

To All to whom these presents shall come

I, WONG WING CHEONG PHILIP, of Jardine House 5th Floor, 1 Connaught Place, Hong Kong, Special Administrative Region of the People's Republic of China,

Notary Public,

by lawful authority duly Admitted, Authorised and Sworn Practising in Hong Kong, Special Administrative Region of the People's Republic of China do hereby Certify that (1) to the best of my knowledge and belief, the signatures subscribed to the Minutes of An Extraordinary General Meeting of Agro-Lead Co., Limited (Company Registration No. 1594181) (the "Company") attached as Exhibit "A" are the signatures of Mr. Tu Zhan (the People's Republic of China (the "PRC") Identity Card No. 33082119790819767X), Mr. Yao Xueqiang (the PRC Identity Card No. 330125197711221039) and Mr. Cui Yan (the PRC Identity Card No. 120104197406146334) respectively which I have compared with their specimen signatures filed in my records; and (2) to the best of my knowledge and belief, the signature subscribed to the Written Resolutions of Sole Director of the Company attached as Exhibit "B" is the signature of Mr. Cui Yan (the PRC Identity Card No. 120104197406146334) which I have compared with his specimen signature filed in my records.

In Testimony whereof I have hereunto subscribed my name and affixed my Seal of Office this 13th day of December 2012.

WONG WING CHEONG PHILIP
NOTARY PUBLIC
HONG KONG SAR
5TH FLOOR JARDINE HOUSE
1 CONNAUGHT PLACE
HONG KONG

This apostille only certifies the signature, the capacity of the signatory and the seal or stamp it bears. It does not certify the content of the document for which it is issued.

APOSTILLE

(Convention de La Haye du 5 octobre 1961)

1. Country: Hong Kong, China

This public document

2. has been signed by Wong Wing Cheong Philip

3. acting in the capacity of Notary Public

4. bears the seal/stamp of Wong Wing Cheong Philip

Certified

5. at High Court

6. the 21 DEC 2012

7. by LUNG Kim Wan

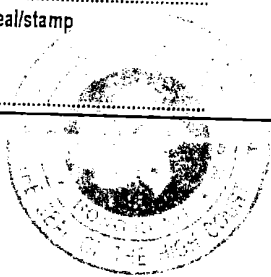
Registrar, High Court

8. No 26216 / 2012

9. Seal/stamp

10. Signature:

Lung C. C.



(2013)港署领认字第 035 号

兹证明前面文书上，香港高等法院的印章和司法常务官龙剑云先生的签字属实。

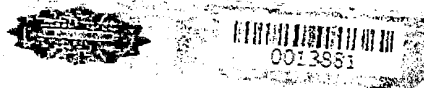
中华人民共和国外交部

驻香港特别行政区

特派员公署领事部

二 等秘书

二〇一三年一月十六日



字第 034 号

香港高等法院的
云先生的签字属

书

年一月十六日

0013880



CONSULADO GENERAL DEL ECUADOR EN CANTON -
R. P. CHINA



LEGALIZACION DE FIRMA N° 40 / 2013

Quien suscribe, GALO IGNACIO FRAGA FIGUEROA, **TERCER SECRETARIO VICECONSUL** en la ciudad de CANTON, CHINA, certifica que la firma de **ZHENGZHONG LU, SEGUNDO SECRETARIO DE LA OFICINA DE LA CANCELLERIA CHINA EN HONG KONG**, que aparece en este documento original es la misma que consta en los registros de este Consulado, por lo tanto certifico que es auténtica, a fin de que el indicado documento dé fe pública en el Ecuador.

CANTON, 22 de febrero de 2013.

GALO IGNACIO FRAGA FIGUEROA
TERCER SECRETARIO VICECONSUL

Arancel Consular: III 15.8
Valor: \$50,00



DECLARATION

I, **LIU ON MAN JULIANA**, female, holder of Hong Kong Identity Card No. Y061457(0) solemnly and sincerely declare that:

1. I am conversant with the English language, the Chinese language and the Spanish language.
2. I have had experience in translating legal documents from English and Chinese into Spanish language and vice versa since 2010.
3. I hereby certify that the documents hereto attached and marked Exhibits "A" and "B" are true, correct and complete translation into the Spanish language of the English documents hereto attached and marked Exhibits "C" and "D" respectively.

