

**THE COMPANIES ACT, 2002**

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**COMPANY LIMITED BY SHARES**

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**MEMORANDUM AND  
ARTICLES OF ASSOCIATION OF  
PTG TRANSPORT CORPORATION LIMITED**

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

**DRAWN BY:**

**DRAWN BY:  
KKB ATTORNEYS AT LAW,  
SECOND FLOOR, OYSTER PLAZA,  
HAILE SELASSIE ROAD – OYSTER BAY,  
P.O.BOX 13989,  
DAR ES SAALAM.**

**UNITED REPUBLIC OF TANZANIA**

**Certificate of Incorporation**

\_\_\_\_\_  
No.  
\_\_\_\_\_

**I HEREBY CERTIFY that**

**PTG TRANSPORT CORPORATION LIMITED**

**In this day incorporated under the Companies Act, 2002 and that the Company is Limited.**

**Given under my hand at Dar es Salaam this ..... day of ....., Two Thousand  
and Twenty-Two.**

.....  
**Registrar of Companies**

**THE COMPANIES ACT 2002**

**COMPANY LIMITED BY SHARES  
MEMORANDUM OF ASSOCIATION**

**OF**

**PTG TRANSPORT CORPORATION LIMITED.**

**THE COMPANIES ACT, 2002**  
**COMPANY LIMITED BY**  
**SHARES**  
**MEMORANDUM OF ASSOCIATION OF**  
**PTG TRANSPORT CORPORATION LIMITED**

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1. The name of the Company is **PTG TRANSPORT CORPORATION. LIMITED**
2. The Registered office of the company will be situated in the **Republic of Tanzania.**
3. The objects of which the Company is established are: -
  - (a) To carry on business of carriers of goods by operating motor cars, motor lorries, motor trucks, trucks, and vehicles of all types used for this purpose, at such place or places on such line or lines as may from time to time be thought fit.
  - (b) To coordinate with any form of agency including local bodies, municipalities, as well as Central Government, public undertaking, for providing transport facilities for carrying goods within the country as well as outside the country.
  - (c) To carry on business of hirers, repairers, cleaners and stores of motor lorries, motor trucks, trucks, and other conveyances of all description whether propelled or assisted by means of petrol, spirit, automatic or other powers.
  - (d) To carry on business as body builders of motor lorries, motor trucks, trucks, and all types of vehicles of every description.
  - (e) To aid, assist, initiate, promote, expedite and accelerate the development of communication and transport facilities including goods in urban as well as rural areas of the Country.
  - (f) To organize, establish, conduct, manage and maintain engineering repair workshops, service stations, service centres, testing centres and assembly shops  
for all types of vehicles including motor lorries, motor trucks, trucks of every description and kind.
  - (g) To carry on business of mechanical engineers, electrical engineers, fitters, founders, metallurgists and painters, iron and steel convertors, metal workers machinists, gas makers smiths, wood workers, galvanizers, annealers, anodisers,

welders, electro and chromium platers.

- (h) To carry on business of manufacturers, fabricators, assemblers and deal in all types of vehicles including motor cars, motor lorries, motor trucks, trucks, motor vans, jeeps of every description and kind.
- (i) To carry on all or any of the business of manufacturers, assemblers, buyers, sellers, re-sellers, exchangers, alterers, importers, exporters, hirers, distributions or dealers in motor lorries, motor trucks, trucks of every description and kind and all component parts, spare parts, accessories, equipment and apparatus for use in connection therewith.
- (j) To enter into any contracts or arrangement with any Government, local or Central or other authorities, municipal bodies, local bodies or otherwise in connection with the business of the Company.
- (k) To enter into partnership or into any arrangement for sharing profits, amalgamation, union of interest, co-operation, joint venture, reciprocal concession or otherwise with any person or company carrying on or engaged in, or about to carry on or engage in, any business or transaction which this company is authorised to carry on or engage in, or any business, undertaking or transaction which may seem capable of being conducted, so as to directly or indirectly benefit this company, or to amalgamate with any other company having objects altogether or in part similar to those of this company.
- (l) To enter into partnership or into any arrangement for sharing or pooling profits, amalgamation, union of interests, cooperation, joint adventure, reciprocal concessions or otherwise with any person, firm or company carrying on or engaged in or about to carry on or engage in any business or transaction which this company is authorised to carry on or engage in, or any business undertaking or transaction which may seem capable of being carried on or conducted so as directly or indirectly to benefit this company.
- (m) To enter into any contracts or arrangements with any Government, local or Central or other authorities, municipal, local or otherwise that may seem conducive to the Company's objects or any of them and to obtain from any such Government, local or Central or other authorities, any rights, privileges, and concessions which the company may think it desirable to obtain and to carry out, execute and comply with any such contracts, arrangements rights, privileges and

concessions.

- (n) To invest money of the Company in any investments, movable or immovable and vary such investments in such manner as may from time to time seem expedient and be determined.
- (o) To guarantee the payment of money unsecured or secured by or payable under or in respect of promissory notes, bonds, debentures, debenture stock, contracts, mortgages, charges, obligations, instructions and securities of any company or of any authority, supreme, municipal, local or otherwise or of any person whomsoever, whether incorporated or not incorporated and generally to guarantee or become sureties for the performance of any contracts or obligations.
- (p) To borrow or raise money or to receive money on deposit at interest or otherwise in such manner as the company may think fit, and in particular by the issue of debentures or debenture stock perpetual or otherwise including debentures or debentures stock convertible into shares of this Company, or perpetual annuities and in security of any such money so borrowed, raised or received, to mortgages, pledge or charges the whole or any part of the property, assets or revenue of the Company, present or future, including its uncalled capital by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders power of sale and other powers as may seem expedient; and to purchase, redeem or pay off any such securities.
- (q) To undertake and execute any trust the undertaking of which may seem to the company desirable, either gratuitously or otherwise.
- (r) To sell, improve, manage, work, develop, lease, mortgage, abandon or otherwise deal with, all or any part of the property, rights and concessions of the company.
- (s) To let out on hire all or any of the property of the company whether immovable or movable including all and every description of apparatus or appliances and to hold, use, cultivate, work, manage, improve, carry on and develop the undertaking land and immovable and movable property and assets of any kind of the company or any part thereof.
- (t) To establish, provide, maintain and conduct or otherwise subsidise research laboratories and experimental workshops for scientific and technical research and experiments and to undertake and carry on all scientific and technical researches, experiments, and tests of all kinds and to promote studies and research both scientific and technical, investigation and invention by providing,

subsidising, endowing or assisting laboratories, workshops libraries, lectures, meeting and conferences and by providing the remuneration of scientific or technical professors or teacher and by providing for the award of exhibitions, scholarships, prizes, grants and bursaries to students or independent students or otherwise and generally to encourage, promote and rewards studies, researches, investigation, experiment, tests and invention of any kind that may be considered likely to assist any of the businesses which the company is authorised to carry on.

- (u) To be interested in, promote and undertake the formation and establishment of such institutions, businesses or companies (industrial, agro-industrial, agricultural, trading, manufacturing or other) as may be considered to be conducive to the profit and interest of the Company, and to carry on any other business (industrial, agro-industrial, agricultural, trading, manufacturing or other) which may seem to the company capable of being conveniently carried on in connection with any of these objects or otherwise calculated directly or indirectly to render any of the company's properties or rights for the time being profitable, and also to acquire, promote, aid, foster, subsidise or acquire interest in any industry or undertaking.
- (v) To accumulate funds and to lend, invest or otherwise employ money belonging to or entrusted to the company upon any shares, securities or investments upon such terms as may be thought proper and from time to time to vary such transactions in such manners as the company may think fit.
- (w) To pay for any properties, rights or privileges acquired by the company, either in shares of the company or partly in shares and partly in cash, or otherwise.
- (x) To draw, accept and make and to endorse, discount and negotiate promissory notes, hundies, bills of exchange, bills of lading and other negotiable or transferable instruments.
- (y) To purchase or otherwise acquire or undertake the whole or any part of the business, property, rights assets and liabilities of any Company or person carrying on any business which the Company is authorised to carry on, or possessed of property or rights suitable for any of the purposes of this Company.
- (z) To amalgamate with any company or companies.
- (aa) To pay all the costs, charges and expenses of and incidental to all promotion, formation, registration and establishment of the Company and the issue of its capital including any underwriting or other commissions, brokerage and charges in connection therewith, and to remunerate or make donations (by cash or other

assets or by the allotment of fully or partly paid shares or by a call or option on shares, debentures, debentures stock or securities of this or any other company or in any other manner, whether out of the Company's capital or profits or otherwise) to any person, firm or company for services rendered or to be rendered in introducing any property or business to the Company or in placing or assisting to place or guaranteeing the subscription of any shares, debentures, debenture stock or other securities of the Company, or in or about the formation or promotion of the Company or for any other reason which the company may think proper.

