

THE COMPANIES ACT 2002

COMPANY LIMITED BY SHARES

Memorandum

AND

Articles of Association

OF

GOLD STARD TRADING COMPANY LIMITED

Incorporated this _____ day of _____, 2016

Drawn By
Mi Guoen
Subscriber
P.O.BOX 19080
DAR ES SALAAM.

UNITED REPUBLIC OF TANZANIA

Certificate of Incorporation

No.

I HEREBY CERTIFY that

GOLD STARD TRADING COMPANY LIMITED

Is 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 Sixteen*

Registrar of Companies

TANZANIA
Stamp: Entry Stamp
Stamp: No. 61913-6/1/2016
Signature

TANZANIA
Stamp: Entry Stamp
Stamp: No. 61913-6/1/2016
Signature

THE COMPANIES ACT, 2002
COMPANY LIMITED BY SHARES
MEMORANDUM

OF

GOLD STARD TRADING COMPANY LIMITED.

1. The name of the Company is "GOLD STARD TRADING COMPANY LIMITED
2. The registered office of the Company will be situated in the United Republic of Tanzania.
3. The objects for which the Company is established are:-
 - (a) To carry out business of agriculture activities,
 - (b) To carry out business of importation and exportation of agriculture equipment and all kind related,
 - (c) To carry out the business of company secretaries and registrars and to act as secretaries of and registrars for companies and other bodies corporate or unincorporated and to provide accounting, book-keeping, secretarial, office equipment, telephone and other services and staff and otherwise assist on the management, administration and conduct of the business of any such companies and other bodies corporate or unincorporated and, in particular but without limiting the generality of the foregoing, to act as consultants, advisors in all matters relating to business management and administration and to enter into contracts for the provision of any such services;
 - (d) To act as agents or managers in carrying out any business concerns and undertakings and to employ experts to investigate and examine into the condition, management, prospects, value and circumstances of any business, concerns and undertakings and generally of any assets, property or rights of any kind;
 - (e) To provide support services to individuals, firms, companies, local authorities, governments and others; such services to include but not limited to arranging and procuring investment and business permits, business licenses, work permits, hotel bookings and

accommodations, private accommodations, reservations including reservations for travel by air, rail, road, sea or lake, aircraft charters, car hire, haulage, truck hire, passenger and baggage transport, to provide internet facilities and other telecommunications services and to provide other services relating to clerical, accounting and secretarial services and to provide furnished office accommodation on rental;

- (f) To undertake and execute trusts of every kind and to undertake the office of executor, administrator, committee, attorney, treasurer, manager, depository, or agent or any other office or situation of trust or confidence, whether gratuitously or otherwise, lawfully exercisable by a trustee, and to act therein and perform the duties and functions incidental thereto, either in the name of the company or otherwise as may be deemed necessary or expedient, and generally to transact all kinds of trust or agency business whether gratuitously or otherwise;
- (g) To sell, lease, let Mortgage or otherwise dispose of the land, houses buildings, motor vehicles and any other property of the Company.
- (h) To undertake or direct the management of the properties, buildings, lands and estates (of any tenure or kind) of any persons, whether members of the company or not, in the capacity of stewards of receivers or otherwise.
- (i) To carry out the tourism and adventure safaris, lodging, clearing and forwarding and general public transport.
- (j) To borrow or raise money or secure the payment of money by the issuance of or upon bonds, debenture stock, bills of exchange, promissory notes or other obligations or securities of the Company, or by mortgage or charge of all or any part of the property or rights of the company, including its uncalled capital, or by sub-mortgage of or sub-charge upon any stocks, security of the property mortgaged to or charged in favour of the Company, Any such mortgage or charge which may be in favour of such person or persons as trustee or trustees or otherwise and with such powers as the company shall think fit;
- (k) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, letters of credit, warrants and other negotiable or transferable instruments

- (l) To buy, sell or otherwise dispose of, and deal with any real property of personal nature and any stocks, funds, shares and securities of every description on commission or otherwise, or to act as agent for any of the above or the like purpose.
- (m) To enter into partnership, or into any arrangement for sharing profits, union of interests, or co-operation with any person, partnership or company carrying out or about to carry out any business which this company is authorized to carry out, or any business or transaction capable of being conducted so as directly or indirectly to benefit the company, and to take or otherwise acquire and hold stock or shares in such company.
- (n) To process pensions, allowances, gratuities and bonuses to officers, employees or ex-employees of the company or the dependants of such persons, to establish to maintain or concur in establishing and maintaining trusts, funds or scheme (whether contributory) with a view to providing pensions or other benefits for any such persons as aforesaid and their dependants and to institute and maintain any club or other establishment for the benefit of the company's employees;
- (o) To carry out the business of real property developers, general contractors, traders investors, and generally to deal with all acts and things which in the opinion of the Company or the directors may conveniently or profitably, or usefully acquired and be dealt with by the company in connection to the business aforesaid.
- (p) To carry out the business of Computer Networking, Computer hardware and software sales and services, Computer consultancy, Computer bureau, system analysis and design, Software program development, sales of Computer stationers, consumable and accessories and to carry on any other business related to computer and information Technology.
- (q) To carry out the business of forestry produce and products, mining and minerals, and any natural resources related business by extracting selling, buying, importing and exporting.
- (r) To carry out the business as general building and civil works contractors, valuation architectural building conservators and to render architectural services and to manufacture, fabricate and supply all kinds of building materials.

