

**THE COMPANIES ACT, 2002**

**COMPANY LIMITED BY SHARES**

**MEMORANDUM**

**AND**

**ARTICLES OF ASSOCIATION**

**OF**

**NICE WARE CO. LIMITED**

**Incorporated at.....this .....day of.....2017**

**DRAWN BY:  
CHEN DAN  
(SUBSCRIBER)  
CHINA SICHUN 644000**

THE COMPANIES ACT 2002  
COMPANY LIMITED BY SHARES  
MEMORANDUM OF ASSOCIATION  
OF  
NICE WARE CO. LIMITED

TANZANIA  
Stamp Duty Shs. 5000/-  
PAID ON ORIGINAL  
Receipt No. 398887 of 16/01/17  
Stamp Duty Officer

TANZANIA  
Stamp Duty Shs. 2500/-  
Receipt No. 398887 of 16/01/17  
ASSL No.

1. The name of the company is "NICE WARE CO. LIMITED"
2. The Registered office of the Company will be situated in Tanzania.
3. The objects for which the Company is established are:-
  - (a) To carry on the business of household, domestic appliance and electrical goods, audio visual goods, electronic items, building material, hardwares, foodstuff, agricultural products and merchandise of every nature, kind and description whatsoever as a importer, exporter, dealer, wholesaler, retailer, distributor and after sales service and repairing.
  - (b) To carry on business of manufacturers, importers, exporters and suppliers of house, office, kitchen, garden furniture, and all other equipment for office, house, kitchen and garden use such as ceramic designing ceramic items, ceramics decorations, paintings decorative lamps, flowers and flower verses, enamel wares, sanitary wares, aluminium designing and decorators, hardware, building materials, Gypsum Boards, roof and color spray painting wall tiles, glass wares, household, domestic appliances and all types of electronics, electrical materials. electrical fittings.
  - (c) To promote, establish and carry on the business of manufacturers, distributors, representatives and agents for all kinds and types of furniture of every description, including processing or wood, Formica, chipboard, plywood, timber and every other content used in the manufacturing of furniture and furnishing wood, requisites of all kinds and goods of every description.
  - (d) To manufacture and process every other kind of wooden furniture used for domestic, office, hospital; school and any other purposes with whatever description they are called.
  - (e) To carry on the business of selling furniture on wholesale, retail and for hire purchase or any business transactions relating to furniture.
  - (f) To carry on the business of steel sheets, aluminium and other metals and alloys and all kinds of products thereof; to trade market, buy, sell, distribute, grant sub-agencies or otherwise deal with or do any other thing in respect of such metals, alloys or products; and to purchase or otherwise acquire any lands, houses, offices, workshops, buildings and premises, and any fixed and movable machinery, tools, engines, boilers, plant, implements, patterns, stock-in-trade, patents and patent rights, convenient to be used in or about trade or business.

- (g) To carry on the business as architectural and planning in interior designs, consultants and supervisors in interior designs, manufacturers, importers, fitters, installers, distributors and merchants of and dealers in window frames, doors, show case and furniture equipment including drought-excluding meat strips, building constructors whether of wood or metal works or any other building materials, offices factories, painters and decorators.
- (h) To carry on the business of interior and exterior finishing, designers, carpeting, contractors, and decorators, curtain and sofa set makers, woodwork and furniture dealers, importers, exporters and makers, woodwork and furniture repairs and dealers in household, hotel, hospitals, public residentially and office, camping and gardening furniture, fixtures and fittings and furniture requisites, utensils and trimmings, vehicles, carriage, boat ship, aircraft and rocket furniture fixtures and to publish and sell all types of journals in relation to furniture and woodwork in the United Republic of Tanzania.
- (i) To carry on the business of general merchants, general store-keepers, universal providers, importers, exporters, suppliers, wholesale and/or retail traders, dealers of piecewood, paints, hardware, glassware, crockery, cutlery, ironmongery, turners and other household fittings and requirements, other articles and commodities of personal, household use and consumption provisions, textiles, groceries, medicines, drugs, wines, spirits, liquors, chemical, surgical, optical, photographic and other instruments, apparatus and materials, motor vehicles, automobiles and generally in all manufactured goods of all types and merchandise of all kinds.
- (j) To carry on the business of importers, exporters, buying selling, dealers in hardware, building materials, sanitary-ware, wall papers, roofing tiles, flooring tiles, supplying industrial equipment's agricultural implements and equipment's spares of every description, plumbers, decorators, steel fabrication, machine shop, nickel plating, electric plating, making steel windows, doors, frames and roof tresses. To carry on business as general traders, importers and exporters of construction materials, building materials, hardware, bricks, tiles, corrugated iron, metal materials, machines and materials for road, rail making and other related equipments for building purposes of all kinds.
- (k) To carry on the business as fabricators of interior construction including importation and exportation of different material such as glasses, aluminium, fabrics, plasterboards, gypsum boards, chipboards, laminates, tiles, ceramics, granito and all types of building material in connection to the companies business.
- (l) To carry on business of selling and buying of all kinds of glasses and mirrors for windows, doors, vehicles and other similar goods.