- (ab) To impart managerial, technical and administrative advice and render assistance to transport enterprises who are engaged in the business of carriage of goods.
- (ac) To act as trustee of any deeds constituting or securing any debentures, debenture stock, or other securities or obligations and to undertake and execute any other trusts and also to undertake the office of or exercise the powers of executor, administrator, receiver, treasurer, custodian and trust corporation.
- (ad) To constitute any trust with a view to the issue of preferred and deferred or any other special stocks, securities, certificates or other documents based on or representing any shares, stocks or other assets appropriated for the purposes of any such trust and to settle and regulate, and, if thought fit, to undertake and execute any such trusts and to issue, hold or dispose of any such preferred, deferred or other special stocks, securities, certificates or documents.
- (ae) To appoint trustees (whether individuals or corporation) to hold securities on behalf of and to protect the interest of the Company.
- (af) To enter into contract for exhibition of posters and advertising boards on and in the vehicles and premises of the Company and also for advertisement in other forms issued by the Company to the public.
- (ag) To take suitable steps to enable the company to carry any of its objects into effect or for effecting any modification of the company's constitution or for any other purpose which may seem expedient.
- (ah) To undertake, carry out, promote and sponsor rural development including any programme for promoting the social and economic welfare of, or the uplift of the public in any rural area and to incur any expenditure on any programme of rural development and to assist in the execution and promotion thereof either directly or through an independent agency or in any other manner. Without prejudice to the generality of the foregoing programme of rural development

shall also include any programme for promoting the social and economic welfare of, or the uplift of the public in any rural area which the Directors consider likely to promote and assist rural development and rural area may be regarded by the Directors as rural areas. The Directors may at their discretion in order to implement any of the above mentioned objects or purposes transfer without consideration or at such fair or concessional value as the Directors may think fit and divest the company of the ownership of any of its property to or in favour of any public or local body or authority or Central or local Government or any public institutions or trusts or funds as the Directors may approve.

- (ai) To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of the national economy and for discharging what the Directors may consider to be the social and moral responsibilities of the Company to its workman, consumers and the public or any section of the public as also any activity which the Directors consider likely to promote national welfare or social, economic or moral uplift of the workman, consumers and the public or any section of the public and in such manner and by such means as the Directors may think fit and the Directors may without prejudice to the generality of the foregoing, undertake, carry out, promote and sponsor any activity for the publication of any books, periodicals or newspapers or for organising lectures or seminars likely to advance these objects or for giving merit awards, scholarships, loans or any other assistance to deserving students or other scholars or persons to enable them to prosecute their studies or academic pursuits or researches and for establishing, conducting or assisting any institution, fund, or trust having any one of the aforesaid objects as one of its objects, by giving donations or otherwise in any other manner and the Directors may at their discretion in order to implement any of the above mentioned objects or purposes transfer without consideration or at such fair or concessional value as the Directors may think fit and divest the Company of the ownership of any of its property to or in favour of any public or local body or authority or Central or local Government or any public institutions or trust or funds as the Directors may approve.
- (aj) To do all or any of the above things and all such other things as are incidental or may be thought conducive to the attainment of the above objects or any of them in Tanzania or elsewhere in any other part of the world and as principal agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others and so that the Company in this

Memorandum when applied otherwise than to this Company shall be deemed to include any authority, partnership or other body or persons, whether incorporated or not incorporated and the intention is that the objects set forth in each of the several paragraphs of this Clause shall have the widest possible construction and shall be in no wise limited or restricted by reference to or inference from the terms of any other paragraph of this Clause or the name of the Company.

- (ak) To donate, present or otherwise dispose of either voluntarily with or without consideration or for value, any property of the Company deemed to be of national, public or local interest, to any national trust, public body, museum, corporation or authority or any trustees for or on behalf of any of the same or of the public, subject to the provisions of Companies Act, 2002.
- (al) To provide for the welfare of employees or ex-employees of the Company and the wives and families or the dependents or connections of such persons by building or contributing to the building of houses, dwellings or chawls or by grants of money, pensions, allowances, bonus or other payments or by creating and from time to time subscribing or contributing to provident and other associations, institutions, funds or trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Company shall think fit.
- (am) To enter into negotiations with local and foreign companies and other person and acquire by grant, purchase, lease, barter, licence or other terms of formulae, process and other rights and benefits and to obtain financial and/or technical collaboration, technical information, known-how and expert advice.
- (an) To take over and acquire the industrial licence, import licence, permit and other rights for carrying on any industry or payment incurred therefor and compensation for technical services rendered in connection therewith and to acquire and take over business of any company, partnership or individual and for that purpose to enter into necessary agreements, deeds and arrangements.
- (ao) To carry on any other manufacturing activity, trade or business whatsoever which can in the opinion of the company, be advantageously or conveniently carried on by the Company by way of extension of or in connection with any such business as aforesaid or is calculated directly or indirectly to develop any branch of the Company's business or to increase the value of or turn to account

