

THE COMPANIES ACT (No. 12, 2002)

COMPANY LIMITED BY GUARANTEE

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

YUANDA INVESTMENT AND TRADING COMPANY LIMITED

Drawn By Promoter;

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THE COMPANIES ACT 2002
COMPANY LIMITED BY GUARANTEE
MEMORANDUM OF ASSOCIATION
OF
YUANDA INVESTMENT AND TRADING COMPANY LIMITED.

1. The name of the company is "YUANDA INVESTMENT AND TRADING COMPANY LIMITED"
2. The Registered office of the Company will be situated in Tanzania.
3. The objects for which the Company is established are: -
 - (a) To carry on the business Real estate property developers, estate developers to carry on the business of building and hardware, construction.
 - (b) To carry on the business as general traders, suppliers, merchants, stockiest, wholesalers, retailers and dealers in all types of electrical goods, hardware, building materials, spare parts and maintenance, tires, tubes, tools and accessories for all types of automotive, motor vehicles, agriculture machinery, implements, equipment's of all kinds of industrial projects , food stuffs, cosmetics, oil, paints, spirits sheet, hinges, screws, iron monger, textiles piece good all types of leather goods, shoes bags and other similar goods,
 - (c) To carry on the business of dealing in importing, exporting, marketing, manufacturing stocking, buying selling whether by wholesale or retail of various categories of goods and merchandise, and to act as insurance agents, brokers and manufactures representatives of all filed, To be agent of foreign company and to establish business enterprise whether small scale, industries and general deal in all kinds of general merchants and to import , export and all either by merchandise and articles and articles of all description
 - (d) To carry on the business as a general supplies of all sorts and types of maintenance goods and services to individuals, office, industrial, shop, school, factories, hospitals army, military, ministries and all other government offices, universities and all other places where the serves of supplier are needed
 - (e) To carry on all business of transport, carriage and haulage contractors, owners and charter of road vehicles, aircraft and ships and boats of every description of every description and carries of goods and

passengers by road, rail, water or air and to establish acquire, maintain and operate transport services of every description both public and private and all services ancillary there to and for such purposes or as independent undertakings to purchase, take in charge, charter hire build, contract or otherwise acquire and own operate work, manage maintain repair services and deal with road vehicles.

- (f) marketing services, consultancy and selling of all types of information technologies, mechanical systems, conference systems, telecommunication systems, security systems, public address systems, data communication and to train, research, install and after sale services of electronics systems, voice and data networks and any other systems or components which the company may think fit, necessary or incidental to this business.
- (g) To carry on the business of all kinds of machinery, electrical goods, audio visual goods and products and merchandise of the nature, kind and description whatsoever as a dealer, wholesaler, retailer, distributor, importer, exporter and after sales service and repairing.
- (h) To carry on the business of dealing in selling, buying, importing, exporting, marketing, manufacturing, stocking, whether wholesale or retail of various categories of hardware tools and equipments
- (i) To carry on all and any of the wholesale and/or retails as gemstones merchants, jewelers and/or dealers in and/or buy sell market import export and/or general deal in all or any kinds of gemstones precious and semi-precious stones, gold silver and precious metals of whatsoever kind or description.
- (j) To carry on the business as general suppliers of all sorts and types of general merchandised goods and services to individuals, offices, industries, schools, factories, shops, hospitals, army, military, ministries and other government offices, universities and all other places where the services of supplier are needed.
- (k) To engage in and carryout the business of proprietors and managers of office and shop buildings, apartments, hotels, guest houses, restaurants and to provide services of the same to individuals, private and public institutions and to industrial and business concerns.