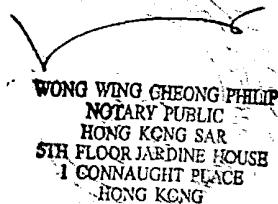
And I make this solemn declaration conscientiously believing the same to be true and by virtue of the Oaths and Declarations Ordinance.

Declared at 5th Floor, Jardine House, 1 Connaught Place, Hong Kong, this 13th day of December 2012.



Signature of Declarant
Liu On Man Juliana

before me,



WONG WING CHEONG PHILIP
NOTARY PUBLIC
HONG KONG SAR
5TH FLOOR JARDINE HOUSE
1 CONNAUGHT PLACE
HONG KONG

I, **WONG WING CHEONG PHILIP**, Notary Public of 5th Floor, Jardine House, 1 Connaught Place, Hong Kong, certify that, to the best of my belief, **LIU ON MAN JULIANA** is competent to translate the aforementioned documents from English into the Spanish language.

Signed this 13th day of December 2012

The attached document is Exhibit "A" referred to in the Declaration of LIU ON MAN JULIANA sworn on the 13th day of December 2012.

<u>Description</u>	<u>Date</u>	<u>No. of Sheet</u>
Spanish translation of the Minutes of an Extraordinary General Meeting of Agro-Lead Co., Limited	-	3

AGRO-LEAD CO., LIMITED
(la "Sociedad")

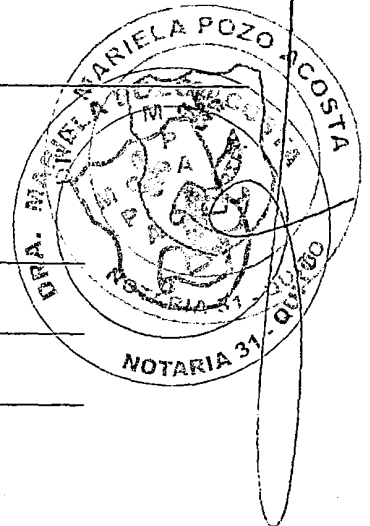
ACTA DE LA ASAMBLEA GENERAL EXTRAORDINARIA DE LA SOCIEDAD,
CELEBRADA EN SALA 607, BLOQUE A, TIANRUN SHANGZUO, NO. 737,
ZHONGXING ROAD, NINGBO, CHINA,
EL DÍA ____ DE _____ DE 2012

PRESENTES

Tu Zhan _____

Yao Xueqiang _____

Cui Yan _____



1. PRESIDENTE Y QUÓRUM

Cui Yan asumió la Presidencia ("Presidente") de la asamblea. El Presidente declaró que todas las notificaciones requeridas de la asamblea se habían enviado debidamente a todos los accionistas de la Sociedad y que se constituyó debidamente el quórum requerido. Tal quórum estuvo presente, actuante y se mantuvo durante toda la asamblea.

2. ADQUISICIÓN DE UNA COMPAÑÍA EN ECUADOR

- A. Se observa que para los fines de desarrollo de las actividades y negocios de la Sociedad, la Sociedad decidió adquirir Activa Distriagrolead Ecuador S.A. (la "Subsidiaria de Ecuador"), una compañía totalmente controlada en la República del Ecuador ("Ecuador") conforme a las leyes de Ecuador como la subsidiaria en propiedad absoluta (la "Adquisición"). La subsidiaria de Ecuador es una compañía de estantes prefabricados que no ha realizado ni está llevando a cabo ningún negocio ni otras actividades.
- B. La Sociedad decidió que al adquirir la Subsidiaria de Ecuador, los datos particulares de la misma cambiarán (si corresponde) de la siguiente forma:

ACTIVA DISTRIAGROLEAD ECUADOR S.A
Natureza: Sociedad Anónima con Responsabilidad limitada
Ramero del negocio: Comercio, marketing, patentamiento, fabricación y registro de importación de agroquímicos
Capital registrado: Doce mil quinientos dólares estadounidenses (USD 12.500)
Accionistas: Agro-Lead Co., Limited - 99% de las acciones
Jomail Rodrigues Da Luz - 1% de las acciones
Representante legal: Jomail Rodrigues Da Luz (Pasaporte No. FF190345)
Directores: Tu Zhan (Pasaporte No. G51320489)
Yao Xueqiang (Pasaporte No. G45277625)
Cui Yan (Pasaporte No. G44597827)
Jomail Rodrigues Da Luz (Pasaporte No. FF190345)

