

THE COMPANIES ACT 2002

COMPANY LIMITED BY SHARES

**MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
YOUNG JIN COMPANY LIMITED

(A PRIVATE COMPANY)
-----**

INCORPORATED AS OF THIS 10TH DAY OF NOVEMBER 2018

DRAWN BY:

**XAVIER RUMISHA MALEKO
(ADVOCATE)
7th Floor, Kisutu Street/Upanga Road.
P. O. Box 32196
Dar Es Salaam.**

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

YOUNG JIN COMPANY LIMITED

1. The name of the Company is **YOUNG JIN COMPANY LIMITED**
2. The registered office of the Company will be situated in the mainland Tanzania,
3. The objects for which the Company is formed are (and it is expressly declared that the several sub-clauses of this clause and all the powers thereof are to be cumulative and in no case is the generality of any one sub-clause nor is any general expression in any sub-clause to be narrowed or restricted by any particularity of expression in the same sub-clause or by the application of any rule of construction *ejusdem generis* or otherwise).
 - (a) To carry on the business as designers, developers, buyers, sellers, importers, exporters and dealers in all kinds of computer software, computer technology and information technology products including cloud hosted business platforms and computer application products, systems, peripherals and materials, and to undertake the business of system and network integration and development, product application and development, computer maintenance and technical support services, internet access, networking and electronic media, telecommunication and web commerce application services.
 - (b) To carry on the business of importers and exporters of all kinds of goods, articles and things either manufactured, semi-manufactured or raw materials, and to act as sales representatives either on commission or on profit sharing basis of all kinds of goods and materials, as permissible under the law.

- (c) To carry on the business of manufacturers, processors, producers, purchasers, sellers, blenders, makers, researchers and dealers in cosmetics, perfumes, scents, sprays, nail polish, fragrances, powders, lavenders, tooth pastes, tooth powder, hair oils, herbals, creams, pomeds, ayurvedic and intermediates and their raw materials.
- (d) To act as engineers, sociologists, environmentalist, ecologists, anthropologists, scientists, computer specialists and social scientist and to plan, develop implement, monitor and evaluate projects or ensure same and to set-up maintain and operate facilities and engineers, civil engineers and to purchase or otherwise acquire such equipment goods and other items as may be to the benefit of the company.
- (e) Import and export of devices, equipment and instruments required for the objectives of the Company and provide, encourage, initiate or promote facilities for the discovery, improvement or development of new Technology.
- (f) To carry on the business of manufacturing and assembling of electronic goods with 100% imported raw materials for the purpose of 100% export keeping the Government policy into consideration for the purpose of the company from time to time for the benefit of the company.
- (g) To carry on the business of manufacturers, producers, buyers, sellers and processors of and dealers in milk products and milk preparations, biscuits, breads, chapatis, chatnies, masala mixes, cakes, pastries, confectionery, sweets, chocolates, toffees, breakfast foods, proteins, foods cereal products, wheat flakes, provisions, poultry products, sea foods, vegetable fruits and fruit products.
- (h) To carry on the business of buy, sell, manufacture and improve of toilet requisities, green room requisities, cosmetics, soaps, perfumes, fumlgates and other chemical and pharmaceutical articles.

- (i) To carry on the business of dealers, manufacturers, agents, distributors of Drugs, Bulk Drugs and Pharmaceuticals of every description and application with indigenous and/or imported technology, pharmaceutical formulations like liquids, capsules, tablets, powders, mixtures, antibiotics enzymes and fluids of every description, all intermediates and by-products of any of the above, surgical and health aids of varied nature like syringes, gloves, surgical & sanitary towels, napkins, Pharma based cosmetics.
- (j) To carry on the business of establishment of an orthopedics workshop, rehabilitation center, orthopedics factory for manufacturing, and assembling of artificial accessories for the disabled including but not limited to; artificial limbs, legs, hands and fabrication of components of prostheses and orthoses, wheelchairs and other assistive devices.
- (k) To carry on the business of standardization, branding, filling, converting, buying, selling, exchanging, altering, improving, producing, manufacturing in the United Republic of Tanzania components for orthoses and prostheses for human's artificial organs.
- (l) To preserve and protect good health for the public benefit within areas of neurology or physiotherapy or cognate health-related fields (including neuro-physiotherapy, neurosciences, neuro-technology, neurosurgery, neuro-rehabilitation and adjacent sub disciplines) through education, training, scholarship, research, knowledge-creation, dissemination and exchange, leadership, continuing development and overall practice excellence and achievement and fostering dialogue on related health and social care policy and professionalism.

