

# **THE COMPANIES ACT 2002**

\*\*\*\*\*

**COMPANY LIMITED BY SHARES**

\*\*\*\*\*

**MEMORANDUM**

**AND**

**ARTICLES OF ASSOCIATION**

**OF**

## **AMEDICS LIMITED**

Incorporated this..... Day of ..... 2023

**DRAWN BY:**  
**JAMES JACOB JONAS FILIMBI (Subscriber)**  
**P.O.BOX 29**  
**DAR ES SALAM - TANZANIA.**

**THE COMPANIES ACT, 2002**  
**COMPANY LIMITED BY SHARES**  
**MEMORANDUM OF ASSOCIATION**  
**OF**  
**AMEDICS LIMITED**

1. The name of the company shall be "**AMEDICS LIMITED**".
2. The Registered office of the Company will be situated in Tanzania.
3. The objects for which the Company is established are: -
  - a. To undertake or engage in Medical equipment importation, supply, maintenance, and after-sales services.
  - b. To carry on the business of whole selling and retailing of medical equipment and consumables.
  - c. Dealers in pharmaceutical and laboratory equipment and reagent.
  - d. To undertake or engage in the business of the provision of a medical laboratory, including but not limited to sample testing, providing clinical advice, and interpretation of test results.
  - e. To carry on the business of buying and selling electrical cables, wires, electrical poles, and other related electrical equipment.
  - f. To engage in the business of selling, purchasing, and dealing in various pharmaceutical products, bulk drugs, medicine chemicals, and supplying healthcare equipment.
  - g. To establish financial and development projects of all types.
  - h. To carry on the business of Real estate activities. By acting as planners, designers, builders, contractors, renovators, decorators, landscapers, promoters, owners, sellers, and buyers of all types of properties. lessors, and lessees of residential houses, public houses, office blocks, apartments, housing estates, shopping malls, arcades, entertainment houses, leisure centers, leisure parks, factories, industrial buildings, warehouses, depots, god owns, parking lots, shelters of all kind. As well as finance farms, farm management, agricultural and carry out related projects, implementation, firm or corporation, or any assignment undertaken by the Company and all other related activities.

- i. To carry on all logistics or any of the business of transport, carriage, and haulage contractors. Owners and charter of road vehicles, aircraft and ships, and boats of every description and carriers of goods and passengers by road, rail, water, or air: and to establish or acquire, maintain, and operate transport services of every description both public and private. all services ancillary thereto and for such purposes or as independent undertakings to purchase, take in exchange, charter, hire, build, contract, or otherwise. Acquire and to own, operate, work, manage, maintain, repair, service, and deal with and in road vehicles, aircraft, and vessels of every supply therefore, and to conduct any such business within the country or any other state in Africa or Europe or Asia and or any other foreign country.
- j. To carry on the business of general commercial business in whatever field and sector including general mining activities and trading all kinds of minerals merchandise, general investment, import and export of whatever items. To carry on the business general investments, general traders, wholesale, and retail sales, in all business sectors and whatever field both local and international made for wholesale, retail, import, and export of all kinds of equipment, and tools, the office holds, households, food for human consumption and not limited to animal feed mills.
- k. To carry on the business and act as managers of investments and Investment companies, real estate agents, property managers, developers, valuers, decorators, and engineers. To generally be able to carry out activities of any description with regards to land, property, and real estate, investment in any type of property, buildings, lands, securities, bonds, shares, and any property act as a holding company with subsidiaries and invest in any projects as the company may think fit.
- l. To carry on the business of agriculturists, farmers, planters, grazers, breeders of the dealers in livestock, market gardeners, harbor culturists, horticulturists and dairymen and any other trade or business in connection with arboriculture, agriculture or horticulture. To carry on any of the trading, investment, development, and export agriculture mining, construction, and Tourism.
- m. To establish and carry on the business of ranching and keeping cattle, sheep, pigs, goats, poultry, bee products game, fish, prawns, and other livestock of every description, and to sell, breed, export, import, improve, prepare, deal and trade in the stock of every description. Whether live or dead and generally carry on the business as an angler, cow-keepers, farmer, miller, market gardener, and manufacturer of all kinds. Moreover, to carry on business as professional hunters, safari contractors, organizers, and operators and to equip, organize and

arrange hunting, finishing, game, and other safaris and expeditions of all kinds and descriptions whatsoever.