Dirección registrada: Av. de los Shyris y Suecia, Edf. Renazzo Plaza, Of. 304-
QUITO, ECUADOR

No obstante, se entiende que los datos anteriores pueden modificarse oportunamente sujeto a las leyes de Ecuador y/o los requisitos de las autoridades o gobiernos locales en Ecuador.

C. Para facilitar el proceso de la Adquisición, Jomail Rodrigues Da Luz tendrá autorización para actuar por y en nombre de la Sociedad y la Subsidiaria de Ecuador, sujeto a un poder de representación general que otorgará la Sociedad (el "POA").

D. El POA se presentó en la asamblea para su consideración.

3. RESOLUCIONES POR MAYORÍA SIMPLE

Después de atenta consideración y revisión del POA, SE ADOPTAN EN FORMA UNÁNIME LAS SIGUIENTES RESOLUCIONES POR MAYORÍA SIMPLE:

- (i) QUE es por interés comercial y para beneficio de la Sociedad, adquirir la Subsidiaria de Ecuador conforme a las leyes de Ecuador y otorgarle el POA a Jomail Rodrigues Da Luz;
- (ii) QUE la Subsidiaria de Ecuador sea aprobada, y por el presente quede aprobada, para ser adquirida en Ecuador y los términos del POA (sustancialmente en las formas que consideren los directores) sea aprobado y por el presente quede aprobado con las modificaciones al mismo y en las formas y con los términos y condiciones que la(s) persona(s) autorizada(s) que firmen el poder, puedan determinar y aprobar a su entera discreción (tal determinación y aprobación será la evidencia concluyente a la firma de tal documento por parte de esa persona);

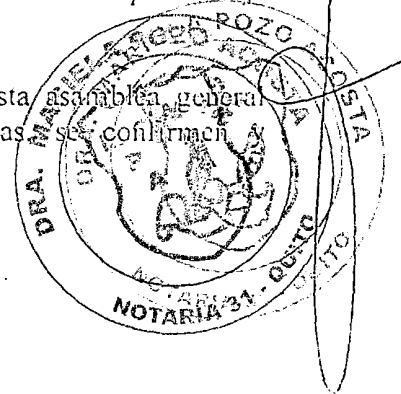
Cui Yan sea autorizado, y por el presente quede autorizado, para firmar todos los documentos relevantes para la Adquisición (incluida, pero no limitada al POA y el cambio de los datos particulares de la Subsidiaria de Ecuador) y para brindar toda notificación SIEMPRE Y CUANDO el Sello común de la Sociedad quede estampado en tales documentos. Cui Yan está autorizado para firmar tales documentos y estampar el Sello Común de la Sociedad en estos:

- (iv) QUE Cui Yan sea autorizado y por el presente quede autorizado para suministrar toda comunicación adicional y para certificar todo documento societario que se exija o permita entregarse por la Sociedad o en su nombre; y
- (v) QUE todas las acciones que realice un director antes de esta asamblea general extraordinaria en relación con las transacciones propuestas se confirmen y ratifiquen, y queden confirmadas y ratificadas por el presente.

4. CIERRE DE LA SESIÓN

No habiendo más temas que tratar, se levanta la sesión.

CUI YAN
PRESIDENTE



The attached document is Exhibit "B" referred to in the Declaration of LIU ON MAN JULIANA sworn on the 13th day of December 2012.

