

THE
COMPANIES ACT, 2002

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

HAOMAI INVESTMENT COMPANY LIMITED

Incorporated thisday of2020

Drawn by

ZONGLIN YOU

SUSCRIBER

No.21 Dongxing Village, Xitianwei Town,

Licheng District, Putian, Fujian,

China

**THE COMPANIES ACT 2002
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
HAOMAI INVESTMENT COMPANY LIMITED**

1. The name of the Company is "HAOMAI INVESTMENT COMPANY LIMITED"
2. The registered office of the Company will be situated in Tanzania.
3. The objects for which the Company is formed are:-
 - (a) To carry on manufacturing of iron sheets
 - (b) To carry on manufacturing of nails .
 - (c) To carry on manufacturing of construction related materials.
 - (d) To carry on whole sale of iron sheets, nails and other construction materials.
 - (e) To carry on whole sale and retail of hardwares, power tools, machines and others.
 - (f) To carry on construction of building.
 - (g) To carry on construction of roads and railways.
 - (h) To carry on manufacturer of rubber and plastic products.
 - (i) T carry on manufacture of furniture.
 - (j) To carry on real estate activities with own or leased property.
 - (k) To carry on where housing and storage.
 - (l). To carry on other mining and quarrying
 - (m)To carry on electric power generator, transmission and distribution

4. The liability of the Members is limited.
5. The capital of the Company is Tanzanian Shillings one billion (1,000,000,000) divided into ten thousand (10,000) ordinary shares of Tanzanian Shillings one hundred thousand (100,000) each. The Company shall have powers to increase its capital and to divide the shares in its capital for the time being into several classes of stock or shares and to attach thereto respectively such preferential, deferred or special rights, privileges, or conditions as may be determined by or in accordance with the Articles of Association of the Company.

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

Names, Addresses, and Description of Subscribers.	Number of shares Taken by each Subscriber	Signature
JINZHANG, LIN No.116 Qingqian Village, Huangshi Town, Licheng District, Putian, Fujian, China	9300	林金涨
ZONGLIN, YOU No.21 Dongxing Village, Xitianwei Town, Licheng District, Putian, Fujian, China	600	游子霖
SHUYAN, HUANG 4666 Xianyue Rd, Huli District, Xiamen, Fujian, China	100	黄淑燕

Dated at DEM this 20th day of January 2021

Witness to the above signatures:

Name GEORGE YUDAS MSANGI

Signature [Handwritten Signature]

Postal Address 90105 DEM

Qualification Advocate.



COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
HAOMAI INVESTMENT COMPANY LIMITED

1. PRELIMINARY

In these regulations:-

" The Act" means the Companies Act 2002 of the Laws of Tanzania.

When any provision of the Act is referred to, the reference is that provision is as modified by any law for the time being in force.

Unless the context otherwise requires, the expressions defined in the Act or any statutory modification thereof in the force at the date at which these regulations become binding on the company, shall have the meaning so defined.

Any words importing the singular shall include the plural and vice versa, and words importing the masculine gender shall include females, and the words importing persons shall include bodies corporate, partnership, firms, cooperatives, societies, etc.

The regulations of Companies Act shall not apply to the company, save in so far as they are varied or excluded hereby, but in case of any conflict between the provisions herein, and the provisions under this regulation the former shall prevail, and in addition to substitution shall be the regulations of the company.

2. PRIVATE COMPANY

The Company is a Private Company and accordingly:-

- (a) The right to transfer shares is restricted in manner hereinafter prescribed.
- (b) The number of members of the company (exclusive of persons who are in the employment of the Company and of persons who have been formerly in the employment of the company were while in such employment to be the member of the company) is limited fifty, provided that where two or more persons hold one or more shares in the company jointly they shall for the purpose of this regulation be tested 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.

3. TRANSFER OF SHARES

The Directors may in their direction and without assigning any reason there of refuse to register the transfer of any share to any person who it shall in their opinion be undesirable for any reason whatsoever to admit to membership.