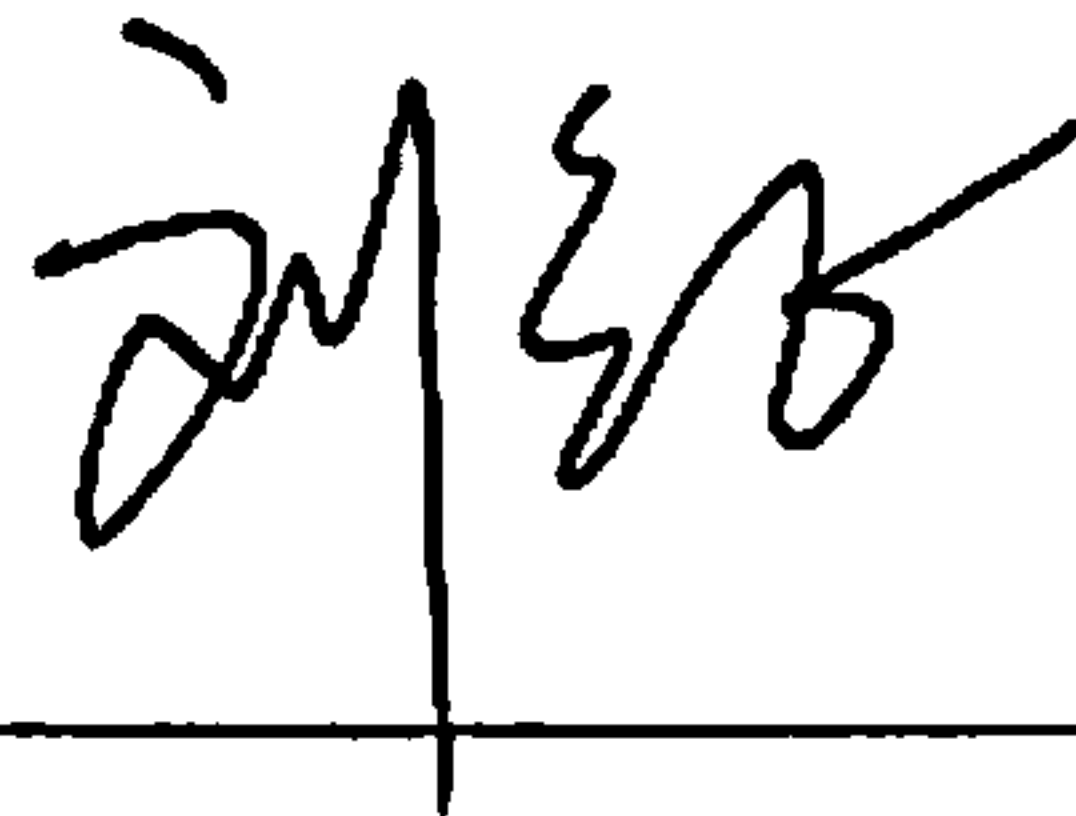
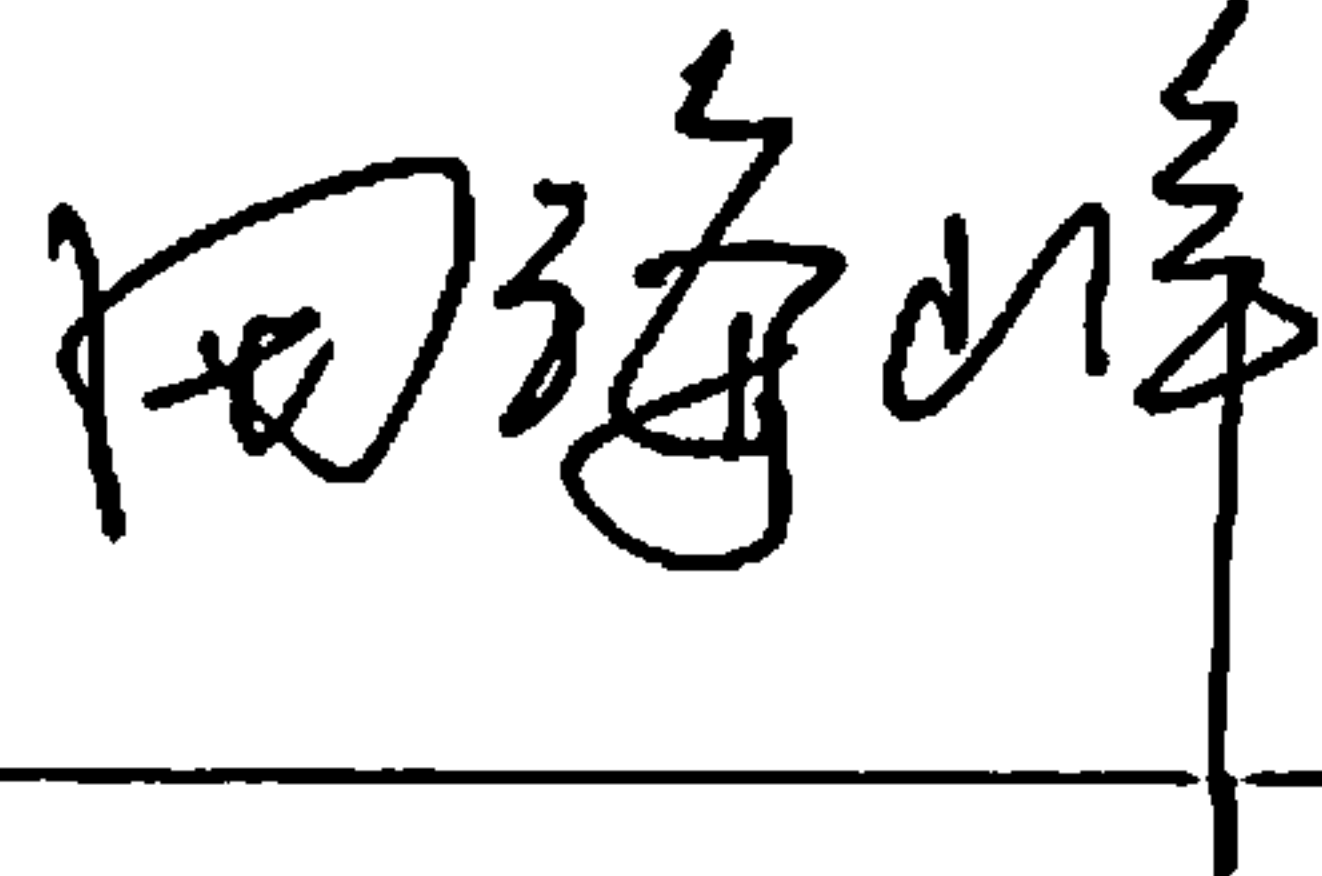
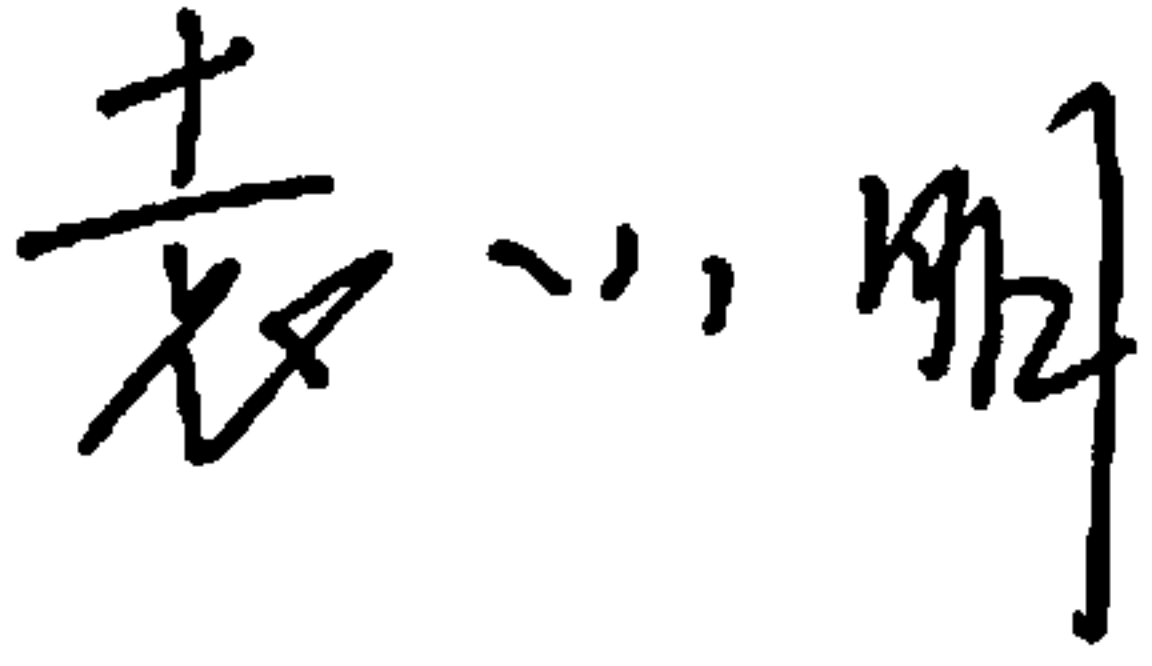
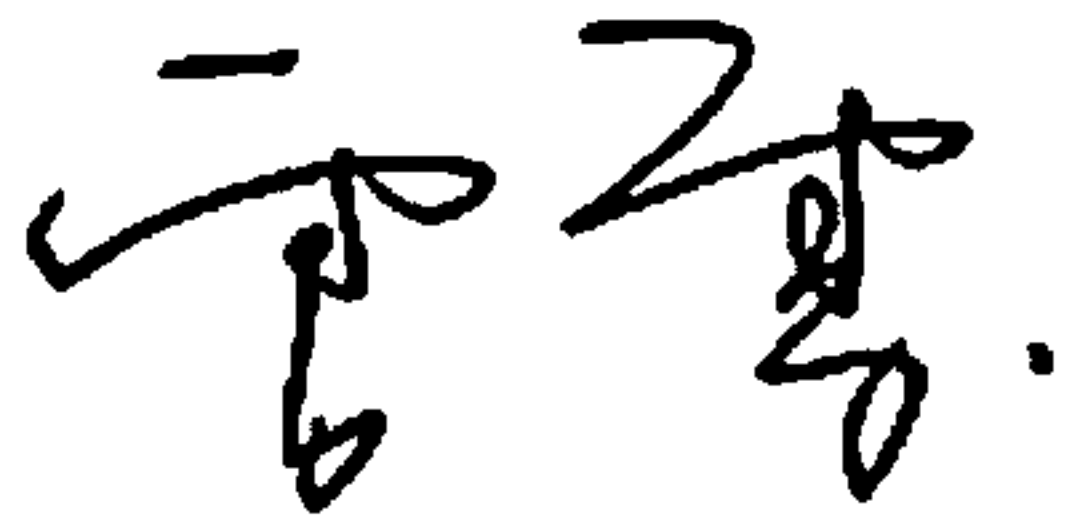
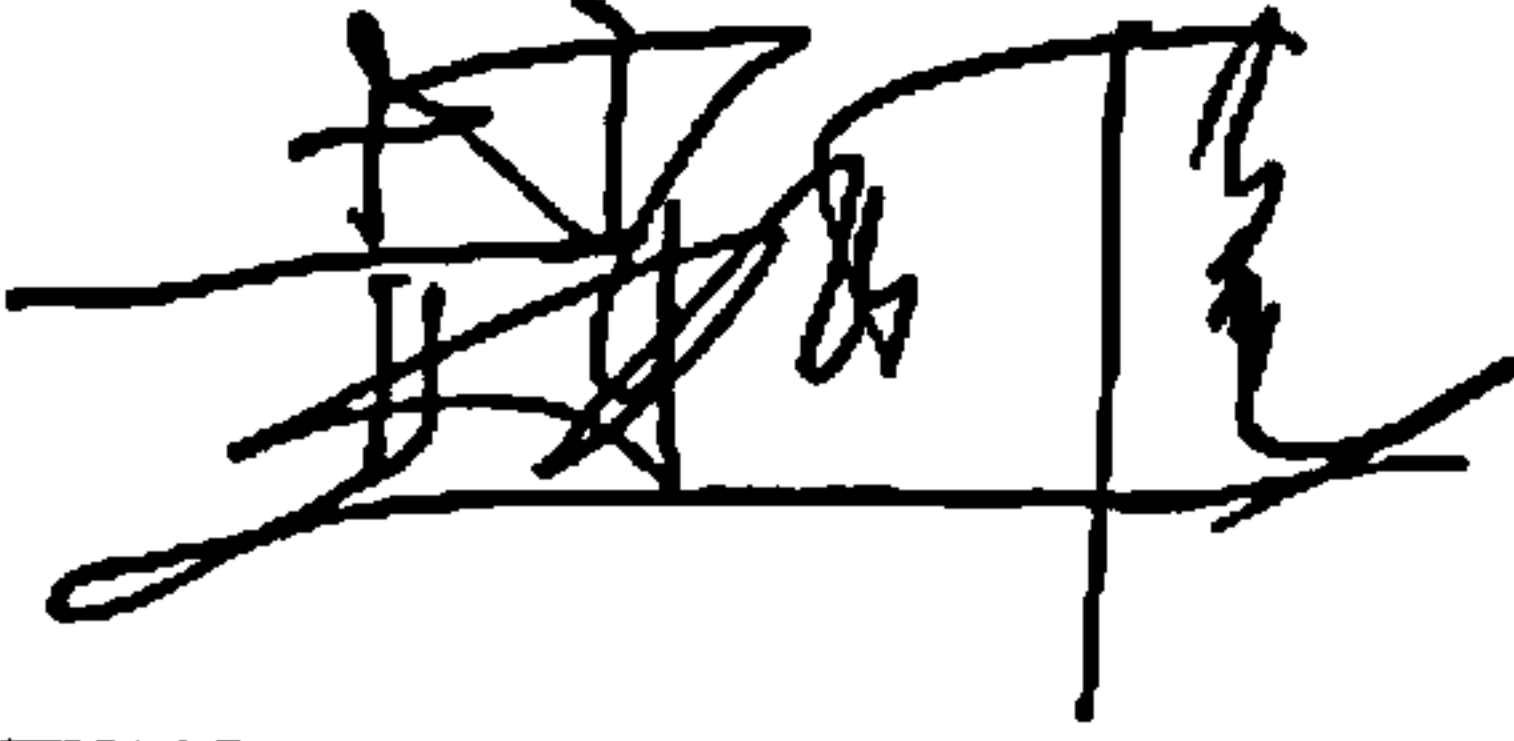


