

THE COMPANIES ACT, 2002

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

**YUANDONG WOOD INVESTMENT
LIMITED**

Incorporated this day of 2021

SUBSCRIBE BY:

YUANDONG CAO
JIANGXI PROVINCE,
NEAR FISH MARKET,
DRAGON BUILDING FLOOR NO 05,
REPUBLIC OF CHINA.
REPUBLIC OF CHINA.

THE COMPANIES ACT, 2002
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
YUANDONG WOOD INVESTMENT LIMITED

1. The name of the company is **YUANDONG WOOD INVESTMENT LIMITED**
2. The registered office of the Company will be situated in **TANZANIA**.
3. The objects for which the Company is established are:
 - a) Manufacture of other products of wood; manufacture of articles of cork, straw and plaiting materials Main
 - b) Manufacture of furniture
 - c) sawmilling and planning of wood
 - d) Manufacture of veneer sheets and wood-based panels
 - e) Manufacture of builders' carpentry and joinery
 - f) Other personal service activities n.e.c.
 - g) Steam and air conditioning supply
 - h) Construction of buildings
 - i) Construction of other civil engineering projects
 - j) Activities of extraterritorial organizations and bodies
 - k) Urban and suburban passenger land transport
 - l) Real estate activities with own or leased property
 - m) Manufacture of wooden containers
 - n) Sale of motor vehicle parts and accessories
 - o) Wholesale of electronic and telecommunications equipment and parts
 - p) Architectural and engineering activities and related technical consultancy
 - q) Treatment and disposal of non-hazardous waste

The object specified in each of the paragraphs of the paragraph of this clause shall be regarded as independent objects, and accordingly shall in no way be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph of the name of company but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraph define the objects of the separate and distinct compound.


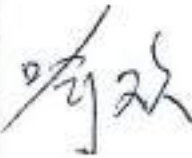

That the meaning of any general word or words in any paragraph of this clause shall not be restricted by being construed ejusden generis with any particular word or words in the same paragraph.

4. The Liability of member is Limited.

5. The Capital of the Company is **Tanzania Shillings One Billion (1,000,000,000/=)** only divided into **One Thousand (1,000)** ordinary shares of **Tanzania shillings One million (1,000,000/-)** 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 to our respective names.

Names, Addresses and Description of Subscribers	Number of Shares taken by each Subscriber	Signature
YUANDONG CAO JIANGXI PROVINCE, NEAR FISH MARKERT DRAGON BUILDING,FLOOR N05,HOUSE NO 502 POST CODE 22277 REPLIC OF CHINA	480	
HUAN YU ZHEJIANG PROVINCE, NEAR FISH MARKERT DRAGON BUILDING,FLOOR N05,HOUSE NO 502 POST CODE 22277 REPLIC OF CHINA	470	
DIANAROSE ISACK MMBASHA P.O BOX 26735 DAR ES SALAAM	50	

DATED at DSM this 22 day of MAY 2021

WITNESS TO THE ABOVE SIGNATURE:

NAME: NEEMUS N. RUGAKIN RUGA
 SIGNATURE: 
 POSTAL ADDRESS: 14195 DSM
 QUALIFICATION: ADVOCATE



THE COMPANIES ACT, 2002
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
YUANDONG WOOD INVESTMENT LIMITED

1. In these regulations:-

"The Board" means the Board of Directors for the time being of the company

"Dividend" includes bonuses;

"Member" means the registered holder of a share(s) in the company.

"The Act" means the Company Act, 2002 of the Laws of Tanzania.

"The Seal" means the common seal of the company;

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

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 to 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 the Companies Act shall 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 the regulation, the former shall prevail, and in addition to the substitution shall be the regulations of the Company.

PRIVATE COMPANY

2. The Company is a Private Company and accordingly:-

- (a) The right to transfer its shares is restricted as herein after prescribed.
- (b) The number of members of the company (exclusive of persons 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 not to exceed fifty but where two or more persons hold one more shares in the company jointly they shall for the purposes of this paragraph be treated as a single member.

- (c) Any invitation to the Public to subscribe for any share or debenture stock of the company is hereby prohibited.
- (d) The Company shall not have power to issue share warrants to bearer.

ALLOTMENT OF SHARES

- 3. Subject to the provisions of these Articles the shares shall be at the disposal of the Directors, and they May (subject to the provisions of the Act allot, grant option over or otherwise dispose of them to such persons, on such terms and conditions, and at such times as they think fit, but so that no share shall be issued at a discount, except in accordance with the provisions of the Act.

