

THE COMPANIES ACT 2002
COMPANY LIMITED BY SHARES
MEMORANDUM AND ARTICLES OF ASSOCIATION
IN
CHILLI WOOD IMPORT AND EXPORT COMPANY LIMITED

Incorporated this day of2021

Drawn by: BAO MUQIAN ---- SHAREHOLDER AND FOUNDER

PO BOX 9984

DAR ES SALAAM.

THE COMPANIES ACT 2002
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION

OF

CHILLI WOOD IMPORT AND EXPORT COMPANY LIMITED

1. The name of the company is **CHILLI WOOD IMPORT AND EXPORT COMPANY LIMITED**
2. The registered office of the company will be situated in United Republic of Tanzania.
3. The objects of the company as established are:
 - i. To engage and to carry on activities of Manufacture of woods veneer sheets and wood based panels
 - ii. To engage and to carry on activities of Manufacture of builder carpentry and joinery
 - iii. To engage and to carry on activities of Manufacture of wood container
 - iv. To engage and to carry on activities of Manufacture of other production of wood, articles of cork straws and plaiting materials
 - v. To engage and to carry on activities of Manufacture of furniture such as chairs and seats for office kitchen and bathroom furniture
 - vi. To engage and to carry on activities of Manufacture of modular furniture attachments and installation, partition installation, lab equipment and furniture installation.
 - vii. To engage and to carry on activities of Manufacture of musical instruments such as musical boxes, Manufacture of instruments parts and accessories example turning forks
 - viii. To engage and to carry on activities of Manufacture of amplifiers, loudspeakers, headphones and similar components.
 - ix. To engage and to carry on activities of Retail sale of electrical household appliances, furniture, lighting equipment and other household articles.
 - x. To engage and to carry on activities of Manufacture of Technical or laboratory articles except instruments and parts.
 - xi. To engage and to carry on activities of Other retail sale of new goods in specialized stores.
 - xii. To engage and to carry on activities of Gathering of wild growing non wood forest products such as mushroom, berries and cork
 - xiii. To engage and to carry on activities of Wood preserving.
 - xiv. To engage and to carry on activities of Manufacturing of wooden shoes parts such as heels and lasts.
 - xv. To engage and to carry on activities of Manufacturing of rubber boots and shoes heels and soles and other rubber footwear and parts.
 - xvi. To engage and to carry on activities of Printing directly onto textiles, plastic, glass, metal and wood and ceramic.
 - xvii. To engage and to carry on activities of Artistic work including preparations of litho stone and prepared wood blocks.
 - xviii. To engage and to carry on activities of Wood distilled products such as distilled water synthetic aromatic products.
 - xix. To engage and to carry on activities of Polishes and cream for wood
 - xx. To engage and to carry on activities of Manufacture of building materials of vegetable substances.

- xxi. To engage and to carry on activities of Manufacture of dryers for wood, paper pulp, paper or paper board.
- xxii. To engage and to carry on activities of Manufacture of stationary machines for nailing, stapling, glueing or otherwise assembling of bling wood, cork born or hand rubber or plastic.
- xxiii. To engage and to carry on activities of Manufacture of basic chemical such as thermos cracking and distillation.
- xxiv. To engage and to carry on activities of Manufacture of soap and detergents, cleaning and polishing preparations, perfume and toilet preparations.
- xxv. To engage and to carry on activities of Architectural and engineering activities and related technical consultancy.
- xxvi. To engage and to carry on activities of Technical testing and analysis
- xxvii. To engage and to carry on activities of Architectural, engineering and other technical advisory activities
- xxviii. To engage and to carry on activities of Industrial design.
- xxix. To engage and to carry on activities of Processing and preserving of meet.
- xxx. To engage and to carry on activities of Processing of fish, crustaceans and molluses
- xxxi. To engage and to carry on activities of Processing of fruits and vegetables
- xxxii. To engage and to carry on activities of Manufacture of vegetable and animal oils and fats.
- xxxiii. To engage and to carry on activities of Manufacture of dairy products.
- xxxiv. To engage and to carry on activities of Manufacture of grain mill products,
- xxxv. To engage and to carry on activities of Manufacture of starches and starch products.
- xxxvi. To engage and to carry on activities of Manufacture of baking products.
- xxxvii. To engage and to carry on activities of Manufacture of sugar.
- xxxviii. To engage and to carry on activities of Manufacture of cocoa, chocolate and sugar confectionary.
- xxxix. To engage and to carry on activities of Manufacture of macaroni, noodles, couscous and similar farinaceous products.
 - xl. To engage and to carry on activities of Manufacture of prepared meals and dishes
 - xli. To engage and to carry on activities of Manufacture of other food products n.e.c
 - xl.ii. To engage and to carry on activities of Manufacture of prepared animal feeds.
 - xl.iii. To engage and to carry on activities of Distilling, rectifying and blending of spirits.
 - xl. iv. To engage and to carry on activities of Manufacture of wines
 - xl. v. To engage and to carry on activities of Manufacture of malt liquors and malt
 - xl. vi. To engage and to carry on activities of Manufacture of soft drinks, production of mineral water and other bottled waters
 - xl. vii. To engage and to carry on activities of Forwarding of freight
 - xl. viii. To engage and to carry on activities of Other accommodation activities
 - xl. ix. To engage and to carry on activities of Services activities incidence to land transportation
 - l. To engage and to carry on activities of transport by road
 - li. To engage and to carry on activities of transport by pipeline
 - lii. To engage and to carry on activities of warehousing and storage
 - liii. To engage and to carry on activities of passenger transport via rail, interurban
 - liv. To engage and to carry on activities of urban and sub urban passenger land transport
 - lv. To engage or otherwise to carry on activities of Tour operator's activities
 - lvi. To engage or otherwise to carry on activities of Travel agency activities
 - lvii. Retail sales of fuel in combination with food beverages etc. food and beverages sales dominating.
 - lviii. To engage and to carry on activities of other food service