any of the Company's assets, property or rights.

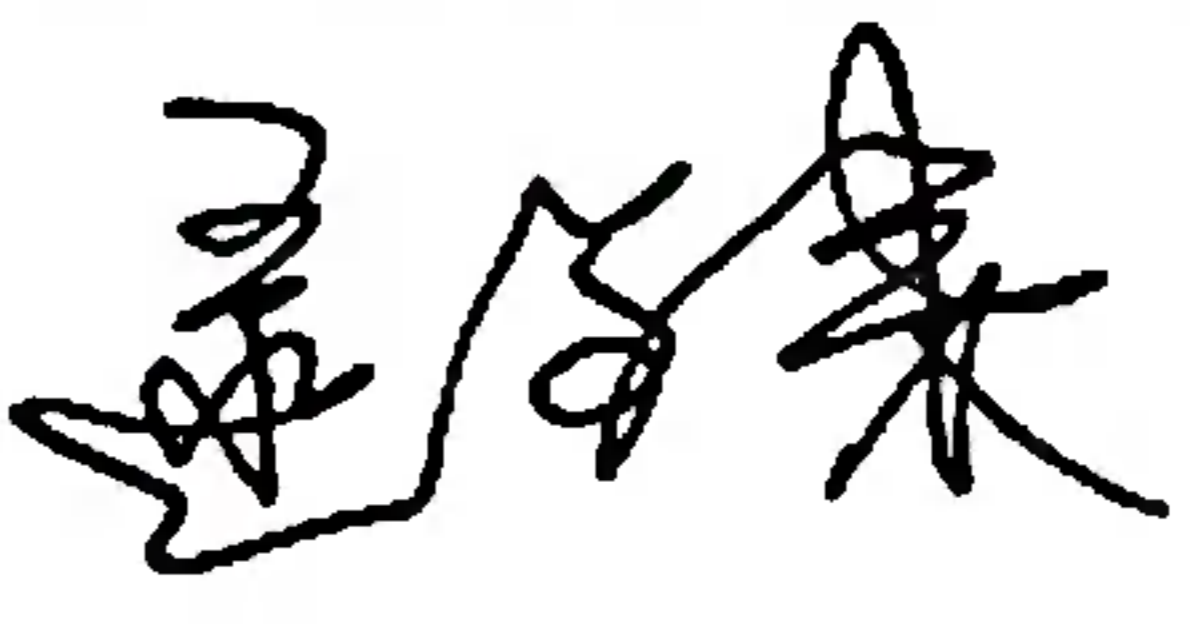
- (ap) To aid pecuniarily or otherwise, any association, body or movement having for an object the solution, settlements or surmounting of industrial or labour problems or troubles or the promotion of industry or trade.
- (aq) To appropriate, use or lay out land belonging to the Company for streets, parks, pleasure grounds, allotments and other conveniences and to present any such land so laid out to the public or to any persons or company conditionally or unconditionally as the Company thinks fit.
- (ar) To subscribe or otherwise to assist, support, endow or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions, societies, clubs, funds or objects, which shall have any moral or other claim to support or aid by the Company either by reason of locality of operation or of public and general utility or otherwise.
- (as) To distribute any of the properties or assets of the Company to its members in specie or kind.
- (at) To carry on the business of Courier activities.
- (au) To carry on the business of Cargo handling.
- (av) To carry on the business of Service activities incidental to land transportation.
- (aw) To carry on the business of Service activities incidental to water transportation.
- (ax) To carry on the business of Service activities incidental to air transportation.
- (ay) To carry on the business of Inland freight water transport.
- (az) Wholesale on a fee or contract basis
- (ba) Retail sale of automotive fuel in specialized stores

4. The liability of the Members of the company is limited.

5. The Authorised share capital of the company is **Tanzania Shillings TWO BILLION FOUR HUNDRED THIRTY-SIX MILLION (TShs.2,436,000,000)** Divided into **SEVEN Million (7,000,000)** Ordinary Shares of **Tanzania Shillings Three hundred- Forty Eight (TShs.348/=)** Each, with power for the company 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, differed or special rights, privileges or condition as may be determined by or in accordance with the Article of Association of the Company.

