

**THE COMPANIES ACT No.12 OF 2002**

**COMPANY LIMITED BY SHARES**

**MEMORANDUM OF ASSOCIATION**

**AND**

**ARTICLES OF ASSOCIATION**

**OF**

**TSJIEANDMEI INTERNATIONAL LIMITED**

**Incorporated this ..... day of ..... 2022**

**Drawn by:**

**WU ZHAOBIN,**

**(SUBSCRIBER)**

**CHINA PEOPLES REPUBLIC OF,**

**SHANDONG, WEISHAN ROAD,**

**JIJAN,**

**1A STREET**



# THE COMPANIES ACT No.12 OF 2002

## COMPANY LIMITED BY SHARES

### MEMORANDUM OF ASSOCIATION

#### OF

#### TSJIEANDMEI INTERNATIONAL LIMITED

1. The **name** of the company is TSJIEANDMEI INTERNATIONAL LIMITED
2. The **registered office** of the Company will be situated in the United Republic of Tanzania.
3. The **objects** for which the Company is established are:
  - (a) Freight transport by road This class includes: all freight transport operations by road: logging haulage, stock haulage, refrigerated haulage, heavy haulage, bulk haulage, including haulage in tanker trucks, haulage of automobile, transport of waste and waste materials, without collection or disposal This class also includes: furniture removal and renting of trucks with driver freight transport by man or animal-drawn vehicles
  - (b) Urban and suburban passenger land transport This class includes: land transport of passengers by urban or suburban transport systems. This may include different modes of land transport, such as by motorbus, tramway, streetcar, trolley bus, underground and elevated railways etc. The transport is carried out on scheduled routes normally following a fixed time schedule, entailing the picking up and setting down of passengers at normally fixed stops. This class also includes: town-to-airport or town-to-station lines operation of funicular railways, aerial cableways etc. if part of urban or suburban transit systems
  - (c) Sea and coastal freight water transport This class includes: transport of freight over seas and coastal waters, whether scheduled or not transport by towing or pushing of barges, oil rigs etc. Inland freight water transports This class includes: transport of freight via rivers, canals, lakes and other inland waterways, including inside harbours and ports
  - (d) Freight air transport This class includes: transport freight by air over regular routes

and on regular schedules non-scheduled transport of freight by air launching of satellites and space vehicles space transport This class also includes: renting of air-transport equipment with operator for the purpose of freight transportation

- (e) Service activities incidental to land transportation This class includes: activities related to land transport of passengers, animals or freight: operation of terminal facilities such as railway stations, bus stations, stations for the handling of goods operation of railroad infrastructure operation of roads, bridges, tunnels, car parks or garages, bicycle parking switching and shunting towing and road side assistance, this class also includes: liquefaction of gas for transportation purposes.
- (f) Service activities incidental to water transportation This class includes: activities related to water transport of passengers, animals or freight: operation of terminal facilities such as harbours and piers operation of waterway locks etc navigation, pilotage and berthing activities lighterage, salvage activities lighthouse activities, Service activities incidental to air transportation This class includes: activities related to air transport of passengers, animals or freight: operation of terminal facilities such as airway terminals etc. airport and air-traffic-control activities ground service activities on airfields etc. This class also includes: firefighting and fire-prevention services at airports
- (g) Cargo handling This class includes: loading and unloading of goods or passengers' luggage irrespective of the mode of transport used for transportation, stevedoring, loading and unloading of freight railway cars and Other transportation support activities, this class includes: forwarding of freight, arranging or organizing of transport operations by rail, road, sea or air, organization of group and individual consignments (including pickup and delivery of goods and grouping of consignments) logistics activities, i.e., planning, designing and supporting operations of transportation, warehousing and distribution, issue and procurement of transport documents and waybills activities of customs agents, activities of sea-freight forwarders and air-cargo agents, brokerage for ship and aircraft space, goods-handling operations, e.g. temporary crating for the sole purpose of protecting the goods during transit, uncarting, sampling, weighing of goods.
- (h) Warehousing and storage This class includes: operation of storage and warehouse facilities for all kind of goods: operation of grain silos, general merchandise warehouses, refrigerated warehouses, storage tanks etc. This class also includes: storage of goods in foreign trade zones blast freezing. Courier activities, this class

includes courier activities not operating under a universal service obligation. This class includes: pickup, sorting, transport and delivery (domestic or international) of letter-post and (mail-type) parcels and packages by firms not operating under a universal service obligation. One or more modes of transport may be involved and the activity may be carried out with either self-owned (private) transport or via public transport. distribution and delivery of mail and parcels This class also includes: home delivery services

- (i) Sale of motor vehicles this class includes: wholesale and retail sale of new and used vehicles: passenger motor vehicles, including specialized passenger motor vehicles such as ambulances and minibuses, etc. Lorries, trailers and semi-trailers, camping vehicles such as caravans and motor homes This class also includes:  
, wholesale and retail sale of off-road motor vehicles (jeeps, etc.), wholesale and retail sale by commission agents, car auctions
  
- (j) Sale of motor vehicle parts and accessories This class includes: wholesale and retail sale of all kinds of parts, components, supplies, tools and accessories for motor vehicles, such as: rubber tires and inner tubes for tires spark plugs, batteries, lighting equipment and electrical parts, Sale, maintenance and repair of motorcycles and related parts and accessories This class includes: wholesale and retail sale of motorcycles, including mopeds ,wholesale and retail sale of parts and accessories for motorcycles (including by commission agents and mail order houses) maintenance and repair of motorcycles
  