- lix. To engage and to carry on activities of beverage serving activities
- lx. To engage and to carry on activities of Rental and leasing of other machinery, equipment and tangible goods
- lxi. To engage and to carry on activities of Warehousing and storage activities
- lxii. To engage and or otherwise to carry activities of Wholesale on fees and contact bases
- lxiii. To engage and to carry on activities of Activities of head office
- lxiv. To engage or otherwise to carry on activities of Activities of holding company

And its hereby declared that in the interpretation of this clause the powers conferred upon the company or by the Junta position of two or more objects and that in the event of any ambiguity this clause and every paragraph hereof shall be constructed as a way to widen and not to restrict the powers of the company.

- 4. The liability of members of the company is LIMITED.
- 5. The initial share capital of the company is 1,000,000 /= Divided in to 100 shares of 10,000/= value per share. With the power of the company to increase or reduce the said initial preferential deferred, qualified or other special rights, privileges, restrictions or conditions.

NAMES, ADDRESS AND DESCRIPTION OF SUBSCRIBERS	NUMBER OF SHARES	SIGNATURE
BAO MUQIANG PO BOX 9984 DAR ES SALAAM	80	包木强
ZHU SHISHUAI PO BOX 9984 DAR ES SALAAM	20	朱时帅
TOTAL	100	

Dated 22nd day of June 2021

Witness to the above signatures,

Name: GLORIA JOHN NKUNDA

Signature: [Handwritten Signature]



Postal address: 105315 DAR-ES-SALAAM

Qualification: ADVOCATE

THE COMPANIES ACT, 2002
ARTICLES OF ASSOCIATION

OF

CHILLI WOOD IMPORT AND EXPORT COMPANY LIMITED

Interpretation

1. In these articles:

"the Act" means the Companies Act;

"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 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 perform the duties of the secretary of the company.

Expressions referring to writing shall, unless the contrary 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.

PRIVATE COMPANY

2. The Company is the Private Company and accordingly:

a) The right to transfer shares is restricted in a manner herein after prescribed.

b) The number of members of the Company (exclusive of persons who are in the employment of the Company and of persons who are having been formerly in the employment of the Company were in such employment and have continued after the determination of such employment to members of the Company) is limited to fifty: provided that where two or more persons holding one or more shares in the Company jointly they shall for the purpose of this regulations be treated as a single Member.

MEMBERS

3. The number of members with which the company proposes to be registered is two but the directors may from time to time register an increase of members. The subscribers to the memorandum of association and such other persons as the directors shall admit to membership shall be members of the company.

GENERAL MEETING

4. The Company shall in each year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notice calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the company and that of the next.

Provided, that so long as the company holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the directors shall appoint.

5. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

6. The directors may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by section 133 of the Act. If at any time there are not within the Tanzania sufficient directors capable of acting to form a quorum, any director or any two members of the company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the directors.

7. Every general meeting shall be called by twenty-one clear days' notice in writing. The notice shall specify the place, the day and hour of meeting and, in case of special business, the general nature of that business:

Provided that a meeting of the company shall, notwithstanding that it is called by shorter notice than that specified in this article be deemed to have been duly called if it so agreed.

a. in the case of a meeting called as the Annual General Meeting, by all the members entitled to attend and vote thereat; and

b. in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together not less than ninety-five percent (95%) of the total voting rights at that meeting of all the members.