- (m) To carry on the business of manufacturers, importers, exporters, buyers, sellers, dealers and as agents, stockiest, distributors and suppliers of all kinds of ready made garments, coverings, coated fabrics, textiles, hosiery and silk or merchandise of every kind and description and other production goods, articles and things as are made from or with cotton, nylon, silk, polyester, acrylics, wool, jute and other such kinds of fiber by whatever name called or made under any process, whether natural or artificial and by mechanical or other means and all other such products of allied nature made thereof.
- (n) To sale and distribute consumable goods, non durable goods, or soft goods natural and processed and semi-processed foods, marine products, agricultural based raw-materials, commercial products and consumer products of all kinds.
- (o) To carry on the business of buyers, sellers, traders, importers, exporters, manufacturers, processors, commission agents, distributors, dealers and representatives in any legal form for all kinds of food consumable goods and beverages including but not limited to maize, fruits, vegetables, confectionery, infant nutrition, clinical nutrition, performance nutrition, cereals, coffee, tea, wheat, flour, food grains, pulses, cereals, rice, spices, sugar, sugar products, vegetable ghee, edible oil, cooking oil, mineral oil, cocoa based and other food products.
- (p) To engage in business as construction contractor, designer, undertaking consultant services on construction works and works concerning general building materials and to undertake construction of buildings and other things, as well as all kinds of civil work.
- (q) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above or

calculated directly or indirectly to enhance the value of or render profitable any of the company's property or rights.

- (r) To go in for, buy or otherwise acquire and use any patent design, copyright, licence, concession, convenience, innovation, invention, trademarks, rights, privileges, tools or machinery and the like in Tanzania or elsewhere, which may for the time being appear to be useful or valuable for adding to the efficiency or productivity of the Company's work or business, as permissible under the law.
- (s) To acquire by concession, grant, purchase, barter, licence either absolutely or conditionally and either solely or jointly with others any lands, buildings, machinery, equipments, privileges, rights, licences, trademarks, patents, and other movable and immovable property of any description which the Company may deem necessary or which may seem to the Company capable of being turned to account, subject to any permission as required under the law.
- (t) To enter into any arrangement and contracts with Government or authorities supreme, municipal, local or otherwise or any corporations, companies, persons having objects that may seem conducive in the Company's objects or any of them and to obtain from any such government, authority, corporation, company or person any charters, contracts, rights, privileges and concessions.
- (u) To purchase, take on lease, option or license exchange or otherwise acquire in any part of the options, mineral properties grants concessions, charters, privileges, license or authorities of and over mines, land and mineral or other properties either absolutely or conditionally.
- (v) To borrow or raise or secure the payment of money in such manner as the Company shall think fit, and particular by the issue of debenture stock certificates or other securities, perpetual or otherwise charged upon all or

any of the Company's rights, properties (present and future) including any uncalled capital or without any such security and to purchase, redeem or pay off any such security or loan.