We, the several persons whose names, postal addresses and descriptions subscribe, as 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, Postal addresses and Occupation of Subscribers	Number of shares taken by each Subscribers	Signatures of Subscribers
<b>ZHENG LIU</b> 3-601 FUGUANGLI, HAIDIAN DISTRICT, BEIJING, CHINA	3,150,000 ORDINARY	
<b>HAIFENG TIAN</b> 6-3-2104, TIANYUE UNIT, ANPING TOWN, XIANGHE COUNTY, LANGFANG CITY, HEBEI, CHINA	1,540,000 ORDINARY	
<b>XIAOMING YUAN</b> 5801-21, NO.34 FUWAI STREET, XICHENG DISTRICT, BEIJING, CHINA	1,050,000 ORDINARY	
<b>XUE LEI</b> ROOM NO. 302, BUILDING 3 FENGLINYUAN, KEDAJIAYAUN, CHANGSHA CITY, HUNAN, CHINA	700,000 ORDINARY	
<b>NAIQIANG ZHAO</b> JINNANXINCHENG HELIYUAN 9-1-301, JINNAN DISTRICT, TIANJIN	140,000 ORDINARY	
<b>YONG ZHENG</b> 1-5-802, SHANGRI-LA, JINGYU COUNTY, BAISHAN CITY, JILIN, CHINA	140,000 ORDINARY	
<b>YANJUN RUAN</b> 13-3, XIULONG VILLAGE, JIULONGLING TOWN, SHAODONG COUNTY, SHAOYANG, HUNAN, CHINA	140,000 ORDINARY	

QUANLAI LU	140,000	
NO.20-388 EAST STREET, BISHUI COUNTY, HUZHONG DISTRICT, DAXINGANLING REGION, HEILONGJIANG, CHINA	ORDINARY	
TOTAL	7,000,000	

DATED this 09 day of 11 2022.

Witness to the above signatures:

Name: DUNCAN PHILEMON SOMI  
Occupation: ADVOCATE  
Address: 21-MARANGU  
Signature: [Handwritten Signature]



**THE COMPANIES ACT, 2002**  
**COMPANY LIMITED BY SHARES,**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**PTG TRANSPORT CORPORATION LIMITED**

**TABLE A TO APPLY**

1. The regulations contained in Table, A, in the First Schedule to the Companies Act, 2002, except in so far as they are inconsistent or have been specifically excluded by or under these Articles.

**INTERPRETATION**

2. In the interpretation of these Articles the following expressions shall have the following meanings, unless repugnant to the subject or context:

The Act or -the said Act shall mean -The Companies Act, 2002 as amended up to date or any statutory modifications or re- enactment thereof or any other Act or Acts for the time being in force in Tanzanian governing companies.

The Government shall mean the Government of Tanzania,

Annual General Meeting shall mean a general meeting of the members of the Company held by virtue of the provision of the Companies Act, 2002.

Auditors shall mean those persons appointed as such for the time being by the Company.

The Board or the Board of Directors shall mean a meeting of the Directors duly called and constituted or as the case may be the Directors assembled at a Board, or the requisite number of Directors entitled to pass a Circular Resolution in accordance with these Articles.

The Company or This Company shall mean **PTG TRANSPORT CORPORATION LIMITED**. The Company shall be a private limited Company

Chairman shall mean the Chairman of the Board of Directors for the time being of the Company.

The Company's Regulations shall mean the regulations for the time being for the management of the Company.

Capital shall mean the share capital for the time being raised or authorised to be raised for the purpose of the Company.

Director shall include any person occupying the position of Director by whatever name called.

Directors shall mean the Directors for the time being of the Company or as the case may be the Directors assembled at a Board.

Dividend shall include bonus. Debenture shall include debenture stocks bonds and any other securities of the company whether consisting a charge on the assets of the Company or not.

Documents shall include summons, notices, requisitions, orders, other legal processes and registers, whether issued, sent or kept in pursuance of this or any other Act or otherwise.

Extra-ordinary General Meeting shall mean an extra-ordinary general meeting of the members of the Company duly called and constituted and any adjourned holding thereof.

Financial Year shall mean in relation to any body corporate, the period in respect of which any profit and loss account of the Company laid before the Company in Annual General Meeting is made up, whether that period is a year or not.

Gender - words importing the masculine gender also include the feminine gender.

General Meeting shall mean the general meeting of the member of the company.

Month shall mean a calendar month.

Member shall mean the duly registered holders, from time to time of the shares of the Company and shall include the subscribes to Memorandum of the Company.

Marginal notes hereto shall not affect the construction hereof.

Office shall mean the Registered office for the time being of the Company.

Ordinary Resolution shall have the meaning assigned to it in accordance with the provision of the Companies Act, 2002.

Persons shall include individuals in a Company or Corporation or Association or body of individuals whether incorporated or not.

The Presents or -Regulations shall mean these Articles of Association as originally framed or altered from time to time and also includes the Memorandum where the context so requires.

Paid up shall include the capital credited as paid up.

Proxy shall mean as instrument whereby any persons is authorized to vote for a member at the

general meeting including Statutory Meeting or General Meeting or Annual General Meeting or Extra-ordinary General Meeting or any other meeting of the Member of the Company.

Register of Member shall mean the register of Members to be maintained pursuant to the Act.

The Registrar shall mean the Register of Companies or an Additional or a Joint, Deputy or Assistant Registrar.

Secretary shall mean any individual possessing the prescribed qualifications appointed to perform the duties which may be performed by a Secretary under the Act, and any other purely ministerial or administrative duties.

Seal shall mean the Common Seal for the time being of the Company.

Singular Number shall mean the words importing the singular number include the plural number. Special Resolution shall have the meaning assigned thereto by virtue of the provisions of Companies Act, 2002.

Shares shall mean the share in the capital of the Company and shall include stocks except where a distinction between stocks and shares is expressed or implied.

The Statutes shall mean the Companies Act, 2002 and every other Act for the time being in force affecting the Company.

In writing and written shall include printing type-writing, lithography and any other mode of representing or reproducing words in a visible form including telex and telegram.

Year shall mean the calendar year.

3. The Articles for the management of the Company and for the observance of the member thereof and their representatives shall, subject to any exercise of the statutory powers of the Company in reference to the repeal or alteration of or addition to its Articles by special resolution, as prescribed or permitted by the Act be such as are contained in these Articles.

#### **SHARE CAPITAL**

4. The Share Capital of the Company at the date of registration of these Articles of Association is the authorized initial share capital of the Company is **Tanzania Shillings Two Billion Four Hundred And Thirty Six Million (TZS 2,436,000,000/=)** divided into **7,000,000 Shares** of **Tanzania Shillings Three Hundred And Forty Eight (TZS 348/=)** each.
5. No part of the funds of the Company shall be used for or secured by shares in the Company for personal loans.

6. Subject to the provisions of the Act and of these Articles, shares shall be under the control of the Board, which may allot or otherwise dispose of them to such persons as it thinks fit in accordance with such terms and conditions.

#### LIEN

7. The Company shall have a first and paramount lien—
- a) 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; and
  - b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all moneys presently payable by him or his estate to the Company:

Provided that the Board of Directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.

The Company's lien, if any, on a share shall extend to all dividends payable thereon.

8. The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien:

Provided that no sale shall be made—

- a) Unless a sum in respect of which the lien exists is presently payable; or
  - b) Until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.
9. To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.
10. The purchaser shall be registered as the holder of the shares comprised in any such transfer.
11. The purchaser 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.
12. The proceeds of the sale shall be received by company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.
13. The residue, if any, shall, subject to a like lien for sums not presently payable as existed prior to the shares before the sale, be paid to the person entitled to the shares at the date of sale.

#### CALLS ON SHARES

14. The Board may, from time to time, make calls upon the members in respect of any moneys unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made 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.

Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.

15. A call may be revoked or postponed at the discretion of the Board.
16. A call shall be deemed to have been made at the time when the resolution of the Board of Directors authorizing the call was passed and may be required to be paid by installments.
17. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at five per cent per annum or at such lower rate, if any, as the Board may determine. The Board shall be at liberty to waive payment of any such interest wholly or in part.
18. Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.

In case of non-payment of such sum all the relevant provisions of these regulations as to payments of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

19. The Board—
  - a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the moneys uncalled and unpaid upon any shares held by him: and
  - b) upon all or any of the moneys so advanced, may (until the same would, but for such advance, become presently 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 Board and the member paying the sum in advance.

#### **INCREASE, REDUCTION AND ALTERATION OF CAPITAL**

20. The Directors may, with the sanction of the Company in general meeting, increase the share capital by such sum, to be divided into shares of such amount, as the resolution shall prescribe.
21. New shares may be issued upon terms and conditions and with such rights and privileges as the Board may determine from time to time.