- (l) To do the business of acting as commission agents and manufacturers, representatives in all fields. To establish business enterprises whether small scale, industries and generally deal in all kinds of general merchants and to import, export and all either by merchandise and articles of all description.
- (m) To carry on the business of establishing and running supermarkets, department stores, shopping malls, provision stores, groceries and shops of all kinds and description and generally to deal with such activities.
- (n) To carry on the business as importers, general suppliers, traders, merchants, stockiest, wholesalers, retailers and dealers in all types of building materials, timber, fishing gears, groceries, computes, office equipments, stationeries, cooking oils, salts, foodstuffs, cosmetics oils, spare parts and maintenance, tyres, tubes, tools and accessories for all types of automotive, agricultural machinery, implements, equipment, all kinds of industrial projects machinery and equipment, paints, spirits sheets, hinges, screws, iron monger, textiles piece goods, all types of leather goods, shoes, bags and other similar goods.
- (o) To carry on the trade or business of bonded warehousemen, removers, stores, packers and carriers of personal property of every description, clearing and forwarding agents and to issue warrants to persons warehousing goods with the company, and to lend money upon the security of goods.
- (p) To promote tourism in Tanzania and elsewhere in Africa, to carry on business of travel and tourist agents and tour operators, to promote facilitate traveling to organize hunting, tented-camps, fishing and diving expeditions, safari promoters and undertakers generally and in particular to arrange and manage hunting safaris, photo safaris adventure tours, fishing trips, handling of game trophies and animal skins, catching, harboring, transporting, wildlife and marine products of all kind.
- (q) To carry on all their respective branches all or any of the business of builders masonry and general construction contractors and haulers and among other things to construct, execute, carry out, equip,

improve, work and advertise railways, roadways, tramways, docks, harbors, wharves, canals, water-courses, reservoirs, embankments, irrigations, reclamations, sewage, drainage and other sanitary works, water, gas, mechanic, electric and other supply works, houses buildings and erections of every kind and to carry on any other business in connection with the above mentioned business.

- (r) To carry on the business of importers, exporters, buying selling dealers in building materials, hardware, sanitary-ware, wall papers, roofing tiles, flooring tiles, supplying industrial equipment's agricultural implements and equipment's spares of every description, plumbers, decorators steel fabrication, machine shop, nickel plating, electric plating, making steel windows, doors, frames and roof tresses.
- (s) To carry on the safe keeping, cleaning, repairing, refueling and the general care of motor vehicles of all kinds whatsoever from of propulsion maybe used.
- (t) To carry on the business of financial consultants and to act as project and development consultants, commercial, logistical, environmental and statistical analysts, principal and/or agent, managers, directors, sales and marketing, business consultants and as personnel, research, training, technical and general consultants and advisers to and for any undertaking or enterprises and to direct the management of the property and estate of government , consumers, corporations, foundations, organization, hospitals co-operatives, funding a gents and any institution whatsoever.
- (q) To carry on the business and act as managers of investments and investment company, real estate agents, property managers, developers, valuers, decorators, engineers to generally be able to carry out activities of any description with regards to land, property and real estate, investment in any type of property, buildings, lands, securities, bonds, shares and any property act as a holding company with subsidiaries and invest in any projects as the company think fit.
- (r) To carry on the business of transportation, cargo and travel agents, commission agents, customs agents, insurance agents, tourist agents, manufacturers representative, clearing and forwarding agents, road contractors, cargo superintendents, packers, machinery haulage specialists, warehousemen, engineers, electricians, motor cars, cabs,

minibus, 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 place or places as may from time to time determined by the Company.

- (u) To carry on the business of garage proprietors and service station for motor vehicles of all kinds, to carry on the safe keeping, cleaning, repairing refueling, panel beating body builders, spraying and the general care of motor vehicles, aircraft, machinery, tools, equipment and plant whether moved by mechanical power or not, implements, utensils, appliances, apparatus, fuel for internal combustion engines, lubricants, element, solutions, batteries and accessories and all things capable of being used in connection with the said business or in the manufacture or maintenance of such vehicles, machinery, equipment and plant.
- (v) To purchase, take on lease and otherwise acquire for investment or resale any tenure in Tanzania and elsewhere and to sell let or lease exchange or otherwise dispose of or grant rights over any immovable property or any tenure in Tanzania and elsewhere and to sell let or lease exchange or otherwise dispose of or grant rights over any immovable property, belong to the company.
- (w) To purchase, take or lease or in exchange, hire or otherwise acquire and hold any state or interest or any lands buildings, casements, rights, licenses, secret processes, machinery, plants, stock, in trade and real or personal property of any kind.
- (x) To accept payment for any property or rights sold or otherwise disposed or death with by the company either in case, by installment or otherwise or in fully or partly paid up shares of the company or corporation, with or without deferred or preferred or guaranteed rights.
- (y) To carry any other trade or business whatever which can in the opinion of the board of Directors be advantageously carried on by the Company in connection with the above business or the general business of the company.
- (z) To act as agents for the sale and purchase of any stock shares or securities or for any other monetary or mercantile transactions.

