

**THE COMPANIES ACT, 2002**

**PRIVATE COMPANY LIMITED BY SHARES**

**MEMORANDUM**

**AND**

**ARTICLES OF ASSOCIATION**

**OF**

**CHENGZE GROUP CO. LIMITED**

**Incorporated on this ..... day of ..... 2024**

**Drawn by:**

Runze Wu  
(Subscriber)  
P.O Box 40850,  
**Dar es Salaam.**

---

**THE COMPANIES ACT, 2002**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**MEMORANDUM OF ASSOCIATION**  
**OF**  
**CHENGZE GROUP CO. LIMITED**

1. The name of the Company is CHENGZE GROUP CO. LIMITED.
2. The registered office of the company will be situated in the united republic of Tanzania.
3. The Objectives for which the company is established are; -
  - a) To carry on business related to extraction of minerals occurring naturally as solids (coal and ores), liquids (petroleum) or gases (natural gas). Extraction can be achieved by different methods such as underground or surface mining, well operation, seabed mining etc. Also to includes supplementary activities aimed at preparing the crude materials for marketing, for example, crushing, grinding, cleaning, drying, sorting, concentrating ores, liquefaction of natural gas and agglomeration of solid fuels.
  - b) To carry on business related to general construction and specialized construction activities for buildings and civil engineering works. It includes new work, repair, additions and alterations, the erection of prefabricated buildings or structures on the site and also construction of a temporary nature. This work can be carried out on own account or on a fee or contract basis. Portions of the work and sometimes even the whole practical work can be subcontracted out. Also included is the repair of buildings and engineering works and renting of construction equipment with operator with the specific construction activity.
  - c) To carry on business of wholesale and retail trade (i.e. sale without transformation) of any type of goods and the rendering of services incidental to the sale of these goods. to include the usual operations (or manipulations) associated with trade, for example sorting, grading and assembling of goods, mixing (blending) of goods, bottling (with or without preceding bottle cleaning), packing, breaking bulk and repacking for distribution in smaller lots, storage (whether or not frozen or chilled) as secondary activities. The resale (sale without transformation) of new and used goods to retailers, to industrial, commercial, institutional or professional users, or to other wholesalers, or involves acting as an agent or broker in buying goods for, or selling goods to, such persons or companies.
  - d) To carry on business of transportation and storage; By way of land transport, water transport and air transport; warehousing and support activities for transportation, cargo handling, forwarding of freight, logistics activities and agency. Include the provision of passenger or freight transport, whether scheduled or not, by rail, pipeline, road, water or air and associated activities such as terminal and parking facilities, cargo handling, storage

etc. Including the renting of transport equipment with driver or operator. Also include postal and courier activities.


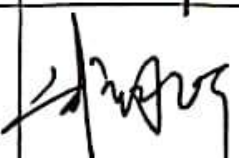
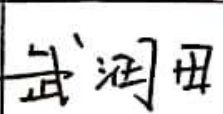
- e) To carry on business of accommodation, food and beverage services activities. Includes the provision of short-stay accommodation for visitors and other travelers and the provision of complete meals and drinks fit for immediate consumption. Also included is the provision of longer-term accommodation for students, workers and similar individuals. Some units may provide only accommodation while others provide a combination of accommodation, meals and/or recreational facilities.
- f) To carry on business of production and distribution of information and cultural products, the provision of the means to transmit or distribute these products, as well as data or communications, information technology activities and the processing of data and other information service activities.
- g) To carry on business of financial service activities, including insurance, reinsurance and pension funding activities and activities to support financial services. Including holding companies, insurance activities; activities auxiliary to insurance not exhaustive to risk and damage evaluation, activities of insurance agents and brokers; and fund management activities.
- h) To carry on business of acting as lessors, agents and/or brokers in one or more of the following: selling or buying real estate, renting real estate, providing other real estate services such as appraising real estate or acting as real estate escrow agents. These activities may be carried out on own or leased property and may be done on a fee or contract basis. Also include the building of structures, combined with maintaining ownership or leasing of such structures. To carry on construction of buildings, civil engineering, specialized construction activities.
- i) To carry on business of specialized professional, scientific and technical activities. Includes legal activities, accounting, bookkeeping, auditing activities, tax consultancy and management consultancy activities. Activities of head offices; Architectural and engineering activities; technical testing and analysis, Scientific research and development, and Other professional, scientific and technical activities.
- j) To carry on business of administrative and support service activities includes a variety of activities that support general business operations; rental and leasing activities of motor vehicles, machinery and equipment; employment activities; travel agency, tour operator, reservation service and related activities; security and investigation activities; cleaning activities; office administrative, office support and other business support activities.
- k) To carry on business of other education, exclusive of primary, secondary and higher education; technical and vocational education; and education support activities.

And it is hereby declared that, in the interpretation of this clause the power conferred on the Company by any paragraph, shall not be restricted by reference to any other paragraph, or to the name of the Company, or by the juxtaposition of the two or more objects and that in the event of

any ambiguity, this clause and every paragraph hereof shall be construed in such a way as to widen, and not restrict the power of the Company.

