

**THE COMPANIES ACT,  
(ACT NO. 12 OF 2002)  
COMPANY LIMITED BY SHARES**

**MEMORANDUM**

**AND**

**ARTICLES OF ASSOCIATION**

**OF**

**WEN XING PLASTIC CEMENT INVESTMENT COMPANY  
LIMITED.**

Incorporated this ..... Day of ..... 2010

**DRAWN BY:**

**YAN JI WEN**

**(SUBSCRIBER)**

**P.O.BOX 105353**

**DAR ES SALAAM**

2007  
1505/2007  
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**(ACT NO. 12 OF 2002)**  
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**WEN XING PLASTIC CEMENT INVESTMENT COMPANY LIMITED**

1. The name of the Company is **WEN XING PLASTIC CEMENT INVESTMENT COMPANY LIMITED**
2. The Registered office of the Company will be situated in the United Republic of Tanzania.
3. The objectives for which the company established are:
  - a) To carry on business as traders, general merchants whether wholesale, or retail or both, commission agents, importers and exporters, and to buy, sell, hire, manufacture plastic material, recycling of plastic goods, import and export, barter trade, deal in property, goods, produce, articles and merchandise of all kinds and transact any and every description of agency, commission, commercial, industrial manufacture, merchandise, insurance and financial business to distribute duty free goods and commodities.
  - b) To carry on the business of hotels, restaurant, café road house, motel, holiday camp, caravan site and apartment house keepers, To fit up and furnish for the purposes of letting the same to visitors or guests whether is single rooms, suits, chalets, cottage, proprietors, of refreshment and tea rooms, cafes and milk snacks bars, tavern beer house and lodging house-keepers, guest house owners, licensed victuallers, wine beer and spirit merchants, brewers, masters distillers, importers and manufacturer for created mineral and artificial waters and other drinks and as caterers and contractors in all their respective branches.
  - c) To carry on the business of builders, contractors, import construction materials cement, gypsum, files, surveyors, civil, mechanical, electrical, chemical and structural engineering, queries and lime makers and to build, construct, renovate, repair, decorate, maintain, develop any building, roads, water works, railways, bridges, dams and irrigation reservoirs and carry on any other business which may seem to the company worth being carried on.

- d) To acquire, build, construct, repair, maintain, alter, enlarge, pull down and remove or replace any buildings, factories, mills, offices, works, roads, walls, fences, banks, dams, shrines or water-courses, to clear sites for the same, and to join with any person, firm or company in doing any of the things aforesaid and to work, manage and control the same or join with others in so doing.
- e) To engage in engineering works of every description including civil engineering mechanical, mechanical, electrical, chemicals process and automobile engineering.
- f) To build, construct, alter, improve, enlarge, repair, maintain, develop, demolish, remove or replace and to work, manage, carry out or control works of all descriptions, including but not limited to offices, factories, mills, were houses, shops, garage, and other buildings, roads, machinery and plant, which may in the opinion of the Directors of the Company, be likely to advance directly the company's interests, to clear sites for the same; so contribute to subsidize or otherwise assist in the building contraction, alteration, repair, improvement enlargement, maintenance, development, demolition, repair, replacement, working, management , carrying out or control.
- g) To purchase take on lease and otherwise acquire for investment or resale any estate, land, buildings, estimates and other rights and interests in immovable property, belong to the company.
- h) To carry on estate agencies by requiring land, sale of building, houses, godowns, industrial buildings and estates, farms, forest grazing areas and any other related field in land and securing land titles.
- i) To carry on the business of mines and mining in all their branches and for the said purpose to peg, purchase, take on lease, or exchange or otherwise acquire concessions, grants, easements, options, claims, properties, cassettes and effects supposed to contain industrial minerals, diamonds, or other precious stones and any interest therein, and to explore, mine work, excise develop and turn to account mines and mining rights and any undertaking connected therewith.
- j) To prospect, explore, open and work claims or mines to search, drill and sick shafts or wells, exploit, develop, raise, pump, dig, quarry, mine, treat, process, refine, prepare for market, transport, market or otherwise deal in gold, silver, minerals, ores, diamonds, precious stones oil, petroleum, coal, and all sorts of substances whatever.
- k) To carry out the business of minerals cutters and general processors from raw to fine finishing for use on both local and abroad. To carry on business of merchants, traders, dealers and suppliers wholesale or retail, of all kinds of hardware, iron mongrel, tools, machinery and agricultural implements and machinery and to buy, sell, repair, covert, alter, let hire and deal in any of the foregoing goods, commodities, plant and machinery.
- l) To engage in agricultural, industrial, forestry, mining, marine, aerial, environmental, consultancy services. To initiate project off managerial, technical and evaluation services.

