

THE COMPANIES ACT No. 12 OF 2002

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

TAISHAN TECHNOLOGY (T) LIMITED

Incorporated this _____ day of _____ 2020

DRAWN BY:

Winston Masha, (Advocate)

P.O. Box 25521,

Dar es Salaam,

Tanzania.

THE COMPANIES ACT NO. 12 OF 2002

COMPANY LIMITED BY SHARES



MEMORANDUM OF ASSOCIATION
OF
TAISHAN TECHNOLOGY (T) LIMITED

1. The name of the Company shall be TAISHAN TECHNOLOGY (T) LIMITED.
2. The registered office of the Company will be situated on the mainland part of the United Republic of Tanzania.
3. The objects for which the Company is established are: -
 - 3.1 To carry on the business of manufacturers, traders, dealers, wholesalers, retailers, importers, and exporters of Building Materials and Electronics, Electrical and Electro-Electronic Components, equipment, tools, instruments, appliances and goods.
 - 3.2 To establish and carry on all or any of the business of importers, exporters, agents, distributors, manufacturers, warehousemen, merchants, commission agents, contractors, store-keepers, carriers, manufacturers' representatives, commercial, industrial, financial and general agents, brokers, advisers and representatives, forwarding agents and traders both wholesale and retail or otherwise deal in goods produce, raw materials, articles and merchandise in all its branches, and to create, manufacture, produce, import, export, buy, sell, barter, exchange, make advances upon or otherwise deal in goods, produce, commodities and merchandise of all kinds.

- 3.3 To act as directors, accountants, secretaries and registrars of companies incorporated by law or societies or organisations whether incorporated or not.
- 3.4 To manage, supervise, control or take part in the management, supervision or control of the business or operations of any company or undertaking and for that purpose to appoint and remunerate any directors, accountants, solicitors or other experts or agents.
- 3.5 To carry on the business of accountancy services, management consultants, business establishment, organisation, administration and training of personnel for industrial and business purposes and to carry on all or any of the businesses of industrial business and personnel consultants and to examine, consider, advise upon and make recommendations as to the best means or methods for extending and/or developing and/or improving all
- 3.6 To carry on all or any of the businesses of manufacturers, designers, consultants, experts, traders, producers, hirers, renters, repairers, agents of and dealers in every kind of computer systems, electrical appliances, electronics, semiconductors, transistors, radio, gramophones, telex, television, recording, transmitting, receiving and other scientific apparatus, instruments, devices, equipment, software, hardware for market and turn to account goods, wares, merchandise and materials, whether crude or manufactured, of any and every kind or description.
- 3.7 To carry on the business of manufacturers of, suppliers, repairers, programmers, advisers and dealers in electricals, electronics, computers, microcomputers, hardwares,

One Billion Only (TZS 1,000,000,000.00) divided into Ten Thousand(10,000) shares of Tanzania Shillings One Hundred Thousand (TZS 100,000) each with the power for the Company to increase or reduce such capital and to divide the shares in the capital for the time being, whether original or increased, in different classes, and to attach thereto respectively any preferential, deferred, qualified or special rights, privileges or conditions and so that unless the conditions of issue shall otherwise expressly declare every issue of shares, whether preference or otherwise, or any such rights, privileges or conditions shall not be altered or modified except in accordance with the Articles or Association registered herewith.

We, the several persons whose names, addresses and descriptions 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(s) of shares in the capital of the company set opposite our respective names.

Names, Addresses and Description of subscribers	Number of Shares Taken	Signature & Seal
<p>CHANGLIANG SUN.</p> <p>WEIFANG CITY, QING ZHOU DISTRICT YUN MEN SHAN STREET, GARDON APARTMENT BLOCK NUMBER 5688, HOUSE NUMBER 13-102 CHINA</p>	<p>9,900</p>	
<p>CHUNYU JI</p> <p>LUOYANG CITY, JIANXI DISTRICT, ZHUJIANG STREET, HOUSE NO. 369, POST CODE 471003, CHINA</p>	<p>100</p>	

Dated the 30th day of September 2020

Witness to the above signatures

Name: Rebecca Mluri

Signature: 

Qualification: Advocate



Tanzanian Shillings One Hundred Thousands (TZS 100,000) each.

LOANS BY THE COMPANY TO BUY ITS SHARES

5. No part of the funds of the Company shall be employed in the purchase of or in loans upon the security of the company's shares the Company shall not, except as authorized by the Act, give any financial assistance for the purpose of or in connection with any purchase of shares in the Company.

RIGHTS OF SHARES HOLDERS

6. Without prejudice to any special rights previously conferred on the holders of any shares or class of shares already issued (which special rights shall not be modified or abrogated except with such consent or sanction as is provided by Article 7 below, any share in the Company (whether forming part of the original capital or not) may be issued with such preferred, deferred or other special rights, or such restrictions, whether in regard to dividend, return of capital, voting or otherwise, as the Company may from time to time by ordinary resolution determine, and subject to the provisions of the Act the Company may issue Preference Shares which are, or which at the option of the Company are to be, liable to be redeemed.