- n. To carry the business on all or any of the business of manufacturers, representatives, importers, exporters, buyers, and sellers (both wholesale and retail) insurance agents, land agents, general merchants, traders, and manufacturers. Moreover, dealers' agents, and representatives for goods, merchandise, materials, furniture, furnishings appliances, equipment, machinery, stores, products, provisions, commodities, substances, and effects of all kinds and establish factories for the manufacture of any of them.
- o. To carry on the business of importers, exports, 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, turners, and other household fittings and requirements. Other articles and commodities of personal, household use and consumption provisions, textiles, groceries, medicines, drugs, wines spirits, and liquors.
- p. To carry on the business of importers, exporters provisional merchants, stockiest, wholesalers, retailers, buyers, sellers, and dealers in all types of agricultural machinery, implements and equipment, plants and machinery, buses, motor cars, trucks spare parts, tires and tubes, tools and accessories for all types of automotive, motor vehicles and all kinds of industrial project machinery and equipment, electrical goods, electronic goods, leather goods, televisions sets, video cassettes, telefax, telex and accessories, computers, office equipment's, stationery and domestic appliance.
- q. To carry on the business of clearing and forwarding agents, commission agents, transporters, freighters, haulers, customs bonded warehouse and go down keepers, cargo and travel agents, insurance agents, tourist agents, manufacturers' representatives, road contractors, cargo superintendents, packers, machinery haulage specialists, warehousemen, engineers, electricians, motor cars, cabs, omnibus, lorries, oil tank and coach proprietors and transporters, civil transport 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 may from time to time determined by the company, engage in and or otherwise carry on the business as transporters and transport agents, freight forwarders.
- r. To promote tourism in Tanzania and elsewhere in Africa, to carry on the business of travel and tourist agents and tour operators, to promote

and facilitate traveling to organize hunting, tented camps, fishing and diving expeditions, safari promoters and undertakers generally, and in particular to arrange and manager hunting safaris, photo safaris adventure tours, fishing trips, handling of game trophies and animal skins, catching, harboring, transporting, wildlife and marine products of all kind.

- s. To carry on the business of real estate agents, property managers, and realty administrators of buildings, services of letting or valuation, builders, contractors for construction works, renovation, decoration, and demolition and to purchase otherwise acquire land for houses, offices, workshops, and building premises.
- t. To build, construct, alter, improve, enlarge, repair, maintain, develop, demolish, remove or replace and to work, manage, carry out, or control works 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 Directors of the Company, be likely to advance directly or indirectly the Company's interests; to clear sites for the same; to contribute to, subsidies or otherwise assist in the building, construction, alteration, repair, improvement, enlargement,
- u. To engage and or carry on the business of general civil works, engineering, buildings, road constructions renovations, office practitioners, decorators, maintainers of dilapidated buildings, plumbing, furniture manufacturers, suppliers and exporters, residential and office furnishers, and general to be designers and fabricators of all kinds of gadgets whatsoever, to be timber processors, saw millers and suppliers of all kinds of timber be hardware and building materials suppliers, manufactures of electrical equipment and suppliers of same, agriculture and irrigation farming.
- v. To carry on the business of building contractors, masonry, and general construction contractors and among other things to construct, execute, carry out, equip, improve, work, and advertise railways, tramways, docks harbors, shaves, canals, water-courses, irrigations, reclamations, sewage, drainage and other sanitary works, water, gas, electric and other supply works, houses building and erections of every kind.
- w. To purchase, take on lease, option or license, exchange or otherwise acquire in any part of the world ranches farms, lands, concessions, estates, plantations, and properties and to cultivate, improve, manage, develop or otherwise turn to account, deal with or dispose of the same

in any manner whatsoever, and likewise to acquire and deal with any agricultural, ranching, grazing, plantation, forest, fishing, and trading grants, licenses, concessions, options rights or privileges.