8. Subject to the provisions of the articles, the notice shall be given to all the members, to all persons entitled to a share in consequence of the death or bankruptcy of a member and to the directors and auditors. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETING

9. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the directors and auditors, the election in the place of those retiring and the appointment of, and the fixing of the remuneration of the auditors.

10. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; two persons, entitled to vote on the business to be transacted, each being a member or a proxy for a member or a duly authorized representative of a corporation, shall be a quorum.

11. If within half an hour from the time appointed for the meeting a quorum is not present, or if during the course of a meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the directors may determine.

12. The chairman, if any, of the board of directors or in his absence some other director nominated by the directors shall preside as chairman of the general meeting, but if neither the chairman nor such other director (if any) be present within fifteen minutes after the time appointed for the holding of the meeting and willing to act, the directors present shall elect one of their number to be chairman of the meeting and, if there is only one director present and willing to act, he shall be chairman.

13. If at any meeting no director is willing to act as chairman or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be a chairman of the meeting.

14. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business which might properly have been transacted at the meeting had the adjournment not taken place.

When a meeting is adjourned for fourteen days or more, at least seven clear days' notice of the adjourned meeting shall be given specifying the time and place of the meeting and the general nature of the business to be transacted. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

15. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands demanded,

a. by the chairman; or

b. by at least {three) members present in person or by proxy; or

c. by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

Provided that Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to the effect in the book containing the minutes of proceedings of the company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favor of or against such resolution.

The demand for a poll may, before the poll is taken, be withdrawn.

16. Except otherwise provided if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

17. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote.

18. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time as the chairman of the meeting directs, and any business other than upon which a poll has been demanded may be proceeded with pending the taking of the poll.

19. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall have effect as if it had been passed at a general meeting duly convened and held, and may consist of several instruments in the like form each executed by or on behalf of one or more member.

VOTE OF MEMBERS

20. Member shall have one vote.

21. A member in respect of whose estate a manager has been appointed under The Mental Health Act of 2008 or any other Law replacing or amending the same. Member may vote, whether on a show of hands or on a poll, by his said manager, and any such manager may, on a poll, vote by proxy.

22. No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the company have been paid.

23. On a poll votes may be given either personally or by proxy.

24. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing, or, if the appointer is a corporation, either under sea or under the hand of an officer or attorney duly authorized. A proxy need not be a member of the company.

25. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarial certified copy of that power or authority shall be deposited at the registered office of the company or at such other place within the Territory as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting of adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

26. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:

.....Limited.

I/We of.....
being a member/ members of the above-named company, hereby
appoint.....

of

or failing himof.....as my/our proxy
to vote for me/us on my/or behalf at the {Annual or Extraordinary, as the case maybe} general meeting
of the day of 200.... company to be held on the....., and at any
adjournment thereof.

Signed this 200.... day of.....

27. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto

..... Limited.

I/WE

being a member/members
of

the above named company, hereby appoint.....
of.....or failing of.
Him..... of as
my/our proxy to vote for me/us on my/our behalf at the (Annual or Extraordinary, as the case may be)
general meeting of the company to be held on the 200 day of....., and at any
adjournment thereof.

Signed this Day of 200

This form is to be used in favor of /against the resolution. Unless otherwise instructed, the proxy will vote as he thinks fit.

28. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

29. A vote given in accordance with the terms of an instrument of proxy, or poll demanded by proxy, or by the duly authorized representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the company at its registered office (or at such other place at which the instrument of proxy was duly deposited) before the commencement of the meeting or adjourned meeting at which the proxy is used.

30. Corporations Acting by Representation at Meetings. Any corporation which is a member of the company may by resolution of its directors or other governing body authorize such person as it thinks fit to act as its representative at any meeting of the company, and the person so authorized shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the company.

SHARE CAPITAL AND VARIATION OF RIGHTS

31. Subject to the provisions of the Act, and without prejudice to any rights attached to any existing shares, any share may be issued with such rights or restrictions, whether in regard to dividend, voting, return of capital or otherwise as the company may by ordinary resolution determine.

32. Subject to the provisions of section 61 of the Act, any shares may, with the sanction of an ordinary resolution, be issued on the terms that they are, or at the option of the company are liable, to be redeemed on such terms and in such manner as the company before the issue of the shares may by special resolution determine.

33. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of the class. To every such separate general meeting the provisions of these Regulations relating to general meetings shall apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy one-third of the issued shares of the class and that any holder of shares of the class present in person or by proxy may demand a poll.

34. The rights conferred upon the holders of the shares of any class shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu (at the rate or on an equal footing) therewith.

35. The company may exercise the powers of paying commissions conferred by section 56 of the Act. Subject to the provisions of the Act, such commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other.