CALLS ON SHARES

- 4. The Directors may, from time to time, subject to the provisions of these Articles and to any conditions of allotment, make such calls upon the shareholders in respect of all moneys unpaid on their shares as they may think fit. A call may be revoked or postponed as the Directors may determine.

CERTIFICATES

- 5. Every person, whose name is entered as a member in the register shall be entitled, without any payment, to receive within two months after allotment or lodgment of transfer or within such other period as the condition of issue shall provide, a certificate under the seal specifying the shares allotted or transferred to him and the amount paid thereon, provided that in the case of joint holders, the company shall not be bound to issue more than one certificates to each of the joint holders and delivery of such certificate to any one of them shall be sufficient delivery to all.
- 6. If any such certificate shall be worn out, defaced, destroyed or lost, it may be renewed on such evidence being produced, as the Directors shall require and it may be renewed in case of wearing out or defacement on delivery of the old certificate and in case of destruction or loss on execution of such indemnity. In case of destruction or loss, the member to whom such renewed certificate is given, shall also bear and pay to the Company all expenses incidental to the investigation by the company of the evidence of such destruction or loss and to such indemnity.

PROHIBITION OF DEALING IN COMPANY'S SHARES

- 7. The company shall not give, whether directly or indirectly or whether by means of a loan guarantee, the provision of security or otherwise financial assistance for the purpose of or in connection with the purchase or subscription made or to be made by any person or for any shares in the company or in its holding company (if any) nor shall the company make a loan for any purpose whatsoever on the security of its shares or those of its holding company (if any), but nothing in these Article shall prohibit transactions mentioned in the Act.

LIEN

- 8. The company shall have a first and paramount lien on every share for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share and the company's lien, if any, on a share, shall extend to all dividends payable thereon.

TRANSFER OF SHARES

9. The Directors may in their direction and without assigning any reason thereof refuses 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.
10. 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 not 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 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 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 the expiration of such 21 days 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.
 - (d) 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 to the said price to transfer the shares to the respective shareholders or to single shareholder who shall have agreed to purchase the same.

TRANSMISSION OF SHARES

11. In case of the death of a shareholder, the survivor or survivors (when the deceased was a joint holder) and the executors or administrators of the deceased (when he was a sole or only surviving holder), shall be the only persons recognized by the company as having any title to his shares, but nothing herein contained shall release the estate of a deceased holder (whether sole or joint) from any liability in respect of any share solely or jointly held by him.

12. Subject to any other provision of these articles, any person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence as to his title being produced as may from time to time be required by the Directors and subject as hereinafter provided, be registered himself as a holder of the share or elect to have some person nominated by him as the transferee thereof.
13. Subject to any other provision of these Articles, if the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the secretary, at the registered office or the company, a notice in writing, signed by him, stating that he so elects. If he shall elect to have his nominee a transfer of such share. All the limitations, restrictions and provisions of these Articles, relating to the right to transfer of such share. And the registration of transfer as aforesaid, as if the death or bankruptcy of the member had not occurred and the notice of transfer executed by such member.
14. A person becoming entitled to a share, in consequence of the death or bankruptcy of a member, shall be entitled to receive and may give a good discharge for all dividends and other moneys payable in respect thereof, but shall not be entitled to receive notices of or to attend or vote at meetings of the company or, save as aforesaid, to any of the rights or privileges of a member until he shall become a member in respect of the share.

FORFEITURE OF SHARES

15. If any member fails to pay the whole or any part of any call on or before the day appointed for the payment thereof, the Directors may at any time thereafter during such times as the call remains unpaid or any part thereof, serve a notice on him requiring him to pay such call or such part thereof as remains unpaid together with any accrued interest and any expenses incurred by the company by reason of such non-payment.
16. The notice shall name a further day (not being less than fourteen days from the date of the notice) on or before which such call or any part thereof as aforesaid and all such interest and expenses as aforesaid, are to be paid. It shall also name the place where payment is to be made and shall state that in the event of non-payment, on or before the time and at the place appointed, the shares in respect of which such call was made will be liable to be forfeited.
17. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which such notice has been given may, at any time thereafter, before payment of all calls, interest and expenses due in respect thereof has been made, be forfeited by a resolution of the Directors to that effect.
18. A forfeiture of shares under the preceding Article shall include all dividends declared in respect of the forfeited shares not actually paid before the forfeiture.
19. Where any share has been forfeited in accordance with these Articles, notice of the forfeiture, by transmission as the case may be, shall forthwith be given to the holder of the shares and an entry of such notice having been given and of the forfeiture with the date thereof shall forthwith be made in the register opposite to the entry of the share; but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make such entry as aforesaid.

