

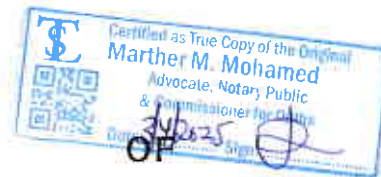
THE COMPANIES ACT OF 2002

COMPANY LIMITED BY SHARE

MEMORANDUM

AND

ARTICLES OF ASSOCIATION



SURPASS INTERNATIONAL INVESTMENT COMPANY LIMITED

Incorporated this day 2010

Drawn By:
SHAO QING YAO
P.O. BOX 14836
DAR ES SALAAM.

HAKIMI
HAKAMA YA MWANZO

3000f

1054 6/10/11
D

3000f

1054 6/10/11
D

THE COMPANIES ACT 2002

COMPANY LIMITED BY SHARES.

MEMORANDUM OF ASSOCIATION

OF

SURPASS INTERNATIONAL INVESTMENT COMPANY LIMITED



1. The name of the Company is **SURPASS INTERNATIONAL INVESTMENT COMPANY LIMITED.**
2. The registered officer of the company will be in the United Republic of Tanzania.
3. The objectives for which the Company is established are:-
 - a. To carry on the business as importers, suppliers, dealers, wholesalers, retailers and manufacturers of different plastic product e.g shoes, sandals, using EVA and PVC material and supplies of other articles accessories used in the electrical and allied trades including but without limiting the generality of the foregoing words, copper, aluminum strands, bunched strands, bunched wires and copes, cable insulated, sheathed or otherwise covered with paper, carbon papers, cambric, bitumen, varnish, oil, oleaginous compounds, rubber, synthetic rubber, rubber, plastic lead, or any other material or substances, gas pressure cables, super tension cables, submarine cables and wires insulated with cotton.
 - b. To carry on all or any of the business of manufacturers and producers of and dealers in all kinds of plastic and plastic materials EVA, PVC ingredients, ebonite, vulcanite, porcelain, glass and other refractory materials, rubber, synthetic rubber, chemicals and other natural, artificial or synthetic products and materials, and all kinds of articles, goods and things prepared manufactured or made wholly or partly of any such products or materials.
 - c. To manufacture and deal in wire and cable components and fittings of all descriptions, wire and cable making machinery, cable drums, cable joint boxes, condenser, turbines, conductors, generators switch gear,

accumulators, lamps, dynamos, motors, heat or other pumps, fuel cells, welding machines, electricity motors, magnetic, radio operated, mechanical, optical and scientific instruments and accessories of all kinds, telephones, radars, telegraphs, wireless and television equipment, apparatus for receiving, transmitting, reproducing or recording sounds, written or printed matter designs or any other like matter of goods and all kinds of electrical, telephonic and telegraphic apparatus.

- (d) To carry as manufactured of all types of plastic goods and materials, distributors, manufacture's, representatives, importers,, exporters, buyers and sellers of, agents for and dealers in all typed of plastic goods and materials, merchandise of all kinds, including surplus stored and equipment, silk, satin, wool, velvet, yarn, linen cancas, cotton and textiles and fabrics generally; flax, hemp, jute , plastic, cloth, clothes, wearing appearel, leather and leather goods, furniture, electrical goods, lather and lather goods, furniture, electrical goods, household and fabrics generally; flax. Hemp. Jute,. Plastic, cloth, clothes, wearing appararel, lather and leather goods, furniture, electrical goods, house and gems, plated goods, clocks and clock cases.
- (e) Enter into arrangements for profit-sharing with any of the Directors or employees of the Company or of any company in which Company may for the time being hold a share or shares, to establish or support, or aid in the establishment and support, of association, institutions or conveniences calculated to benefit employees of the Company or its predecessors in business or of any companies in which the Company owns shares of the dependants and to make payments towards insurance, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition, or for any public, general or useful object.
- (f) To carry business of offering general training including professional studies, capacity building, performance solutions and training solution.
- (g) To carry on business as tax consultants and advisers of all types of businesses and to give assistance on all kinds of tax issues.
- (h) To carry on the business of promoting, forming and establishing companies, partnerships or corporation.
- (i) To subscribe for, take, purchase or otherwise acquire and hold shares and interests or securities of any other companies having objectives together or in part similar to those of this company or carrying on any business capable of being conducted so as directly or indirectly to benefit this company.