- (m) To carry on the business of manufacturing, distributing, packing, importing, exporting, and selling of curtains, bed sheets, mattresses, mattress covers, seat covers and any other businesses related to these.
- (n) To carry on the business of wholesalers, retailers, general traders, suppliers, merchants, importers, exporters, manufacturers, stockists and dealers in all types of clothes, textile materials, tie and dye, boutique, bags, selling second hand clothing, dresses of types and description whatsoever. To purchase or otherwise acquire and take over the whole or any part of the undertaking and business of selling clothing, textiles, fancy goods, ready made garment, hostelry, knitwear and general.
- (o) To carry on the business as general food processors, packers, to be general suppliers of foods stuffs and agricultural crops, grain millers, food mixers, general exporters of fresh fruits, vegetables and flowers, to act as agents of buying and selling all kinds of food stuffs, agricultural equipments of every description, and generally to deal in any other business connected therewith.
- (p) To carry on the business of food stuffs, importers, exporters, distributors, sellers, buyers whole sellers, retailers of agricultural products, such as cereals, coffee, tea, sugar, rice, flour, cashew nuts, peanuts, beans, cowpeas, yellow gram green monks and to be general suppliers in local and export markets, and generally to be traders and dealers of the above.
- (q) To be general food manufacturers, packers and suppliers to local and exporter markets, to be grain millers and padres, fruits and vegetable canners, to be manufacturers of fresh juices and other beverages and to be bottlers and canneries of same to manufacture tomato sauces and ketchups, chili sauces, salad dressing cream, spices, dried soup formulate and all kinds of food additives for local and export markets, to be importers and distributors of all kinds of foodstuffs.
- (r) To carry on the business as general fruit processing industry, fruit packers and suppliers, to be general suppliers of foods stuffs and agricultural crops, to be grain millers and food mixers to be general exporters of fresh fruits and vegetables.
- (s) To carry on the business of supplying of stationery, office equipment, writing materials, teaching aids and other educational establishment and as agents, school uniforms and stationers in all their business and to buy and sell stationery, office requirements and equipment, all types of books, sundry goods and to act as general merchants and commission agents of print and bind and manufacture stationers and other requirements.
- (t) To carry on the business of production of construction materials and selling all types of building materials and be the supplier of building materials to different companies and individuals.

