

**THE COMPANIES ACT, 2002**  
**(Cap. 212)**  
**PRIVATE COMPANY LIMITED BY SHARES**

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**Memorandum**  
**and**  
**Articles of Association**  
**of**  
**ASIALILAC APPAREL (TANZANIA) COMPANY LIMITED**

Incorporated this ..... day of .....20.....

Drawn by:

TAO WANG  
Plot No. 20 BWM -SEZ  
Ubungo External  
P.O Box 12112  
Dar es Salaam.

# 1 MEMORANDUM AND ARTICLES OF ASSOCIATION

## 1.1 Memorandum of Association

**THE COMPANIES ACT (Cap. 212)  
COMPANY LIMITED BY SHARES  
MEMORANDUM OF ASSOCIATION  
OF  
ASIALILAC APPAREL (TANZANIA) COMPANY LIMITED**

1. The name of the company is **ASIALILAC APPAREL (TANZANIA) COMPANY LIMITED**.
2. The Registered Office of the company will be situated in Tanzania.
3. The objects for which the company is established will be:-
  - a) To carry on the business of designers, producers, manufacturers, and suppliers of all kinds of garments and textiles including pampers, tissue, papers, nappies and liners bed sheets, jeans, t-shirt, and all other kinds of garments
  - b) To carry on business as seller, marketer and dealer in all kinds of garments, cotton, silk, woolen linen, rayon, tetron, tetrex, nylon and other synthetic-fiber hemp, jute, yarns, and all kinds of fibers manufactured from yarn spinning and weaving and general all kind of textile goods, and articles manufactured thereon and other fibrous substances and the preparation of dyeing or coloring of any kind in Tanzania or elsewhere.
  - c) To establish textile mills industries and carry as drapers, clothiers, outfitters, haberdashers, dressmakers, tailors, hatters and wholesale and retail dealers in textile and other clothing materials:
  - d) To carry on business as textile traders, merchants, manufacturers, representatives, commission agent, importers, exporters, warehouse men, shipping and forwarding agents, packers, carriers and freight contractors and to import, export, buy, sell, barter exchange, store, pack, ship, transport and otherwise deal with textiles, clothing articles, merchandise, commodities and goods of every description.
  - e) To carry on business as textile traders, merchants, manufactures, representative, commission agent, importers, exporters, warehouse men, shipping and forwarding agents, packers, carriers and freight contractors and to import, export, buy, sell, barter exchange, store, pack, ship, transport and otherwise deal with textiles, clothing articles, merchandise, commodities and goods of every description.
  - f) To carry on the business of burning and disposal of waste products. The management of solid urban refuse, dumping, special toxic noxious, the collection, the transport the treatment, the disposal the utilization of any kind of refuse residue of wast, however,r produced whether on behalf or the company or on behalf of a third party. The activity of digging and moving soil. Of transport, excavation and earth moving to carry out the systemization of equipped green areas, the systemization of forestall agriculture, speciawaterworksks and treatment of refuse the construction of dams and tunnels, the installation of plants for the distribution of energy, the laying of tubes and conductors, the activity of metal works.
  - g) To carry a business of construction and management of biological and industrial purifiers and of equipment to bbe utilizedfor the ecological improvement of the territory of the plants for the purifying treatment of waters, mud, of plants for the incineration of refuse of any kind of origin.