- (k) Wholesale and supplies of construction materials, hardware, plumbing and heating equipment and equipment's, geochemical cloth, small steels equipment's, electronic device includes cables, wholesale and supplies of wallpaper and floor coverings, flat glass, hardware and locks, fittings and fixtures, wholesale of hot water heaters, sanitary equipment: baths, washbasins, toilets and other sanitary porcelain  
, installation equipment: tubes, pipes, fittings, taps, T-pieces, connections, rubber pipes, hammers, saws, screwdrivers and other hand tools
  
- (l) Wholesale and supplies of other machinery and equipment this class includes: office machinery and equipment, except computers and computer peripheral equipment, office furniture, transport equipment except motor vehicles, motorcycles and bicycles. wholesale and supplies of production-line robots, wires and switches and

other installation equipment for industrial use, other electrical material such as electrical motors, transformers, machine tools of any type and for any material, other machinery for use in industry, trade and navigation and other services

- (m) Construction of buildings includes: construction of all types of residential buildings: single-family houses ,multi-family buildings, including high-rise buildings – construction of all types of non-residential buildings: buildings for industrial production, e.g. factories, workshops, assembly plants etc. hospitals, schools,office buildings hotels, stores, shopping malls, restaurants airport buildings indoorsports facilities parking garages, including underground parking garages warehouses religious buildings –assembly and erection of prefabricated constructions on the site
  
- (n) Construction of roads and railways includes: construction of motorways, streets, roads, other vehicular and pedestrian ways, surface work on streets, roads, highways, bridges or tunnels: asphalt paving of roads, road painting and other marking, installation of crash barriers, traffic signs and the like, construction of bridges, including those for elevated highways, construction of tunnels , construction of railways and subways, construction of airfield runways
  
- (o) Other accommodation this class includes the provision of temporary or longer-term accommodation in single or shared rooms or dormitories for students, migrant (seasonal) workers and other individuals. This class includes accommodation provided by: student residences ,school dormitories ,workers hostels ,rooming and boarding houses ,railway sleeping
  
- (p) Other information technology and computer service activities This class includes other information technology and computer related activities not elsewhere classified, such as: computer disaster recovery ,installation (setting-up) of personal computers and software installation
  
- (q) Other information service activities This group includes the activities of newsagencies and all other remaining information service activities
- (aa) Publishing of newspapers, journals and periodicals This class includes: publishing of newspapers, including advertising newspapers, publishing of periodicals and other journals, including publishing of radio and television schedules Publishing can be done in print or electronic form, including on the Internet
  
- (bb) Maintenance and repair of motor vehicles This class includes: maintenance and repair of motor vehicles: mechanical repairs ,electrical repairs ,electronic injection systems repair , ordinary servicing ,bodywork repair ,repair of motor vehicle parts washing, polishing, etc. ,spraying and painting ,repair of screens and windows repair of motor vehicle seats ,tyre and tube repair, fitting or replacement,anti-rust treatment ,installation of parts and accessories not as part of the manufacturing

process

- (cc) Real estate activities with own or leased property This class includes: buying, selling, renting and operating of self-owned or leased real estate, such as: apartment buildings and dwellings, on-residential buildings, including exhibition halls, self-storage facilities, malls and shopping centers land ,provision of homes and furnished or unfurnished flats or apartments for more permanent use, typically on a monthly or annual basis This class also includes: ,development of building projects for own operation, i.e. for renting of space in these buildings ,subdividing real estate into lots, without land improvement ,operation of residential mobile home sites
- (ee) To enter into arrangements with any government or authorities (Municipals, Local or otherwise) or any corporations , companies or persons that may see conducive to the company's objects or any of them and to obtain from the government, authority, corporation or person any charters, contracts, decrees, rights, privileges and concessions.
- (ff) To borrow or raise in such a manner as the company shall think fit and in particular by the issue of debenture stock (perpetual or otherwise) and secure the payment of any money borrowed, raised or owing by mortgage charge or lien upon any part of the company's property (whether present or future).
- (gg) To lend and advance money or to give credit to such persons on such terms and may see expedient and in particular to customers and others having dealings with the company and to give guarantee or become security for such persons.
- (hh) To receive money on deposit or loan with or without allowances of interests.
- (ii) To purchase or otherwise acquire or undertake the whole or any part of the business, assets and liabilities, including shares, stock, bonds, debentures , mortgages, deeds of bond and security or other obligations, or any or either of them, of any other company, corporation or person carrying on any business which the company is authorised to carry on, or possessed of any property or right suitable for the purposes of the company and to acquire the business of any company or cooperation, if deemed expedient, by amalgamation with such company or corporation instead of by purchase in the ordinary way.
- (jj) To apply for, purchase or otherwise acquire and protect and renew in any part of the world, any patent right, trade mark, design, licence, concession and the like, conferring any exclusive or non - exclusive or limited right to their use, or any secret or other information as to any intervention which may seem capable of being used for any of the purpose of the company, or the acquisition of which may seem directly

or indirectly to benefit the company and to use, exercise, develop or grant licences in respect of, or otherwise turn to account the property, rights or information so acquired, and to expend money in experimenting upon, testing or improving any such patents inventions or rights.

(kk) To act as receiver and liquidator, whether official or otherwise, to assist and advise on corporate receiverships, executor, administrator, committee, manager, attorney, delegate, substitute, treasurer and any other office or station of trust or confidence and to assist and advise in fund management and bond issues.

(ll) To engage in any business or transaction within the limits of the company's objects, in conjunction with any other person, corporation or company, and to hold shares, stock or bonds in any such company or corporation.

(mm) To acquire by arrangement and hold in interest in any undertaking, enterprise of project associated with the exploration, prospecting, and mining of minerals and for such purposes to obtain, exercise, carry out and use any mining lease, licence, concession franchise, authority, power, right or privilege, which any government, public body or other authority may be empowered to grant.