- (u) To carry on the business as dealers and traders of all kinds of electric goods and equipment and to facilitate, import and export of all electrical commodities and equipment, spare parts of all kinds and to become general registered dealers in all kinds of electrical appliances and apparatus also carry on the business of mechanical and electrical engineering, to design, manufacture, assemble, repair any communication equipment, electrical and electronic apparatus, To carry on the trades or business of making, selling, hiring out, buying, installing, putting up, maintaining, repairing and working, mobile telephones, telegraphs, radios, television sets, recording instruments and electronics, electrical and mechanical apparatus, equipment and fittings of all kinds whatsoever.
- (v) To carry on the business of wholesale or retail of automotive spares and part of all description tyres and tubes, batteries, battery solution and other spares, accessories and goods as may be conveniently sold therewith and all things capable of being used therewith or in the maintenance, repair and manufacture thereof.
- (w) To carry on the business of spare parts for different types of machines and instruments including bicycles, trucks, motor cycles, motor vehicles, cars, lorries or other vehicles, agricultural implements, mining implements and any other machinery, tool maker, metal workers, boil makers and any other kind of machine whatsoever.
- (x) To carry on the business as traders, suppliers, general merchants, importers, exporters, stockists, wholesalers, retailers and dealers in all types of electric and electrical goods, hardware, building materials, spare parts and maintenance, tyres, tubes, tools and accessories for all types of automotive, motor vehicles, agricultural machinery, implements, equipment of all kinds of industrial projects machinery and equipment, printing, timber, fishing gears, paints, corrugated iron sheets, hinges, screws, iron mongery, all kinds of ready made garments and used clothes, all types of leather goods, tiles, shoes, bags and other similar goods.
- (y) To carry on the trade or business of bonded warehousemen, removers, stores, packers and carriers of personal property of every description, clearing and forwarding agents and to issue warrants to persons warehousing goods with the company, and to lend money upon the security of goods.
- (z) To carry on all or any of the business of transport, carriage and haulage contractors, owners and charter of road vehicles, aircraft and ships and boats of every description and carriers of goods and passenger by road, rail, water or air and to establish, acquire, maintain and operate transport service of every description both public and private and all services ancillary thereto and for such purposes or as independent undertakings to purchase, take in exchange, charter, hire, build,

contract or otherwise acquire and to own, operate, work, manage, maintain, repair, service and deal with and in road vehicles, aircraft and vessels of every supplies therefore and to conduct any such business within the country or any other state in Africa or Europe or Asia and or any other foreign country.

- (aa) To carry on the business of management of all kind of construction works and construction management, property management, real estate and any related works thereto.
- (bb) To carry on the business of builders and civil contractors, engineers, plumbing engineering, founders, construct, maintain, repairs, pull down and restore either alone or jointly and establish jointly ventures with other companies, persons works or all descriptions including ginneries oil mills, textiles, factories, engines, roads, bridges, machineries and houses, offices, workshops, buildings and premises and any fixed or movable machineries, tools, plant, implements, patterns, stock-in-trade, patents and patent rights, technical know-how, goodwill liabilities and engagements of or connected with workshops.
- (cc) To invest in the development of Flooring and Designing business, distribution network in Tanzania through strengthening the local Suppliers and Dealers network in the development of Interior Construction business.
- (dd) To carry on the business of clearing and forwarding agents, commission agents, transporters, freighters, haulers, customs bonded warehouse and godown keepers, cargo and travel agents, insurance agents, tourist agents, manufacturers' representatives, 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 contractor and transporters by any means of conveyance of people and goods in Tanzania and the neighboring countries and in such other place or places as may from time to time be determined by the company, engage in and or otherwise carry on the business as transporters and transport agents, fright forwarders.
- (ee) To carry on the business of providing Television Cable Network, Internet Network Services, consultancy, and selling of all types of information technologies, computer systems, conference systems, marketing, services, telecommunication systems, security systems, fire alarms systems door access Control, Electrical fence, Car track systems, public address systems, data communication and to train, research, install and after sale services of electronic systems, voice and data networks and any other systems or components which the company may think fit, necessary or incidental to this business.
- (ff) To carry on the business of marketing, services, consultancy and selling of all types of information technologies, computer systems, conference

systems, telecommunication systems, security systems, public address systems, data communication and to train, research, install and after sale services of electronic systems, voice and data networks and any other systems or components which the company may think fit, necessary or incidental to this business.