- h) 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, manufactures representatives, road contractors cargo superintendents, packers, machinery haulage specialists, warehousemen, engineers, electricians, motors cars, cabs, omnibus, lorries, oil tank and coach proprietors and transporters civil transport contractor and transporters by any means of conveyance of people and goods in Tanzania and the neighboring countries and in such other place or places as many from time to time determined by the company, engage in and or otherwise carry on the business as transporters and transport agents, freight forwarders.
- i) To build construct, alter, improve, enlarger, repair, maintain, develop, demolish remove or replace and to work, manage, carry out or control work of all descriptions, including but not limited to offices, factories, mills, warehouses, shops, stores, garages and other buildings, roads, machinery and plants, which may, in the opinion of the directions of the Company, be likely to advance directly or indirectly the Companies interests; to clear sites for the same; to contribute to subsidies or otherwise assist in the building construction, alternation, repair, improvement, enlargement, maintenance, development, carrying out or control, to carry on business of buying and selling building materials, Hardware's electrical goods and household items.
- j) To carry on business of general traders, general merchandise retail, to own and operate duty free shops, act as general traders, traders in the wholesales and retails business of goods and merchandise of any description, size and magnitude, general agents for local and overseas principals, manufacturing of goods, domestic goods, and all small importer goods, engaged in the export of all types of local and importers goods, engaged in the export of all types of merchandise and to generally carry out retail and wholesale business, import and export all general merchandise.
- k) To carry business of fire-Fighting equipment's and General Technical services, fumigation and General Supplies, and carry business of importers, general merchants, general store-keepers, inkjet technology, moisture analysis, lab equipment, solar other household fitting and requirements other articles a commodities of personal, household use and consumption provisions, textile, medicines, drugs, wine spirits, liquors, chemical surgical, option, photographical and other instruments, apparatus.
- l) To carry on all or any of the business of stationers, printers, lithographers, stereotypes, electrotypes, engravers, photographic, printer, photo lithographers, typesetting machines operators, die sinker, envelope makers, book binders, account book manufactures, machine, rulers numerical printers, paper makers, paper baffles and account book makers, box makers, flax and box file makers, cardboard manufactures, type founders, of dealers in playing, visiting, railways, festival invitation, dealers in or manufacturers or any other articles or tings or character similar or analogous to the foregoing or any of them or connected therewith and to deal in the manufacture of and sell by wholesale or retail of school chalks, and secretarial services.
- m) To carry on the business of imports, general merchants, general store-keepers, universal providers, wholesale and/or retail traders, dealers of weighing scales, inkjet technology, moisture analysis, lab equipment, solar technology, hardware, piece wood, paints, glassware, crockery, cutlery, ironmongery, turner and other household fitting and requirements, other articles and commodities of personal, household use and consumption provisions, textiles, groceries, medicines, drugs, wines spirits, liquors, chemical, surgical, motor vehicles, automobile and generally in all manufactured goods of all types and merchandise of all kinds.

- uuu) To establish, maintain, and operate sea, air, inland waterway and land transport enterprises (public and private) and all ancillary services.
- vvv) To carry on business as consulting engineers in all fields including without limitation civil, mechanical, chemical, structural, marine, mining, industrial, aeronautical, electronic and electrical engineering, and to provide architectural, design and other consultancy services of all kinds.
- www) To apply for, register, purchase or otherwise acquire and protect, prolong, and renew, in any part of the world, any intellectual and industrial property and technology of whatsoever kind or nature and licenses, protections and concessions therefore, and to use, turn to account, develop, manufacture, experiment upon, test, improve and license the same.
- xxx) To carry on the business of advisers, consultants, researchers, analysts, and brokers of whatsoever kind or nature in all branches of trade, commerce, industry and finance.
- yyy) To construct, build, acquire, sell, own, lease, let out on hire, administer, operate, repair, equip, furnish, fit-out, decorate, execute, improve, alter, maintain, develop, work, manage, carry out, control and otherwise deal with engineering and construction works, buildings, projects, offices and structures and all other works and conveniences of every kind and description both public and private and to contribute to, subsidize, or otherwise assist or take part in the construction, improvement, maintenance, development, working, management planning, carrying out or control thereof.
- zzz) To charter, sub-charter, take on charter or sub-charter, hire, purchase and work ships and other vessels of any class, motor vehicles or aircraft and to establish and maintain lines or regular services of ships or other vessels, and to enter into contracts for the carriage of mails, passengers, goods and live-stock by any means.
- aaaa) To enter into, take over, negotiate or otherwise acquire, any contract or contracts whatever which the Company may think necessary, desirable or convenient for the purposes of the Company or any of them at such prices and for such consideration, and upon such terms and conditions, and subject to such stipulations and agreements as the Company may



**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 a person, whether corporate or incorporated, and whether domicile in the United Republic of Tanzania or elsewhere, and

The object specified in each paragraph of this clause shall be regarded as an independent object, and accordingly shall in no wise be limited or restricted (except where otherwise expressed in such paragraph) by reference to or inference from the terms of any other paragraph or the name of the company, sense as if each of the said paragraphs defined the objects of a separate and distinct company, and that the meaning of any general word or words in any paragraph of this clause shall not be restricted by being construed ejusdem generics with any particular word or words in the same paragraph.