36. Except as required by law, no person shall be recognized by the company as holding any share upon any trust, and the company shall not be bound by or be compelled in any way to recognize (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share or (except as otherwise provided by the articles or by law) any other rights or interests in respect of any share except an absolute right to the entirety thereof in the registered holder.

SHARE CERTIFICATES

37. Every member, upon becoming the holder of any shares, 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 the shares of each class held by him (and, upon transferring a part of his holding of shares of any class, to a certificate for the balance of such holding) or several certificates each for one or more of his shares upon payment for every certificate after the first such reasonable sum as the directors may determine. Every certificate shall be sealed with the seal

and shall specify the number, class and distinguishing numbers (if any) of the shares to which it relates and the amount or respective amounts paid thereon. In respect of a share of shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one joint holder shall be sufficient delivery to all joint holders.

38. If a share certificate is defaced, worn out, lost or destroyed, it may be renewed on such terms (if any) as to evidence and indemnity and payment of expenses reasonably incurred by the company in investigating evidence as the directors may determine but otherwise free of charge, and (in the case of defacement or wearing out) on delivery up of the old certificate.

CALLS OF SHARES

39. Subject to the terms of allotment, the directors may make calls upon the members in respect of any moneys unpaid on their shares (whether in respect of nominal value or premium) and not by the conditions of allotment thereof made payable at fixed times, provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call, and each member shall (subject to receiving at least fourteen clear days' notice specifying when and where payment is to be made) pay to the company as required by the notice the amount called on his shares. A call may be required to be paid by installments. A call may, before receipt by the company of any sum due thereunder, be revoked in whole or part and payment of a call may be postponed in whole or part. A person upon whom a call is made shall remain liable for calls made upon him notwithstanding the subsequent transfer of the shares in respect of which the call was made.

40. A call shall be deemed to have been made at the time when the resolution of the directors authorizing the call was passed.

41. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

42. If a call remains unpaid after it has become due and payable, the person from whom the sum is due shall pay interest on the amount unpaid from the day it became due and payable to the time of actual payment at the rate fixed by the term of allotment of the share or, if no rate is fixed, at a rate not exceeding five percent per annum as the directors may determine, but the directors may waive payment of such interest wholly or in part.

43. An amount payable in respect of a share on allotment or at any fixed date, whether in respect of nominal value or premium or as an installment of a call, shall be deemed to be a call, and if it is not paid the provisions of the articles shall apply as if that amount had become due and payable by virtue of a call.

44. Subject to the terms of allotment, the directors may, on the issue of shares, differentiate between the holders as to the amount of calls to be paid and the times of payment.

45. The directors may, if they think fit, receive from any member willing to advance the same, all or any part of the moneys un-called and unpaid upon any shares held by him, and upon all or any of the moneys so advanced may (until the same would, but for such advance, become payable) pay interest at such rate not exceeding (unless the company in general meeting shall otherwise direct) six per cent per annum, as may be agreed upon between the directors and the members paying such sum in advance.

TRANSFER OF SHARE

46. The instrument of transfer of any share shall be in any usual form or any other form which the directors may approve and shall be executed by or on behalf of the transferor and, unless the share is fully paid up, by or on behalf of the transferee, and the transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

47. The director may refuse to register the transfer of a share which is not fully paid to a person of whom they do not approve and they may refuse to register the transfer of a share on which the company has a lien. They may also refuse to register a transfer unless

- a. it is lodged at the office or such other place as the directors may appoint, and is accompanied by the certificate of the shares to which it relates, and such other evidence as the directors may reasonably require to show the right of the transferor to make the transfer; and
- b. it is in respect of only one class of share; and
- c. it is in favor of not more than four transferees.

48. If the directors refuse to register a transfer, they shall within sixty days after the date on which the transfer was lodged with the company send to the transferee notice of the refusal.

49. The registration of transfers of shares or any transfers of any class of shares may be suspended at such times and for such periods (not exceeding thirty days in any year) as the directors may determine.

50. No fee shall be charged for the registration of any instrument of transfer or other document relating to or affecting title to any share.

TRANSMISSION OF SHARES

51. In case of the death of a member, the survivor or survivors where the deceased was a joint holder, and the personal representatives of the deceased where he was a sole holder or the only survivor of joint holders, shall be the only persons recognized by the company as having any title to his interest in the shares; but nothing herein contained shall release the estate of a deceased member from any liability in respect of any share which had been jointly held by him.