20. Notwithstanding any such forfeiture as aforesaid, the Directors may, at any time before the forfeited share has been otherwise disposed of, permit the share so forfeited to be redeemed upon the terms of payment of all calls, interest due upon and expenses incurred in respect of the share and upon any further or other terms they may think fit.
21. Every share which shall be forfeited shall thereupon become the property of the company and may be either cancelled or sold or re-allocated or otherwise disposed of, either to the person who was before forfeiture the holder thereof or entitled thereto or any other person, upon such terms and in such manner as the Board shall think fit and whether with or without all or any part of the amount previously paid on the shares being credited as paid. The Directors may, if necessary and subject to the provisions of the Act, authorized the transfer of a forfeited share to any other person as aforesaid.
22. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding, remain liable to pay to the company all moneys which, at the date of forfeiture, were presently payable by him to the company in respect of the share, with interest thereon at such rate equal to the prevailing prime lending rate of the bank, but his liability shall cease if and when the company receives payment in full of the nominal amount of the shares plus accrued interest thereon.
23. A statutory declaration in writing that the declarant is a Director of the company has been duly forfeited on a date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. The company, through its secretary, may receive the consideration, if any, given for the above on any sale or disposition thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of and he shall thereupon be registered as the holder of the share and shall not be bound to see as to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sales or disposal of the share.
24. The provision of these regulations, as to the forfeiture, shall apply in the case of non-payment for any such share, by the terms of issue of which it becomes payable at a fixed time, whether on account of the amount of the shares or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

INCREASE OF CAPITAL

25. The company may from time to time, by ordinary resolution, increase the share capital by such sums, to be divided into shares of such amount, as the resolution shall prescribe.
26. The company, by the resolution increasing the capital, may direct that the new shares or any of them be offered in the instance either at par or at a premium or (subject to the provisions of the Act) at a discount to all the holders for the time being of shares, of any class or classes, in proportion to the number of such shares held by them respectively or may make any other provisions as to the issue of the new shares. In the absence of any such direction or so far as the same shall not provide, the new shares shall be at the disposal of the Board, which may offer, allot, grant options

over or otherwise dispose of them to such person and on such terms as it shall think fit.

27. Unless otherwise stated in the terms of the issue, the new share shall be subject to the same provisions with reference to the payment of calls, lien, transfer, transmission, forfeiture and otherwise, as the original share capital.

ALTERATION OF CAPITAL

28. The company may be ordinary resolution:

- a. Consolidate and divide all or any of its share capital into shares of larger amount than its existing share;
- b. Sub-divide its existing shares or any of them, into shares of smaller amount than is fixed by the Memorandum of association, subject, nevertheless, to provisions of the Act;
- c. Cancel any 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 capital by the amount of shares so cancelled.
- d. The company may, subject to the Act, by special resolution, reduce its share capital and any capital and any capital redemption fund in any manner as deemed necessary.

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

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

- (a) 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.
- (b) Two members, present either personally or by proxy shall form a quorum.
- (c) 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.

GENERAL MEETING

30. Subject to the provision of section 133 of the Act, General Meetings shall be held at least once in every calendar year at such time not being more than fifteen months after the holding of the last preceding General Meeting which shall be called "ordinary General Meetings" and all other meetings of the company shall be called Extraordinary General Meetings".

31. The Directors may, whenever they think fit, convene an Extraordinary General Meeting and they shall, on the request in writing of the holders of not less than one-tenth of the issued capital of the company, upon which all calls or other sums then due have been paid, forthwith proceed to convene an Extraordinary General Meeting and the provisions of Section 134 of the Act shall apply

NOTICE OF GENERAL MEETING

32. Subject to the provisions of the Act twenty one days notice at the least inclusive of the day for which the notice is given, specifying the place, the day and the hour of the meeting and in case of special business, specifying the nature of the business, shall be given to such persons as are entitled, under the regulations of the company, to receive notice from the company, PROVIDED that with the consent of all the members entitled to receive notice of some particular meeting obtained in writing, such meeting may be convened by such shorter notice and in such manner as those members may think fit.
33. The non-receipt of a notice of a meeting by any member shall not invalidate the proceedings any meeting.