- m) To acquire and undertake the whole or any part of the business property and liabilities of any person, firm or company carrying on any business which the company is authorized to carry on or possess any of the property suitable for the purpose of this Company.
- n) beverages, cereal, edible oils, mineral oil and petroleum products, building materials such as corrugated iron, cement and all other related materials in camps, barracks, sites ect.
- o) To import, export, re-export and sell locally petroleum products and herein to establish petrol stations and to engage in all mineral resources exploration and exploitation for the purpose of local use and export. To carry on or engage in economic services such as projects feasibility studies, economic project advisers to various project new and old, economic investment promotes and advisers in agricultural growth and to be as local representatives of such projects for both local institutions, foreign investors, donors and various NGOs.
- p) To engage in and or otherwise carry on the business as exporters of timber and or products, logs articles made out of wood, live birds, live animals, hides and skins, fish, prawns and lobsters, cereals, beeswax, canned beef, canned fruits, meerschaum products, aluminum products, gemstones, small scale gold, galvanized products, handicrafts, cooking oils, electrical fittings, fishnets, animal feeds, chicken feeds, industrial fasteners, all agricultural and nonagricultural produce be it raw, semi- processed or processed, articles of all kinds, types and description whatsoever.
- q) To carry on the business as traders, suppliers, general merchants, stockiest, wholesalers, retailers and dealers in all types of spare parts and maintenance, tyres, tubes, tools and accessories for all types of agricultural machinery, implements, equipment, all kinds of industrial projects machinery and equipment, automotive, motor vehicles, electrical goods hardware, building materials, timber, fishing gears, groceries, computers, office equipments, cooking oil, salts, foodstuffs, cosmetics, oils, paints, spirits, sheets, screws, iron monger, textiles piece goods, all types of leather goods, shoes, bags and other similar goods.
- r) To carry on business of supplying all types of office equipments stationeries, machinery services and repair of all of office equipment, assembling and exporting the same, exhibiting, distributing, renting and selling of all office decorations e.g. Carpets, curtains and all materials used in offices, to carry on consultancy in business management taxation, pensions, insurance agents/brokers, transporters, forwarding and clearing agents and travel agents.
- s) To engage in and or otherwise carry on the business of secretary services, super cleaners, removal treatment of , and or garbage collectors, sewage and drainage systems contactors, rural, urban and community centers cleaners, office cleaners, landscapers, to be professional sanitary services contractors, fumigation agents, renovators, general maintenance and decorators.
- t) To carry on the business of transportation, cargo and travel agents, commission agents, customs agents, insurance agents/broker, tourist agents, manufacturers representatives, clearing and forwarding agents, road contractors, cargo superintendents, packers, machinery haulage specialists, warehousemen, engineers, electricians, motor cars, cabs, omnibus, lorries, oil tank and coach proprietors and transporters by any other means of conveyance of people

and goods in Tanzania and the neighboring countries and in such other or places as may from time to time determined by the Company.