52. A person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence being produced as may properly be required by the directors and subject as hereinafter provided, either elect by notice to the company to be registered as holder of the share, or elect to have some person nominated by him registered as the transferee in which case he shall execute the appropriate instrument of transfer. All the articles relating to the right to transfer of shares shall apply to any such notice or transfer as if it were an instrument of transfer executed by the member and the death or bankruptcy of the member had not occurred.

53. A person becoming entitled to a share by reason of the death or bankruptcy of the holder shall have the rights to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as the holder of the share, be entitled in respect of it to exercise any right conferred by membership in relation to the meetings of the company.

ALTERATION OF CAPITAL

54. If a call remains unpaid after it has become due and payable, the directors may give to the person from whom it is due not less than fourteen clear days' notice requiring payment of the amount unpaid, together with any interest which may have accrued. The notice shall name the place where payment is to be made and shall state that if the notice is not complied with, the shares in respect of which the call was made will be liable to be forfeited.

55. If the notice is not complied with, any share in respect of which it was given may, before the payment required by the notice has been made, be forfeited by a resolution of the directors to that effect and the forfeiture shall include all dividends or other moneys payable in respect of the forfeited shares and not paid before the forfeiture.

56. Subject to the provisions of this Act, a forfeited share maybe sold, re-allotted or otherwise disposed of on such terms and in such manner as the directors determine either to the person who was before the forfeiture the holder or to any other person, and at any time before a sale, re-allotment or other disposition the forfeiture may be cancelled on such terms as the directors think fit. Where for the purposes of its disposal a forfeited share is to be transferred to any person, the directors may authorize some person to execute an instrument of transfer of the share in question.

57. A person any of whose shares have been forfeited shall cease to be a member in respect of the forfeited shares and shall surrender to the company for cancellation the certificate for the shares forfeited, but shall remain liable to the company for all moneys which, at the date of forfeiture, were payable by him to the company in respect of the shares, but his liability shall cease if and when the company shall have received payment in full of all such moneys in respect of the shares, but the directors may waive payment wholly or in part or enforce payment without any allowance for the value of the shares at the time of forfeiture or for any consideration received on their disposal.

58. A statutory declaration by a director or the secretary that a share has been forfeited on a date stated in the declaration shall be conclusive evidence of the facts stated therein as against all persons claiming to be entitled to the share, and the declaration shall (subject to the execution of an instrument of transfer if necessary) constitute a good title to the share, and the person to whom the share is disposed of shall not be bound to see to the application of the consideration, if any, nor shall his title to the share be affected by any irregularity or invalidity of the proceedings in reference to the forfeiture or disposal of the share.

a. The company may by ordinary resolution: increase its share capital by new shares of such amount, as the resolution prescribes;

b. consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

c. subject to the provisions of section 65(1)(d) of the Act, sub-divide its existing shares, or any of them, into shares of smaller amount than is fixed by the memorandum of association; cancel shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.

59. Whenever as a result of a consolidation of shares any members would become entitled to fractions of a share, the directors may, on behalf of those members, sell the shares representing the fractions for the best price reasonably obtainable to any person (including subject to the provisions of this Act, the company) and distribute the net proceeds of sale in due proportion among those members, and the directors may authorize some person to execute an instrument of transfer of the shares to or in accordance with the directions of the purchaser. The transferee shall not be bound to see to the application of the purchase money nor shall his title to the share be affected by any irregularity in or invalidity of the proceedings in reference to the sale.

60. Subject to the provisions of the Act, the company may by special resolution reduce its share capital, any capital redemption reserve fund or any share premium account in any way.

61. The company shall in each year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the company and that of the next.

62. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

63. The directors may, whenever they think fit, call an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or, in default, maybe convened by such requisition, as provided by section 134 of the Act. If at any time there are not within the Territory sufficient directors to call the meeting, any director or any two members of the company may call the meeting in the same manner as nearly as possible as that in which meetings may be convened by the directors.

DIRECTORS

64. The Number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum of association or a majority of them and until such determination the signatories to the Memorandum of Association shall be the first directors. Unless otherwise determined by ordinary resolution, the number of directors shall not be subject to any maximum but shall be not less than two.

65. The remuneration of the directors shall from time to time be determined by the Company in general meeting. Such remuneration shall be deemed to accrue from day to day.

66. **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.**

67. The directors shall also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the directors or any committee of the directors or general meetings of the company or in connection with the business of the company.

DIRECTORS' APPOINTMENT AND INTEREST

68. The directors may appoint one or more of their number to the office of managing director or to any other executive office under the company and may enter into an agreement or arrangement with any director for his employment by the company or for the provision by him of any services outside the scope of the ordinary duties of a director. Any such appointment, agreement or arrangement may be made on such terms as the directors determine and they may remunerate any such director for his services as they think fit. Any appointment of a director to an executive office shall terminate if he ceases to be a director, but without prejudice to any claim to damages for breach of the contract of service between the director and the company. A managing director and a director holding any other executive office shall not be subject to retirement by rotation.