(nn) To invest money at interest on security of land of any tenure, buildings, farming, stock, share, securities, merchandise, and any other property, and generally to lend and advance money to any persons, firms or companies, with or without security, and such terms and subject to such conditions as may be deemed appropriate.

(oo) To subscribe to, become a member of, and cooperate with, any other association, whether incorporated or not, whose objects are altogether, or in part, similar to those of this company, and to procure from, and communicate to, any such association, such information as may be likely to forward the objects of the company.

(pp) To purchase or otherwise acquire for investment or resale, leasehold or other landed property generally and also rights, privilege and easements over or in respect of any property moveable or immovable and to pay for the same in cash or in any other manner agreed upon, and to take over and assume liabilities for the payment of all monies owing whatsoever under and by virtue of any mortgages, charges, or other existing and charged upon, any and all such property as may be purchased at any time by the company from the Government, person, firm or company and to do all things and execute all such documents and deeds as may be necessary to that end.

(qq) To establish subsidiaries, amalgamate or unite or absorb into the company or other company or association of business, or members of any other company or association wherever formed for objects similar, analogous, or subsidiary to any of the objects of the company, or carrying, and to form establish and bring out and assist in the formation or establishment of any such company or association, and to acquire,

hold and seal in shares or interests therein.

- (rr) To sell, lease, surrender, let on hire, reclaim, improve, work, manage, develop, mortgage, pledge, exchange, dispose of, turn to account, or otherwise deal with all or any of the property and rights of the company.
- (ss) To sell or dispose of the whole undertaking of the company or any part thereof or such considerations as the company may think fit, and in particular, for share, debentures or securities of any other company having objects altogether or in part in similar to those of this company.
- (tt) To make, draw, accept, endorse, execute, and issue promissory notes, bills of exchange, bonds, debentures and other instruments.
- (uu) To enter into arrangements with any government or authorities, supreme, municipal, local or otherwise, or any company or person, and to obtain from any such government or authority all rights, concessions, and privileges that may seem conducive to any of the company's objects or to any person, persons or company in whose interests the company has authority to act.
- (vv) To establish and support or aid the in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit and to grant pensions and allowances to directors or ex – directors and any persons who are or have at any time employed by or in the service of the company or of any subsidiary, allied or associated company or of the predecessors in business of any such company, or the dependants or connections of such persons, and to make payments towards insurances for the purposes aforesaid and to subscribe or guarantee money for any charitable or benevolent object or for any exhibitions or for any public, general or useful object.
- (ww) To borrow or raise money in such manner as the company shall think fit for the company's business and thereby draw, make, accept, endorse, execute and issue promissory notes, bills of exchange, bonds, debentures, and other instruments and evidence of indebtedness either secured by mortgaged, pledge, deed of trust, or otherwise unsecured.
- (xx) To pay for all or any expenses incurred in connection with the formation, promotion, and incorporation of the company or to contract with any person, firm or company to pay commission to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any shares, debentures, stock or securities of the company.
- (yy) To do all or any of the above things in any part of the world, either as principals, agents, trustees, contractors, or otherwise, and either alone or in conjunction with others; and either by or through agents, subcontractors, trustees, corporations, or otherwise.
- (zz) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them or which may be conveniently carried on and done in connection therewith, or which may be calculated, directly or indirectly, to enhance

the value of, or render profitable, any business or property of the company.

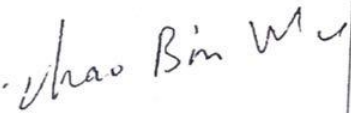

**And it is hereby declared that** the word "company" in this clause, except where used in reference to this company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Tanzania or elsewhere, and whether existing or hereinafter to be formed.

The objects set forth in any sub – clause if the clause shall not be restrictively construed by the widest interpretation shall be given thereto, and they shall not, except when the context expressly so requires, be in any way limited or restricted by references to or interference from, any other objects set forth in such sub – clause or by the name of the company. None of such sub – clause or the objects or objects therein specified or the powers thereby conferred (unless the context so requires) shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub – clause, but the company shall have full powers and to achieve or to endeavour to achieve all or any of the objects conferred by and provided in any one or more of the said sub – clauses.

4. The liability of the members is **Limited**.


5. The share Capital of the Company is **Tanzanian Shillings Three Billion Five Hundred Million Only (Tsh 3,500,000,000.00)** divided into **One Hundred Thousand (100000) Shares of Tanzania Shillings Thirty Five Thousand (Tsh 35,000.00) each** with power for the Company to increase or reduce the said capital and to issue any part of its capital, original or increased, with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions, and so that unless the condition of issue shall otherwise expressly declared, every issue of shares, whether declared to be preference or otherwise, shall be subject to the powers herein before contained

We, the several persons, whose names and addresses are subscribed below, 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 AND ADDRESS OF SUBSCRIBERS	NUMBER OF SHARES	SIGNATURES
WU ZHAOBIN, CHINA PEOPLES REPUBLIC OF, SHANDONG, WEISHAN ROAD, JIJAN, 1A STREET.	1	
ZHANG CHUNMEI, CHINA PEOPLES REPUBLIC OF, SHANDONG, WEISHAN ROAD, JIJAN, 1A STREET.	99999	

  
 Certified True Copy of the Original  
**Said Ismail Hanya**  
 Advocate, Notary Public & Commissioner  
 for Oaths  
 Sign:   
 Date: 16/11/2022