- x. To receive money or deposit or loan and borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures, or debenture stock (perpetual or otherwise) and to secure the repayment of money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of the company (both present and future) including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the company or any other person or company as the case may be.
- y. To carry on the business of services, consultancy, types of information technologies, computer systems, conference systems, telecommunication systems, security systems, public address systems, and data communication and to train, research, install, and after-sale services of electronic systems, voice, and data networks and any other systems or components which the company may think fit, necessary or incidental to this business.
- z. To carry on the business of architectural work and technical drawings on building and contractors, masonry, and general construction contractors, and was necessary to give consultation on the same.
- aa. To establish workshops for training in heavy-duty construction equipment handling and safety measures, high construction equipment, construction labor, and general advisory services.
- bb. To carry on the business as exporters, traders, suppliers, general merchants, stockiest, wholesalers, retailers, and dealers in the business of scrapers, agricultural machinery, implements, equipment, and all kinds of industrial projects machinery.
- cc. To carry on the business as general food processors packers and suppliers, be general suppliers of hard foods stuff and crops, grain millers, and food mixers be general exporters of fresh fruits vegetables, and flowers, to act as agents of buying and selling all kinds of motor vehicles, General supplies, buying and selling building the hardware of every description, electrical appliances, lease.
- dd. To engage in and carry out the business of proprietors and managers of hotels, restaurants, cafes, road houses, motels, safari and holiday camps, caravan sites, guest houses, apartment housekeepers,

refreshment and tea rooms, milk and snacks bars, tavern, beer house, and lodging housekeepers and to provide food and catering services to individuals, private and public institutions and to industrial and business concerns.

- ee. To carry on the business of garage proprietors and service stations for motor vehicles of all kinds, to carry on the safe keeping, cleaning, repairing, refueling, panel beating, spraying, and the general care of motor vehicles, aircraft, machinery, equipment, and plant whether moved by mechanical power or not, implements, utensils, appliances, apparatus, fuel for internal combustion engines, lubricants, cement, solutions, batteries and accessories and all things capable of being used in connection with the said businesses or the manufacture or maintenance of such vehicles, machinery, equipment, and plant.
- ff. To carry out the business of providing technical and allied services in the field of welding, metal fabrication, nondestructive testing, and quality assurances, and to provide consultancy in technical services, oil storage tank erections, and all other businesses which can be carried out in connection to the above.
- gg. To carry on all any of the wholesale and/or retail as gemstones merchants, jewelers, and/or dealers in and/or buy, sell market import export and/or general deal in all or any kinds of gemstones precious and semi-precious stones, gold silver and precious metals of whatsoever kind or description.
- hh. To purchase, take on the lease and otherwise acquire for investment or resale any estate, land, buildings, easements, and other rights and interests in immovable property or any tenure in Tanzania and elsewhere and to sell let or lease exchange or otherwise dispose of or grant rights over any immovable property, belong to the company.
- ii. To purchase, take or lease or in exchange, hire or otherwise acquire and hold any state or interest in any lands buildings, casements, rights, licenses secret processes, machinery, plants, stock, in trade, and real or personal property of any kind.
- jj. To accept payment for any property or rights sold or otherwise disposed or dealt with by the company either in cash, by installment, or otherwise or in full or partly paid-up shares of the company or corporation, with or without deferred or preferred or guaranteed rights.
- kk. To carry any other trade or business the Company in connection with the above business or the general business of the company can in the

opinion of the Board of Directors advantageously carry whatever which on.