69. A director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the company shall declare the nature of his interest at a meeting of the directors in accordance with section 209 of the Act.

70. Subject to the provisions for the Act, and provided that he has disclosed to the directors the nature and extent of any material interest of his, a director notwithstanding his office

a. may be a party to, or otherwise interested in, any transaction or arrangement with the company or in which the company is otherwise interested;

b. may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in any body corporate promoted by the company or in which the company may be interested;

c. shall not, by reason of his office, be accountable to the company for any benefit which he derives from any such office or employment remuneration or other benefits received by him as a director or officer of, or from his interest in, such other company unless the company otherwise directs.

Provided that nothing herein contained shall authorize a director or his firm to act as auditor to the company, and

That,

a. a general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in such transaction of the nature and extent specified; and

b. an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

71. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the company, shall be signed, drawn accepted, endorsed, or otherwise executed in such manner as the directors shall from time to time by resolution determine.

POWERS OF DIRECTORS

72. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the company shall be managed by the directors, who may exercise all the powers of the company. No alteration of the memorandum or articles and no such directions shall invalidate any prior act of the directors which would otherwise have been valid.

The powers given by this article shall not be limited by any special power given to the directors by the articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.

73. The directors may by power of attorney appoint any person to be the attorney or agent of the company for such purposes and on such conditions as they determine, including authority for the attorney or agent to delegate all or any of his powers.

74. The directors may exercise all the powers of the company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the company or of any third party.

75. The company may exercise the powers conferred upon the company by sections 124 to 127 of the Act with regard to the keeping of a branch register, and the directors may (subject to the provisions of those sections) make and vary such regulations as they may think fit respecting the keeping of any such register.

76. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as they may be, in such manner as the directors shall from time to time by resolution determine.

77. The directors shall cause minutes to be made in books provided for the purpose:

- a. of all appointments of officers made by the directors;
- b. of the names of the directors present at each meeting of the directors and of any committee of the directors;
- c. of all resolutions and proceedings at all meetings of the company, and of the directors, and of committees of directors.

78. Circumstances under which the director shall vacate office,

- a. The office of director shall be vacated if the director; Without the consent of the company in general meeting holds any other office of profit under the company; or
- b. Becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- c. Ceases to be a director by virtue of any provision of the Act or becomes prohibited by law from being a director; or
- d. Becomes of unsound mind; or
- e. Resigns his office by notice in writing to the company; or
- f. Is directly or indirectly interested in any contract with the company and fails to declare the nature of his interest in manner required by the Act.

79. A director shall not vote in respect of any contract in which he is interested or any matter arising thereat, and if he does so vote shall not be counted. The company may by ordinary resolution appoint a person who is willing to act as director to fill a vacancy or be an additional director.

80. The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, but so that the total number of directors shall not at any time exceed the

number fixed by or in accordance with these articles (if the number is fixed at any particular time). Any director so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re-election.

81. The company may by ordinary resolution, of which special notice had been given in accordance with section 144 of the Act, remove any director before the expiration of his period of office notwithstanding anything in the article or any agreement between the company and such director. Such removal shall be without prejudice to any claim such director may have for damages for breach of any contract of service between him and the company.

82. The company may by ordinary resolution appoint another person in place of a director removed from office under the immediately preceding article. Without prejudice to the powers of the directors under article 102 the company in general meeting may appoint any person to be a director either to fill a vacancy or as an additional director.

PROCEEDINGS OF DIRECTORS

83. Subject to the provisions of the articles, the directors may regulate their meetings as they think fit. Questions arising at a meeting shall be decided by a Majority of votes. In case of an equality of votes, the chairman shall have a second or casting vote. A director may, and the secretary at the request of a director shall, call a meeting of the directors. It shall not be necessary to give notice of a meeting of directors to any director who is absent from Tanzania.

84. The quorum necessary for the transaction of the business of the directions may be fixed by the directors, and unless so fixed shall be two.

85. The continuing directors may act notwithstanding any vacancy but, if and so long as their number is reduced below the number fixed by or pursuant to the articles of the company as the necessary quorum of directors, the continuing directors or director may act for the purpose of increasing the number of directors to that number, or of summoning a general meeting of the company, but for no other purpose.

86. The directors may appoint one of their number to be the chairman of the board of directors and determine the period of which he is to hold office. Unless he is unwilling to do so, the director so appointed shall preside at every meeting of directors at which he is present. But if no such chairman is appointed, or if he is unwilling to preside, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the directors present may choose one of their number to be chairman of the meeting.