Dated at Dar es Salaam this 31 day of 01 2022

**WITNESS** to the above signatures  
 Full Name: SAID HANYA  
 Signature:   
 Postal Address: 79575  
 Designation: ADVOCATE



**THE COMPANIES ACT NO. 12 OF 2002**

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**COMPANY LIMITED BY SHARES**

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**ARTICLES OF ASSOCIATION  
OF  
TSJIEANDMEI INTERNATIONAL  
LIMITED PRELIMINARY**

1. In these Regulations:  
"the Act" means the Companies Act;  
"the articles" Means the articles of the company;  
"clear days" in relation to the period of a notice means that period excluding the day when the notice is given or on which it is to take effect;  
"the holder" in relation to shares means the member whose name is entered in the register of members as the holder of the shares;  
"the seal" means the common seal of the company;  
"secretary" means the secretary of the company or any person appointed to perform the duties of the secretary of the company.  
Expressions referred to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.  
Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification

thereof in force at the date at which these Regulations become binding on the company.

2. The regulations contained in Part 1 of Table A shall apply save for regulation 22.
3. The Company is private company and accordingly:
  - (a) The right to transfer shares is restricted in the manner hereinafter prescribed.
  - (b) The number of members of the Company is limited to fifty as further provided for in the Act.
  - (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 bearers.
4. The Share Capital of the Company is **Tanzanian Shillings Three Billion Five Hundred Million Only (Tsh 3,500,000,000.00)** divided into **One Hundred Thousand (100000) Shares of Tanzania Shillings Thirty Five Thousand (Tsh 35,000.00) each.**
5. The directors may, in their absolute discretion and without assigning any reason thereof, decline to register any transferor any share, whether or not it is a fully paid share.

#### **SHARE CAPITAL AND VARIATION OF RIGHTS**

6. Subject to the provisions of the Act, and without prejudice to any rights attached to any existing shares, any share may be issued with such rights or restrictions, whether in regard to dividend, voting, return of capital or otherwise as the company may by Ordinary Resolution determine.
7. Subject to the provisions of section 61 of the Act, any shares may, with the sanction of an Ordinary Resolution, be issued on the terms that they are, or at the option of the company are liable, to be redeemed on such terms and in such manner as the company before the issue of the shares may by Special Resolution determine.
8. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separated general meeting of the holders of the shares of the class. To every such separate general meeting the provisions of these Regulations relating to general meetings shall apply,

but so that the necessary quorum shall be two persons at least holding or representing by proxy one-third of the issued shares of the class present in person or by proxy may demand a poll.

9. The rights conferred upon the holders of the shares of any class shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.
10. The company may exercise the powers of paying commissions conferred by section 56 of the Act. Subject to the provisions of the Act, such commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other.
11. Except as required by law, no person shall be recognized by the company as holding any share upon any trust, and the company shall not be bound by or be compelled in any way to recognize (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share of (except as otherwise provided by the articles or by law) any other rights or interests in respect of any share except an absolute right to the entirety thereof in the registered holder.

#### **SHARE CERTIFICATES**

12. Every member, upon becoming the holder of any shares, shall be entitled without payment to receive within two months after allotment or lodgement of transfer (or within such other period as the conditions of issue shall provide) one certificate for all the shares of each class held by him (and, upon transferring a part of his holding of shares of any class, to a certificate for the balance of such holding) or several certificates each for one or more of his shares upon payment for every certificate after the first such reasonable sum as the directors may determine. Every Certificate shall be sealed with the seal and shall specify the number, class and distinguishing numbers (if any) of the shares to which it relates and the amount or respective amounts paid thereon. In respect of a share of shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one joint holder shall be sufficient delivery to all joint holders.

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

#### **LIEN**

14. The company shall have a first and paramount lien on every share (not being a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share; but the directors may at any time declare any share to be wholly or in part exempt from the provisions of this regulation. The company's lien, if any, on a share shall extend to any amounts payable in respect of it.
15. The company may sell, in such manner as the directors determine, any shares on which the company has a lien if a sum in respect of which the lien exists is presently payable and is not paid within fourteen clear days after a notice in writing has been given to the holder of the share, or the person entitled thereto by reason of the death or bankruptcy of the holder, demanding payment and stating that if the notice is not complied with the shares may be sold.
16. To give effect to any such sale the directors may authorize some person to transfer the shares sold to, or in accordance with the directions of, the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer, and he shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
17. The net proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue, if any, shall (upon surrender to the company for cancellation of the certificate for the shares sold and subject to a like lien for sums not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares, at the date of the sale.

#### **CALLS ON SHARES**

18. Subject to the terms of allotment, the directors may make calls upon the members in respect of any moneys unpaid on their shares (whether in respect of nominal values

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

19. A call shall be deemed to have been made at the time when the resolution of the directors authorizing the call was passed.
20. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
21. If a call remains unpaid after it has become due and payable, the person from whom the sum is due shall pay interest on the amount unpaid from the day it become due and payable to the time of actual payment at the rate fixed by the term of allotment of the share or, if no rate is fixed, at a rate not exceeding five percent per annum as the directors may determine, but the directors may waive payment of such interest wholly or in part.
22. An amount payable in respect of a share on allotment or at any fixed date, whether in respect of nominal value or premium or as an instalment of a call, shall be deemed to be a call, and if it is not paid the provisions of the articles shall apply as if that amount has become due and payable by virtue of a call.
23. Subject to the terms of allotment, the directors may, on the issue of shares, differentiate between the holders as to the amount of calls to be paid and the times of payment.
24. The directors may If they think fit, receive from any member willing to advance the same, all or any part of the moneys un-called and unpaid upon any shares held by him, and upon all or any of the moneys so advanced may (until the same would , but for such advance, become [payable] pay interest at such rate not exceeding (unless the company in general meeting shall otherwise direct) six per cent per annum, as

may be agreed upon between the directors and the members paying such sum in advance.