- u) To promote tourism in Tanzania and elsewhere in Africa, to carry on business of travel and tourist agents and tours operators, to promote facilitate traveling to organized hunting, tented-campus, fishing and diving expeditions, safaris promoters and undertakers generally and in particulars to arrange and manager hunting safaris adventure tours, fishing trips, handling of game trophies and animal skins, catching, harboring, transportation, wildlife and marine products of all kind.
- v) To carry on business as safari contractors, organizers and operators, and to equip, organized and hunting, photographic, cinematic, exploration and cinematographic expeditions and generally to organize.
- w) To carry on the business of nursery, primary, secondary, technical, high education and all type of teaching and training activities as well as education materials.
- x) To carry on the business as training courses as training course of computer, consultants management consultants, investment advisers, business consultants, market research consultant, analysts, researchers, business transfer agents and values, and to act as intermediaries in the introduction of sellers purchasers, partners and employees and or otherwise for the company or its clients in but limited to every aspect of business development. To engage and or otherwise carry on the business general dealers of IT installations, |configuration service, and any other things which the company fit to deal with.
- y) To carry on business of media and entertainment advertising, media communication and consultancy advertising agent, public relations consultants and sales promotion consultants in all their aspects and to advise on publicity, sales promotion consultants, staff relations, industrial relation, press and community relation, To conduct and advise on market research, publicity projects, advertising campaigns, exhibitions, trade fairs, displays, film shoes, radio and television programmers, and also to carry on the business of investment advisers, market research and to act as intermediaries in the introduction of sellers, purchases and partners.
- z) To engages in and to carry on the business of publishing, designing, drawing and making layouts for newspapers, advertisement, books, postage stamps, calendars, magazines, brochures, packages, labels, letter-heads and cinema advertising slides.
- aa) To do activities as development of customer- made and instructional software, educational, managerial and control software products for small, medium and large clients
- bb) To carry on the business of marketing, services, consultancy and selling of all types of information technologies, computer systems, conference systems, telecommunication systems, security systems, public address systems, data communication and to train, research, install and after sale services of electronic systems, voice and data networks and any other systems or components which the company may think fit, necessary or incidental to this business.

- cc) To provide Information Technology Solutions as all levels from domestic to industrial level, this includes producing all kinds of software, websites, operating systems, computer network, security systems, telecommunication systems, web hosting, server management etc.
- dd) To carry on busies of providing internet technologies, cable television, digital electronics, audio-visual and other from of teaching aid in remove sensing and earth resources, research and pertinent advertisement, publications, distribution and sale of digital and advertisement photo product and promotional companies of every king and description and any other business which may seem expedient and in conformity with the main objects of the company.
- ee) To deal in the business of networking and system analysis, manufacture, sell purchase, import, install, design, maintain digital broadcasting systems, multimedia studios and support telecom toers, all types of alarm systems, siren o f all kinds of power fighting and other materials, fire escape apparatus, safety devices of all kinds, including radios, telephones, electric wire, television, electronic rays and other electrical equipment, flares and signal rockers.
- ff) To carry on the business of agricultural, crops, production, crops processing, storage, distribution and sales of each products, to deal with the business of animals husbandry, live animals supply of meat, food, hide and skins fats with all others products of cattle and chickens.
- gg) To carry on business as dealers, buyers, sellers, importers, exporters, manufacturers, stores, processors, blenders, of agricultural and industrial chemicals, veterinary drugs, vaccines, animal health products, natural drug extractors, pharmaceutical, chemicals, phosphorus chemicals for water treatments suppliers and stores.
- hh) To engage in and carry out the business of livestock dealers, breeders, hatcheries, fattens, cheese mongers, buyers, sellers, importers, exporters, processor of animal and animal products, slaughtering, dressing preparing cuts for retail and catering, packing, providing cold storage, preparing sausages, minced meat, salami, butter, fable delicacies, hides, hooves, horns, pasteurizing, bottling, preserving and include in livestock business of any kind.
- ii) To carry on business of merchants, traders, dealers and suppliers wholesale or retail, of all kinds of agricultural implements, machinery and to buy, sell, repair, covert, alter, let hire and deal in any of the foregoing goods, hardware, iron mongrel, tools, machinery and commodities, plant and machinery.
- jj) To buy, sell, distribute as owners/agents and dispose all types of pharmaceuticals, both for human and veterinary and to buy and sell dental and surgical equipments, ambulance vehicles, and to engage in, manage, run clinics, dispensaries and pharmacies anywhere in the country.
- kk) To receive money on deposit on loan or to borrow or rise money in such manner as the company shall deem fit and in particular by the issue of debentures stock (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, or lien upon all or any of he property or assets of the Company (both present and future) including its uncalled capital, also by a similar mortgage or lien to secure and guarantee the performance by the company or any other person as the case may be.