87. The directors may delegate any of their powers to any committee consisting of one or more directors; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the directors. Subject to any such regulations, the proceedings of a committee with two or more members shall be governed by the articles regulating the proceedings of directors so far as they are capable of applying.

88. All acts done by a meeting of the directors or of a committee of directors or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such director, or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and was entitled to vote.

89. A resolution in writing, signed by all the directors entitled to receive notice of a meeting of the directors, or of a committee of directors, shall be as valid and effectual as if it had been passed at a meeting of the directors or (as the case may be) a committee of directors duly convened and held, and may consist of several documents in the like form each signed by one or more directors.

PROCEEDINGS AGAINST DIRECTORS

90. Subject to the provisions of the articles, the directors may regulate their meetings as they think fit. Questions arising at a meeting shall be decided by a Majority of votes. In case of an equality of votes, the chairman shall have a second or casting vote.

A director may, and the secretary at the request of a director shall, call a meeting of the directors.

It shall be necessary to give notice of a meeting of directors to any director including those absent from Tanzania.

91. The quorum necessary for the transaction of the business of the directions may be fixed by the directors, and unless so fixed shall be two.

92. The continuing directors may act notwithstanding any vacancy but, if and so long as their number is reduced below the number fixed by or pursuant to the articles of the company as the necessary quorum of directors, **the continuing directors or director may act for the purpose of increasing the number of directors to that number, or of summoning a general meeting of the company, but for no other purpose.**

93. The directors may appoint one of their number to be the chairman of the board of directors and determine the period of which he is to hold office. Unless he is unwilling to do so, the director so appointed shall preside at every meeting of directors at which he is present. But if no such chairman is appointed, or if he is unwilling to preside, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the directors present may choose one of the number to be chairman of the meeting.

94. The directors may delegate any of their powers to any committee consisting of one or more directors; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the directors. Subject to any such regulations, the proceedings of a committee with two or more members shall be governed by the articles regulating the proceedings of directors so far as they are capable of applying.

95. All acts done by a meeting of the directors or of a committee of directors or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such director, or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and was entitled to vote.

96. A resolution in writing, signed by all the directors entitled to receive notice of a meeting of the directors, or of a committee of directors, shall be as valid and effectual as if it had been passed at a meeting of the directors or (as the case may be)

a committee of directors duly convened and held, and may consist of several documents in the like form each signed by one or more directors.

97. The secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

98. A provisions of the Act or these articles requiring or authorizing a thing to be done by or to a director and the secretary shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, the secretary.

ACCOUNTS

99. The directors shall cause proper books of account to be kept with respect to

- a. all sums of money received and expended by the company and the matters in respect of which the receipt and expenditure takes place;
- b. all sales and purchase of goods by the company; and
- c. the assets and liabilities of the company. Property books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the company's affairs and to explain its transactions.

100. The books of account shall be kept at the registered office of the company, or subject to section 151(4) of the Act, at such other place or places as the directors think fit, and shall always be open to the inspection of the directors.

101. No member shall (as such) have any right of inspecting any accounting records or other book or document of the company except as conferred by statute or authorized by the directors or by ordinary resolution of the company

102. The directors shall from time to time in accordance with sections 153, 155 and 159 of the Act, cause to be prepared and to be laid before the company in general meeting, such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.

103. In accordance with section 163 and 164 of the Act, the copy of the company's Annual accounts to be laid before the company in general meeting together with a copy of the director's report and the auditor's report shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of, the company.

104. The directors may, with the authority of an ordinary resolution of the company: Provided that this regulation shall not require a copy of those documents to be sent to any person of whose address the company is not aware or to more than one of the joint holders of any shares or debentures

CAPITALISATION OF PROFIT

105. Resolve to capitalize any part of the amount for the time being standing to the credit of any of the company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution, and that such sum be capitalized to the members who would have been entitled to it were distributed by way of dividend and in the same proportions and apply such sum either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or in paying up in full in issued shares or debentures of the company to be allotted and distributed;

Make such provision the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, and authorize any person to enter on behalf of all the members entitled thereto into an agreement with the company providing for the allotment to them respectively, credited as fully paid up, of any shares or debentures to which they are entitled upon such capitalization, and any agreement made under such authority shall be effective and binding on all such members.

COMPANY SECRETARY

106. The secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

107. A provisions of the Act or these articles requiring or authorizing a thing to be done by or to a director and the secretary shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, the secretary.