- (aa) To act as executors and trustees of wills and settlements made by customers and others and undertake and execute trusts of all kinds.
- (bb) To do all or any of the above things in any part of the world and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others and either or through agents, sub-contractors, trustees and otherwise.
- (cc) To remunerate any person, firm or company rendering services to this company, whether by cash payments or by allotment to him or them of shares or securities of the Company credited and paid in full or in part, otherwise.
- (dd) To accept for safe custody and keep for customers of the company all kinds of securities valuables and things.
- (ee) To lend money on any terms that may be thought fit, and particularly to customers or other person or corporations having dealing with societies and to give any guarantees that may be expedient.
- (ff) To advance money to shareholders in the company, and other to the purpose of enabling the person borrowing the same erect or purchase, or enlarge or repair any house or building or to purchase the fee simple or any less estate or interest in, or to take a demise to any term of years of any freehold or leasehold property upon such terms and conditions as the company may think fit.
- (gg) To invest and deal with the moneys of the Company not immediately required, upon such securities and in such manner as may from time to time be determined.
- (hh) To distribute among the members in pieces any property of the company, or any proceeds of sale or disposal of any property of the company.
- (ii) To draw, make, accept, endorse, discount execute and issue promissory notes, bills of lading, warrants, debentures and negotiable or transferable instruments.

- (jj) To act as agents or brokers, and as trustees for any person firm or company, and to undertake and perform sub-contracts and also to act in any other business of the company through or by means of agents, brokers, sub-contractors or others.
- (ii) To obtain any provisional order, ordinance or act of parliament for enabling the Company to carry any of its objects into effect, or for affecting any provisions of the Company's constitution, or any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated, directly or indirectly to prejudice the company's interest.
- (jj) To take or otherwise and hold shares in any other company having objects altogether or in part similar to this company, or carrying on any business capable of being conducted so as directly or indirectly to benefit the company.
- (kk) To transact or carry on all kinds of agency business and in particular in relation to the investment of money, the sale of property, and the collection and receipt of money.
- (ll) To do all other things as may be deemed incidental or conducive to the attainment of the objects or any of them.
- (mm) To carry on the business of electricians, mechanical engineers, geological equipment and manufacturers, workers and dealers in electrical and geological apparatus/equipment and goods and the manufacture, sale or hire of apparatus or goods such as GPS, geological hammer, compass, TV, music systems, DVD, video, radio, satellite receivers, refrigeration and any other business similar these.
- (nn) To do all such other things which are incidental or conducive to the attainment of the above objects.

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 that the mention is that each of the objects set forth in any sub-clause of this clause shall not, except when the context expressly so requires, be in any way limited or restricted by reference to or inference from the terms of any other sub-clause or by the name of the Company. None of such sub-clauses or the objects mentioned in the first sub-

clause, but the company shall have full powers to exercise all or any of the powers conferred by any part of this clause and notwithstanding that the business, undertaking, property or acts proposed to be transacted, acquired, dealt with are performed do not fall within the objects of the first sub-clauses of this clause.

4. The Liability of the Members is Limited.
5. The share capital of the company is Shillings Fifty Million (TZS 4,000,000,000/=) divided into Fifty thousand (4000/=) shares of Shillings a Ten Thousand (TZS 1,000,000/=) each and the Company shall have the power to divide the original or any increased capital into several classes, and to attach thereto any preferential, differed, qualified or other special rights, privileges, restrictions or conditions.

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

ADDRESSES AND DESCRIPTION OF SUBSCRIBERS	NUMBER OF SHARES	SIGNATURES
LI CHANGSONG. PASSPORT NO. EE7092214	2500	李长松
GAO SHUBIN PASSPORT NO. ED8362408	1500	高叔斌

Dated at Dar es Salaam this 05 day of December 2022.

Witness to the above signatures:

Signature: _____

Postal Address: _____

Qualification: _____



**THE COMPANIES ACT
(ACT NO. 12 OF 2002)
PRIVATE COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION OF
YUANDA INVESTMENT AND TRADING COMPANY LIMITED.**

1. The Regulations contained in part ii of table A (which makes reference to part I table A) shall apply with modifications as hereafter contained and in case of conflict(s) between either part i or ii of table A and these Articles, the articles shall prevail.

INTERPRETATION

In these articles: -

"The Act" means the Companies Act;

"The articles" means the articles of the Company;

"The articles" 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.

"The seal" means any person appointed to perform the duties of the secretary of the company.

"Secretary" shall mean any person appointed to perform the duties of Secretary of the company.