4. The Liability of the members is limited.
5. The share capital of the company is one billion Tanzanian shillings (1,000,000,000/=), divided into one thousand (1,000) ordinary shares of one million Tanzanian shillings (1,000,000/=) each and the company shall have power 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 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 agree to take the number of shares in the capital of the company set opposite our respective names.

Names and addresses of subscribers	Number of shares taken by each subscriber	Signature of subscribers
Na Xu, P.O. Box 40850, Dar es Salaam.	100	
Runze Wu, P.O. Box 40850, Dar es Salaam.	75	
Runtian Wu, P.O. Box 40850, Dar es Salaam.	75	

Dated this 23rd day of December 2024

Witness to the above signature: -

Name: Erick BYANSHEKO

Signature: 

Postal Address: 71902 DEM

Qualifications: ADVOCATE



**THE COMPANIES ACT, 2002**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**CHENGZE GROUP CO. LIMITED**

**INTERPRETATION**

1. in these articles: -

"Act" means the Companies Act 2002 and any statutory modification or re-enactment thereof for the time being in force;

"Article" means the article 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;

"Seal" means the common seal of the company;

"Secretary" means any person appointed to perform the duties of a secretary of the company;

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography 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 be interpreted in accordance with the provisions of the Interpretation Act, and of the Act as in force at the date at which these Articles become binding on the company.

**PRIVATE COMPANY**

2. The Company is a private company and accordingly.

- a) The right to transfer shares is restricted in manner hereafter prescribed;
- b) The members of the company (exclusive of persons who are in the employment of the company) is limited to fifty; provided that, where two or more persons hold one or more shares in the company jointly, they shall, for the purpose of this article, 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.

## **MEMBERS**

3. The number of members with which the company proposes to be registered is three 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 meeting in that year, and shall specify the meeting as such in the notice calling it.
5. 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. The annual general meeting shall be held at such time and place as the directors shall appoint.
6. All general meetings other than annual general meetings shall be called extraordinary general meetings. The directors may, whenever think fit, convene an extraordinary general meeting. If at any time there are not within 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 meeting may be convened by the directors.

## **NOTICE OF GENERAL MEETING**

7. Every general meeting shall be called by twenty-one clear days' notice in writing at the least. The notice shall specify the place, the day, and hour of meeting and, in case of special business, the general nature of that business.
8. 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 is agreed.
  - a) In the case of a meeting called as the annual general meeting, by all the member entitled to attend and vote thereat.
  - b) In 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 representation not less than ninety five percent of the total voting rights at that meeting of all the members.
9. Subject to the provision 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 to notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at the meeting.

## PROCEEDINGS AT GENERAL MEETINGS

10. 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.
11. 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 third of the directors, entitle 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.
12. If within half an hour from the time appointed for the meeting 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 such other time and place as the directors may determine.
13. 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 and willing to act, he shall be chairman.
14. 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 numbers to be a chairman of the meeting.
15. 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.
16. 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 demand;  
-
  - a) By the chairman; or
  - b) By at least two-member 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.

Unless a poll so demanded a declaration by the chairman that a resolution has on a show of hands been 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 proposition of the votes recorded in favour of or against such resolution. The demand for a poll may, before the poll is taken, be withdrawn.

- 17. Except as provided in article 19, if a poll is dully demand 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.
- 18. In the case of any 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.
- 19. 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 preceded with pending the taking of the poll.
- 20. 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 effects as if it had been passed at a general meeting duly convened and held, and consist of several instruments in the like form each executed by or on behalf of one or more member.

### **VOTE OF MEMBERS**

- 21. Every member shall have one vote.
- 22. A member in respect of whose estate a manager has been appointed under section 26 of the Mental Diseases Act, 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.
- 23. No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the company have been paid.
- 24. On a poll vote may be given either personally or by proxy.
- 25. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney dully authorized in writing, or if the appointer is a corporation, either under seal or under the hand of the officer of attorney duly authorized. A proxy need not be a member of the company.
- 26. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

27. 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.

#### **CORPORATION ACTING BY REPRESENTATION AT MEETING**

28. 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.

#### **DIRECTORS**

29. The numbers 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 subjected to any maximum but shall be not less than two.
30. 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. The directors shall also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meeting of the directors or any committee of the directors or general meetings of the company or in connection with the business of the company.
31. Any directors who devote special attention to the business of the company, which in the opinion of the board are outside the scope of the ordinary duties as the director, may be paid such extra remuneration by way of salary or otherwise as the board may determine which shall be changed as part of the company's ordinary working expenses.
32. The following persons shall be the first directors to the company
- a) Na Xu
  - b) Runze Wu
  - c) Runtian Wu

## **POWER AND DUTIES OF DIRECTORS**

33. Subject to the provision of the Act, the memorandum and the articles and to any directors given by special resolution, the directors, who may exercise all the power of the company, shall manage the business 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 power 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 and may exercise all powers exercisable by the directors.
34. The director may by the power of the 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.
35. 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 the case may be, in such manner as the directors shall from time to time determine by resolution.
36. The directors shall cause minutes to be made in books provided for the purpose: -
- a) Of all appointment of officers made by the directors
  - b) Of the names of the directors present at each meeting of the directors and of any committees of the directors
  - c) Of all resolutions and proceedings at all meetings of the company and of the directors and committees of directors.