THE SEAL

108. Seal shall only be used by the authority of the directors or of a committee of the directors authorized by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or by a second director.

a. Directors shall cause proper books of account to be kept with respect to: all sums of money received and expended by the company and the matters in respect of which the receipt and expenditure takes place;

b. all sales and purchase of goods by the company; and

c. the assets and liabilities of the company. Property books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the company's affairs and to explain its transactions

109. The books of account shall be kept at the registered officer of the company, or subject to section 151(4) of the Act, at such other place or places as the directors think fit, and shall always be open to the inspection of the directors

110. No member shall (as such) have any right of inspecting any accounting records or other book or document of the company except as conferred by statute or authorized by the directors or by ordinary resolution of the company.

111. The directors shall from time to time in accordance with sections 153, 155 and 150 of the Act, cause to be prepared and to be laid before the company in general meeting, such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.

112. In accordance with section 164 of the Act, the copy of the company's annual accounts to be laid before the company in general meeting together with a copy of the director's report and the auditor's report shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of, the company. Provided that this regulation shall not require a copy of those documents to be sent to any person of whose address the company is not aware or to more than one of the joint holders of any debentures.

113. Auditors shall be appointed and their duties regulated in accordance with sections 170 to 179 of the Act.

AUDIT

114. Auditors shall be appointed and their duties regulated in accordance with sections 170 to 179 of the Act.

NOTICES

115. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of directors need not be in writing. The company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address, or by leaving it at that address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected at the expiration of seventy-two hours after the letter containing the same was posted. A member whose registered address is not within the Tanzania and who gives to the company an address within the Tanzania at which notices may be given him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the company.

116. A notice maybe given by the company to the joint holders of a share by giving the notice to the joint holder first named in the register of members in respect of the share.

117. A notice may be given by the company to the persons entitled to a share in consequence of the death or bankruptcy of a member by sending or delivering it, in any manner authorized by the articles, addressed to them by name, or by the title of representatives of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, within the Tanzania supplied for the purpose by the persons claiming to be so entitled. Until such an address has been supplied, a notice may be given in any manner in which it might have been given if the death or bankruptcy had not occurred.

118. A member present, either in person or by proxy, at any meeting of the company or of the holders of any class of shares in the company shall be deemed to have received purpose for which is so called.

LIEN

119. The company shall have a first and paramount lien on every share (not being a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share; but the directors may at any time declare any share to be wholly or in part exempt from the

provisions of this regulation. The company's lien, if any, on a share shall extend to any amounts payable in respect of it.

120. The company may sell, in such manner as the directors determine, any shares on which the company has a lien if a sum in respect of which the lien exists is presently payable and is not paid within fourteen clear days after a notice in writing has been given to the holder of the share, or the person entitled thereto by reason of the death or bankruptcy of the holder, demanding payment and stating that if the notice is not complied with the shares may be sold.

121. To give effect to any such sale the directors may authorize some person to transfer the shares sold to, or in accordance with the directions of, the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer, and he shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

122. The net proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue, if any, shall (upon surrender to the company for cancellation of the certificate for the shares sold and subject to a like lien for sums not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares, at the date of the sale.

INDEMNITY

123. Subject to the provisions of the Act, but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor 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 favor or in which he is acquitted or in connection with any application under section 481 of the Act in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the company.

WINDING UP

124. If the company is wound up the liquidator may, with sanction of a special resolution of the company and any other sanction required by the Act divide amongst the members in specie the whole or any part of the assets of the company and may, for that purpose, set such value as he deems fair upon any property to be divided 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 sanction, vest the whole or any part of the assets in trustees upon such trusts for the benefit of the members as the liquidator, with the like sanction, shall determine, but no member shall be compelled to accept any shares or other securities upon which there is a liability.

ARBITRATION

125. If and whenever any dispute or difference shall arise between the company and any of the members or their respective touching upon the construction or the meaning of any Articles herein contained or any matter or thing made or done or omitted to be done or will or with regards to the rights or liabilities arising here under or arising out of the relation existing between the parties by reason of these articles or the Act, such difference shall (unless a sole arbitrator be agreed upon) forthwith be referred to the arbitration of three appointed arbitrators, one to be appointed by each party and the third one to be appointed by the first two. Or in the event of failure to agree within or any existing statutory modifications or re-enactment thereof shall apply.

NAMES, ADDRESS AND DESCRIPTION OF SUBSCRIBERS	NUMBER OF SHARES	SIGNATURE
BAO MUQIANG PO BOX 9984 DAR ES SALAAM	80	包穆强
ZHU SHISHUAI PO BOX 9984 DAR ES SALAAM	20	朱时帅
TOTAL	100	

Dated 22nd day of June2021

Witness to the above signatures,

Name; GLORIA JOHN NKULILA

Signature: [Handwritten Signature]



Postal address: 105315 DAR-ES-SALAAM

Qualification: ADVOCATE