- ll. To act as agents for the sale and purchase of any stock shares or securities or for any other monetary or mercantile transactions.
- mm. To act as executors and trustees of wills and settlements made by customers and others, undertake, and execute trusts of all kinds.
- nn. To do all or any of the above things in any part of the world and either as principals, agents, trustees, contractors, or otherwise, and either alone or in conjunction with others and either or through agents, sub-contractors, trustees, and otherwise.
- oo. To remunerate any person, firm, or company rendering services to this company, whether by cash payments or by allotment to him or them of shares or securities of the Company credited and paid in full or in part, otherwise.
- pp. To invest and deal with the money of the Company not immediately required, upon such securities and in such manner, as may from time to time be determined.
- qq. To distribute among the members in pieces any property of the company, or any proceeds of sale or disposal of any property of the company.
- rr. To draw, make, accept, endorse, discount execute, and issue promissory notes, bills of lading, warrants, debentures, and negotiable or transferable instruments.
- ss. To act as agents or brokers, and as trustees for any person firm, or company, and to undertake and perform sub-contracts and also to act in any other business of the company through or using agents, brokers, sub-contractors, or others.
- tt. To obtain any provisional order, ordinance, or act of Parliament for enabling the Company to carry any of it is objects into effect, or for affecting any modification of the Company's constitution, or any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated, directly or indirectly to prejudice the company's interest.
- uu. To take or otherwise hold shares in any other company having objects altogether or in part similar to this company, or carrying on any

business capable of being conducted so as directly or indirectly to benefit the company.

- vv. To transact or carry on all kinds of Agency business and in particular about the investment of money, the sale of property, and the collection and receipt of money.
- ww. To do all other things as may be deemed incidental or conducive to the entertainment of the objects or any of them.
- xx. And it is hereby declared that:-
  - i. The word "company" in this clause, except where used about this Company, shall be deemed to include any partnership or other body of persons, whether corporate or incorporate, and whether domiciled in the United Republic of Tanzania or elsewhere.
  - ii. The object specified in each of the paragraphs of the paragraph of this clause shall be regarded as an independent object, and accordingly shall in no way be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph of the name of the Company but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraphs defines the objects of the separate and distinct compound.
  - iii. That the meaning of any general word or words in any paragraph of this clause shall not be restricted by being construed ejusdem generis with any particular word or words in the same paragraph.

- 4. The Liability of the Members is **Limited**.
- 5. The capital of the Company is **TZS One Hundred Million (100,000,000/=) Divided into One Hundred (100) shares of TZS One Million (1,000,000/=) each**. The Company shall have powers to increase its capital and to divide the shares in its capital for the time being into several classes of stock or shares and to attach thereto respectively such preferential, deferred, or special rights, privileges, or conditions as may be determined by or by the Articles of Association of the Company.

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

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS	NUMBER OF SHARES TAKEN	SIGNATURE
JIE ZHANG LINYI, BULDING 1 XINGYUAN, NO 12. TIANJIN ROAD - CHINA	67	張杰
YAN FEI SHENZHEN, BUILDIND NO 298, MUDUN VILLAGE - CHINA	5	FEI YAN
JAMES JACOB JONAS FILIMBI P.O.BOX 29 DAR ES SALAAM	1	James

Dated at Dar es Salaam this 06<sup>TH</sup> Day of APRIL 2023

**Witness:** to the above signatures:

Name: GODFREY MARTIN SILAYO

Signature:

Postal Address: P.O.BOX 60706 DAR ES ALAAM

Qualification: **ADVOCATE**



**THE COMPANIES ACT NO 12 OF 2002**

**COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION OF**

**AMEDICS LIMITED**

**INTERPRETATION**

1. In these articles:

**"The Act"** This means the Companies Act, Cap 212.

**"The articles"** This means the articles of association of the company.

**"clear days"** The period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

**"The seal"** This means the Common Seal of the Company.

**"Secretary"** Shall mean any person appointed to perform the duties of Secretary of the Company;

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

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

**PRIVATE COMPANY**

2. The Company is a Private Company and accordingly:

- a. The right to transfer shares is restricted in the manner hereinafter prescribed.
- b. The number of members of the company (exclusive of persons who are in the employment by the Company and of persons who have been formerly in the employment by the company while in such employment to be a member of the company) is limited to fifty, provided that where to or more persons hold one or more shares in the company jointly they shall for this regulation be tested as a single member.
- c. Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.

- d. The Company shall not have the power to issue share warrants to the bearer.