4. The liability of the Member is Limited.
5. The authorized share capital of the company is Shillings 50,000,000,000 /= (Fifty Billion Tanzanian Shillings) divided into 50,000 ordinary shares of TShs. 1,000,000/= each with power for the company to increase or reduce such capital and to divide the shares in the capital for the time being, whether original or increased, in different classes, and to attach thereto respectively any preferential, deferred, qualified or special rights, privileges or conditions and so that unless the conditions of issue shall otherwise expressly declare every issue of shares, whether preference or otherwise, or any such rights, privileges or conditions shall not be altered or modified except in accordance with the Articles of Association registered herewith.

We, the several persons whose names 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 our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURES OF SUBSCRIBERS
TAO WANG PLOT NO. 20 BWM – SEZ MANDELA ROAD. UBUNGO EXTERNAL. P.O. BOX 12112 DAR ES SALAAM TANZANIA	25,000 SHARES	
JIN WANG PLOT NO. 20 BWM – SEZ MANDELA ROAD. UBUNGO EXTERNAL. P.O. BOX 12112 DAR ES SALAAM TANZANIA	1,000 SHARES	

Dated this 26 day of May 2022

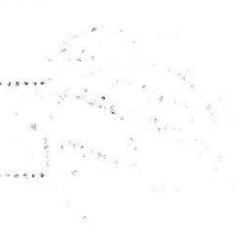
Witness to the above signatures

Name HAPPINESS MICHAEL

Signature 

Postal Address 61270

Qualifications \*ADVOCATE



## 1.2. Articles of Association

### THE COMPANIES ACT (Cap. 212) COMPANY LIMITED BY SHARES

#### ARTICLES OF ASSOCIATION OF ASIALILAC APPAREL (TANZANIA) COMPANY LIMITED

#### PRELIMINARY

##### *Interpretation*

1. In these Regulations:-

"the Act"	means the Companies Act"
"the article"	means the articles of the company
"Clear days"	in relation to the period of a notice means that period excluding the day when the notice is given or on which it is to take effect.
"the holder"	in relation to shares means the member whose name is entered in the register of members as the holder of the shares"
"the seal"	means the common seal of the company"
"secretary"	means the secretary of the company or any person appointed to perform the duties of the secretary of the company.

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

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

#### SHARE CAPITAL AND VARIATION OF RIGHTS

2. Subject to the provisions of the Act, and without prejudice to any rights attached to any existing shares, any share may be issued with such rights or restrictions, whether in regard to dividend, voting, return of capital or otherwise as the company may by ordinary resolution determine.
3. Subject to the provisions of section 61 of the Act, any shares may, with the sanction of an ordinary resolution, be issued on the terms that they are, or at the option of the company are liable, to be redeemed on such terms and in such manner as the company before the issue of the shares may by special resolution determine.
4. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of the class. To every such separate general meeting, the provisions of these Regulations relating to general meetings shall apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy one-third of the issued shares of the class and that any holder of shares of the class present in person or proxy may demand a poll.
5. The rights conferred upon the holders of the shares of any class shall hold, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.

### CORPORATIONS ACTING BY REPRESENTATIVE AT MEETINGS

- 68 Any corporation which is a member of the company may by resolution of its directors or other governing body authorize such person as it thinks fit to act as its representative at any meeting of the company or of any class of members of the company, and the person so authorized shall be entitled to exercise the same power on behalf of the corporation which he represents as the corporation could exercise if were an individual member of the company.