#### **TRANSFER OF SHARES**

25. The instrument of transfer of any share shall be in any usual form or any other form which the directors may approve and shall be executed by or on behalf of the transferor and, unless the share is fully paid up, by or on behalf of the transferee, and the transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.
26. If the directors refuse to register a transfer they shall within sixty days after the date on which the transfer was lodged with the company send to the transferee notice of the refusal.
27. The registration of transfers of shares or any transfers of any class of shares may be suspended at such times and for such periods (not exceeding thirty days in any year) as the directors may determine.
28. No fee shall be charged for the registration of any instrument of transfer or other document relating to or affecting title to any share.

#### **TRANSMISSION OF SHARES**

29. In case of the death of a member, the survivor of survivors where the deceased was a joint holder, and the personal representatives of the deceased where he was a sole holder or the only survivor of joint holders, shall be the only persons recognized by the company as having any title to his interest in the shares; but nothing herein contained shall release the estate of a deceased member from any liability in respect of any share which had been jointly held by him.
30. A person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence being produced as may properly be required by the directors and subject as hereinafter provided, either elect by notice to the company to be registered as holder of the share, or elect to have some person nominated by him registered as the transferee in which case he shall execute the appropriate instrument of transfer. All the articles relating to the right to transfer of shares shall apply to any such notice or transfer as if it were an instrument of transfer executed by the member and the death or bankruptcy of the member had not occurred.

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

#### **FORFEITURE OF SHARES**

32. If a call remains unpaid after it has become due and payable, the directors may give to the person from whom it is due not less than fourteen clear day's notice requiring payment of the amount unpaid, together with any interest which may have accrued. The notice shall name the place where payment is to be made and shall state that if the notice is not complied with, the shares in respect of which the call was made will be liable to be forfeited.
33. If the notice is not complied with, any share in respect of which it was given may, before the payment required by the notice has been made, be forfeited by a resolution of the directors to that effect and the forfeiture shall include all dividends or other moneys payable in respect of the forfeited shares and not paid before the forfeiture.
34. Subject to the provisions of this Act, a forfeited share may be sold, re-allotted or otherwise disposed of on such terms and in such manner as the directors determine either to the person who was before the forfeiture the holder or to any other person, and at any time before a sale, re-allotment or other disposition the forfeiture may be cancelled on such terms as the directors think fit. Where for the purposes of its disposal a forfeited share is to be transferred to any person, the directors may authorise some person to execute an instrument of transfer of the share in question.
35. A person any of whose shares have been forfeited shall cease to be a member in respect of the forfeited shares and shall surrender to the company for cancellation the certificate for the shares forfeited, were payable by him to the company in respect of the shares, but shall remain liable to the company for all moneys which, at the date of forfeiture, were payable by him to the company in the respect of the shares, but his liability shall cease if and when the company shall have received payment in full of all such moneys in respect of the shares, but the directors may waive payment wholly or in part or enforce payment without any allowance for the value of the shares at the time of forfeiture for any consideration received on their disposal.

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

#### **ALTERATION OF CAPITAL**

37. The company may by ordinary resolution:-
- (a) increase its share capital by new shares of such amount, as the resolution prescribes;
  - (b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
  - (c) subject to the provisions of section 65(1)(d) of the Act, sub-divide its existing shares, or any of them, into shares of smaller amount than is fixed by the memorandum of association;
  - (d) cancel shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.
38. Whenever as a result of a consolidation of shares any members would become entitled to fractions of a share, the directors may, on behalf of those members, sell the shares representing the fractions for the best price reasonably obtainable to any person (including subject to the provisions of this Act, the company) and distribute the net proceeds of sale in due proportion among those members, and the directors may authorize some person to execute an instrument of transfer of the shares to or in accordance with the directions of the purchaser. The transferee shall not be bound to see to the application of the purchase money nor shall his title to the share be affected by any irregularity in or invalidity of the proceedings in reference to the sale.
39. Subject to the provisions of the Act, the company may by special resolution reduce its share capital, any capital redemption reserve fund or any share premium account in any way.

40. The company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the company and that of the next.
41. All general meetings other than annual general meetings shall be called extraordinary general meetings.
42. The directors may, whenever they think fit, call an extraordinary general meeting and extraordinary general meetings shall also be convened on such requisitionists, or, in default, may be convened by such requisitionists, as provided by section 134 of the Act. If at any time there are not within the Territory sufficient directors to call the meeting, any director or any two members of the company may call the meeting in the same manner as nearly as possible as that in which meetings may be convened by the directors.

#### **NOTICE OF GENERAL MEETINGS**

43. Every general meeting shall be called by twenty-one clear days notice in writing. The notice shall specify the time and place of the meeting and the general nature of the business and, in the case of an annual general meeting, shall specify the meeting as such;  
  
Provided that a meeting of the company may be called by shorter notice if it is so agreed.
  - (a) in the case of an 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 holding not less than 95 per cent in nominal value of the shares giving that right.
44. Subject to the provisions of the articles and to any restrictions imposed on any shares, the notice shall be given to all the members, to all persons entitled to a share in consequence of the death or bankruptcy of a member and to the directors and auditors. The accidental omissions to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at the meeting.