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

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

MEMBERS

2. The number of members with which the company proposes to be registered is but the directors may from time to time register an increased of members.
3. 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

4. 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 general meeting of the company and that of the next.

5. All general meetings other than annual general meetings shall be called extraordinary general meetings.
6. 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, and 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 MEETINGS

7. Every general meeting shall be called by twenty-one clear days' notice in writing at the least. The notice shall specify the place, the day and hour of meeting and, in case of special business, the general nature of that business:

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 – six percent of the total voting rights at that meeting of all the members.
8. Subject to the provisions of the articles, the notice shall be given to all the members, to all persons entitled to a share in consequence of the death or bankruptcy of a member and to the directors and auditors. The accidental omission to give notice of a meeting to, or the non receipt to notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

9. 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 reports of the directors and auditors, the election in the place of those retiring and the appointment of, and the fixing of the remuneration of the auditors.
10. No business shall be transacted at any general meeting unless a quorum of members is present at the time whether meeting proceeds to business, two persons, entitled to vote on the business to be transacted, each being a member or proxy for a member or a duly authorized representative of a corporation, shall be a quorum.
11. If within half an hour from the time appointed for the meeting quorum is not present, or if during the course of a meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the directors may determine.
12. The Chairman, if any, of the board of directors or in his absence some other directors nominated by the directors shall preside as chairman of the general meeting, but if neither the chairman nor such other director (if any) be present within fifteen minutes after the time appointed for the holding of the meeting and willing to act, the directors present shall elect one of their number to be chairman of the meeting and, if there is only one director and willing to act, he shall be chairman.
13. 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 number to be a chairman of the meeting.
14. 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 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.

15. At any general meeting 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 hand demand.
- (a) by the chairman; or
 - (b) by at least (three) members present in person or by proxy; or
 - (c) by any 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 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.

16. Except as provided in article 18, if a poll is duly demand it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demand.
17. 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.
18. 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 at such time as the chairman of the meeting directs, or any business other than upon which a poll has been demanded may be preceded with pending the taking of the poll.
19. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall have effect as if it had been passed at a general meeting duly convened and held, and consist of several

instruments in the like form each executed by or on behalf of one or more member.

VOTE OF MEMBERS

20. Every member shall have one vote.
21. A 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.
22. No, a poll votes may be given either personally or by proxy.
23. On a poll votes may be given either personally or by proxy.
24. 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 appointer is a corporation, either under sea or under the hand of an officer or attorney duly authorized. A proxy need not be a member of the company.
25. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a naturally certified copy of that power or authority shall be deposited 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, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
26. 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 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.....2022....., and at any adjournment thereof.

Signed this..... day of.....2022.....

27. 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 member/members
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
may be) general meeting of the company to be held on the.....
Day of.....2022....., and at any adjournment
thereof.

Signed this..... day of.....2022.....

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

28. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
29. A vote given in accordance with the terms of an instrument of proxy, or poll demanded by proxy, or by the duty 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:

30. Any corporation which is a member of the company may be 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

31. 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.
32. The said directors shall hold office at the pleasure of the shareholders and shall have all powers of directors to execute duties of the company.
33. 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 of the directors or any committee of the directors or general meetings of the company or in connection with the business of the company..

BORROWING POWERS

34. The director may exercise 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

35. 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.
36. The directors may be 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 powers.
37. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as they case may be, in such manner as the directors shall determine from time to time by resolution.
38. The directors shall cause minutes to be made in books provided for the purpose: -

- (a) of all appointments of officers made by the directors;
- (b) of each name of the directors' present at each meeting of the directors and of any committees of the directors;
- (c) of all resolutions and proceedings at all meetings of the company, and of the directors, and of committees of directors.

DISQUALIFICATION OF DIRECTORS

39. The office of directors shall be vacated if the directors: -

- (a) With 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 director 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 a manner required by the act.

A director shall not vote in respect of any contract in which he is interested or any mater arising thereat, and if he does so vote shall not be counted.

40. The company may by ordinary resolution appoint a person who is willing to act as director to fill a vacancy or be an additional director.

41. The directors may appoint a person why 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 s hall not at anytime exceed the number fixed by or in accordance with these articles. Any director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election.

42. The company may by ordinary resolution, of which special notice had been given in accordance with section 144 of the Act, remove any director before the expiration of his period of office notwithstanding anything in the article or any agreement between the company and such director. Such removal shall be without prejudice to any claim such director may have for damages for breach of any contract of service between him and the company.