22. Except so far as otherwise provided by the conditions of issue, or by these Articles, any capital raised by the creation of new shares shall be considered part of the original capital and shall be subject to the provision herein contained with reference to the payment of calls and instalments, transfer and transmission, lien, voting, surrender and otherwise.
23. The Company may in general meeting alter the conditions of its Memorandum as follows:-
- a) Consolidate and divide all and any of its shares of larger amounts than its existing shares;
  - b) Subdivide shares or any of them into shares of smaller amounts than originally fixed by the Memorandum subject nevertheless to the provisions of the Act, in that behalf. Subject to these Articles the resolution by which any shares are subdivided may determine that as between the holders of the shares resulting from such subdivision one or more of such shares may be given any preference or advantages or otherwise over the others or any other such shares;
  - c) Cancel shares which at the date of such general meeting 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.
24. The Company may, from time to time reduce its capital by paying off capital or canceling capital which has been lost or is unrepresented by available assets or is superfluous or by reducing the liability on the shares or otherwise as may seem expedient, and capital may be paid off upon the footing that it may be called up again or otherwise; and the Directors may, subject to the provisions of the Act, accept surrender of shares.

### **TRANSFER AND TRANSMISSION OF SHARES**

25. Any share in the company may be transferred by an instrument of transfer which shall be executed both by the transferor and the transferee.
26. An application for the registration of transfer of shares may be made either by the transferor or the transferee.
27. Notwithstanding anything contained in these present the Board may at any time in their absolute discretion and without specifying any grounds decline to register the transfer of any shares whether fully paid up or not and whether the transferee (by transfer or transmission) is already a member of the company or not.
28. Shares subscribed by new shareholders cannot be transferred or withdrawn for a period of two years.
29. The Company recovers the term shares and distributes the shares withdrawn in proportion to the shareholding of the shareholders after the withdrawal, which is the first priority method of recovery. The recovery price per share is based on the actual amount of the financial accounting.
30. Internal transfer of shares, where the shares are recovered by one or more shareholders within the company, subject to a vote of the Board of Directors. This is the second priority method of recovery.
31. External transfer of shares, i.e. to a person who is not a member of the Company, by a vote of the Board.

32. If the Directors refuse to register the transfer of any shares they shall, within two months, send to the transferee and the transferor notice of the refusal.

33. Save as herein otherwise provided, the Directors shall be entitled to treat the person whose name appears on the register of members as the holder of any share as the absolute owner thereof and accordingly shall not (except as ordered by a court of competent jurisdiction or as by law required) be bound to recognize any trust or equity or equitable contingent or other claim to or interest in such share on the part of any person whether or not it shall have expenses or implied notice thereof.

34. The instrument of transfer of any share in the Company shall be executed both by the transferor and transferee and the transferor shall be deemed to remain holder of the share until the name of the transferee is entered in the Register of Members in respect thereof.

35. Shares in the Company shall be transferred in the form prescribed under the Companies Act, 2002 and Rules made thereunder.

36. 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).

#### **FOREFEITURE OF SHARES**

37. In the event of embezzlement or misappropriation of public funds by shareholders or board members, the company will recover the proceeds of such embezzlement or misappropriation and revoke their board status. In less serious cases, they will be repatriated to their home country and will not be allowed to participate in the management of the company; in more serious cases, they will be voted to recall their shares and the treasurer will account for them to give a reference price for the recalled shares

38. If a member fails to pay any call, or instalment of a call, on the day appointed for payment thereof, the Board of Directors may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.

39. The notice aforesaid shall –

- a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and
- b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made will be liable to be forfeited.

40. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.

41. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares but shall, notwithstanding the forfeiture, remain liable to pay to the Company all moneys which, at the date of forfeiture, were presently payable by him to the Company in respect of the

shares.

42. A duly verified declaration in writing that the declarant is a Director or the authorised officer of the Company, and that a share in the Company has been duly forfeited on a date stated in the declarations, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share.

The Company may receive the consideration if any, given for the share on any sale or disposal thereof any may execute a transfer of the share in favour of the person to whom the share is sold or disposed of.

The transferee shall thereupon be registered as the holder of the share.

The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be effected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

#### **BORROWING POWERS**

43. The Directors may from time to time by means of resolution passed at meeting of the Board, borrow and/or secure the payment of any sum or sums of money for the purposes of the Company.
44. The Directors may secure the payment of such moneys in such manner and upon such terms and conditions in all respects as they think fit and in particular, by the issue of bonds, perpetual or redeemable, debenture-stock or any mortgage, charge or other security on the undertaking of the whole or any part of the property of Company (both present and future) including its uncalled capital for the time being.
45. Debenture, debenture-stock, bonds or other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued.
46. Subject to the provisions of the Act, any debentures, debenture-stock, bonds or other securities may be issued at a discount, premium or otherwise and with any special privileges as to redemption, surrender, drawings, allotment of shares, appointment of Directors or otherwise.

#### **GENERAL MEETINGS**

47. All General Meeting other than the Annual General Meeting are called Extra-ordinary General Meetings. The Annual General Meetings shall be held in accordance with the Act.
48. The Directors may, whenever they think fit, and shall, call an Extra-ordinary General Meeting and Extra-ordinary General Meeting shall also be called on such requisition or in default, may

be called by such requisitionists, as provided by the Act. (If at any time there are not sufficient Directors capable of acting to form a quorum any Director or any one member of the Company may call an Extra-ordinary General Meeting in the same manner as early as possible as that in which meetings may be called by the Directors).

49. A General Meeting of the Company may be convened by giving not less than 21 days notice in writing.

Provided the Annual General Meetings and the Extra- ordinary General Meeting may be held with lesser notice if the members agree for the same in the manner provided under the Act.

50. The accidental omission to give any such notice to or the non- receipt of any such notice by any member shall not invalidate the proceedings at any meeting.
51. The business of an annual general meeting shall be to receive and consider the profit and loss account, the balance sheet and the report of the Directors and of the Auditors, to declare dividends and to transact any other business which under these Articles ought to be transacted at an annual general meeting and all other business transacted at an annual general meeting and all business transacted at an extra-ordinary general meeting shall be special business within the meaning of the Act.
52. The Chairman of the Directors shall be entitled to the chair at every general meeting, or if there be no such Chairman or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding such meeting or is unwilling to act as Chairman, then the members present shall choose one of their members to be Chairman.
53. The Chairman of a general meeting may, with the consent of the meeting, adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
54. Subject to the provisions of the Act, any poll duly demanded on the election of a Chairman of a meeting or on any question of adjournment shall be taken at the meeting and without adjournment.
55. If a poll is duly demanded, it shall be taken in such manner and at such time and place as the Chairman of the meeting directs, and either at once or after an interval or adjournment or otherwise, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand of a poll may be withdrawn.
56. The demand of a poll shall not prevent the continuance of a meeting nor the transaction of any business other than the question on which the poll has been demanded.
57. The Chairman of any meeting shall be the sole judge of the validity of every vote tendered at

such meeting. The Chairman present at the taking of a poll shall be the sole judge of the validity of every vote tendered at such poll.

58. The Board of Directors may appoint a Vice-Chairman who may in the absence of the Chairman, preside over the meetings of the Board and General Meetings and exercise all the powers of the Chairman described in these presents.

#### **VOTES OF MEMBERS**

59. Upon a poll every present in person or by proxy or by duly authorised representative shall have his voting right in proportion of his share in the paid-up capital of the Company.
60. Any member who is a company present by a representative duly authorised by a resolution of the Directors of such company in accordance with the provisions of the Act may vote as if he was a member of the Company. The production at the meeting of a copy of such resolution duly signed by one Director of such company and certified by him as being a true copy of the resolution shall at the meeting be accepted by the Company as sufficient evidence of the validity of his appointment.
61. A member entitled to attend and vote at a meeting may appoint another person (whether a member or not) as his proxy to attend a meeting and vote on a poll. The instrument appointing a proxy shall be in writing and be signed by the appointer or his attorney duly authorised in writing or if the appointer is a body corporate be under its seal or be signed by an officer or an attorney duly authorised by it.

The Instrument appointing a proxy and the power of Attorney or other authority, if any, under which it is signed or a notarial certified copy thereof shall be deposited at the office of the Company not less than 48 hours before the time for holding the meeting at which the person named in the instrument proposed to vote and in default the instrument of proxy shall not be treated as valid.

62. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or executed or a notarial certified copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or 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.
63. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given;

Provided that, no intimation in writing of such death, insanity, revocation or transfer shall

been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

64. If any such instrument of appointment be confined to the subject of appointing proxy or substitute for voting at meeting of the Company it shall permanently or for such time as the Directors may determine be in the custody of the Company and if embracing other objects a copy thereof, examined with the original, shall be delivered to the Company to remain in the custody of the Company.
65. No objection shall be made to the validity of any vote except at the meeting or poll at which such vote shall be tendered, and every vote whether given personally or by proxy, not disallowed at such meeting or poll, shall be deemed valid for all purposes of such meeting or poll whatsoever.

#### **BOARD OF DIRECTORS**

66. 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 director shall not be subject to any maximum but shall be not less than two. The first Directors of the company shall be :

- (1) LIU ZHENG ----- MANAGING DIRECTOR  
(2) TIAN HAIFENG ----- DIRECTOR

#### **POWERS OF DIRECTORS**

67. 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.
68. No regulations made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.
69. Without prejudice to the general powers conferred by the articles hereinbefore and hereinafter, it is hereby expressly declared that the Directors shall, subject to the provisions of those articles and of the Companies Act, have the following powers; that is to say powers:-
- i) To pay costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company.
  - ii) To purchase or otherwise acquire for the Company any property, rights, or privileges, which

the Company is authorized to acquire, at such price and generally on such terms and conditions as they think fit.

- iii) At their discretion, to pay for any property rights or privileges acquired by, or services rendered to the Company either wholly or partially in cash or in shares, bonds, debentures or other securities of the Company, and any such shares may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon; and any such bonds, debentures or other securities may be either specifically charged upon all or any part of the property of the Company and its uncalled capital, or not so charged.
- iv) To secure fulfillment of any contracts or agreements entered into by the Company by mortgage or charge of all or any of the property of the Company and its uncalled capital for the time being or in such other manner as they may think fit.
- v) To appoint, and at their discretion, remove or suspend such managers, secretary, officers, clerks, agents and servants for permanent, temporary or special services, as they may from time to time think fit, and to determine their powers and duties and fix their salaries or emoluments, and to require security in such instances and for such amounts as they think fit.
- vi) To appoint any person or persons, whether incorporated or not to accept and hold in trust for the Company any property belonging to the Company, or in which it is interested or any other purposes and to execute and do all such deeds and things as may be requisite in relation to any such trust, and to provide for the remuneration of such trusts or trustees.
- vii) To institute, conduct, defend, compound, or abandon any legal proceedings by or against the Company, or its officer or otherwise concerning the affairs of the Company, and also to compound and allow time for payment or satisfaction of any debt due, and of any claims or demands by or against the Company.
- viii) To refer any claims or demands by or against the Company, to arbitration and perform the award. To make and give receipts, release and other discharges for money payable to the Company, and for the claims and demands of the Company.
- ix) To determine who shall be entitled to sign on the Company's behalf bills, notes, receipts, acceptances, endorsements, cheques, releases, contracts and other documents.
- x) From time to time provide for the management of the affairs of the Company abroad in such manner as they deem fit, and in particular to appoint any persons to be the attorneys or agents of the Company with such powers including power to sub-delegate and upon such terms as may be thought fit.
- xi) To invest and deal with any of the moneys of the Company not immediately required for the purposes of the Company upon such securities not being shares in this Company in such manner as they may think fit, and from time to time to vary or realise such investments.
- xii) To execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur any personal liability for the benefit of the Company such mortgages of the Company's property present and future with such covenants and provision as shall be agreed upon or otherwise indemnify by paying him from the funds of the Company or by sale to him of the assets of the Company.
- xiii) From time to time to make, vary and repeal bye-laws or the regulations of the business of the Company, its officers and servants.
- xiv) To enter into all such negotiations and contracts and rescind and vary all such contracts

and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient for or in relation to any of the matters aforesaid or otherwise for the purpose of the Company.

- xv) To delegate all or any of the powers, authorities and discretion for the time being invested in the Board of Directors, subject, however to the ultimate control and authority being retained by it.

#### **PROCEEDINGS OF BOARD OF DIRECTORS**

70. The Managing Director or in his absence the secretary may at any time convene a meeting of the Board of Directors. Questions arising at any meeting shall be decided by votes.
71. A meeting of the Board of Directors shall be held as and when required for the dispatch of the business of the Company. Notice of every meeting of the Board of Directors of the Company shall be given in writing to every Director for the time being in Tanzania and at his usual address in Tanzania to every other Director.
72. 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.
73. A meeting of the Board of Directors for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretion by or under the Articles of the Company for the time being vested in or exercisable by the Board of Directors generally.
74. 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 members to be chairman of the meeting.
75. 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.
76. A committee may elect a Chairman of their meetings; if no such Chairman is elected or if at any meeting the Chairman is not present within 30 minutes after the time appointed for holding the same, the members present may choose one of their members to be Chairman of the meeting.
77. All acts done by any meeting of the Board, or a Committee of Directors, or by any person acting as a Director, shall notwithstanding that it be afterwards discovered that there was some defect

in the appointment of such Directors or persons acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be Director, provided that nothing in this Article shall be deemed to give validity to acts done by a Director after his appointment has been shown to the Company to be invalid or to have terminated.

78. A resolution in writing signed by all the Directors shall, 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.

79. 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.

#### **THE SEAL**

80. The Board shall provide for the safe custody of the seal.

The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a Committee of the Board authorised by it in that behalf, and except in the presence of at least two directors and of the Secretary or such other person as the Board may appoint for the purpose; and those two directors and the Secretary or other person aforesaid shall sign every instrument to which the seal of the Company is affixed in their presence.

#### **DISQUALIFICATION OF DIRECTORS**

81. The office of a Director shall be vacated if—

- 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

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

#### **ACCOUNTS**

82. The company shall cause to be kept proper books of account with respect to-
- c) All sums of money received and expended by the company and the matters in respect of which the receipt and expenditure takes place
  - d) All sales and purchase of goods by the Company.
  - e) The assets and liabilities of the Company.
83. The books of account shall be kept at the Registered Office of the Company or at such other place as the Board shall think fit and shall be open to inspection by the Directors during business hours.
84. 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.
85. The directors shall, in accordance with the 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.
86. In accordance with 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**

87. Once at in every financial year the accounts of the Company shall be examined and the correctness of the profit and loss account and balance sheet ascertained by one or more auditors.
88. Auditors shall be appointed and their duties regulated in accordance with the Act.
89. Every account of the Board, when audited and approved by a general meeting, shall be conclusive except as regards any error discovered therein within three months next by after the approval thereof. Whenever any such error is discovered within the period, the account shall forthwith be corrected and thenceforth shall be conclusive.

#### **NOTICES**

90. A notice may be given by the Company to any member either personally or by sending it by

post to him to his registered address, or (if he has registered address) to the address if any, supplied by him to the Company for the giving of notice to him.

91. A holder of registered share who has no registered place of address, may from time to time, notify in writing to the company an address which shall be deemed to be his registered place of address, within the meaning of the last preceding Article.
92. If a member has no registered address and has not supplied to the Company an address for the giving of notices to him, a notice addressed to him and advertised in a newspaper circulating in the neighbourhood of the Registered Office of the Company, shall be deemed to be duly given to him on the day on which the advertisement appears.
93. A notice may be given by the Company to the persons entitled to a share in consequence of the death or insolvency of a member by sending it through the post in a pre-paid letter addressed, to them by name or by the title of representatives of the deceased, or assignee of the insolvent or by any like description, at the address(if any), within Tanzania supplied for the purpose by the persons claiming to be so entitled or (until such an address has been so supplied) by giving notice in any manner in which the same might have been given if the death or insolvency had not occurred.
94. The signature of any notice to be given by the Company may be written or printed
95. Every person who, by operation of law, transfer or other means whatsoever, shall become entitled to any share shall be bound by every notice in respect of such share which previously to his name and address and title to the share being notified to the Company shall be duly given to the person from whom he derives his title to such share.
96. Where a given number of days' notice or notice extending over any other period is required to be given, the day of service shall, unless it is otherwise provided, be counted in such number of days or other period.