- (j) To act as agents or brokers and as trustees from any such, persons, firm, company and undertake and perform, sub-contract, also act on any business of the company through or by means of agents, brokers, subcontractors or others.
- (k) To enter into arrangements with any government or authorities (municipals, local or otherwise) or any corporations, companies or persons that may see conducive to the company's objects or any of them and to obtain from the government, authority, corporation, company or person any charters, contracts, decrees, rights, privileges and concessions.
- (l) To borrow or raise money in such a manner as the company shall think fit and in particular by the issue of debentures or debenture stock (perpetual or otherwise) and secure the payment of any money borrowed, raised or owing by mortgage charge or lien upon any part of the company's property (whether present or future).
- (m) To lend and advance money or to give credit to such persons on such terms and may seem expedient and in particular to customers and others having dealings with the company and to give guarantee or become security for such persons.
- (n) To receive money on deposit or loan with or without allowances of interest.
- (o) To purchase or otherwise acquire or undertake the whole or any part of the business, assets and liabilities, including shares, stock, bonds, debentures, mortgages, deeds of bond and security or other obligation, or any or either of them, of any other company, corporation or person carrying on any business which the Company is authorized to carry on, or possessed of any property or right suitable for the purposes of the Company and to acquire the business of any company or corporation, if deemed expedient, by amalgamation with such company or corporation instead of by purchase in the ordinary way.
- (p) To apply for, purchase or otherwise acquire and protect and renew in any part of the world, any patent, patent right, trade mark, design, licence, concession and the like, conferring any exclusive or non-exclusive or limited right to their use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem directly or indirectly to benefit the Company and to use, exercise, develop or grant licences in respect of, or otherwise turn to account the property, rights or information so acquired, and to expend money in experimenting upon, testing or improving any such patents inventions or rights.

- (q) To act as receiver and liquidator, whether official or otherwise, to assist and advise on corporate receiverships, executor, administrator, committee, manager, attorney, delegate, substitute, treasurer and any other officer or station of trust or confidence and to assist and advise in fund management and bond issues.
- (r) To engage in any business or transaction within the limits of the Company's objects, in conjunction with any other person, corporation or company, and to hold shares, stock or bonds in any such company or corporation.
- (s) To acquire by agreement and hold in interest in any undertaking, enterprise of project associated with the exploration, prospecting and mining of minerals and for such purposes to obtain, exercise, carry out and use any mining lease, licence, concession franchise, authority, power, right or privilege which any government, public body or other authority may beem power to grant.
- (t) To invest money at interest ton security of land of any tenure, buildings, farming, stock, shares, securities, merchandise, and any other property, and generally to lend and advance money to any persons, firms or companies, with or without security, and such terms and subject to such conditions as may be deemed appropriate.
- (u) To subscribe to, become a member of, and cooperate with, any other association, whether incorporated or not, whose objects are altogether, or in part, similar to those of this company, and ot procure from, and communicate to, any such association, such information as may be likely to forward the objects of the company.
- (v) To purchase or otherwise acquire for investment or resale, leasehold or other landed property generally and also rights, privileges and easements over or in respect of any property moveable or immovable and to pay for the same in cash or in any-other manner agreed upon, and to take over and assume liabilities for the payment of all monies owing whatsoever under and by virtue of any mortgages, charges, or other existing and charged upon, any and all such property as may be purchased at any time by the company from the Government, person, firm or company and to do all things and execute all such documents and deeds as may be necessary to that end.
- (w) To establish subsidiaries, amalgamate or unite or absorb into the company any other company or association of business, or members of any other company or association wherever formed for objects similar, analogous, or subsidiary to any of the objects of the company, or carrying, and to form establish and bring out and assist in the formation or establishment of any

10542 6/10/10
25005
10542 6/10/10

25005
10542 6/10/10

THE COMPANIES ACT 2002
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
SURPASS INTERNATIONAL INVESTMENT COMPANY LIMITED

1. In these articles:-

"The Act" means the Companies
"the articles" means the articles of the company
"clear days" in relation to the period of a notice means that period
excluding the day when the notice is given or deemed to be given and the
day for when the notice is given or deemed to be given and the day for
which it is given or on which it is to take effect

"the seal" means the common seal of the company;

"Secretary" means any person appointed to person the duties of the
secretary of the company

Expressions referring to writing shall, unless the country intention appears,
be construed as including references to printing, lithography, photograph,
and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in
these articles shall bear the same meaning as in the Act or any statutory
modification thereof in force at the date at which these articles become
binding on the company.