- (w) To get into beneficial partnership and collaboration with any persons, Interest groups or company carrying on any business or transaction which this Company is authorized to carry on or engage in any business or indirectly to benefit this Company. And to take or otherwise acquire shares and securities of any such Company, and sell hold re-issue with or without guarantee or otherwise deal with the same.
- (x) To promote another company for the purpose of acquiring all or any of the property and liabilities of this company, or for any other purpose which may seem directly or indirectly calculated to benefit this company.
- (y) To sell or dispose of the undertaking and property of the company may think it fit, and in particular for shares, debentures or securities of any other company having objects altogether or in part similar to those of this company.
- (z) To purchase, take on lease or otherwise acquire for the purpose of the company any estate, and to sell, let on lease or otherwise dispose or grant rights over any property belonging to the company, and to construct, erect, maintain and alter any building, machinery, plant and works necessary or convenient for the purpose of the company.
- (aa) To undertake and execute any contracts for work involving the supply or use of any machinery and to carry out any ancillary or other work comprised in such contracts.

- (ab) To invest and deal with money of the company not immediately required upon such securities and in such manner as the company may from time to time determine.
- (ac) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of shares in the company's capital or any debentures or other securities of the company or the conduct of its business.
- (ad) To distribute any part of the property of the company in specie among the members.
- (ae) To lend and advance money and give credit to such persons or companies as may seem expedient and in particular to members of the company and customers and others having dealing with the company and to guarantee the performance of contracts by such person.
- (af) To draw, make, accept, endorse, discount, execute and issue cheques, promissory notes, bill of exchange, bill of lading, warrants, debentures and other negotiable or transferable instruments.
- (ag) To do all or any of the above things in any part of the world as principals, agents, contractors, trustees or otherwise alone or in conjunction with other.
- (ah) To pay the expenses of and preliminary and incidental to the promotion, establishment and registration of the Company or of any other company promoted, formed, established, or registered by the Company and all brokerage, discount and other expenses lawfully payable which may at any time and from time to time be deemed expedient for taking, placing or underwriting all or any of the shares or debentures, or other obligations of the company or of any company promoted, formed, established or registered by the company.

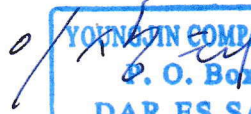
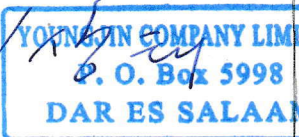

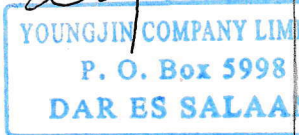
(ai) To obtain powers and authorities necessary to carry out or extend any of the above subjects.

The objects set forth in any sub-clause of this clause shall not, except when the context expressly so requires, be in anywise limited or restricted by reference or inference from the terms of any sub-clause or by the name of the Company. None of such-clause or the objects therein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first sub-clause of this clause, but the company shall have the power to exercise all or any of the powers conferred by any part of business undertaking, property, or acts proposed to be transacted, acquired, dealt with or performed do not fall within the objects of the first sub-clause of this clause.

AND it is hereby declared that the word "Company" in this clause shall be deemed to include any partnership or other body of persons.

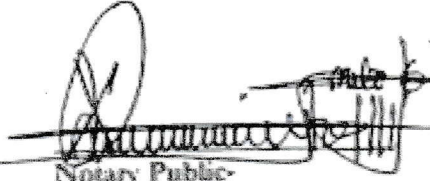
4. The Liability of the member is limited.
5. The Share Capital of the Company is **Tanzanian Shillings One Hundred Thirty Six Million (TZS. 136,000,000/=)** divided into **Ten Thousand (10,000)** Ordinary Shares of **Tanzanian Shillings Thirteen Thousand Six Hundred (TZS. 13,600/=)** each with such rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company, and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company.

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

Name , Post Addresses and Occupation of Subscribers	Number of Shares Taken by each Subscriber	Signature of Subscribers
SANG TAE LEE Korea, South, BUCHEON, 206 SOHYANG ,RO BUCHEON, SOUTH KOREA ,	8500	 
UN HUI YU Korea , South , ASAN VALLEY CENTRAL ROAD , EG - THE ONE APARTMENT , SOUTH KOREA ,	1500	 

DATED the 10th day of NOVEMBER 2018.

Before me:


 Notary Public.
 