## **MEMBERS**

3. The number of members with which the company proposes to be registered is **THREE** but the directors may from time to time register an increase of members.
4. The subscribers to the memorandum of association and such other persons as the directors shall admit to membership shall be members of the company.

## **GENERAL MEETINGS**

5. The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year and shall specify the meeting as such in the notice calling it, and not more than fifteen months shall elapse between the date of one annual general meeting of the company and that of the next.

Provided that so long as the company holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place, as the directors shall appoint.

6. All general meetings other than annual general meetings shall be called extraordinary general meetings.
7. The directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or in default, may be convened by such requisitionists, as provided by section 133 of the Act. If at any time there are not within Tanzania sufficient directors capable of acting to form a quorum, any director or any two members of the company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meeting may be convened by the directors.

## **NOTICE OF GENERAL MEETINGS**

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

If a meeting of the company shall, notwithstanding that it is called by shorter notice than that specified in this article be deemed to have been duly called if it so agreed: -

- a. in the case of a meeting called the annual general meeting, by all the members entitled to attend and vote thereat; and
  - b. in the case of any other meeting, by a majority in the number of the members having a right to attend and vote at the meeting, being a majority together representation not less than ninety – five percent of the total voting rights at that meeting of all the members.
9. Subject to the provisions of the articles, the notice shall be given to all the members, to all persons entitled to a share in consequence of the death or bankruptcy of a member, and to the directors and auditors. The accidental omission to give notice of a meeting to, or the non-receipt to notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

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

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

the members present shall choose one of their members to be a chairman of the meeting.

15. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice of the adjourned meeting shall be given specifying the time and place of the meeting and the general nature of the business to be transacted. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
16. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands demand:-
  - a. by the chairman; or
  - b. by at least (three) members present in person or by proxy; or
  - c. By any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll is so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to the effect in the book containing the minutes of proceedings of the company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favor of or against such resolution.

The demand for a poll may, before the poll is taken, be withdrawn.

17. Except as provided in Article 18, if a poll is duly demanded it shall be taken in such manner as the chairperson directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
18. In the case of an equality of votes, whether on a show of hands or a poll, the chairperson of the meeting shall be entitled to a second or casting vote.
19. A poll demanded on the election of a chairperson, or a question of adjournment, shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time as the chairman of the meeting

directs, and any business other than upon which a poll has been demanded may be preceded with pending the taking of the poll.

20. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall have effect as if it had been passed at a general meeting duly convened and held and consist of several instruments in the like form each executed by or on behalf of one or more member.

**VOTE OF MEMBERS**

21. B Every member shall have one vote.

22. A member in respect of whose estate a manager has been appointed under section 26 of the Mental Diseases Act, may vote, whether on a show of hands or a poll, by his said manager, and any such manager may, on a poll, vote by proxy.

23. No member shall be entitled to vote at any general meeting unless all money presently payable by him to the company has been paid.

24. On a poll, votes may be given either personally or by proxy.

25. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing, or, if the appointer is a corporation, either under the sea) or under the hand of an officer or attorney duly authorized. A proxy need not be a member of the company.

26. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the company or such other place within the Territory as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting of adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

27. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

**AMEDICS LIMITED"**

.....Limited  
I/We ..... of ....., being a member/ members of the above-named company, hereby appoint ....., of or failing him

..... of ....., as my/our proxy to vote for me/us on my/our behalf at the {annual or extraordinary, as the case may be} general meeting of the company to be held on ..... the day of ..... 20..... and at any adjournment thereof.

**Signed this ..... Day off ..... 20 ....."**

28. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:

**"AMEDICS LIMITED"**

I/We .....of ..... Being a member/members of the above-named company, hereby appoint of..... of or failing Him ..... of ..... as my/our proxy to vote for me/us on my/our behalf at the {annual or extraordinary, as the case may be} general meeting of the company to be held on the day of.....202..... and at any adjournment thereof.