- ll) To carry out the business of maintenance and repair of all types of electrical and electronics, machines, equipments, tools, plants and machinery's. Installations and parts supply of types of machines, equipments, telephones and any other equipment related thereto.
- mm) To carry on the business of wholesalers retailers in textiles, clothing, shoes, furniture and leather products and any other type of merchandise, to purchase, acquire, takeover, promote, establish and carry on the business of manufacturers dealers, distributors, representatives and agents of goods, chattels and products made out of natural or artificial raw materials and to treat prepare, render marketable buy, sell and dispose of any such products either in their raw manufacture state.
- nn) To carry on any other trade, business or activity whatsoever and to do anything of any nature which can, in the opinion of the Directors of the Company, be advantageously or conveniently carries on by the Company in connection with , as ancillary to or independently or any of its businesses.
- oo) To carry on business as general traders, general merchants, suppliers, wholesalers or retailers of both commission agents, exporters and importers and to buy sell hire let, manufacture, prepare for market, batter trade exchange and generally deal in all types of properties whether movable or immovable, goods produce soil, articles and merchandise of all kinds and to transact any and every description of merchandise and finance.

4. The liability of members is limited.

5. The authorized share capital of the Company is Tshs 300,000,000/= divided into 10,000, shares of Tshs 30,000/= each. If upon the winding up or dissolution of the company there remains after the satisfaction of all its debts and liabilities any property, whatever, the same shall not be paid or distributed among the members of the Company, but shall be given or transferred to some other Charitable institutions or having objects similar to the objects of the Company and which shall prohibit the distribution or agriculture and nonagricultural produce be it raw, semi- processed or processed, Articles of all kinds, types and description whatsoever.

We, the several persons whose names addresses and description are subscription are desirous of being formed into a company is pursuance of this Memorandum of Association and we respective agree become founder members and Directors of the Company.

NAMES, ADDRESSES OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE OF SUBSCRIBERS
1. MR YAN JI WEN P.O. Box 105353 DAR ES SALAAM	6000	杨际文
2 MISS CHEN YU FANG NO 108 B BLOCK 108TH REN MIN ROAD FU QING CITY FU JIAN CHINA	4000	陈永芳

Dated at Dar es Salaam this 2 day of MAY 2011

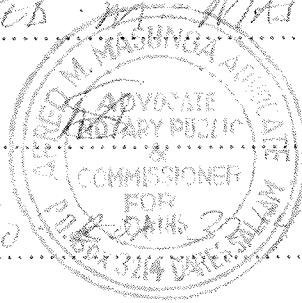
WITNESS to the above signatures:

NAME: AFRIDA M. MASUNGA

SIGNATURE: 

ADDRESS: P.O. Box 3214 Dar es Salaam

QUALIFICATION: Advocate



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AND  
ARTICLES OF ASSOCIATION  
OF**

**WEN XING PLASTIC CEMENT INVESTMENT COMPANY LIMITED**

**INTERPRETATION**

1. in these articles

- “The Act”** means the Companies Act no 12 of 2002;
- “The Articles”** means these articles of Association as now framed or from time to time altered by special resolution.
- “Company”** means. **WEN XING PLASTIC CEMENT INVESTMENT COMPANY LIMITED**
- “Office”** means the registered office of the company
- “The seal”** means the common seal of the company
- “Board”** means the board of Directors of the company or the Directors present at a duly convened meeting of the Directors at which a quorum is present
- “Secretary”** shall mean any person appointed to perform the duties of Secretary of the company;
- “Debenture”** means include debenture stock
- “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;

“Month”	means a calendar month.
“Year”	means calendar year
“Member”	means a shareholder in the company
“Dividend”	means include bonus
“Paid up”	means paid up or credited as paid up
“Tsh”	means Tanzanian shillings
“Tanzania”	means the mainland part of the United Republic of Tanzania

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photograph, and other moderns of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these articles become binding on the company.

The company is a private Company and accordingly:-

- A. The company shall not offer any of its share or debentures to the public for subscription.
- B. The number of the members of the company (exclusive of persons who, having been formerly in the employment of the company, were while in such employment and have continued after the determination of such employment to be member of company) shall not at any time exceed fifty.
- C. The transfer of share in the company shall be restricted to the manner hereinafter provided.
- D. The company shall not have power to issue share warrants to bearer.