## **DISQUALIFICATION OF DIRECTORS**

37. The office of director shall be vacated if the directors: -
- a) 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 the 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.

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.

38. 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.
39. The directors may appoint a person who is 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. Any director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for reelection.
40. 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.
41. 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 37 the company in general meeting may appoint any person to be a director either to fill a vacancy or as an additional director.
42. 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 directors who are absent from Tanzania.
43. 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 act for the purpose of increasing the number of directors to that number, or summoning a general meeting of the company but for no other purpose.
44. The directors may appoint one of their numbers 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.
45. The directors may delegate any of their powers to any committee consisting of one or more directors; any committees so formed shall in the exercise of the powers so 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.
46. All act 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 hand 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.

47. 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.

### **TRANSFER OF SHARES**

48. The directors may in their discretion and without assigning any reason thereof refuses to register the transfer of any share to any person who it shall in their opinion is undesirable for any reason whatsoever to admit to membership.
49. 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 whom 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 person who may desire to sell or transfer any such shares and every person representative 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 member 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 shares 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 expiration of such 21 day notice the board shall apportion such shares amongst the shareholders (if more than one) who shall have expressed their desire to purchase number 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

## **SECRETARY**

50. 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.
51. A provision 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**

52. The 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 a second director.

## **ACCOUNTS**

53. The directors shall cause proper books of accounts to be kept with respect to:-
- a) All sums of money received and expended by the company and the matters in respect to which the receipt and expenditure takes place.
  - b) All sales and purchases of goods by the company; and
  - c) The assets and liabilities of the company.
54. 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.
55. The books of account shall be kept at the registered office of the company, or subject to section 151(4) of the Act, as such other place or places as the directors think fit, and shall always be open to the inspection of the directors.
56. No member shall (as such) have 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.
57. The directors shall from time to time in accordance with section 150, 153 and 155 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.
58. 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 directors' report and the auditors 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.

### **AUDIT**

59. Once at least in every year the accounts of the company shall be examined and the correctness of the balance sheet ascertained by an Auditor.
60. The company at each ordinary general meeting shall appoint an auditor to hold office until the next ordinary general meeting, and his appointment, remuneration, rights and duties shall be regulated by section 170 to 179 of the Act.
61. No director or other officer of neither the company nor any person who is a partner of or in the employment of or an officer of the company nor any corporation shall be capable of being appointed auditor of the company.

### **BORROWING POWERS**

62. The directors may raise or borrow for the purpose of the company's business such sum or sums of money as they think fit and they 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 and future, including its uncalled or unissued capital 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 charged, or in such other way as the directors may think expedient.

### **LIEN**

63. The company shall have a first and paramount lien upon all shares (whether fully paid or not) registered in the name of any member, either alone or jointly with any other person for his debits, liabilities and engagements, whether solely or jointly with any other person to or with the company whether the period for the payment, fulfillment or discharge thereof shall have actually arrived or not and such lien shall extend to all dividends from time to time declared in respect of such shares. But the directors may at any time declare any share to be exempt wholly or partially from the provisions of the article.

### **WINDINGUP**

64. In a winding up the liquidator may with the sanction of an extraordinary resolution, distribute all or any of the assets in specie among the members in such proportions and manners as may be determined by such resolution provided always that if any such distribution is determined to be made otherwise than in accordance with existing rights of the members, every member shall have the same right of dissent and other ancillary rights as if such resolution were a special resolution passed pursuant to section 342 of the Act.

**INDEMNITY**

65. Every director or other officer of the company shall be entitled to be indemnified out of the assets of the company against all losses or liabilities (including any such liability as is mentioned in paragraph (c) of the provision to section 214 of the Act) which he may sustain, incur in or about the execution of the duties of his office or otherwise in relation thereto, and no director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the company in the execution of the duties of his office or in relation thereto. But this article shall have effect in so far as its provision is not avoided by the said section 214 of the Act.

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

Names and addresses of subscribers	Number of shares taken by each subscriber	Signature of subscribers
Na Xu, P.O. Box 40850, Dar es Salaam.	100	徐娜
Runze Wu, P.O. Box 40850, Dar es Salaam.	75	吴润泽
Runtian Wu, P.O. Box 40850, Dar es Salaam.	75	武润田

Dated this 23rd day of December 2024

Witness to the above signature: -

Name: Erick Byansheko

Signature: [Handwritten Signature]

Postal Address: 71908 DSM

Qualifications: ADVOCATE