43. The company may by ordinary resolution appoint another person in place of a director removed from office under the immediately preceding article. Without prejudice to the powers of the directors under article 40 the company in general meeting may appoint any person to be a director either to fill a vacancy or as an additional director.
44. 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.
45. 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.
46. 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.
47. The directors may appoint one of their numbers to be the chairman of the board of directors and determine the period of which is to hold office. Unless he is unwilling to do so, the director so appointed shall preside at every meeting of directors at which he is present. But if no such chairman is appointed, or if he is unwilling to preside, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the directors present may choose one of their number to be chairman of the meeting.
48. 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.
49. An act done by a meeting of the directors or of a committee of directors or by a person acting as a director shall, notwithstanding that it be afterwards

discovered that there was some defect in the appointment of any such director, or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valued as if every such person had been duly appointed and was qualified and had continued to be a director and was entitled to vote.

50. A resolution in writing signed by all the directors entitled to receive notice of a meeting of the directors, or of a committee of directors, shall be as valid and effectual as if it had been passed at a meeting of the directors or (as the case may be) a committee of directors duly convened and held, and may consist of several documents in the like form each signed by one or more directors.

SECRETARY

51. 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.
52. A provision of the Act or these articles requiring or authorizing a thing to be done by or to a director and the secretary shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, the secretary.

THE SEAL

53. The seal shall only be used by the authority of the directors or of a committee of the directors authorized by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or by a second director.
54. 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 to which the receipt and expenditure takes place;
(b) all sales and purchase of goods by the company; and
(c) the assets and liabilities of the company.

Property books shall not be deemed to be kept if there are no 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.

55. 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.
56. No number shall (as such) have right of inspecting any accounting records or other book or document of the company except as conferred by statute or authorized by the directories or by ordinary resolution of the company.
57. 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 account (if any) and report as are referred to in those sections.
58. In accordance with section 164 of the Act, the copy of the company's annual accounts to be laid before the company in general meeting together with a copy of the directors' report and the auditors shall not less than twenty – one days before the date of the meeting be sent to every member of, and every holder of debentures of, the company. Provided that this regulation shall not require copy of those documents to be sent to any person of whose address the company is not aware or to more than one of the joint holders of any debentures.

AUDIT

59. Auditors shall be appointed and their duties regulated in accordance with section 170 to 179 of the Act.
60. 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 is 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 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.

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

ADDRESSES AND DESCRIPTION OF SUBSCRIBERS	NUMBER OF SHARES	SIGNATURES
LI CHANGSONG. PASSPORT NO. EE7092214	2500	李长松
GAO SHUBIN PASSPORT NO. ED8362408	1500	高树斌

Dated at... D&D this 05th day of December 2022.

Witness to the above signatures:

Signature: [Signature]

Postal Address: 100117 DSM

Qualification: ADVOCATE.





P.O.BOX 9393, Dar es Salaam
PHONE: +255 22 2180141, 2180113, 2181113. FAX: +255 22
21 2180371
E-MAIL: usajili@brela.go.tz
WEBSITE: http://www.brela.go.tz

Payment Order

Payment Order number: 1694314

Payment Order date: 05/12/2022

Payment for: Registration of a new company

NB: When paying please indicate Reference ID

Reference ID (Control Number): 991350788437

Fee	Amount	Currency
Registration Fees (companies - local)	440000	TZS
Filing Fees (companies Registration - local)	66000	TZS
Stamp Duty (companies)	6200	TZS
Total:	512200	TZS

NB: This Payment order shall remain valid only until 12/12/2022. Failure to comply you will have to re-submit all the documents.

Payments Options / Njia za kulipia Huduma

1. Through Direct Bank Deposits / Kwa njia ya kuweka Fedha kwenye Tawi la Benki /Wakala wa Benki

Direct Bank Deposit can be made through any branch of CRDB/NMB/NBC Bank using Control Number: 991350788437

Nenda kwenye Tawi lolote la Benki / Wakala wa Benki ya CRDB/NMB/NBC kwa kutumia Namba ya Kumbukumbu ya Malipo: 991350788437

Bank Name	NMB	CRDB	NBC
IFT Code	NMIBTZZ	CORUTZZ	NLCBTZX
Account Name	BRELA	BRELA	BRELA
Account Number (TZS)	20401000047	01J1009833100	011139000320
Account Number (USD)	20410002044	0250270344200	011105017693

Note to Commercial Banks:

- (i) Please capture the above information correctly. Do not change or add any text, symbols or digits on the information provided.
- (ii) Field 59 of MT103 is an "Account Number" with value: :(choose from table above) Must be captured correctly.
- (iii) Field 70 of MT103 is a "Control Number" with value: /ROC/991350788437. Must be captured correctly.