#### SHARE CAPITAL

The share capital of the Company at the date of registration of this articles is Tanzania shillings Three hundred millions (Tshs 300,000,000 /=-) divided into Ten Thousand (10,000) shares of Tanzania Shillings Thirty thousands Tshs 30,000 /=- each. If upon the winding up or dissolution of the company

## MEMBERS

- 1 The number of members with which the company proposed to register is **WEN XING PLASTIC CEMENT INVESTMENT Co. Ltd** members, but the directors may from time to time register and increase number of members
- 2 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 MEETINGS

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

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

4. All general meetings other than annual general meetings shall be called extraordinary general meetings.
5. The directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or in default, may be convened by such requisitions, as provided by section 133 of the Act. If at any time there are not within the Tanzania sufficient directors capable of acting to form a quorum, any director or any two members of the company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meeting may be convened by the directors.

## NOTICE OF GENERAL MEETING

6. 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.

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

- (a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and
  - (b) in the case of any other meeting by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representation not less than ninety five percent of the total voting rights at that meeting of all the members.
7. Subject to the provisions of the articles, the notice shall be given to all members, to all persons entitled to 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 that meeting.

#### PROCEEDING AT GENERAL MEETINGS

8. 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 fixing of the remuneration of the auditors.

#### THE QUORUM

9. No business shall be transacted at any general meeting unless a quorum of members is present, at the time when he meeting proceeds to business; two persons, entitled to vote on the business to be transacted, each being a member or a proxy for a member or a duly authorized representative of a corporation shall be a quorum.
10. 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 say in the week, at the same time and place, or to such other say at such other time and place as the directors my determine.
11. 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 hall elect one of their member to be a chairman of the meeting and , if there is only one director and willing to act, he shall be chairman.
12. 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 members to be a chairman of the meeting.
13. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if directed by the meeting), quorum 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.

14. 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 declaration of the result of the show of hands demand):-
- (a) by the chairman ; or
  - (b) by at least (three) members present in person or by proxy; or
  - (c) by any member of 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 be so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to the effect in the book containing the minutes of proceedings of the company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favor of or against such resolution.

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

15. Except as provided in articles 18, if a poll is dully demand it shall be taken in such manner as the chairman directs, and the result of the result of the poll shall be deemed to be the resolution of the meeting a which the poll was demand.
16. In the case of an equality of votes, whether on a shoe of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote.
17. 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 directs, and any business other than upon which a poll has been demanded may be proceeded with pending the taking of the poll.
18. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if had been proposed at a general meeting at which he was present shall have effect as if it had been passed at a general meeting duly convened and held, and consist of several instruments in the like from each executed by or on behalf of one more member.

**VOTE OF MEMBERS**

- 19. Every member shall have one vote.
- 20. Member in respect of whose estate a manager has been appointed under section 26 of the Mental Diseases Ordinance, 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.
- 21. No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the company have been paid.
- 22. On a poll votes may be given either personally or by proxy.
- 23. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing, or if the appointed is a corporation, either under or under the hand of an officer or attorney duly authorized. A proxy need not be a member of the company.
- 24. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notorially certified copy of that power or authority shall be deposit at the registered office of the company or at such other place within the Territory as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting of adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, and in default before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
- 25. An instrument appointing a proxy shall be in the following form or a form as near hereto as circumstances admit:“.....,Limited.  
I/We.....of.....,being a member/members  
of the above – named company, hereby appoint.....of or  
failing him.....of.....as my/our proxy to vote for  
me/us on my/or behalf at the {annual or extraordinary, as the case maybe} general meeting of  
the company to be held on the .....day of.....200.....and at any  
adjournment thereof  
Signed this ..... Day of .....200.....”
- 26. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit”.....Limited.  
I/We.....of.....,being a member/members  
of the above – named company, hereby appoint....., as my/  
our proxy to vote for me/us on my/or behalf at the{annual or extraordinary, as the case maybe} general meeting of the company to be held on the.....day  
of.....200.....and at any adjournment thereof. Signed this .....day  
of .....200.....”