#### **PROCEEDINGS AT GENERAL MEETINGS**

45. All business shall be deemed special that is transacted at an extra ordinary 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, and the reports of the directors and auditors, the election of directors in the place of those retiring and the appointment of and the fixing of the remuneration of, the auditors.
46. No Business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; two persons entitled to vote on the business to be transacted, each being a member or a proxy for a member or a duly authorized representative of a corporation shall be a quorum.
47. If within half an hour from the time appointed for the meeting a quorum is not present, or if during the course of a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week, at the same time and place or to such other day at such other time and place as the direction may determine.
48. The chairman, if any, of the board of directors or in his absence some other director nominated by the directors shall preside as chairman of the general meeting, but if neither the chairman nor such other director (if any) be present within fifteen minutes after the time appointed for the holding of the meeting and willing to act, the directors present shall elect one of their member to be chairman of the meeting and, if there is only one director present and willing to act, he shall be chairman.
49. 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 chairman of the meeting.
50. A director shall, notwithstanding that he is not a member, be entitled to attend and speak at a general meeting and at any separate meeting of the holders of any class of shares in the company.
51. The chairman may, with the consent of any meeting at which a quorum is present and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days and the general nature of the business to be transacted at an adjourned meeting.

52. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
- (a) by the chairman or,
  - (b) by at least two members having the right to vote at the meeting; or
  - (c) by a member or members representing not less than one-tenth of the total voting rights of all the members holding shares conferring a right to vote at the meeting or
  - (d) by a member or members holding shares conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right; and a demand by a person as proxy for a member shall be the same as a demand by the member.
53. Unless a poll be so demanded, a declaration by the chairman that a resolution has on show of hands been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be evidence of that fact.
54. The demand for a poll may, before the taken, be withdraw.
55. Except as provided in article 54, if a poll is dully demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
56. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a casting vote in addition to any other note he may have.
57. 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 not being or more than thirty days after the poll is demanded as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
58. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at whichhe was present shall have effect as if it had been passed at a general meeting dully

convened and held, and may consist of several instruments in the like form each executed by or on behalf of one or more members.

### **VOTES OF MEMBERS**

59. Subject to any rights or restrictions attached to any share or class or classes of shares, on a show of hands every member (being an individual) present in person or (being a corporation) present by a dully authorized representative, not being himself a member entitled to vote, and on a poll every member shall have one vote for each share of which he is the holder.
60. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other join holders; and for this purpose seniority shall be determined by the order in which the names stand in the register of members
61. A member in respect of whose estate a manager has been appointed under section 26 of the Mental Disease Ordinance, may vote, whether on a show of hands or on a poll, by his manager, and any such manager may, on a poll, vote by proxy.
62. No member shall be entitled to vote at a general meeting or at a separate meeting of the holders of any class of shares in the company unless all calls or other sums presently payable by him in respect of shares in the company have been paid.
63. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any objection made in due time shall be referred to the chairman of the meeting, whose decision shall be final and conclusive.
64. On a poll votes may be given either personally or by proxy. A Member may appoint more than one proxy to attend on the same occasion.
65. The instrument appointing proxy shall be in writing executed by or on behalf of the appointer of his attorney dully authorized in writing, or, if the appointer is a corporation, either under seal, or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the company.
66. The instrument appointing a proxy and any authority under which it is executed a copy of that authority certified notarially or in such other manner as approved by the directors shall be deposited at the registered office of the company or at such other place within Tanzania as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or

adjourned meeting at which the person named in the instrument proposed to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and the default the instrument of proxy shall not be treated as valid.

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

**TSJIEANDMEI INTERNATIONAL 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/your behalf at the (annual or extraordinary as the case may be) general meeting of the company to be held on the .....day of .....and at any adjournment thereof.

Signed this .....day of..... 2021

68. 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 thereto as circumstances admit.

**TSJIEANDMEI INTERNATIONAL 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 m/us on my/your behalf at the (annual or extraordinary as the case may be) general meeting of the company to be held on the .....day of .....and at any adjournment thereof.

Signed this .....day of..... 2021

This form is to be used \* in favour of against resolution; 1/2/3 etc; unless otherwise instructed, the proxy will vote as he thinks fit or abstain from voting.

69. The Instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
70. A vote given in accordance with the terms of an instrument of proxy, or poll demanded by proxy, or by the dully authorized representative of a corporation

shall be valid notwithstanding the previous determination was received by the company at its registered office (or at such other place at which the instrument or proxy was duly deposited) before the commencement of the meeting or adjourned meeting at which the proxy is used.

#### **CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS**

71. Any corporation which is member of the company may by a 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 or any class of members 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**

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

**(1) WU ZHAOBIN**

**(2) ZHANG CHUNMEI**

**(3) XIE CHANGYOU**

73. 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.

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

74. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the company shall be managed by the directors, who may exercise all the powers of the company. No alteration of the memorandum or articles and no such directions shall invalidate any prior act of the directors which would otherwise have been valid. The powers given by this article shall not be limited by any special power given to the directors by the articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.

75. The directors may by power of Attorney appoint any person to be the attorney or agent of the company for such purposes and on such conditions as they determine, including authority for the attorney or agent to delegate all or any of his power.
76. The directors may exercise all the power of the company to borrow money, and to mortgage or charge its undertaking property and uncalled capital, or any part thereof, and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the company or of any third party.
77. The company may exercise the powers conferred upon the company by sections 124 to 127 of the Act with regard to the keeping of a branch register, and the directors may (subject to the provisions of those sections) make and vary such regulations as they may think fit respecting the keeping of any such register

#### **DIRECTORS' CATEGORY**

78. There shall be only one category of Directors and that is, Ordinary Directors;
  - (a) The Directors shall have all the Decision-making powers in all company matters. .... shall be the Chairman of the Board of Directors and shall have a casting vote and veto power in all the matters tabled before the Board of Directors and members.
  - (b) That ..... may remove any of the Directors upon assigning reasons thereof.

