

2. The Company is a Private Company and accordingly:-
 - (a) The right to transfer shares is restricted in manner hereinafter prescribed.
 - (b) The number of members of the company (exclusive of persons who are in the employment of the Company and of persons who have been formerly in the employment of the company were while in such employment members of the company) is limited to fifteen, provided that where two or more persons hold 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 subscribe for any shares or debentures of the Company is prohibited.
 - (d) The Company shall not have power to issue share warrants to bearer.

TRANSFER OF SHARES

3. The Directors may in their discretion and without assigning any reason thereof refuse to register the transfer of any share to any person who it shall in their opinion deem to be undesirable for any reason whatsoever to admit to membership.
4. Subject to 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 so long as any member or any person selected by the Directors as one who it is desirable in the interest of the Company to admit to membership.



- (b) Every shareholder or trustee in bankruptcy, or any person who may desire to sell or transfer any such shares and every personal representatives of a deceased shareholder shall give notice in writing to the Directors that he desires to make such sale or transfer. Such notice shall constitute the Board of Directors of the Company as his agent for the sale of the said shares to any member or members of the company at the 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 upon 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 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.

5. 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 less than seven days or without notice.
- (b) Two 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.

6. DIRECTORS

- (a) Until otherwise determined by the company in General Meeting the Directors shall not be less than two and not more than four in number.
- (b) The following persons shall be the first Directors of the company:-
1. PETER ZHU
 2. LING LING QIAN
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.

BORROWING POWERS

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.



11. 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

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

DISQUALIFICATION OF DIRECTORS

14. 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.

S E A L

15. 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

16. 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.
17. Unless otherwise decided by the Directors the quorum necessary to transact business of the Directors shall be two Directors personally present.

SECRETARY

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

WINDING UP

19. With the sanction of a 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 upon liquidation of the company and the company dissolved but so that no Member shall be compelled to accept any shares whereupon there is any liability.

ALTERATION OR ADDITION

20. Subject to the provisions of the Act and to those contained in the Memorandum of Association the Company may by Special Resolution make alteration or addition and the alteration or addition so made shall be as valid and effectual as if originally contained in those articles and be subject in like manner to alteration by Special Resolution.




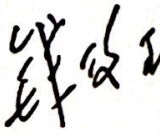
INDEMNITY

21. 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 favor or in which he is acquitted or is in connection with any application in which relief is granted to him by the Court.

ARBITRATION

22. If and whenever any dispute or difference shall arise between the Company and any of the members or their respective representatives 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 hereunder or arising out of the relation existing between the parties by reasons of these Articles or the Act, 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 (Cap. 15) or any then existing statutory modifications or re-enactment thereof shall apply.



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LING LING QIAN 30F, JINAO TOWER NO. 333, JIANGDONG ROAD (M) JIANYE DISTRICT NANJING CITY CHINA	1,075	

Dated at Dsalaam this 14 day of January 2015

Witness to the above signatures

Name :
 Signature :
 Postal Address :
 Qualification :