- (gg) To carry out the business of providing technical and allied services in the field of welding, metal fabrication, non destructive testing, quality assurance, and to provide consultancy in technical services, oil storage tank erections and all other businesses which can be carried out in connection to the above.
- (hh) To carry on business of processing of timber and its allied products including timber-cutting production, forestry and cultivation of man-made forest and to process forest products including the process of cutting, lumbering and all other forest products.
- (ii) To establish and carry on the business or businesses of manufacturers of, dealers in either wholesale or retail and importers and exporters, and repairers of general merchandise all kinds of leather products, leather, imitation leather, rubber or any other material or substance whatever, all parts thereof and accessories thereto. leather and leather goods, leather, whether real or imitation, rubber or other like material or substance, and to manufacture, prepare for market, buy, sell, or otherwise deal in or with leather, leather goods, imitation leather, rubber, rubber goods, skins, hides and the like for any purpose whether in connection with footwear or not, for which the same now are or may hereafter be adapted, used or applied.
- (jj) To acquire, take over, promote, establish and carry on the business of manufacturers, distributors, representatives and agents of cloth of all descriptions including all processing, knitting, weaving, spinning, dyeing, bleaching, printing of all kinds of textiles, including all kinds of clothes, wools, silks, rayons, nylons, fibron, synthetic fibres or otherwise and any other process, threads, cottons, buttons and fastners of all kinds, house furnishers, upholsterers and dealers, curtains and other home furnishing and household requisites of all kinds and goods of any other description.
- (kk) To establish and carry on in all or any of their branches the businesses of manufacturers of, dealers in either wholesale or retail and importers and exporters and repairers of, blacking and other requisites for the improvement and treatment of footwear, leather, rubber and other like materials and substances, nails, studs, fastenings, laces, cloth, linen, tape and other fabrics, knitted goods, threads, elastic materials, buttons, inner soles, hoslery and materials of all kinds used in connection with footwear.
- (ll) To carry on the business of Public environment management consultancy, financial consultants, human resources development, to promote, teach all management subjects in various firms, institutions,

organizations, societies, partnerships, associations, to act recruit, implements, prepare supervise, train as management consultants, financial consultants, human resources development, to train tutors, lecturers, consultants for the same job trading prepare full accounts for the company, train the accounting department and administration, prepare budgets and management information, report writing, computer records for firms, marketing, general management, to trade invest and deal with the same.

- (mm) To provide consultancy services on the environmental analysis, environment impact assessment, design environmental management facilities.
- (nn) To construct, establish, open, acquire, maintain and carry on factories, warehouses, shops, shop premises and similar establishments of all kinds, and in particular but without prejudice to the generality of the foregoing, retail shops for the sale and/or repair of any articles, goods or things from time to time manufactured and/or dealt in by the Company, or of provisions, beverages, clothing and other articles or products whatever which may be required by any employees of the Company or of any subsidiary and dwelling houses or other accommodation for employees of the Company or of any subsidiary.
- (oo) To carry on the business of hides, skins, leather and leather goods, wattle barks, tanners, buy, sell, import and export of hides and skin products, manufacture and sale of the same, deal in carvings, game, skins, and all forest products for local and foreign markets and all other businesses which can be carried out on conjunction therewith.
- (pp) To carry on business as proprietors and operators of hotels, restaurants, lodges, camps, leisure facilities, motels, refreshment and tea rooms, cafes, and milk and snake bars, beerhouses, and lodging housekeepers, licensed victuallers, wine, beer and spirit merchants and as restaurants caterers and catering contractors, construct, own gambling premises, gaming casinos and to enter into or carry into effect agreements with any government or other authority, supreme, municipal, local or otherwise or with other person or company relating to the operational executive or other field of the Company or the use of immovable property or other facilities at the disposal of the Company or for other purpose for which the Company is equipped or considers necessary, to equip and furnish any property for the purpose of letting it to visitors or guest, whether in rooms suite, tents, chalets, cottages, moveable structures or otherwise.
- (qq) To carry on the business of dealing in importing, exporting, marketing, manufacturing stocking, buying, selling whether by wholesale or retail of various categories of goods and merchandise, and to act as insurance agents, commission agents, brokers and manufacturers, representatives in all fields. To be agent of foreign company and to establish business enterprises whether small scale, industries and generally deal in all

kinds of general merchants and to import, export and all either by merchandise and articles of all description.

- (rr) 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, gems, diamonds, or other precious stones, and any interest therein, and to explore, mine, work, excise develop and turn to account mines and mining rights and any undertaking connected therewith.
- (ss) To purchase or acquire freehold, leasehold or other immovable property and movable property generally and also rights, privileges and easements over or in respect of any property movable 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 payments of all moneys 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 any Government, person, firm or company and to do all things and execute such documents and deeds as may be necessary to that end.
- (tt) To advance money to any person or persons or corporations, either with or without interest upon the security of freehold or leasehold property by way of mortgage, or upon marketable security and in particular to advance money to shareholders in the company, and others, upon the security of or for the purpose of enabling the person borrowing the same to effect or purchase, or enlarge or repair any house of building or to purchase the free simple or any term or terms of years of any property in Tanzania, or elsewhere upon such terms, and conditions as the Company may think fit.
- (uu) 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, belong to the company.
- (vv) To purchase, take or lease or in exchange, hire or otherwise acquire and hold any state or interest in any lands buildings, casements, rights, licenses secret processes, machinery, plants, stock, in trade and real or personal property of any kind.
- (ww) 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.
- (xx) 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.