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

\*Strike out which ever is not desire''

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

#### **CORPORATIONS ACTING BY REPRESENTATION AT MEETINGS**

29. 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**

30. The Number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum of association or a majority of them and until such determination the signatories to the Memorandum of Association shall be the first director. Unless otherwise determined by ordinary resolution, the number of directors shall not be subject to any maximum but shall be not less than two.
31. 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 traveling, hotel and other expenses properly incurred by them in attending and returning from meetings, and all other expenses properly incurred by them in attending and returning from meetings of the directors or any committee of the directors or general meetings of the company or in connection with the business of the company.
32. The following persons shall be first Directors to the Company.

1. MR YAN JI WEN
2. MISS CHEN YU FANG

### **BORROWING POWERS**

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

### **POWERS AND DUTIES OF DIRECTORS**

34. Subject to the provisions of the Act, the memorandum and the articles and to any directors given by special resolution, the directors, who may exercise all the powers 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 powers given by this article shall not be limited by any special power given to the directors by the articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.
35. The directors may be power of attorney appoint any person to be the attorney or agent of the company for such purpose and on such conditions as they determine, including authority for the attorney or agent to delegate all or any of his powers.
36. All cheque, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for moneys paid to the company, shall be signed drawn, accepted, endorsed, or otherwise executed, as they case may be, in such manner as the directors shall from time to time by resolution determine,
37. The directors shall cause minutes to be made in books provided for the purposes:-
- (a) of all appointments 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 resolution and proceedings at all meetings of the company, and of the directors, and of committees of directors.

### **DISQUALIFICATION OF DIRECTORS**

38. The officer 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) Cases to be a directory by virtue of any provision of the Act or becomes prohibited by law from being a director; or

- (d) Becomes of unsound mind; or
  - (e) Resigns his office by notice in writing to the company; or
  - (f) Is directly or indirectly interested in any contract with the company and fails to declare the nature of his interest in manner required by the Act.  
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.
39. The company may be ordinary resolution appoint a person who is willing to act as director to fill vacancy or be an additional director.
40. 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 anytime exceed the number fixed by or in accordance with these articles. Any director so appointed shall hold office and until the next following annual general meetings, and shall then be eligible fore-election.
41. 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 articles 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.
42. The company may be ordinary resolution appoint another person in place of a director remove from office under the immediately preceding article. Without prejudice to the powers of the directors under articles 40, the company in general meeting may appoint any person to be a director either to fill a vacancy or as an additional director.
43. 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.
44. The quorum necessary for the transaction of the business shall, unless otherwise fixed by the directors shall be two.
45. 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.
46. The directors may appoint one of their members 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 any meeting the chairman is not present within five minutes after the time appointed for holding the same, the directors present within five minutes after the time appointed for holding the same, the directors present, may choose one of their member to be chairman of the meeting.

47. 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.
48. 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 of any such director, or that any of them ere 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.
49. A resolution in writing signed by all the directors entitled to receive 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.

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

#### THE SEAL

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 by a director and by the secretary or by a second director.
53. The seal shall cause proper books of account to be kept with respect to:-
- (a) all sums of money received and expended by the company and the matters in respect 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.

## ACCOUNTS

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 air view of the state of the company's affairs and to explain its transactions.

54. The books of account shall be kept at the registered officer of the company, or subject to section 151 (4) of the Act, at such other place or places as the directors think fit and shall always be open to the inspection of the company.
55. No number shall (as such) have right of inspecting any accounting records or other book or document of the company except as conferred by status or authorized by the directories or by ordinary resolution of the company.
56. The directors shall from time to time in accordance with sections 153, 155 and 150 of the Act, cause to be prepared and to be laid before the company in general meeting, such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.
57. In accordance with section 164 of the Act, the copy of the company's annual accounts to be laid before the company in general meeting together with a copy of the director's report and the auditors shall not less than twenty one days before the date of the meeting is sent to 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