PROCEEDINGS AT GENERAL MEETINGS

34. All business shall be deemed special that is transacted at an extraordinary General Meeting and also all business that is transacted at an ordinary General Meeting, with the exception of the declaration and sanctioning of a dividend, the consideration of the accounts, balance sheet and the ordinary report of the Directors and Auditors, the election of Directors and other officers in the place of those retiring by rotation and the appointment and fixing of the remuneration of the Auditors.
35. 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, save as herein otherwise provided two members personally present or represented by proxy shall be a quorum.
36. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, otherwise than pursuant to article 40, shall be dissolved, in any other case, it shall stand adjourned to the same day in the next week, at the same time and place and if at the adjournment meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum. It shall not be necessary to give notice of any such adjourned meetings.
37. The Chairman, if any, of the Board of Directors, shall preside as chairman at every General Meeting of the company. If there is no such Chairman or if at any meeting he is not present within fifteen minutes after the time appointed for the meeting or is unwilling to act as chairman, the Directors present shall choose one of the members to act or if one Director only be present he shall preside as Chairman. If no Director is present or the Directors present decline to take the Chair, the members present shall choose one of their members to be the Chairman.
38. The Chairman may, with the consent for 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 left unfinished at the meeting which the adjournment took place. When a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. 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.

39. 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 demanded, before or on a declaration of result of the show of hands, by a member present in person or by proxy and entitled to vote and unless a poll is so demanded, a declaration by the chairman that a resolution has no a show of hands, be carried or carried unanimously or by particular majority or not carried or particular majority or lost and an entry to that effect in the proceedings of the company shall be conclusive evidence of the fact without proof of the number of proportion of the votes recorded in favour of or against such resolution.
40. 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 is demanded. A demand for a poll may be withdrawn at any time before the next business is proceeded with.
41. In the case of an equality of votes, whether of a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
42. A poll demand on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question, shall be taken at such time as the chairman of the meetings directs, not being more than fourteen days from the date of the meeting.
43. A demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

DIRECTORS

44. (a) Until otherwise determined by the company in General Meeting the Directors shall not be less than two and not more than seven in numbers.
 - (b) The following persons shall be the first Directors of the Company:-
 1. YUANDONG CAO
 2. HUAN YU
 3. DIANAROSE ISACK MMBASHA
45. The shareholding qualification for the Directors may be fixed by the Company in General Meeting, and unless and until so fixed no qualification shall be required.
46. The quorum of Directors for transacting business shall, unless otherwise fixed by the Directors, be two.
47. 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 constituted.
48. 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.

BORROWING POWERS

49. 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.

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.

VOTES OF MEMBERS

50. On a show of hands, every member present in person shall have one vote and for this purpose a person who is present as the representative of a corporation shall be treated as if he was a member present in person and on a poll every member present in person or by proxy shall have one vote for each share of which he is the holder.
51. No member shall be entitled to be present or to vote at any General Meeting, either personally or by proxy for another member or to exercise any privilege as a member, unless all calls or other sums presently payable by him or in respect of shares in the company have been paid, whether such shares are held by him alone or jointly with any other person or persons.
52. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the voter objected to is given or tendered and every not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairman of the meeting, whose decision shall be final and conclusive.
53. A poll or votes may be given either personally or by proxy.
54. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorized in writing or if the appointer is a corporation either under seal or under the hand of an officer or attorney duly authorized. A proxy need not be a member of the company. The instrument should thereafter be annexed to the minutes of the meeting as evidence of the proxy.
55. An corporation which is a member of the company may, by resolutions of its Directors or other governing body, authorize such person or persons as it thinks fit to act as its representative at any meeting of the company or at any meeting of any class of members of the company and the persons so authorized shall be entitled to exercise the same powers on behalf of the corporation which they represent as the corporation could exercise as if it were an individual member of the company.
56. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notary certified copy of that power of authority, shall be deposited with the Secretary, at the registered office of the company, not less than forty eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid. Proxies may be sent to the Secretary by way of telecopy or telex or other means of telecommunications, provided that the originals thereof are delivered to the Secretary before the meeting.

In default of the deposit with the Secretary of the original of the proxy thereof, the instrument of the proxy shall not be treated as valid.

57. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll and generally to act at the meeting for the person giving the power. Proxies may be permanent or for specific meeting.
58. A vote given in accordance with the terms of an instrument of proxy, shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed or the transfer of the share in respect of which the proxy was given, provided that no intimation in writing of such death, insanity, revocation of transfer shall have been received by the Secretary at the registered office of the Company before the commencement of the meeting or adjourned meeting at which the proxy is intended to be used.