2. Through Mobile Money / Kwa njia ya Simu ya Mkononi

Use AirTel Money/Tigopesa/MPesa/HaloPesa choosing Government payments and entering reference number: 991350788437

Tumia mtandao wa simu wa AirTel Money/Tigopesa/MPesa/HaloPesa kupitia menu ya Malipo ya serikali na kuweka namba ya kumbukumbu: 991350788437

G221202-7753

THE COMPANIES ACT 2002
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
JIN HERI TRADING COMPANY LIMITED

1. The name of the company is "JIN HERI TRADING COMPANY LIMITED"
2. The registered office of the Company will be situated in Tanzania
3. The objectives for the Company is a Sole proprietor to "LIMITED" by shares.
 - (a) To carry on the business of Real estate property developers, estate developers to carry on the business of building and hardware, construction.
 - (b) To carry on the business as general traders, suppliers, merchants, stockiest, wholesalers, retailers and dealers in all types of electrical goods, hardware, building materials, spare parts and maintenance, tyres, tubes, tools and accessories for all types of automotive, motor vehicles, agricultural machinery, implements, equipment all kinds of industrial projects machinery and equipment, timber, fishing gears, computers, office equipments, cooking oil, foodstuffs, cosmetic's, oils, paints, spirits sheet, hinges, screws, iron monger, textiles piece good all types of leather goods, shoes bags and other similar goods.
 - (c) To carry on the business of dealing in importing, exporting, marketing, manufacturing stocking, buying selling whether by wholesale or retail of various Categories of goods and merchandise, and to act as insurance agents, brokers and Manufactures, representatives in all fields. To be agent of foreign company and to establish business enterprises whether small scale, industries and generally deal in all kinds of general merchants and to import, export and all either by merchandise and articles of all description.
 - (d) To carry on the business as general supplies of all sorts and types of maintenance goods and services to individuals, offices, industries, shops, schools, factones, hospitals army, military, ministries and all other government offices, universities and all other places where the services of a supplier are needed.
 - (e) To carry on all any of the business of transport, carriage and haulage, contractors, owners and charter of road vehicles, aircraft and ships and boats of every description and carries of goods and passengers by road, rail, water or air and to establish, acquire, maintain and operate transport service of every description both public and private and all services ancillary there to and for such purposes or as independent undertakings to purchase, take in exchange, charter hire build, contract or otherwise acquire and to own, operate, work, manage, maintain, repair, services and deal with and road vehicles, aircraft and vessels of every supplies therefore and

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TRUE COPY OF THE ORIGINAL

JIN HERI TRADING COMPANY LIMITED
of Companies

services and deal with and road vehicles, aircraft and vessels of every supplies therefore and to conduct any such business within the country or any other state in Africa or Europe or Asia and or any other foreign country.

- (f) To carry on the business as manufacturers, principals or agents representatives of importing, exporting, buying, selling, distributing of new and used motor vehicles, cars, trucks, lorries or other vehicles, motor vehicles spares and parts of all description, railway, fuel and other oils, petroleum of all kinds, tyres and tubes, batteries, battery, battery solution and other spares, accessories, motor cycles, tractors, mining equipments, fishing gears, agricultural and industrial machinery and equipments, new and second hand spare parts and accessories and generally to deal in all types of motor spare parts and industrial and agricultural machinery and parts, electronic goods and accessories thereof.
- (g) To carry on the business of miners 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 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.
- (n) To carry on the business of gemstone dealers, buyers, sellers, importers, exporters, cutters and setters of gemstones, precious and semi-precious stones, diamonds, emeralds, sapphires, rubies, agate, Tanzanite Rhodalite, Gamets, Berlyony, topaz amethyst, opal, pearls, corals, alexandrite and dealers and buyers, sellers, smiths and handlers of gold, platinum, silver, copper, nickel, mercury, aluminum, brass and all metals and their allays as well as any other things connected with or incidental to the jewelry business.
- (i) To carry on the business as general food processors, packers, to be general suppliers of foods stuffs and agricultural crops, grain millers, food mixers, general exporters of fresh fruits, vegetables and flowers, to act as agents of buying and selling all kinds of food stuffs, agricultural equipments of every description, and generally to deal in any other business connected therewith.
- (j) To carry on all or any other business of publishing, printing, distributing and selling of business, management, industrial, scientific, academic, communications, financial, agricultural, social and environmental information's technology periodicals, brochure and books and any other reading material
- (k) To carry on business as safari contractors, organizers and operators and to equip, organize and arrange hunting, photographic, cinematic, exploration and cinematographic expeditions and generally to organize and provide facilities for tourist safari adventures of every kind including but not limited to game, fishing, river canoeing, kayaking, and other safaris and expeditions of every description, photographers, suppliers and caterers for hunting, fishing, photographic, sight-seeing and other expeditions whatsoever.