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

## DIVIDENDS AND CAPITALIZATION OF PROFITS AND RESERVES

59. (a) Subject of the right of the member entitled to shares (If any) with preferential or special rights attached there to, the profits of the company which it shall from time to time determine to divide in respect of any year or other period, shall be applied in the payment of dividends or shares of the company but a partly paid up, shall only entitle the holder in respect thereto to such a proportion of the distribution upon a fully paid there on bears on the nominal amount paid up shares, and so that, where capital is paid up in advance of calls upon the forgoing that, the same shall carry interest such capital shall not whilst carrying interest confer a right to participate in profit.
60. (b) The company in general meeting may upon the recommendation of the directors, resolve that, it is desirable to capitalize any divide profits of the company (including profits standing and carried to the profits and credits of any reserve or reserves or other special accounts); and accordingly that the directors be authorized and directed to appropriate the profits resolved to be capitalized to the members in the proportion in which such profits would have been divisible, amongst them had the same been applied in paying dividends instead of being

capitalized, and to apply such profits on their behalf , either in or towards paying up the amounts if any , for the time being unpaid on any shares held by such members respectively, or in paying up in full un issued shares , debentures or securities of the company of a nominal amount equal to such profits , such shares ; debentures and securities to be allotted and distributed ;credited as fully paid up to and amongst such members in the proportion aforesaid or partly in one way and partly in another.

61. (c) Whenever resolutions as aforesaid shall been passed; the directors shall make all appropriations and applications of the un divided profits resolved to be capitalized thereby, and all allotments and issues of fully paid up shares, debentures or securities; if any and generally shall do all acts and things required to give effect there to, with full power to the board to make such provision by the issue of fractional certificate or by payment in cash or otherwise as it thinks fit for the case of shares debentures or securities becoming distributable in fractions; and also where necessary to deliver a proper contract for registration as required by the status to authorize any person to enter on behalf of all the members interested into an agreement with the company providing for the allotment to them respectively credited as full paid-up of any further shares to which they may be entitled upon such capitalization ; or (as the case may require ) for the payment up by the application thereto of their respective proportions of the profits resolved to be capitalized of the amounts or any part of the amounts remaining unpaid on the existing shares and any agreement made under such authority shall be effective and binding on all such members.

#### WINDING- UP

62. With the sanction of an extraordinary resolution of the members any part of the asset of the company, including any shares in or securities of other companies, may be divided among the members of the company in specie 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 share whereon there is any liability.
63. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of directors need not be in writing. The company may give any notice to a member either personally or by sending it by post in a prepared envelope addressed to the member at his registered address, or by leaving it at that address. Where a notice is sent by post service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected at the expiration of seventy- two hours after the letter containing the same was posted. A member whose registered

**INDEMNITY**

64. Save and except so far as the provisions of this article may be avoided by any provisions of the ordinance, the directors, auditors, secretary and other officers for the time being of the company and the respective personal representative of the company from and against all actions, costs, losses, damages and expenses which they or their or any of their representatives shall or may incur or sustain by reason of any act done, concurred in or omitted in or about the execution of their duty or supposed duty, in their respective office, except such if any, as they shall incur or sustain through their own willful neglect or default respectively, and none of them shall be answerable for the acts, receipts neglect or defaults of any other of them or joining in any receipt for the sake of confront or any banker or other persons with whom any moneys or effects of the company shall be lodged or deposited for safe custody or insufficiency of any security upon which any money of the company shall be placed out or invested, or for any other loss, in fortune, damage which may happen in the execution of their respective office, or in relation thereto, the same shall happen by or through their own willful neglect or default respectively address is not within the Tanzania and who gives to the company an address within the Tanzania at which notices may be given him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the company

NAMES, ADDRESSES OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE OF SUBSCRIBERS
1. MR YAN JI WEN P.O. Box 105353 DAR ES SALAAM	6000	杨际文
2 MISS CHEN YU FANG NO 108 B BLOCK 108TH REN MIN ROAD FU QING CITY FU JIAN CHINA	4000	陈玉芳

Dated at Dar es Salaam this 2 day of 1 MAY 2011

WITNESS to the above signatures:

NAME: AFREN MUBINA MASUNGA

SIGNATURE: [Signature]

ADDRESS: P.O. Box 3274 Dar es Salaam

QUALIFICATION: SECRETARY