POWERS OF DIRECTORS

59. The business of the company shall be managed by the Directors, who may pay all expenses incurred in setting up and registering the company and any exercise all such powers of the company as are not by the Act or by these articles required to be exercised by the company in General Meeting, subject nevertheless to any regulations of these Articles, to the provisions of the Act and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by Extra Resolutions of the company in General Meetings shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Board by any other Article
60. The Directors may from time to time and at any time, under the seal, appoint any company, firm or person or any fluctuating body of person, whether nominated directly or indirectly by the Board, to be the attorney or attorneys of the company for such purposes and with such powers authorities and discretion (not exceeding those vested in or exercisable by the Board under these Articles) and for such periods and subject to such conditions as they may think fit and such power of attorney may contain such provisions of the protection and convenience of the person dealing with any such attorney as the Board may think fit.
61. The Directors shall cause minutes to be made in books provided for that purpose, of:
- (a) All the names of the Directors present at each meeting of the Directors and of any committee of directors.
 - (b) All appointments of officers made by the Directors:
 - (c) All resolutions and proceedings of the Board of the Directors meetings and of meetings of the Directors and committees.

DISQUALIFICATION OF DIRECTORS

62. The office of a Director shall ipso facto be vacated;
- (a) if he be found lunatic or becomes of unsound mind;
 - (b) if he becomes bankrupt or compounds with his creditors;
 - (c) if he absents himself from the meetings of the Directors for two consecutive meetings or which notice was duly sent to him, without special leave of absence by the Directors resolve that his office be vacated;
 - (d) if by Extraordinary Resolution, he be removed from office;
 - (e) if by notice in writing to the Secretary, at the registered office of the company, he resigns his office;
 - (f) if he shall, pursuant to the Act, be prohibited from acting as a Director.
 - (g) if he abstains himself from the meetings of the directors for a period of six months without special leave of absence from the other Directors.

ACCOUNTS

63. The Directors shall cause proper books of account to be kept with respect to:
- (a) all sum 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 purchases of goods by the company;
 - (c) the assets and liabilities of the company
64. The books of account shall be kept at the registered office of the company or (subject to the provisions 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.
65. The Directors shall, from time to time and in accordance with the provisions of the Act, cause to be prepared and to be laid before the company in General Meetings the profit and loss account, balance sheet and reports as are referred to in that section.
66. A copy of every balance sheet including every document required by law to be annexed thereto which is to be laid before the company in General Meeting together with a copy of the Auditor's report, shall, not less than fourteen days before the date of the meeting, be sent to all persons entitled to receive notices of General Meeting of the company.

SEAL

67. 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.

AUDIT

68. The company in General Meeting shall appoint Auditors of the company and their tenure and duties shall be regulated in accordance with the Act.

NOTICES

69. Any notice or document may be served by the company upon any member, either, personally, or by telecopier or telex, or by sending it through the post in a prepaid registered place or address notified to the company

70. Any notice or document sent by telex or telecopier or prepaid post shall be given to every member of the company.

71. Save as herein before provided, notice of every General Meeting shall be given to every member of the company.

ALTERNATE DIRECTORS

72. 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 the reference to the other Directors and such Alternate Director shall exercise and discharge all the duties of Director whom he represents.

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

SECRETARY

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

WINDING UP

75. 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 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.

ALTERNATION OR ADDITION

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


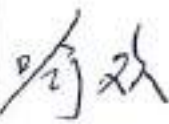

INDEMNITY

77. Every Director, Managing Director, Agent, Auditor, Secretary and other Officer for the time being of the Company shall be indemnified out of the Assets of the Company against any liability incurred by him in defending any proceedings, whether civil criminal in which judgment is given in his favour or in which he is acquitted or is in connection with any application in which relief is granted to him by the Court.

ARBITRATION

78.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 Act, such differences shall (unless a sole arbitrator be agreed upon) forthwith be referred to the arbitration of three arbitrators, one to be appointed by each party and the third to be appointed by the first two, in the event of failure to agree within the agreed time, then existing statutory modifications or re-enactment thereof shall apply.

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 respectively agree to take the number of shares in the capital of the Company set opposite to our respective names

Names, Addresses and Description of Subscribers	Number of Shares taken by each Subscriber	Signature
YUANDONG CAO JIANGXI PROVICE HOUSE NO 210,ROOM NO 612 POST CODE 666210 REPLIC OF CHINA	480	
HUAN YU ZHENGJIANG PROVICE HOUSE NO 219,ROOM NO 451 POST CODE 666210 REPLIC OF CHINA	470	
DIANAROSE ISACK MMBASHA P.O BOX 26735 DAR ES SALAAM	50	

DATED at DSM this 24th day of MAY 2021

WITNESS TO THE ABOVE SIGNATURE:

NAME: VERAUS N. RUGAKINGIRA
 SIGNATURE: 
 POSTAL ADDRESS: 14195 DSM
 QUALIFICATION: A. DVOCAATE