#### **DIRECTORS APPOINTMENT AND INTERESTS**

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

80. A director who is in any way, whether directly or indirectly, interested in contract or proposed contract with the company shall declare the nature of his interest at a meeting of the directors in accordance with section 209 of the Act.
81. Subject to the provision for the Act, and provided that he has disclose to the directors the nature and extent of any material interest of his, a director notwithstanding his office:-
- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the company or in which the company is otherwise interested;
  - (b) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with or otherwise interested in anybody corporate promoted by the company or in which the company may be interested;
  - (c) shall not, by reason of his office, be accountable to the company for any benefit which he derives from any such office or employment remuneration or other benefits received by him as a director or officer of, or from his interest in, such other company unless the company otherwise directs.
- Provided that nothing herein contained shall authorize a director or his firm to act as auditor to the company
82. For the purpose of articles 76 and 77 –
- (a) a general notice given to the directors that a director is to be regarded as having an interest of the nature and extent as specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in such transaction of the nature and extent specified; and
  - (b) an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated an interest of his.
83. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the company, shall be signed, drawn accepted, endorsed, or otherwise executed in such manner as the directors shall from time to time by resolution determine

## **MINUTES**

84. The directors shall cause minutes to be made in books for the purpose:-
- a) of all appointments of officer made by the directors;
  - b) of the names of the directors present at each meeting of the directors and of any committee of the directors;
  - c) of all resolutions and proceedings at all meetings of the company, of the holders of any class of shares in the company, and of the directors, and of committee of directors.

#### **REMUNERATION AND EXPENSES: GRATUITIES AND PENSIONS**

85. The remuneration of the directors shall be determined by Ordinary Resolution of the company and, unless the resolution otherwise provides, such remuneration shall be deemed to accrue from day to day. The directors may also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the directors or any committee of the directors or general meetings or separate meetings of the holders of any class of shares or of debentures of the company or otherwise in connection with the business of the company.
86. The directors on behalf of the company may pay a gratuity or pension or allowance on retirement to any director who had held any other salaries office or place of profit with the company or to his widow or dependents and may make contributions to any fund and pay premium for the purchase or provisions of any such gratuity, pension or allowance

#### **DISQUALIFICATION AND REMOVAL OF DIRECTORS**

87. The office of director shall be vacated if the director-
- a) ceases to be director by virtue of any provisions of the Act or he becomes prohibited by law from being a director, or
  - b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - c) becomes of unsound mind ;or
  - d) resigns his office by notice in writing to the company; or
  - e) shall for more than six consecutive months have been absent without permission of the director from meetings of the directors held during that period and the directors resolve that his office be vacated.

#### **APPOINTMENT AND RETIREMENT OF DIRECTORS**

88. The company may be Ordinary Resolution appoint a person who is willing to act to be a director either to fill a vacancy or to be an additional director.

89. The directors may appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director, provided that the total number of directors does not exceed the number fixed by or in accordance with these articles. A director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election.
90. The company may by ordinary resolution, or of which special notice has been given in accordance with section 144 of the Act, remove any director before the expiration of his period of office notwithstanding anything in these articles or in any agreement between the company and the director. Such removal shall be without prejudice to any claim the director may have for damage for breach of any service contract with the company.
91. The company may by Ordinary Resolution appoint another person in place of a director removed from office under the immediately preceding regulation, and without prejudice to the power of the directors under article 85 the company may by Ordinary Resolution appoint any person to be director either to fill a vacancy or as an additional director.

#### **PROCEEDINGS OF DIRECTORS**

92. 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, if shall not be necessary to give notice of a meeting of directors to any director who is absent from Tanzania.
93. The quorum necessary for the transaction of the business of the directors may be fixed by the directors and unless so fixed shall be two.
94. The continuing directors may act notwithstanding any vacancy in their number but, if their number is reduced below the number fixed as the necessary quorum, the continuing directors or director may act only for the purpose of filling vacancy or of calling a general meeting.
95. 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 as which he is present. But if no such chairman is appointed, or if he is unwilling to preside or if at any meeting the chairman is not present within five

minutes after the time appointed for holding the same; the directors present may choose one of their member r to be chairman of the meeting.

96. The directors may delegate any of their powers to any committee consisting of one or more directors; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the directors. Subjects 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.
97. All acts done by a meeting of the directors or of a committee of directors or by a person acting as a director shall, notwithstanding that it be afterwards discovered there was some defect in the appointment of any such director, or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as if every such person had been duly appointed and was qualified and had continued to be a director and was entitled to vote.
98. A resolution in writing, signed by all the directors entitled to receive notice of a meeting of the director or of 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 dully convened and held and may consist of several documents in the like form and signed by one or more directors.
99. Save as otherwise provided in the articles, a director shall not vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflict or may conflict with the interest of the company. Subject to and in accordance with the provisions of the Act, an interest of a person who is connected with a director shall be treated as interest of the director.
100. A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is entitled to vote.
101. The company my by Ordinary Resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the articles prohibiting director from voting at a meeting of directors or of committee directors.
102. Where proposals are under consideration concerning the appointment of two or more directors to office or employment with the company or anybody corporate in which the company is interested, the proposals may be divided and considered in relation to each director separately and (provided he is not for another reason precluded

from voting) each of the directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except than concerning his own appointment.

103. If a question arises at a meeting of directors or of a committee of directors as to the right of directors to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any director other than himself shall be final and conclusive.