**Signed this ..... Day off ..... 20 ....."**

This form is to be used\* in favor of/against the resolution. Unless otherwise instructed, the proxy will vote as he thinks fit.\*Strike out whichever is not desired"

29. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
30. A vote given by the terms of an instrument of the proxy, or poll demanded by proxy, or by the duly authorized representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the company at its registered office (or at such other place at which the instrument of proxy was duly deposited) before the commencement of the meeting or adjourned meeting at which the proxy is used.

**CORPORATIONS ACTING BY REPRESENTATION AT MEETINGS**

31. Any corporation which is a member of the company may be the resolution of its directors or other governing body to authorize such person as it thinks fit to act as its representative at any meeting of the company, and the person so authorized shall be entitled to exercise the same powers on behalf of the

corporation which he represents as that corporation could exercise if it were an individual member of the company.

## **DIRECTORS**

32. 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.
33. The following persons shall be the first Directors of the Company: -
- a. **JIE ZHANG**
  - b. **YAN FEI**
  - c. **JAMES JACOB JONAS FILIMBI**
34. The Company in general meetings shall from time to time determine the remuneration of the directors. Such remuneration shall be deemed to accrue from day to day. The directors shall also be paid all traveling, hotel, and other expenses properly incurred by them in attending and returning from meetings of the directors or any committee of the directors or general meetings of the company or in connection with the business of the company.

## **FORFEITURE OF SHARES**

35. If a member fails to pay any call or installment of a call on the day appointed for payment thereof, the Directors may, at any time thereafter during such time as any part of such call or installment remains unpaid, serve o notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have incurred, and all expenses that may have been incurred by the Company because of such non-payment of or before the time appointed the shores in respect of which the call was made will be liable to be forfeited.

## **BORROWING POWERS**

36. The director may exercise all the powers of the company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock, and other securities, whether outright or as security for any debt, liability or obligation of the company or any third party.

## **POWERS AND DUTIES OF DIRECTORS**

37. Subject to the provisions of the Act, the memorandum, and the articles and to any directors given by special resolution, the directors, who may exercise all the powers of the company, shall manage the business of the Company. No

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

38. 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.
39. All cheques, promissory notes, drafts, bills of exchange, and other negotiable instruments, and all receipts for amounts of money paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the directors shall from time to time by resolution determine.
40. The directors shall cause minutes to be made in books provided for the purpose:
  - a. of all appointments of officers made by the directors;
  - b. of the names of the directors present at each meeting of the directors and of any committees of the directors;
  - c. Of all resolutions and proceedings at all meetings of the company, and the directors, and committees of directors.

#### **DISQUALIFICATION OF DIRECTORS**

41. The office of the director shall be vacated if the directors:-
  - a. Without the consent of the company in general meeting holds any other office of profit under the company; or
  - b. Becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - c. Ceases to be a director by any provision of the Act or becomes prohibited by law from being a director; or
  - d. Becomes of unsound mind; or
  - e. Resigns his office by notice in writing to the company; or
  - f. Is directly or indirectly interested in any contract with the company and fails to declare the nature of his interest in the manner required by the Act.

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

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

42. The directors may appoint a person who is to act to be a director, either to fill a vacancy or as an additional director, but so that the total number of directors shall not at any time exceed the number fixed by or by these articles. Any director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election.
43. The company may by ordinary resolution, of which special notice had been given by section 144 of the Act, remove any director before the expiration of his period of office notwithstanding anything in the article or any agreement between the company and such director. Such removal shall be without prejudice to any claim such director may have for damages for breach of any contract of service between him and the company
44. The company may by ordinary resolution appoint another person in place of a director removed from office under the immediately preceding article. Without prejudice to the powers of the directors under Article 40 the company in general meetings may appoint any person to be a director either to fill a vacancy or as an additional director.