<u>Description</u>	<u>Date</u>	<u>No. of Sheet</u>
Spanish translation of the Written Resolutions of Sole Director of Agro-Lead Co., Limited	-	3



AGRO-LEAD CO., LIMITED

(La "Sociedad")

RESOLUCIONES ESCRITAS DEL ÚNICO DIRECTOR DE LA SOCIEDAD, CONFORME AL ARTÍCULO 9 DE LOS ESTATUTOS SOCIETARIOS DE LA COMPAÑÍA

Yo, la persona que suscribe, en mi calidad de único director de la Sociedad, POR EL PRESENTE OTORGO MI CONSENTIMIENTO para la adopción de las siguientes resoluciones:

1. ADQUISICIÓN DE UNA SUBSIDIARIA EN ECUADOR

A. Se observa que para los fines de desarrollo de las actividades y negocios de la Sociedad, la Sociedad decidió adquirir Activa Distriagrolead Ecuador S.A. (la "Subsidiaria de Ecuador"), una sociedad totalmente controlada en República del Ecuador ("Ecuador") conforme a las leyes de Ecuador como la subsidiaria en propiedad absoluta (la "Adquisición"). La subsidiaria de Ecuador es una compañía de estantes prefabricados que no ha realizado ni está llevando a cabo ningún negocio ni otras actividades.

B. La Sociedad decidió que al adquirir la Subsidiaria de Ecuador, los datos particulares de la misma cambiarán (si corresponde) de la siguiente forma:

Nombre: ACTIVA DISTRIAGROLEAD ECUADOR SA
Naturaleza: Sociedad Anónima con Responsabilidad limitada
Alcance del negocio: Comercio, marketing, patentamiento, fabricación y registro de importación de agroquímicos
Capital registrado: Doce mil quinientos dólares estadounidenses (USD 12.500)
Accionista: Agro-Lead Co., Limited – 99% de las acciones
Jomail Rodrigues Da Luz – 1% de las acciones
Representante legal: Jomail Rodrigues Da Luz (Pasaporte No. FF190345)
Directores: Tu Zhan (Pasaporte No. G51320489)
Yao Xueqiang (Pasaporte No. G45277625)
Cui Yan (Pasaporte No. G44597827)
Jomail Rodrigues Da Luz (Pasaporte No. FF190345)

Dirección registrada: Av. De los Shyris y Suecia, Edf. Renazzo Plaza, Of. 304-
QUITO, ECUADOR

No obstante, se entiende que los datos anteriores pueden modificarse sujeto a las leyes de Ecuador y/o los requisitos de las autoridades o gobiernos locales en Ecuador, oportunamente.

C. Para facilitar el proceso de Adquisición, Jomail Rodrigues Da Luz tendrá autorización para actuar por y en nombre de la Sociedad y la Subsidiaria en Ecuador

ajeto a los términos de un poder de representación general que otorgará la Sociedad (el "POA").

- D. El POA y toda la información relacionada con la Adquisición (en conjunto, los "Documentos") están disponibles para la consideración del único director.
- E. Todo el material de interés que el único director de la Sociedad pueda tener en las transacciones bajo consideración, fue declarado de acuerdo con las leyes de Hong Kong y los Estatutos Societarios de la Sociedad.
- F. La Adquisición de la Subsidiaria en Ecuador y la ejecución del POA por parte de la Sociedad han sido debidamente aprobados por los accionistas de la Sociedad en una asamblea general extraordinaria.

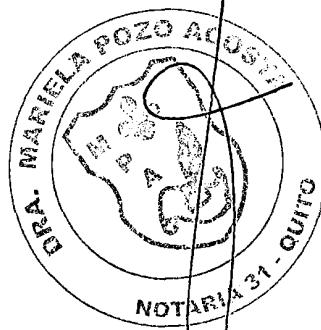
2. RESOLUCIONES

Después de la atenta consideración y revisión de los Documentos, EL ÚNICO DIRECTOR DE LA SOCIEDAD ADOPTÓ LAS SIGUIENTES RESOLUCIONES:

- (i) QUE es por interés comercial y para el beneficio de la Sociedad, adquirir la Subsidiaria propuesta en Ecuador conforme a las leyes de Ecuador y otorgar el POA para Jomain Rodrigues Da Luz;
- (ii) QUE la Subsidiaria en Ecuador sea aprobada, y por el presente quede aprobada, para establecerse en Ecuador y el POA (sustancialmente en las formas que consideren los directores) sea aprobado y por el presente quede aprobado con las modificaciones al mismo y en las formas y con los términos y condiciones que la(s) persona(s) autorizada(s) que firmen el poder, puedan determinar y aprobar a su entera discreción (tal determinación y aprobación será evidencia concluyente a la firma de tal documento por parte de esa persona);
- (iii) QUE Cui Yan sea autorizado, y por el presente quede autorizado, para firmar todos los documentos relevantes para la Adquisición (incluida aunque sin limitarse solamente al POA y el cambio de los datos particulares de la Subsidiaria en Ecuador) y para brindar toda notificación relacionada SIEMPRE Y CUANDO el Sello común de la Sociedad debe ser estampado en tales documentos, Cui Yan está autorizado y por el presente queda autorizado para firmar tales documentos y estampar el Sello Común de la Sociedad en estos;
- (iv) QUE Cui Yan sea autorizado y por el presente quede autorizado para suministrar toda comunicación adicional y para certificar todo documento societario que se exija o permita entregarse por la Sociedad o en su nombre; y
- (v) QUE todas las acciones que realice un director antes de esta resolución escrita en relación con las transacciones propuestas, se confirmen y ratifiquen, y queden confirmadas y ratificadas por el presente.

FECHADO EL DÍA _____ de _____ DE 2012

CUI YAN
ÚNICO DIRECTOR



AGRO-LEAD CO., LIMITED

(盈農利德有限公司)

(the "Company")

MINUTES OF AN EXTRAORDINARY GENERAL MEETING
OF THE COMPANY HELD AT ROOM 607, BLOCK A, TIANRUN SHANGZUO,
NO. 737 ZHONGXING ROAD, NINGBO, CHINA

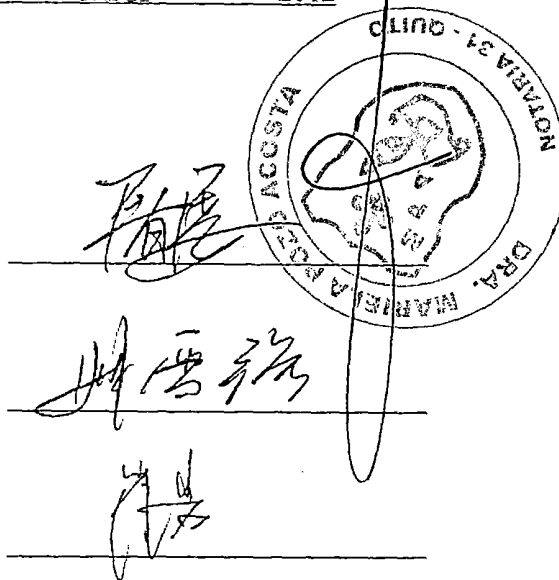
ON THE 15th DAY OF November 2012

PRESENT:

Tu Zhan (屠展)

Yao Xueqiang (姚雪强)

Cui Yan (崔岩)



1. CHAIRMAN AND QUORUM

Cui Yan (崔岩) took the Chair (the "Chairman") of the meeting. The Chairman declared that all requisite notices of the meeting had been duly sent to all shareholders of the Company and the requisite quorum for the meeting was duly constituted. Such quorum was present, acting and maintained throughout the meeting.

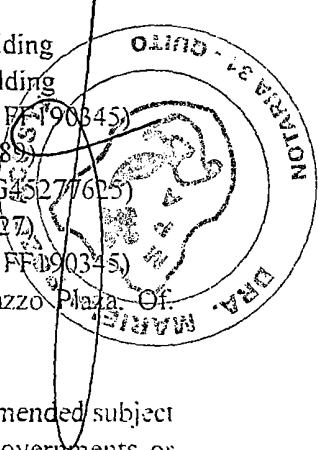
2. ACQUISITION OF A COMPANY IN ECUADOR

- A. It is noted that for the purpose of development of the Company's activities and business, the Company decided to acquire Activa Distriagrolead Ecuador S.A. (the "Ecuador Subsidiary"), a company incorporated in the Republic of Ecuador ("Ecuador") under the laws of Ecuador as the Company's wholly owned subsidiary (the "Acquisition"). The Ecuador Subsidiary is a ready-made shelf company which had not carried and is not carrying on any business or other activities.
- B. The Company decided that upon the acquisition of the Ecuador Subsidiary, the particulars of the same shall be changed (if applicable) as follows:-

ached document is the Exhibit "A" referred to the Notarial Certificate.