### DIRECTORS

69. The number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum of association or a majority of them and until such determination, the signatories to the Memorandum of Association shall be the first directors. Unless otherwise determined by ordinary resolution, the number of directors shall not be subject to any maximum but shall be not less than two. Current Directors until otherwise stated are:-
1. TAO WANG
  2. JIN WANG
  3. RIGOBERT PROTAS MASSAWE

70. The shareholding qualification for directors may be fixed by the company in a general meeting, and unless and until so fixed no qualification shall be required.

### POWERS AND DUTIES OF DIRECTORS

71. 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 this article shall not be limited by any special power given to the directors by the directors by the articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the director.
72. The directors may by power of attorney appoint any person to be the attorney or agent of the company for such purposes and on such conditions as they determine, including authority for the attorney or agent to delegate all or any of his powers.
73. The directors may exercise all the powers of the company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the company or of any third party.
74. The company may exercise the powers conferred upon the company by sections 124 to 127 of the Act with regard to the keeping of a branch register, and the directors may (subject to the provisions of those sections) make and vary such regulations as they may think fit respecting the keeping of any such register.

### DIRECTOR'S APPOINTMENTS AND INTERESTS

75. The directors may appoint one or more of their member to the office of managing director or to any other executive office under the company and may enter into an agreement or arrangement with any director for his employment by the company or for the provision by him of any service outside the scope of the ordinary duties of a director. Any appointment of a director to an executive shall terminate if he ceases to be a director, but without prejudice to any claim to damages for breach of the contract of service between the director and the company. A

managing director and a director holding any other executive office shall not be subject to retirement by rotation.

76. A director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the company shall declare the nature of his interest at a meeting of the directors in accordance with section 209 of the Act.
77. Subject to the provisions for the Act, and provided that he has disclosed to the directors the nature and extent of any material interest of his, a director notwithstanding his office-
- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the company or in which the company is otherwise interested;
  - (b) may be a director or other office of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in anybody corporate promoted by the company or in which the company may be interested;
  - (c) shall not, by reason of his office, be accountable to the company for any benefit which he derives from any such office or employment remuneration or other benefits received by him as a director or office of, or from his interest in, such other company unless the company otherwise directs.

Provided that nothing herein contained shall authorize a director his firm to act as auditor to the company.

78. For the purposes of articles 76 and 77-
- (a) a general notice given to the directors that a director is to be regarded as having an interest of the nature and extend specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has interest in such transaction of the nature and extend specified; and
  - (b) an interest of which a director has no knowledge and of which it is reasonable to expect him to have knowledge shall not be treated as an interest of his.
79. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed in such manner as the director shall from time to time by resolution determine.

#### MINUTES

80. The directors shall cause minutes to be made in books kept for the purpose-
- (a) of all appointments of officers 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 committees of directors.

### REMUNERATION AND EXPENSES, GRATUITIES AND PENSIONS

81. The remuneration of the directors shall be determined by ordinary resolution of the company and, unless the resolution otherwise provides such remuneration shall be deemed to accrue from day to day. The directors may also be paid all 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 any committee of the directors or general meetings or separate meetings of the holders of any class of shares or of debentures of the company or otherwise in connection with the business of the company.
82. The directors on behalf of the company may pay a gratuity or pension or allowance on retirement to any director who had held any other salaries office or place of profit with the company or to his widow or dependents and may make contributions to any fund and pay premiums for the purchase or provisions of any such gratuity, pension or allowance.

### DISQUALIFICATION AND REMOVAL OF DIRECTORS



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

### APPOINTMENT AND RETIREMENT OF DIRECTORS

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

### PROCEEDINGS OF DIRECTORS

88. 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 chairman of director shall, call a meeting of the directors. It shall not be necessary to give notice of a meeting directors to any director who is absent from the Tanzania.

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Dated this 26 day of May 2022

Witness to the above signatures

Name HAPPINESS MICHAEL

Signature 

Postal Address 61290

Qualifications ADVOCATE