19/07/2011
SHABAM PATEL
19/07/2011

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TRUE COPY OF THE ORIGINAL
COMPANIES

Handwritten notes and a stamp in the top left corner. The stamp contains the text "TANZANIA" and "REGISTRATION NO. 123456789".

- (l) To carry on the business of supplying of stationery, office equipment, writing materials, teaching aids and other educational establishment and as agents, school uniforms and stationers in all their business and to buy and sell stationery, office requirements and equipment, all types of books, sundry goods and to act as general merchants and commission agents of print and bind and manufacture stationers and other requirements.

- (m) To carry on the business as general commercial company, to trade whatsoever and the company has power to do all such things as are incidental or conducive to the carrying on of any trade or business by it.

- (n) To carry on the business of wholesalers, retailers, general traders, suppliers, merchants, importers, exporters, stockiest and dealers in all types of shoes, belt clothes, textile materials, tie and dye, boutique, bags, flowers, selling second hand clothing, dresses of types and description whatsoever.

- (o) To carry on the business of general merchants, general store-keepers, universal providers, importers, exporters, suppliers, wholesale and /or retail traders, dealers of piece wood, paints, hardware, glassware, crockery, cutlery, ironmongery, turners and other household fittings and requirements other articles and commodities of personal, household use and consumption provisions, textiles, medicines, drugs, chemical, surgical, option, photographic and other instruments, apparatus and materials, motor vehicles, automobiles and generally in all manufactured goods of all types and merchandise of all kinds.

- (p) To carry on the business of household, domestic appliance and electrical goods, audio visual goods, electronic items, building material, hardware's, foodstuffs, agricultural products and merchandise of every of every nature, kind and description whatsoever as a dealer, wholesaler, retailer, distributor, importer, exporter and after sales service and repairing.

- (q) To carry on the business and act as managers of investments and investment company, real estate agents, property managers, developers, values, decorators, engineers and to generally be able to carry out activities of any description with regards to land, property and real estate, investment in any type of property, buildings, Lands, securities, bonds, shares and any property act as a holding company with subsidiaries and invest in any projects as the company may think fit.

- (r) To carry on the business of clearing and forwarding agents, commission agents transporters, freighters, haulers, customs bonded warehouse and godown keepers, cargo and travel agents, insurance agents, tourist agents, manufactures representatives, road contractors, cargo superintendents, packers, machinery haulage specialists, warehousemen, engineers, electricians, motor cars, cabs, omnibus, lorries, oil tank and coach proprietors and transporters, civil transport contractors and transporters by any other means of conveyance of people and goods in Tanzania and the neighbouring countries and in such other place or places as may from time to time be determined by the company, engage in and or otherwise carry on the business as transporters and transport agents, freight forwarders.

IN FULLY CERTIFIED TRUE COPY OF THE ORIGINAL
[Signature]
[Stamp]