#### **SECRETARY**

104. 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.
105. A provision of the Act or these Regulations 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**

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

#### **DIVIDEND AND RESERVE**

107. Subject to section 180 of the Act, the company may by Ordinary Resolution declare dividends in accordance with the respective rights of the members, but not dividend shall exceed the amount recommended by the directors.
108. Subject to the provisions of the Act, the directors may from time to time pay to the members such interim dividends as appear to the directors to be justified by the profits of the company available for distribution.
109. The directors may before recommending any dividend, set aside out of the profits of the company such sums as they think proper as reserve or reserves which shall, at the discretion of directors, be applicable for any purpose to which the profits of the company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the company or be invested in such investments, (other than shares of the company) as the directors may from time to

time think fit. The directors may also without placing the same to reserve carry forward and any profits which they may think prudent not to divide.

110. Except as otherwise provided by the rights attached to shares, all dividends shall be declared and paid according to the amounts paid on the shares in respect of which dividend is paid .All dividends shall be apportioned and paid proportionately to the amount paid on the shares during any portion or portions of the period in respect of which the dividend is paid is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date that shall rank for dividend accordingly.
111. Any general meeting declaring a dividend may, upon the recommendation of the directors, direct payment of such dividend wholly or partly by the distribution of assets and, where any difficult arises in regard to the distribution, the directors may settle the same, and in particular may issue fractional certificates and fix the value for distribution of any assets and may determine that cash payment shall be made to any members upon the footing of the value so fixed in order to adjust the rights of members, and vest any assets in trustees.
112. Any dividend, interest or other money payable in cash in respect of shares may be paid by cheque sent through the post to the registered address of the holder or in the case of joint holders, to the registered address of that one of the joint holders who is the first named in the register of members or to such person and such address as the holder or joint holder may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent, and payment of the cheque shall be a good discharge to the company. Any one of two or more holders may give effectual respects for any dividends or other moneys payable in respect of the held by them as joint holders.
113. No dividend or other moneys payable in respect of a share bear interest against the company unless otherwise provided by the rights attached to the share.
114. Any dividend which has remained unclaimed for twelve years from the date when it became due for payment shall, if the directors so resolve, be forfeited and cease to remain owing by the company

#### **ACCOUNTS**

115. The directors shall cause proper books of account to be kept with respect to:-

- a) all sums of money received and expended by the company and the matters in respect of which the receipt and expenditure takes place;
- b) all sales and purchases of goods by the company; and
- c) the assets and liabilities of the company.

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

- 116. The books of account shall be kept at the registered office of the company, or, subject to section 151 (4) of the Act, at such other place or places as the directors think fit, and shall always be open to the inspection of the directors.
- 117. No members shall (as such) have any right of inspecting any accounting records or other book or document of the company except as conferred by statute or authorized by the directors or by Ordinary Resolution of the company.
- 118. The directors shall, in accordance with sections 153, 155 and 159 of Act, cause to be prepared and to be laid before the company in general meeting such profit and loss accounts, balance sheets, cash flow statements, group accounts (if any) and reports as are referred to in those sections.
- 119. In accordance with section 163 of the Act, the company's annual accounts to be laid before the company in general meeting together with a copy of the director's report and the auditor's report shall not less than twenty one days before the date of the meeting be sent to every member of, and every holder of debentures of the company. Provided that this regulation shall not require a copy of those documents to be sent to any person of whose address the company is not aware or to more than one of the joint holders of any shares or debenture.

#### **AUDIT**

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

#### **NOTICES**

- 121. 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 wither personally or by sending it by post in a prepaid envelope addressed to the member at his registered address, or by

leaving it at that address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, preparing, and posting a letter containing the notice, and to have been effected at the expiration of (seventy-two) hours after the letter containing the same was posted. A member whose registered address is not within Tanzania and who gives to the company an address within Tanzania at which notices may be given him shall be entitled to receive any notice from the company.

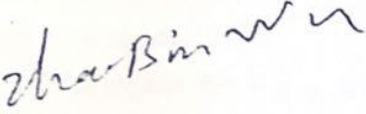

122. A notice may be given by the company to the joint holders of a share by giving the notice to the joint holder first named in the register of members in respect of the share.
123. A notice may be given by the company to the persons entitled to a share in consequence of the death or bankruptcy of a member by sending or delivering it, in any manner authorized by the articles, addressed to them by name, or by the title of representatives of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, within Tanzania supplied for the purpose by the persons claiming to be so entitled. Until such an address has been supplied, a notice may be given in any manner in which it might have been given if the death or bankruptcy had not occurred.
124. A member present, either in person or by proxy, at any meeting of the company or of the holders of any class of shares in the company shall be deemed to have received notice for which it was called.

#### **WINDING UP**

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

**INDEMNITY**

126. Subject to the provisions of the Act, but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal.

NAMES AND ADDRESS OF SUBSCRIBERS	NUMBER OF SHARES	SIGNATURES
<p>WU ZHAOBIN, CHINA PEOPLES REPUBLIC OF, SHANDONG, WEISHAN ROAD, JIJAN, 1A STREET.</p>	<p align="center">1</p>	
<p>ZHANG CHUNMEI, CHINA PEOPLES REPUBLIC OF, SHANDONG, WEISHAN ROAD, JIJAN, 1A STREET.</p>	<p align="center">99999</p>	

Dated at Dar es Salaam this 1<sup>st</sup> day of Feb 2021

  
 Certified True Copy of the Original  
**Said Ismail Hanya**  
 Advocate, Notary Public & Commissioner  
 for Oaths  
 Sign:   
 Date: 16/11/2022

**WITNESS** to the above signatures

Full Name: SAID HANTA

Signature: 

Postal Address: 79575

Designation: ADVOCATE.