#### **PROCEEDING OF DIRECTORS**

45. Subject to the provisions of the articles, the directors may regulate their meetings as they think fit. Questions arising at a meeting shall be decided by a majority of votes. In case of an equality of votes, the chairman shall have a second or casting vote. A director may, and the secretary at the request of a director shall call a meeting of the directors. It shall not be necessary to give notice of a meeting of directors to any directors who are absent from Tanzania.
46. The quorum necessary for the transaction of the business of the directions may be fixed by the directors and unless so fixed shall be two.
47. The continuing directors may act notwithstanding any vacancy but, if and so long as their number is reduced below the number fixed by or under the articles of the act to increase the number of directors to that number, or summon a general meeting of the company, but for no other purpose.
48. The directors may appoint one of their members to be the chairman of the board of directors and determine the period for which he is to hold office. Unless he is unwilling to do so, the director so appointed shall preside at every meeting of directors at which he is present. But if no such chairman is appointed, or if he is unwilling to preside, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same,

the directors present may choose one of their members to be chairman of the meeting.

49. The directors may delegate any of their powers to any committee consisting of one or more directors; any committees so formed shall in the exercise of the powers so to any such regulations, the proceedings of a committee with two or more members shall be governed by the articles regulating the proceedings of directors so far as they are capable of applying.
50. All acts done by a meeting of the directors or a committee of directors or by a person acting as a director shall, notwithstanding that it be afterward discovered that there was some defect in the appointment of any such director, or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and was entitled to vote.
51. A resolution in writing signed by all the directors entitled to receive notice of a meeting of the directors, or a committee of directors, shall be as valid and effectual as if it had been passed at a meeting of the directors or {as the case may be} a committee of directors duly convened and held, and may consist of several documents in the like form each signed by one or more directors.

#### **SECRETARY**

52. The Secretary shall be appointed by the directors for such term, at such remuneration, and upon such conditions, as they may think fit; and any secretary so appointed may be removed by them.
53. A provision of the Act or these articles requiring or authorizing a thing to be done by or to a director and the secretary shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, the secretary.

#### **THE SEAL**

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

#### **ACCOUNTS**

55. The directors shall cause proper books of account to be kept concerning:
  - a. All sums of money received and expended by the company and the matters in respect to which the receipt and expenditure take places

- b. All sales and purchase of goods by the company; and
- c. The assets and liabilities of the company.

56. Property books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the company's affairs and to explain its transactions.
57. The books of account shall be kept at the registered office of the company, or subject to section 151 (4) of the Act, at such other place or places as the directors think fit, and shall always be open to the inspection of the directors.
58. No member shall (as such) have the 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.
59. The directors shall from time to time by sections 153,155 and 150 of the Act, cause to be prepared and to be laid before the company in general meeting, such profit and loss accounts, balance sheets, group accounts (if any), and reports as are referred to in those sections.
60. By section 164 of the Act, a copy of the company's annual accounts is to be laid before the company in general meeting together with a copy of the directors' report, and the auditors shall not less than twenty –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 debentures.

#### **AUDIT**

61. Auditors shall be appointed and their duties are regulated by sections 170 to 179 of the Act.

#### **NOTICE**

62. Any notice to be given to or by any person under the articles shall be in writing except that a notice calling a meeting of directors need not be in writing. The company may give any notice to a member either personally or by sending it by post in a prepared envelope addressed to the member at his registered address, or by leaving it at that address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected at the expiration of seventy – two hours after the letter containing the same was posted. A member whose registered address is not within Tanzania and who gives to the company an address within Tanzania at which notices may be given him shall be entitled to have notices given to him at that address, but

otherwise, no such member shall be entitled to receive any notice from the company.

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS	NUMBER OF SHARES TAKEN	SIGNATURE
JIE ZHANG LINYI, BUILDING 1 XINGYUAN, NO 12. TIANJIN ROAD - CHINA	67	张杰
YAN FEI SHENZHEN, BUILDING NO 298, MUDUN VILLAGE - CHINA	5	FEI YAN
JAMES JACOB JONAS FILIMBI P.O.BOX 29 DAR ES SALAAM	1	

Dated at Dar es Salaam this 06<sup>TH</sup> Day of APRIL 2023

**Witness:** to the above signatures:

Name: GODFREY MARTIN SILAYO

Signature:

Postal Address: P.O. BOX 60706 DAR ES SALAAM

Qualification: **ADVOCATE**