Any words importing the singular shall include the plural and vice versa;
words importing the masculine gender shall include females and words
importing persons shall include bodies, corporations, partnership, firms,
co-operative societies, etc.

SHARES

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 having
been formerly in the employment of the company were while in such
employment and have continued after the determination of such
employment to be members of the company) is limited to fifty;
provided that where two or more persons hold one or more shares in

the company jointly they shall for the purpose of the this regulation be treated as a single member.

(c) Any invitation to the public to subscribe for any shares or debenture of the company is prohibited

TRANSFEER OF SHARES

3. The Directors may in their discretion and without assigning any reason there of refuse to register the transfer of any shares to any person whom it shall in their opinion be undesirable for any reason whatsoever to admit to membership.
4. Subject to clause 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 and person who may desire to sell or transfer any such shares 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 of Directors of the Company as his agent for the sale of such shares to any members 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 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 the expiration of such 21 days' notice the Board shall apportion 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 prorata according to the number of shares already held by them respectively, or if there be only one such shareholder, the whole 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 the single shareholders who shall have agreed to purchase the same.

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

5. Articles 39 to 53 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 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 as effectual as an ordinary resolution duly passed at General Meeting of the Company.

6. DIRECTORS

- a) Until otherwise determined by the Company in General Meeting the Directors shall be less than two and not more than seven in number.
- b) The following persons shall be the first Directors of the Company.

- 1. SHAO WING YAO - DIRECTOR
- 2. HONG WENG - DIRECTOR

7. The shareholding qualification for the Directors may be fixed by the Company in general meeting and unless fixed 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 moneys for the purpose of the company which may exceed the issued share capital of the Company.

11. BORROWING POWERS

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 sums sued

capital or by the issue, at such price as they may think fit or bonds or debentures, either charged upon the whole or any part of the property and assets of the company or not charged, or in such other way as the Directors may think expedient.

ALTERNATE DIRECTORS

- 12 Each Director may nominate a person, who shall be approved of in writing by the other Director, to act as Alternate Director 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 and discharge all duties and functions of the director being unable to act during the absence or inability to act as the director whom he represent 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 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

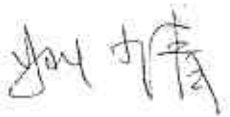
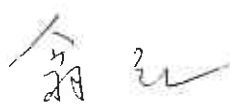
14. With the sanction of a special resolution of the shareholders any of the assets of the company including any shares other companies may be divided between the member of the company in specie or may be vested in trustees for the benefit of such members and the liquidation of the company may be closed and the company dissolved but so that no members 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 but of the assets of the company against any liability increased by him to defending any proceedings, whether civil or criminal, in which judgment is given in his favor or in which he is acquitted or in connection with any application (under section 345 of the Act) in which relief is granted to him by the Court.

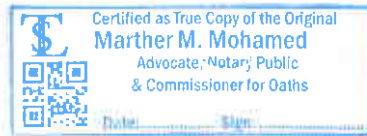
ALTERATION OR ADDITIONS

16. Subject to the provisions of the ordinance and to those contained in the Memorandum of association of the company may be special resolution make alteration or addition so made shall be as valid and effectual as if originally contained in these articles and be subject in like manner alteration by special resolution.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	NUMBERS OF SHARES	SIGNATURES OF SUBSCRIBERS
SHAO QING YAO P.O. BOX 14836 <u>DAR ES SALAAM</u>	50	
HONG WENG P.O. BOX 14836 <u>DAR ES SALAAM</u>	50	

Dated at DAR-ES-SALAAM This 06 days 10 2010

WITNESS to the above Signature:-



NAME

AFRED M. MASUNGA

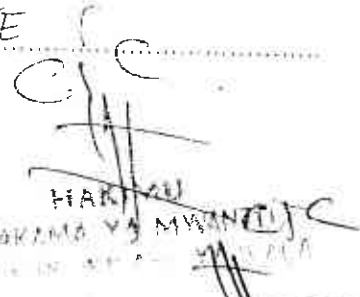
SIGNATURE



POSTAL ADDRESS

ADVOCATE

QUALIFICATION


HAKIMU
MAHAKAMA YA MWANZE

HAKIMU
MAHAKAMA YA MWANZE
KICURUMU WILAYA YA ILIUSI