4. Subject to clauses 2 and 3 hereof the right to members to transfer their shares shall be restricted as follows:
 - (a) No share shall be transferred to a person who is not a member so long as any member of any person selected by the Directors as one who it is desirable in the interest of the Company to admit to membership.
 - (b) Every shareholder or trustee in bankruptcy, or any person who may desire to sell or transfer any such shares and every who may desire to sell or transfer any such shares and every personal representatives of a deceased shareholder shall give notice in writing to the Directors that he desires to make such sale or transfer. Such notice shall constitute the Board of Directors of the Company as his agent for the sale of the said shares to any member or members of the company at the price to be agreed upon between the party giving such notice the party and the board, or in case of difference to be determined by the Auditor of the Company.
 - (c) Upon price of such shares being agreed on a determined as per clause (b) above, the board shall forthwith give notice to such of the shareholders other than the shareholders desiring to sell or transfer the said shares, stating the number and price of such share inviting the person to whom notice is sent to state tithin 21 from the date of such notice whether he is willing to purchase any, if so what maximum number of such shares. At the expiration of such days 21 notice the board shall apportion such shares amongst the shareholders (if more than one) who shall have expressed their desire to purchase number of shares already held by them respectively, or if there be only one such shareholder, that the whole of such shares shall be sold to him, provided no shareholder shall be obliged to take more than the maximum number of such shares stated in his answer to the said notice.

Upon such apportionment being made or such one shareholder notifying his intention to purchase, as the case may be, the party desiring to sell or transfer such shares shall be bound upon payment of the said price to transfer the shares to the respective shareholders or to single shareholder who shall have agreed to purchase the same.

5. GENERAL MEETINGS: NOTICE OF GENERAL MEETING AND PROCEEDINGS OF THE GENERAL MEETINGS.

The regulation of Companies Act shall apply to the following variations:-

- 1) A General Meeting, Ordinary or Extraordinary may with the consent in writing of all members, be convened on a shorter notice than seven days or without notice.
- 2) Two members, present either personally or by proxy shall form a quorum
- 3) Any ordinary resolution of the company determined without any general meeting and evidenced by writing under the hands of majority of the Directors and of the members of the company holding three – fourths of the issued shares of the company shall be valid and effectual as an ordinary resolution duly passed at a general meeting of the company.

6.

DIRECTORS

- (a) Until otherwise determined by the company in General Meeting the Directors shall not be less than two and not more than four in number.
- (b) The following persons shall be the first Directors of the company:-

- 1) JINZHANG, LIN
- 2) ZONGLIN, YOU
- 3) SHUYAN, HUANG

- 7. The shareholding qualification for Directors may be fixed by the company in General Meeting , and unless and until so fixed no qualification shall be required.
- 8. The quorum of Directors for transacting business shall, unless otherwise fixed by the Directors, be two.
- 9. A resolution in writing signed by all the Directors then in Tanzania shall be as valid and effectual as if it had been passed at a meeting of Directors duly called and constituted.
- 10. The Directors may from time to time borrow or raise any money for the purposes of the Company which may exceed the issued share capital of the company.

11.

BORROWING POWERS

The Directors may from time to time in their discretion raise or borrow for the purpose of any Company's business such sum or sums of money as they think fit.

- 12. The Directors may secure the repayment of or raise any such sum or sums as aforesaid by mortgage or charge upon the whole or any part of the property and assets of the Company present or future including its uncalled capital for the time being, or by the issue at such price as they may think fit, of bonds or debentures either charged upon the whole or any part of the property and assets of the company or not so charged or in such other way as the Directors may think expedient.

13.

VOTE OF MEMBERS

- On a show of hands every member present in person shall have one vote. On a roll every member shall have one vote only for the shares of which he is holder.
- 14. No memver shall be entitled to vote at any general meeting unless all class or other sums presently by him n respect of shares in the Company have been paid.

15.

DISQUALIFICATION OF DIRECTORS

- The office of a Director shall be vacated if the Director,
- (a) becomes bankrupt; or
 - (b) is found to be a lunatic or becomes of unsound mind; or
 - (c) resigns his office by notice in writing to the Company;

(d) abstains himself from meetings of the directors for a period of six months

16. SEAL

The Directors shall provide for the safe custody of the Seal. The Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors and in the presence of at least two Directors or a Director and Secretary or other person as aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.

17. ALTERNATE DIRECTORS

Any director shall have power to nominate any person to act or attend as alternate Director during his absence or during his inability so to act. Such Director shall be subject in all respects to the terms and conditions existing with reference to the other Directors and such Alternate Director shall exercise and discharge all the duties of Director whom he represents.

18. Unless otherwise decided by the Directors the quorum necessary to transact business of the Directors shall be two Directors personally present.