<u>Description</u>	<u>Dated</u>	<u>No. of Sheet</u>
Minutes of An Extraordinary General Meeting of Agro-Lead Co., Limited	15/11/2012	3

Name: ACTIVA DISTRIAGROLEAD ECUADOR S.A.
Nature: Corporation S.A. with Limited Liability
Business Scope: Trading, marketing, patenting, manufacturing and registering of agrochemicals
Registered Capital: Twelve Thousand and Five Hundred US Dollars (USD12,500)
The Shareholders : Agro-Lead Co., Limited – 99% shareholding
Jomail Rodrigues Da Luz – 1% shareholding
Legal Representative: Jomail Rodrigues Da Luz (Passport No. FF190345)
Directors: Tu Zhan (屠展) (Passport No. G51320489)
Yao Xueqiang (姚雪强) (Passport No. G45277625)
Cui Yan (崔岩) (Passport No. G44597827)
Jomail Rodrigues Da Luz (Passport No. FF190345)
Registered Address: Av. de los Shyris y Suecia, Edf. Renazzo Plaza Of. 304. QUITO - ECUADOR



Nevertheless, it is understood that the above particulars may be amended subject to the laws of Ecuador and/or the requirements of the local governments or authorities in Ecuador from time to time.

- C. In order to facilitate the process of the Acquisition, Jomail Rodrigues Da Luz will be authorised to act for and on behalf the Company and the Ecuador Subsidiary subject to the terms of a general power of attorney to be granted by the Company (the "POA").
- D. The POA was tabled at the meeting for consideration.

3. ORDINARY RESOLUTIONS

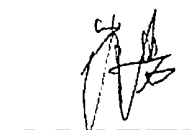
After careful consideration and reviewing the POA, IT IS UNANIMOUSLY RESOLVED AS ORDINARY RESOLUTIONS :-

- (i) THAT it is in the commercial interests and for the benefit of the Company to acquire the Ecuador Subsidiary under the laws of Ecuador and to grant the POA to Jomail Rodrigues Da Luz;
- (ii) THAT the Ecuador Subsidiary be and is hereby approved to be acquired in Ecuador and the terms of the POA (substantially in the forms considered by the directors) be and are hereby approved with such amendments thereto in such forms and containing such terms and conditions as the authorised person(s) signing the same may in his absolute discretion determine and approve (such determination and approval to be conclusively evidenced by such person's execution thereof);

- (iii) THAT Cui Yan (崔岩) be and is hereby authorised to sign all documents which are relevant to the Acquisition (including but not limited to the POA and the change of the Ecuador Subsidiary's particulars) and give all notices in relation thereto. PROVIDED THAT if the Common Seal of the Company is required to be affixed to any such document, Cui Yan (崔岩) be and is hereby authorised to sign such document(s) and affix the Common Seal of the Company thereto;
- (iv) THAT Cui Yan (崔岩) be and is hereby authorised to give any further communications and to certify any corporate documents required or permitted to be given by or on behalf of the Company; and
- (v) THAT all actions taken by any director prior to this extraordinary general meeting in connection with the proposed transactions be and is hereby ratified and confirmed.

4. CLOSE OF MEETING

There being no other business, the meeting is declared closed.



Cui Yan (崔岩)
Chairman

The attached document is the Exhibit "B" referred to the Notarial Certificate.

<u>Description</u>	<u>Dated</u>	<u>No. of Sheet</u>
Written Resolutions of Sole Director of Agro-Lead Co., Limited	15/11/2012	3

AGRO-LEAD CO., LIMITED

(盈農利德有限公司)

(the "Company")

**WRITTEN RESOLUTIONS OF SOLE DIRECTOR OF THE COMPANY
PURSUANT TO ARTICLE 9 OF ARTICLES OF ASSOCIATION
OF THE COMPANY**

I, the undersigned, being sole director of the Company, DO HEREBY CONSENT to the adoption of the following resolutions:-