MODIFICATION OF RIGHTS

7. Whenever the capital of the Company is divided into different classes of shares, the special rights attached to any class may, subject to the provisions of the Act, be modified or abrogated, either with the consent in writing of the holders of three-fourths of the issued shares of the class, or with the sanction of a Special Resolution passed at a separate General Meeting of such holders (but not otherwise), and may be so modified or abrogated either whilst the Company is a going concern or during or in contemplation of a winding up. To every such separate General Meeting all the provisions of these presents relating to General Meetings of the Company or to the proceedings thereat, shall mutatis

mutandis, apply, except that the necessary quorum shall be two persons at least holding or representing by proxy one-half in nominal amount of the issued shares of the class (but so that if at any adjourned meeting of such holders a quorum as above defined is not present, those Members who are present shall be a quorum), and that the holders of shares of the class shall, on a poll, have one vote in respect of every shares of the class held by them respectively.

SHARES

8. Unissued shares shall be at the disposal of the Directors, and they may, subject to prior written approval of the members allot, grant options over, or otherwise dispose of them to such persons, at such times, and on such terms as they think proper, but so that no shares shall be issued at a discount, except in accordance with the Act.
9. In addition to all other powers of paying commissions, the Company (or the Directors on behalf of the Company) may exercise the powers of paying commissions conferred by the Act, provided that the rate per cent, or the amount of the commission paid or agreed to be paid, shall be disclosed in the manner required by the Act and the rate of the commission shall not exceed the rate of ten per cent (10%) of the price at which the shares in respect of which the commission is paid are issued or an amount equivalent thereto. The Company (or the Directors on behalf of the Company) may also on any issue of shares pay such brokerage as may be lawful.
10. Shares may be held in the Company in trust for beneficial owner.

CERTIFICATES

11. Every person whose name is entered as a Member in the Register of Members shall be entitled without payment to receive, within two months after allotment or lodgment of transfer (or within such other period as the conditions of issue shall provide), one certificate for all

powers.

79. The Company, in General Meeting, may from time to time increase or reduce the number of Directors subject to the terms of the Joint Venture Agreement.
80. The Directors shall by a resolution of the Board have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Board, but so that the total number of Directors shall not at any time exceed the maximum number fixed by or in accordance with these presents.
81. Subject to the Provisions of the Act, the shareholders may, by an extraordinary resolution, remove any Director before the expiration of his period of office, and may appoint another person in his stead.

POWERS OF DIRECTORS

82. The business of the Company shall be managed by the Directors, who may exercise all such powers of the Company as are not by the Act or by these presents required to be exercised by the Company in the General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the Act, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by Special Resolution of the Company, but no regulation so made by the Company shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Directors by any other Article.
83. The Directors may arrange that any branch of the business carried on by the Company or any other business in which the Company may be interested shall be carried on by or through one or more subsidiary companies, and they may on behalf of the Company make such

122. Any notice or document delivered or sent by post to or left at the registered address of any Member in pursuance of these presents shall, notwithstanding that such Member be then dead or bankrupt, and whether or not the Company have notice of his death or bankruptcy, be deemed to have been duly served in respect of any share registered in the name of such Member as sole or joint holder, and such service shall for all purposes be deemed a sufficient service of such notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share.

WINDING-UP


123. If the Company shall be wound up (whether the liquidation is voluntary or by the Court), the liquidator may with the authority of a Special Resolution, divide among the Members in specie or kind the whole or any part of the assets of the Company and whether or not the assets shall consist of property of one kind or shall consist of properties of different kinds and may for such purpose set such value as he deems fair upon any one or more class or classes of property and may determine how such division shall be carried out as between the Members or different classes of Members. The liquidator may, with the like authority, vest any part of the assets in trustees upon such trusts for the benefit of Members as the Liquidator with the like authority shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no contributory shall be compelled to accept any shares in respect of which there is a liability.


INDEMNITY

124. Subject to the provisions of the Act every Director, Managing Agent, Auditor, shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the

execution and discharge of his duties or in relation thereto subject to the verification and approval by the Board of all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties.

125.No Directors, Managing Agent, Auditor or other officers of the Company shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer, or for joining in any receipt or other act for conformity or for any loss or expense happening to the Company through the insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company, or for the insufficiency or deficiency or any security in or upon which any of the moneys of the Company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any moneys, securities or effects shall be deposited, or for any loss occasioned by any error of judgment, omission, default or oversight on his part, or for any other loss, damages or misfortune whatsoever which shall happen in relation to the execution of the duties of his office or in relation thereto, unless the same happen through his own dishonesty.

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Dated the 30th day of September 2020

Witness to the above signatures

Name: Rebecca Mtwi

Signature: 

Qualification: Advocate