19. SECRETARY

The Secretary shall be appointed by the Board for such terms at such remuneration and upon such condition as it may think fit, and any Secretary so appointed may be removed by the Board.

20. WINDING UP

With the sanction of a special resolution of the shareholders any part of the assets of the Company including any shares in other Companies may be divided between the members of the Company in special or may be vested in Trustees for the benefit of such members and the liquidation of the company may be closed and the company dissolved but so that no member shall be compelled to accept any shares whereupon there is any liability.

21. ALTERATION OR ADDITION

Subject to the provisions of the Act and to those contained in the memorandum of Association the Company may by Special Resolution make alteration or addition so made shall be as valid and effectual as if originally contained in those articles and be subject in like manner to alteration by Special Resolution.

22. INDEMNITY

Every Director, Managing Director, Agent, Auditor, Secretary and other Officer for the time being of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgement is given in his favour or in

which he is acquitted or is in connection with any application in which relief is granted to him by the Court.

23. **ARBITRATION**

If and whenever any dispute or difference shall arise between the Company and any of the members or their respective representatives touching upon the construction or meaning of any of the Articles herein contained or any act matter or thing made or done or omitted to be done or with regard to the rights or liabilities arising here under or arising out of the relation existing between the parties by reasons of these Articles or the relation existing between the parties by reasons of these Articles or the Act, such differences shall (unless a sole arbitrator be agreed upon) forthwith be referred to the arbitration of three (3) arbitrators, one to be appointed by each party and the third to be appointed by the first two or, in the event of failure to agree within (Cap.15) or any then existing statutory modifications or re-enactment thereof shall apply.

Names, Addresses, and Description of Subscribers.	Number of shares Taken by each Subscriber	Signature
JINZHANG, LIN No.118 Qingqian Village,Huangshi Town, Licheng District, Putian, Fujian, China	9300	林金漲
ZONGLIN, YOU No.21 Dongxing Village, Xitianwei Town, Licheng District, Putian, Fujian, China	600	游子勇
SHUYAN, HUANG 4666 Xianyue Rd, Huli District, Xiamen, Fujian, China	100	黄淑燕

Dated at DSM this 20th day of January (2021)

Witness to the above signatures:

Name GEORGE YUDAS MSANGI

Signature [Handwritten Signature]

Postal Address 90105 DSM

Qualification Advocate



THE UNITED REPUBLIC OF TANZANIA
BUSINESS REGISTRATIONS AND LICENSING AGENCY

Declaration of Compliance on Application for the Registration of a Company
Pursuant to Section 14 (4) of the Companies Act 2002

Company Number

Company Name in Full
HADMAI INVESTMENT COMPANY LIMITED

I (Full name),
ZONG LIN YOU

of (Address)
PLOT NUMBER 14, PUGU ROAD, DSM

do solemnly and sincerely declare that I am (delete as necessary) [an advocate of the High Court engaged in the formation of the company] [a person named as [director] [secretary] of the company in the statement delivered to the Registrar under section 14(2) of the Act] and that all of the requirements of the Companies Act 2002 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.
AND I make this solemn declaration conscientiously believing the same to be true.

Declarant's Signature **(Zong Lin You)**

Declared at **DAR ES SALAAM**

on **30th January 2021**

Before me
(please print name) **GEORGE YUDAS MEANGI**

Signed **(George Yudhas Meangi)** Date **20th January 2021**

A commissioner for oaths or Notary Public

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United Republic of Tanzania
Business Registrations and Licensing Agency



Application for Registration of a Company
Companies Act (Cap 212)

APPLICATION

Tracking number G210117-3998
Application date 17/01/2021 21:04:59

APPLICANT

Passport number EB1668759
Name ZONGLIN YOU
Gender Male
Date of birth 11/02/1964
Nationality Chinese
E-mail Address changjiang.investment.co.ltd@gmail.com
Mobile Phone Number 0745018888
Can this person update data in ORS? Yes
This person is empowered to assign persons who can update data in ORS No

INFORMATION ABOUT COMPANY

Name reservation number R1000000036857
Company name HAOMAI INVESTMENT COMPANY LIMITED
Company type Private company Limited by shares
Accounting date 31/12

REGISTERED OFFICE

Registered office Region Dar Es Salaam, District Kinondoni, Ward Kinondoni, Postal code 14110, Street PUGU, Road PUGU, Plot number 13, Block number B, House number N/A
P.O. BOX 75966
E-mail changjiang.investment.co.ltd@gmail.com
Mobile Phone Number 255745057777

