

**THE COMPANIES ACT 2002**  
**COMPANY LIMITED BY SHARES**  
**MEMORANDUM AND ARTICLES**  
**OF**  
**ASSOCIATION**  
**OF**  
**XINRUI (T) ENVIRONMENTAL PACKAGING CO.**  
**LIMITED**

Incorporated at this day of -----2020

**DRAWN BY:**  
**JIANG WEIXING**  
(SUBSCRIBER)

PLOT 61, JINXI NORTH ROAD  
FUZHOU CITY, FUJIAN PROVINCE  
CHINA

Certified True Copy of the Original  
Date: 3/03/2020  
BERT PETER  
Advocate, Notary  
Public & Commissioner for Oaths

**THE COMPANIES ACT 2002**  
**COMPANY LIMITED BY SHARES**  
**MEMORANDUM OF ASSOCIATION**  
**OF**  
**XINRUI (T) ENVIRONMENTAL PACKAGING CO. LIMITED**

1. The name of the Company is **XINRUI (T) ENVIRONMENTAL PACKAGING CO. LIMITED**
2. The registered office of the Company will be situated in the United Republic of Tanzania.
3. The objects for which the Company is established are:-
  - 1 Manufacturing of wooden containers
  - 2 Manufacturing of cordage, rope, twine and netting
  - 3 Manufacturing of plastic products
  - 4 Packaging activities
  - 5 Other manufacturing n.e.c.
  - 6 Other business support service activities n.e.c.
  - 7 Other retail sales of new goods in specialized stores.
4. The liability of the members is limited
5. The share capital of the Company is Tanzania Shillings 800,000,000, /=divided into 10,000 shares Shillings 80,000/=, the Company shall have power from time to time to increase or subject to confirmation by the court reduce its capital into several classes and to attach thereto respectively any preferential or deferred, qualified or special rights, privileges and conditions.

**THE COMPANIES ACT 2002**  
**COMPANY LIMITED BY SHARES**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**XINRUI (T) ENVIRONMENTAL PACKAGING CO. LIMITED**

**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 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.

4.

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

NAMES, ADDRESS AND DESCRIPTIONS OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURES OF SUBSCRIBERS
<b>JIANG WEIXING</b> PLOT NO 61, JINXI NORTH ROAD FUZHOU CITY, FUJIAN PROVINCE CHINA	5000	姜卫星
<b>LI HUAMING</b> PLOT 83, ZHUJIANG ROAD LUOYANG CITY, HENAN PROVINCE CHINA	5000	李华明

Dated this 21<sup>st</sup> Day of DECEMBER 2020

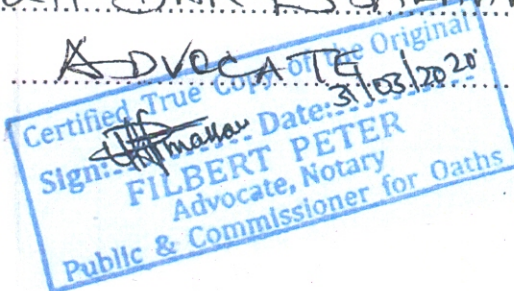
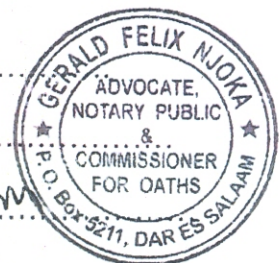
WITNESS to the above Signatures:

Name: GERALD F. NJSKA

Signature: *[Handwritten Signature]*

Address: 5211 DAR ESSALAAM

Qualifications



### **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.

### **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 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 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
23. 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 (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.

24.

NAMES, ADDRESS AND DESCRIPTIONS OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURES OF SUBSCRIBERS
<b>JIANG WEIXING</b> PLOT NO 61, JINXI NORTH ROAD FUZHOU CITY, FUJIAN PROVINCE CHINA	5000	姜卫星
<b>LI HUAMING</b> PLOT NO 83, ZHUJIANG ROAD LUOYANG CITY, HENAN PROVINCE CHINA	5000	李化明

Dated this 21<sup>st</sup> Day of DECEMBER 2020

WITNESS to the above Signatures:

Name: GERALD F. NJOKA

Signature: [Signature]

Address: 5211 D'SALAAM

Qualifications: ADVOCATE & the Original