#### **CAPITALISATION OF PROFITS**

97. The Company in General Meeting, may on the recommendation of the Board resolved that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or the credit of the profit and loss account or otherwise available for distribution.
98. The Board shall give effect to resolution passed by the Company in General Meeting in pursuance of this Article.

#### **DIVIDENDS AND RESERVE**

99. Subject to the Act, the Company may by ordinary resolution declare dividends, but no dividend

shall exceed the amount recommended by the Board.

100. Dividend will be in the form of cash.

101. Conditions for the implementation of cash dividends

- a. The company's distributable profit (i.e. the company's profit after tax after making up for losses) for the year or half-year is positive and the cash flow is sufficient, and the implementation of the cash dividend will not affect the company's subsequent continuing operation.
- b. The company's accumulated profits available for distribution are positive.

102. The percentage and time interval for the implementation of cash dividends

Provided that the conditions for cash dividends are met and the normal operation and long-term development of the Company are ensured, the Company shall, in principle, pay cash dividends once a year after the annual general meeting of shareholders

The Company shall maintain the continuity and stability of its profit distribution policy and, when the conditions for cash dividends are met, if there are no major external investment plans or significant cash outlays, the Company shall, in any three consecutive financial years, distribute in cash an aggregate profit of not less than 30% of the average annual distributable profit achieved in those three years, with the specific ratio to be considered and decided by the Board of Directors in accordance with the operating conditions of the Company.

- a. If the company is in a mature stage of development and has no major capital expenditure arrangements, the profit distribution shall be made with a minimum of 80% of the profit distribution in cash.

The proportion of cash dividends in the profit distribution shall be at least 80%,

- b. If the company is in a mature stage of development and has significant capital expenditure arrangements, the minimum proportion of cash dividends in the profit distribution shall be 40%,
- c. If the company is in a mature stage of development and has significant capital expenditure arrangements, the minimum proportion of cash dividends in the profit distribution should be 20%.

103. Where the stage of development of the company is not easily distinguishable but there are significant capital expenditure arrangements, the principle of not impairing the company's ability to continue to operate shall be applied.

104. Subject to the provisions of the Companies Act, the Directors may from time to time pay to shareholders such interim dividends as they consider consistent with the distributable profits of the Company.

105. Before recommending any dividend, the Directors may set aside out of the profits of the Company such sums as they think fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied, including provision for contingencies or for equalising dividends; and pending such application may, at the discretion of the Board, either be employed in the business of the Company or be invested in such investments (other than shares in the Company) as the

Directors may from time to time think fit (other than shares in the Company).

The Directors may also without placing the same to reserve carry forward any profits which they may think prudent not to distribute.

106. All dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect of which the dividend is paid, but if and so long as no payment is made in respect of any shares in the company, the dividend shall be declared and paid according to the amount paid on the shares.

No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this Ordinance as paid on the share.

107. The Board may deduct from any dividend payable to any member all sums of money (if any) presently payable by him to the Company on account of calls or otherwise in respect of shares in the Company.

Any general meeting at which a dividend or bonus is declared may direct that such dividend or bonus be satisfied wholly or in part by the distribution of specific assets; and the Board shall give effect to the resolution of the meeting.

All dividends shall be apportioned and paid pro rata according to the amounts paid or credited as paid on any part of the shares during the period in respect of which the dividend is paid, but if any share is issued on terms providing that it shall rank for dividend as from a particular date, such share shall rank for dividend accordingly

108. If any difficulty arises in regard to any distribution, the Board may settle the same as it thinks fit, and in particular may issue fractional certificates for shares to ascertain the value for distribution of specific assets or any part thereof and may determine that cash payments shall be made to any Members upon the value so ascertained in order to adjust the rights of all parties, and may vest any such specific assets in trustees as may seem expedient to the Board.

109. Any dividend interest or other cash payable in respect of a share may be paid by cheque or warrant sent through the post to the registered address of the holder or If held jointly

110. Any one of two or more joint holders of a share may give effectual receipts for any dividends, bonuses or other moneys payable in respect of that share.

111. Notice of any dividend declared shall be given to the persons entitled to share in the manner mentioned in the Act.

112. No dividend shall bear interest against the Company.

**THE SECRETARY**

113. The Directors may from time to time appoint, and at their discretion remove, any individual possessing the qualifications prescribed under the Act to perform any functions which by the Act are to be performed by the Secretary and to execute any other ministerial or administrative duties, which may from time to time be assigned to the Secretary by the Directors.

#### **WINDING UP**

114. If the Company shall be wound up and the assets available for distribution among the members as such shall be insufficient to repay the whole of the paid-up capital, such assets shall be distributed so that, as nearly as may be, the losses shall be borne by the members in proportion to the capital paid-up; or which ought to have been paid-up, at the commencement of the winding up on the shares held by them respectively. And if in a winding up the assets available for distribution among the members shall be more than sufficient to repay the whole of the capital paid-up at the commencement of the winding up, the excess shall be distributed among the members in proportion to the capital at the commencement of the winding up, paid up or which ought to have been paid-up on the shares held by them respectively. But this clause is to be without prejudice to the rights of the holders of shares issued upon special terms and conditions.

#### **SECURITY CLAUSE**

115. No member shall be entitled to require discovery of or any information respecting any detail of the Company's trading or any matter which may be in the nature of a trade secret, mystery of trade or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Board it will be inexpedient in the interest of the members of the Company to communicate to the public.

#### **INDEMNITY**

116. Subject to the provision of the Act, every Director, Manager, Auditor, Secretary and other officer or servant of the Company shall be indemnified by the Company against, and it shall be the duty of the Board, to pay out of the funds of Company, all costs, losses and expenses which any such officer or servant may properly incur or become liable to by reason of any contract entered into, or act or thing done by him as such officer or servant, or in any way in the discharge of his duties; and the amount for which such indemnity is provided shall immediately attach as a lien on the property of the Company, and have priority as between the members over all other claims.

117. No Directors or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Director or officer of the Company or for joining in any receipt or other act for conformity, or for any loss or expense happening to the Company through the insufficiency or deficiency of title to any property acquired by the Order of the Board for or on behalf of the

Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any moneys, securities or effects shall be deposited or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune whatever, which shall happen in the execution of the duties of his office or in relation thereto, unless the same happens through his own gross negligence, willful default, serious misfeasance, deliberate breach of duty or breach of trust.

#### **ALTERATIONS OR ADDITIONS**

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

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

Names, Postal addresses and Occupation of Subscribers	Number of shares taken by each Subscribers	Signatures of Subscribers
ZHENG LIU 3-601 FUGUANGLI, HAIDIAN DISTRICT, BEIJING, CHINA	3,150,000 ORDINARY	
ILAI FENG TIAN 6-3-2104, TIANYUE UNIT, ANPING TOWN, XIANGHE COUNTY, LANGFANG CITY, HEBEI, CHINA	1,540,000 ORDINARY	
XIAOMING YUAN 5801-21, NO.34 FUWAI STREET, XICHENG DISTRICT, BEIJING, CHINA	1,050,000 ORDINARY	
XUE LEI ROOM NO. 302, BUILDING 3 FENGLINYUAN, KEDAJIYAUN, CHANGSHA CITY, HUNAN, CHINA	700,000 ORDINARY	
NAIQIANG ZHAO JINNANXINCHENG HELIYUAN 9-1-301, JINNAN DISTRICT, TIANJIN	140,000 ORDINARY	
YONG ZHENG 1-5-802, SHANGRI-LA, JINGYU COUNTY, BAISHAN CITY, JILIN, CHINA	140,000 ORDINARY	
YANJUN RUAN 13-3, XIULONG VILLAGE, JIULONGLING TOWN, SHAODONG COUNTY, SHAOYANG, HUNAN, CHINA	140,000 ORDINARY	
QUANLAI LU NO.20-388 EAST STREET, BISHUI COUNTY, HUIZHONG DISTRICT, DAXINGANLING REGION, HEILONGJIANG, CHINA	140,000 ORDINARY	
TOTAL		

DATED this 09 day of 4 2022.

Witness to the above signatures:

Name: DUNCAN PHILEMON SOMI  
Occupation: ADVOCATE  
Address: P.O. BOX 21 - MARANGU  
Signature: [Signature]