BUSINESS ACTIVITY

Name of activity 3290 - Other manufacturing n.e.c. , Main activity
Name of activity 4659 - Wholesale of other machinery and equipment
Name of activity 4690 - Non-specialized wholesale trade

DIRECTORS

DIRECTOR 1

Can this person update data in ORS? Yes

Class of shares	Number of shares issued	Value	Aggregate nominal value	Currency
Ordinary	10000	100000	1000000000	TZS
		Total:	1000000000	TZS

SHAREHOLDERS

SHAREHOLDER 1

Passport number G47403984
Name JINZHANG LIN
Gender Male
Date of birth 09/01/1958
Nationality Chinese
E-mail Address JINZHANG.LIN@YAHOO.COM
Mobile Phone Number 255745018888
Residential address China, People's Republic of, PUTIAN, No.116 Qingqian Village, Huangshi Town, Licheng District, Putian, Fujian, People's Republic of China, 351100,
 Ordinary 9300

SHAREHOLDER 2

Passport number EB1668759
Name ZONGLIN YOU
Gender Male
Date of birth 11/02/1964
Nationality Chinese
E-mail Address zonglin.you@yahoo.com
Mobile Phone Number 255677455555
Residential address China, People's Republic of, PUTIAN, No.21 Dongxing Village, Xitianwei Town, Licheng District, Putian, Fujian, People's Republic of China, 351100,
 Ordinary 600

SHAREHOLDER 3

Passport number EE2763957
Name SHUYAN HUANG
Gender Female
Date of birth 18/01/1974
Nationality Chinese
E-mail Address shuyan.huangfj@yahoo.com
Mobile Phone Number 255745057777
Residential address China, People's Republic of, XIAMEN, 4666 Xianyue Rd, Huli District, Xiamen, Fujian, People's Republic of China, 360000,
 Ordinary 100

Passport number	G47403984
Name	JINZHANG LIN
Gender	Male
Date of birth	09/01/1958
Nationality	Chinese
E-mail Address	JINZHANG.LIN@YAHOO.COM
Mobile Phone Number	255745018888
Residential address	China, People's Republic of, PUTIAN, No.116 Qingqian Village, Huangshi Town, Licheng District, Putian, Fujian, People's Republic of China, 351100,

DIRECTOR 2

Can this person update data in ORS?	Yes
Passport number	EB1668759
Name	ZONGLIN YOU
Gender	Male
Date of birth	11/02/1964
Nationality	Chinese
E-mail Address	zonglin.you@yahoo.com
Mobile Phone Number	255677455555
Residential address	China, People's Republic of, PUTIAN, No.21 Dongxing Village, Xitianwei Town, Licheng District, Putian, Fujian, People's Republic of China, 351100,

DIRECTOR 3

Can this person update data in ORS?	Yes
Passport number	EE2763957
Name	SHUYAN HUANG
Gender	Female
Date of birth	18/01/1974
Nationality	Chinese
E-mail Address	shuyan.huangfj@yahoo.com
Mobile Phone Number	255745057777
Residential address	China, People's Republic of, XIAMEN, 4666 Xianyue Rd, Huli District, Xiamen, Fujian, People's Republic of China, 360000,

COMPANY SECRETARY

Can this person update data in ORS?	Yes
Passport number	EE2763957
Name	SHUYAN HUANG
Gender	Female
Date of birth	18/01/1974
Nationality	Chinese
E-mail Address	shuyan.huangfj@yahoo.com
Mobile Phone Number	255745057777
Residential address	China, People's Republic of, XIAMEN, 4666 Xianyue Rd, Huli District, Xiamen, Fujian, People's Republic of China, 360000,

AUTHORISED SHARE CAPITAL

HAOMAI INVESTMENT
COMPANY LIMITED, Director
JINZHANG LIN

林金漲

18.01.2021

Signature and date

HAOMAI INVESTMENT
COMPANY LIMITED, Director
SHUYAN HUANG

黃淑燕

18/01/2021

Signature and date

HAOMAI INVESTMENT
COMPANY LIMITED, Director
ZONGLIN YOU

游宗麟

18.01.2021

Signature and date

HAOMAI INVESTMENT
COMPANY LIMITED, Company
secretary SHUYAN HUANG

黃淑燕

18/01/2021

Signature and date