- (yy) To act as agents for the sale and purchase of any stocks shares or securities or for any other monetary or mercantile transactions.
- (zz) To act as executors and trustees of wills and settlements made by customers and others and undertake and execute trusts of all kinds.
- (aaa) To do all or any of the above things in any part of the world and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others and either or through agents, sub-contractors, trustees and otherwise.
- (bbb) 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.
- (ccc) To accept for safe custody and keep for customers of the company all kinds of securities valuables and things.
- (ddd) To lend money on any terms that may thought fit, and particularly to customers or other person or corporations having dealing with societies and to give any guarantees that may be expedient.
- (eee) To advance money to shareholders in the company, and other to the purpose of enabling the person borrowing the same erect or purchase, or enlarge or repair any house or building or to purchase the fee simple or any less estate or interest in, or to take a demise for any term or terms of years of any freehold or leasehold property upon such terms and conditions as the company may think fit.
- (fff) 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.
- (ggg) To distribute among the members in pieces any property of the company, or any proceeds of sale or disposal of any property of the company.
- (hhh) To draw, make, accept, endorse, discount execute and issue promissory notes, bills of lading, warrants, debentures and negotiable or transferable instruments.
- (iii) 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.



- (jjj) To obtain any provisional order, or act of Parliament for enabling the Company to carry 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.
- (kkk) To take or otherwise and hold shares in any other company having objects altogether or in part similar to this company, or carrying on any business capable of being conducted so as directly or indirectly to benefit the company.
- (lll) 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.

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.

4. The Liability of the Members is Limited.
5. The capital of the Company is Shillings 200,000,000/= divided into 1,000 shares of Shillings 200,000/= each.

The Company shall have powers to increase its capital and to divide the shares in its capital for the time being into several classes of stock or shares and to attach thereto respectively such preferential, deferred or special rights, privileges, or conditions as may be determined by or in accordance with the Articles of Association of the Company.

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
HUANG SUZHEN CHINA WENZHOU 325000	750	
CHEN DAN CHINA SICHUN 644000	250	

Dated at.....*Shanghai*.....this.....*9*..... day of.....*Jan*..... 201*7*.....

Witness to the above signatures:

Name : .....  
 Signature : .....  
 Postal Address : .....  
 Qualification : .....



TANZANIA  
Stamp Duty Shs 5000/-  
PAID ON ORIGINAL  
Receipt No. SSS887 of 12/01/17  
Stamp Duty Officer

THE COMPANIES ACT 2002  
COMPANY LIMITED BY SHARES  
ARTICLES OF ASSOCIATION

OF  
NICE WARE CO. LIMITED

PRELIMINARY

TANZANIA  
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Asst. Registrar of Companies

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 the 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 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 to be the member of the company) is limited fifty, 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 direction and without assigning any reason thereof refuse to register the transfer of any share to any person who it shall in their opinion 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 of 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 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 the party 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 a 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 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. CHEN DAN
    2. AZDA M MFINANGA
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 roll every member shall have one vote only for the shares of which he is holder.
13. No member shall be entitled to vote at any general meeting unless all calls or other sums presently 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.

## SEAL

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 condition 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 special or may be vested in Trustees for the benefit of such members and the liquidation of the company may be closed and the company dissolved but so that no member shall be compelled to accept any shares whereupon there is any liability.

## ALTERNATION 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 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 judgement is given in his favour 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 here under 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 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.

Names, Addresses, and Description of Subscribers.	Number of shares taken by each Subscriber	Signature
HUANG SUZHEN CHINA WENZHOU 325000	750	
CHEN DAN CHINA SICHUN 644000	250	

Dated at Wen this 9 day of Jan, 2017

Witness to the above signatures:

Name : .....

Signature : .....

Postal Address : .....

Qualification : .....