1. ACQUISITION OF A COMPANY IN ECUADOR

- A. It is noted that for the purpose of development of the Company's activities and business, the Company decided to acquire Activa Distriagrolead Ecuador S.A. (the "**Ecuador Subsidiary**"), a company incorporated in the Republic of Ecuador ("**Ecuador**") under the laws of Ecuador as the Company's wholly owned subsidiary (the "**Acquisition**"). The Ecuador Subsidiary is a ready-made shelf company which had not carried and is not carrying on any business or other activities.
- B. The Company decided that upon the acquisition of the Ecuador Subsidiary, the particulars of the same shall be changed (if applicable) as follows:-

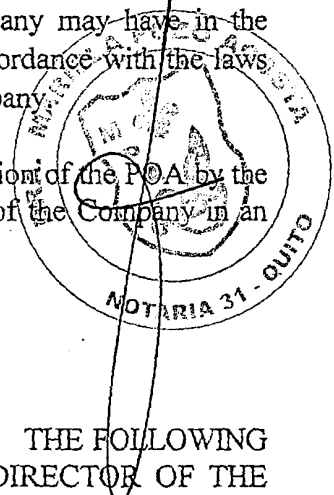
Name:	ACTIVA DISTRIAGROLEAD ECUADOR S.A
Nature:	Corporation S.A. with Limited Liability
Business Scope:	Trading, marketing, patenting, manufacturing and registering of agrochemicals
Registered Capital:	Twelve Thousand and Five Hundred US Dollars (USD12,500)
The Shareholders:	Agro-Lead Co., Limited – 99% shareholding Jomail Rodrigues Da Luz – 1% shareholding
Legal Representative:	Jomail Rodrigues Da Luz (Passport No. FF190345)
Directors:	Tu Zhan (屠展) (Passport No. G51320489) Yao Xueqiang (姚雪强) (Passport No. G45277625) Cui Yan (崔岩) (Passport No. G44597827) Jomail Rodrigues Da Luz (Passport No. FF190345)
Registered Address:	Av. de los Shyris y Suecia, Edf. Renazzo Plaza, Of. 304. QUITO - ECUADOR

Nevertheless, it is understood that the above particulars may be amended subject to the laws of Ecuador and/or the requirements of the local governments or authorities in Ecuador from time to time.

- C. In order to facilitate the process of the Acquisition, Jomail Rodrigues Da Luz will be authorised to act for and on behalf the Company and the Ecuador

Subsidiary subject to the terms of a general power of attorney to be granted by the Company (the "POA").

- D. The POA and all information relating to the Acquisition (collectively the "Documents") have been made available to the sole director for the consideration.
- E. All material interest that the sole director of the Company may have in the transactions under consideration has been declared in accordance with the laws of Hong Kong and the Articles of Association of the Company.
- F. The Acquisition of the Ecuador Subsidiary and the execution of the POA by the Company have been duly approved by the shareholders of the Company in an extraordinary general meeting.



2. RESOLUTIONS

After careful consideration and reviewing the Documents, THE FOLLOWING RESOLUTIONS WERE ADOPTED BY THE SOLE DIRECTOR OF THE COMPANY :-

- (i) THAT it is in the commercial interests and for the benefit of the Company to acquire the Ecuador Subsidiary under the laws of Ecuador and to grant the POA to Jomail Rodrigues Da Luz;
- (ii) THAT the Ecuador Subsidiary be and is hereby approved to be acquired in Ecuador and the terms of the POA (substantially in the forms considered by the directors) be and are hereby approved with such amendments thereto in such forms and containing such terms and conditions as the authorised person(s) signing the same may in his absolute discretion determine and approve (such determination and approval to be conclusively evidenced by such person's execution thereof);
- (iii) THAT Cui Yan (崔岩) be and is hereby authorised to sign all documents which are relevant to the Acquisition (including but not limited to the POA and the change of the Ecuador Subsidiary's particulars) and give all notices in relation thereto, PROVIDED THAT if the Common Seal of the Company is required to be affixed to any such document, Cui Yan (崔岩) be and is hereby authorised to sign such document(s) and affix the Common Seal of the Company thereto;
- (iv) THAT Cui Yan (崔岩) be and is hereby authorised to give any further communications and to certify any corporate documents required or permitted to be given by or on behalf of the Company; and

- (v) THAT all actions taken by any director prior to this written resolution in connection with the proposed transactions be and is hereby ratified and confirmed.

Dated the 15th day of November 2012.



Cui Yan (崔岩)
Sole Director