- (s) To carry on the business of spare parts for different types of machines and instruments including motor vehicles, cars, trucks, Lorries or other vehicles, agricultural implements, mining implements and any other machinery, tool maker, metal workers, boil makers and any other kind of machine whatsoever.
- (l) To carry on the business of agents, consultants or representatives of foreign or local manufactures, industries or other like organizations in any type of goods, products, commodities and services.
- (u) To carry on the business as general buyers, exporters of agricultural crops and products, such as coffee, tea, sisal, cotton, beans, cashewnuts, cereals, peanuts, cowpeas, yellow Gramm green monks and to be general suppliers in local and export markets, to be general bakers and confectioners and generally to be traders and manufacturers of the above.
- (v) To carry on all or any other business of publishing, printing, distributing and selling of business, management, industrial, scientific, academic, communications, financial, agricultural, social and environmental information's technology periodicals, brochure and books and any other reading materials.
- (w) To carry any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on by the company in connection with the above business or the general business of the company.
- (x) To carry any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on by the company in connection with the above business or the general business of the company.
- (y) To purchase or acquire freehold, leasehold or other immovable property generally and also rights, privileges and easements over or in respect of any property movable or immovable to pay for the same in cash or in any other manner agreed upon, and to take over and assume liabilities for payments of all moneys 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 any government, person, firm or company and to do all things and execute such documents and deed as may be necessary to that end.
- (z) To advance money to any person or persons or corporations, either with or without interest upon the security of freehold or leasehold property by way of mortgage, or upon marketable security and in particular to advance money to shareholders in the company, and others upon the security of or for the purpose of enabling the person borrowing the same to effect or purchase, or enlarge or repair any house of building or to purchase the free simple or any term

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SHABANI ILEMBE

4/ Page 12/22

or terms of years of any property in Tanzania, or elsewhere upon such terms, and conditions as the Company may think fit.

- (aa) To purchase, take on lease and otherwise acquire for investment or resale any estate, land, buildings, easements and other rights and interest in immovable property or any tenure in Tanzania and elsewhere and to sell let or lease exchange or otherwise dispose of grant rights over any immovable property, belong to the company.
- (bb) To purchase, take or lease or in exchange, hire or otherwise acquire and hold any state or interest in any lands buildings, casements, rights, licenses secret processes, machinery, plants, stock, in trade and real or personal property of any kind.
- (cc) To act as agents for the sale and purchase of any stocks shares or securities or for any other monetary or mercantile transactions.
- (dd) To act as executors and trustees of wills and settlements made by customers and others and undertake and execute trusts of all kinds.
- (ee) To do all or any of the above things in any part of the world and either as principals, agents, trustees, contractors or otherwise, and their alone or in conjunction with others and either or through agents, sub-contractors, trustees and otherwise.
- (ff) To remunerate any person, firm or company rendering services to this company, whether by cash payments or by allotment to him or them of shares or securities of the company credited and paid in full or in part, otherwise.
- (gg) To accept for safe custody and keep for customers of the company all kinds of securities valuables and things.
- (hh) To lend money on any terms that may thought fit, and particularly to customers or other person or corporations having dealing with societies and to give any guarantees that may be expedient.
- (ii) To advance money to shareholders in the company, and other to the purpose of enabling the person borrowing the same erect or purchase, or enlarge or repair any house or building or to purchase the fee simple or any less estate or interest in, or to take demise for any term or terms of years of any freehold or leasehold property upon such terms and conditions as the company may think fit.
- (jj) To invest and deal with the moneys of the company not immediately required, upon such securities and in such manner as may from time to time be determined.
- (kk) To distribute among the members in pieces and property of the company, or any proceeds sale or disposal of any property of the company.

IN WITNESS WHEREOF I HAVE HEREUNTO SIGNED AND SEALED THIS 16th DAY OF FEBRUARY 2011.
Sd/- [Signature] Director
Date: 16/02/2011
Page 5

- (ll) To draw, make accept, endorse, discount execute and issue promissory notes, bills of lading warrants debentures and negotiable or transferable instruments.
- (mm) To act as agents or broker, and as trustees for any person firm or company, and to undertake and perform sub-contracts and also to act in any other business of the company through or by means of agents, brokers, sub-contractors or others.
- (nn) To obtain any provisional order, ordinance or act of parliament for enabling the company to carry any of its objects into effect, or for affecting any modification of the Company's constitution, or any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated, directly to prejudice the company's interest.
- (oo) To take or otherwise and hold shares in any other company having objects altogether or in part similar to this company, or carrying on any business capable of being conducted so as directly or indirectly to benefit the company.
- (pp) To transact or carry on all kinds of Agency business and in particular in relation to the investment of money, the sale of property and the collection and receipt of money.

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

- 4. The liability of the Members is limited.
- 5. The capital of the company is shillings 100,000,000/- divided into 1,000 shares of shillings 100,000/- each.

The company shall have powers to increase its capital and to divide the shares in its capital for the time being into several classes of stock or shares and to attach thereto respectively such preferential, deferred or special rights, or condition as may be determined by or in accordance with Articles of Association of the company.

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

Signature: *B*
 SHARBA
 Secy. Navy High School, LLNRE
 7/2/20

SECRETARY OF THE COMPANY
 3/6/20