- (s) To construct, equip and maintain civil works, vehicles, or other vehicles appropriators and carriers of goods and to carry on business as transport agents, carmine, cargo superintendents of warehouses and as engineers and electricians.
- (t) To carry out the business as importers, exporters and dealers in all types of electronic and electrical equipment industrial, printing and phototypesetting machines, industrial control systems, office machines, and sound systems and sellers of automobile and machinery spare parts and accessories of the mentioned.
- (u) To process, buy, sell and deal in every kind of crop or produce of the soil, quarry, mining, gemstone, diamond, whether natural or partly processed or otherwise and to deal in every kind of minerals and crop or produce of the soil.
- (v) To engage in the business and trade as manufacturers, assemblers, distributors, buyers, sellers and installers of air-conditioners, refrigerators and air-cooling systems both for domestic and industrial usage.
- (w) To carry out all or any of the business of manufactures, dealers and workers in oil refinery and transportation thereof, minerals of all kinds, cement, lime plasters whiting, clay, gravel, sand minerals, coral, shale, earth, coke, fuel, artificial stone, and builders requisites and conveniences of all kinds, and of engineers, ship, barge, lighter and truck owners, quarry owners, builders, general contractors and carriers.
- (x) To purchase, take on lease or otherwise acquire freehold and other lands, properties, mines, land and mineral properties and also grants, concessions, leases, claims, licenses of or other interests in mines, mining rights, lands, mineral properties, water rights, and either absolutely or conditionally, and either solely or jointly with other
- (y) To carry out all or any of the businesses of consultants in marketing, management and information technology, to carry out research work calculated to advance any business or activity which the Company is authorized to carry out, or in any way related to or connected to any such business or activity to institute, promote or undertake any educational work or training which may be though advantageous to the Company or conducive to the welfare of its employees, to pay or contribute to the expense or such research or education work or training as aforesaid, to employ or engage persons to conduct and carry out the same and subscribe or

contribute to the funds or any institutions, society or organization (commercial or otherwise) which undertakes, promotes, conducts or carries out any such research or educational work or training as aforesaid.

- (z) To develop the resources of and turn to account any lands and any rights over or connected with lands belonging to or in which the Company is interested and in particular by clearing, draining, fencing, planting, cultivating, building, improving, farming, irrigating, grazing and by the establishment of towns, villages and settlements.
- (aa) To carry out, develop, extend and turn to account the said business and any other trade or business whatsoever which can in the opinion of the Company be advantageous or conveniently carried out by the Company by way of extension or in connection with any of its business or is calculated directly or indirectly to develop any branch or the Company's business or to increase the value of or turn to account any of the Company's property or rights.
- (bb) To acquire and hold shares, stocks, debentures, debenture stock, scrip, bonds, notes, securities and obligations, issued or guaranteed by any company constituted or carrying out business in any part of the world, funds, loans securities or obligations of or issue or guaranteed by any government, state or dominion, public body or authority, supreme, municipal, local or otherwise, whether at home or abroad.
- (cc) To purchase, take on lease, or by any other means acquire, any lands, shops, building, offices, foundries, furnaces, factories, mills, works, wharves and any real or personal property or rights whatsoever.
- (dd) To build, construct, maintain, alter, enlarge, pull down, remove and replace any shops, buildings, offices, foundries, furnaces, factories, mills, works, walls, wharves, roads, railways, tramways, machinery, engines, fences, banks, dams, sluices or watercourses, and to carry out any other works which may be convenient or necessary in connection with any business or object of the Company.
- (ee) To carry out business as carriers by land, sea or air, and as railway and tramway owners, harbingers, lighter men, warehousemen, ship-owners, transport contractors, builders and owners of aircraft and vessels of all kinds, locomotives, traction engines motors,

wagons and rolling stock and as shipping agents and forwarders of goods.

- (ff) To carry out any other business, whether financial, manufacturing or otherwise, which may seem to the Company capable of being conveniently carried out in connection with any business of the Company or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or assets.
- (gg) To acquire and take over the whole or any part of the business, property and liabilities of any company or person carrying on any business which the Company is authorized to carry on, or possession of any property or assets suitable for the purposes of the Company.
- (hh) To distribute any of the Company's property or assets among members in specie.
- (ii) To procure the registration or incorporation of the Company in or under the laws of any place outside the United Republic of Tanzania.
- (jj) To do all or any of the above things in any part of the world, and either as principal, agent trustee or otherwise, and either alone or in conjunction with others, and by or through agents, sub-contractors, trustees or otherwise.
- (kk) To do all such other things that are incidental to the above activities that are conducive to the attainment of the above objects or any of them and general commercial company business as are or the Company may think.

AND it is hereby declared that the word "**Company**" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Tanzania or elsewhere, and that the intention is that each of the objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be an independent main object and be in no wise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

4. The liability of the members is limited.

5. The share capital of the Company is Tanzania Shillings Seven Hundred Million (Tshs. 700,000,000/=) divided into One Thousand (1,000) Ordinary shares of Tanzania Shillings Seven Hundred Thousand (700,000/=) each. Subject and without prejudice to the rights attached to any class or the Company, whether part of the original or any increased capital of the Company, may be issued with any special qualified, preferred or differed rights and privileges or conditions as to capital, dividends, rights or voting or other matters, but so that any such rights, privileges or conditions shall not be altered or modified except in accordance with the Articles of Association of the Company for the time being in force.

WE, the several persons whose names, addresses and occupations 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, postal Address and Occupations of Subscribers	Number of shares taken by each subscriber	Signature of Subscribers
1. GUO LIANGCHEN, P. O. BOX 19080, <u>DAR ES SALAAM.</u>	500	郭良晨
2. MI GUOEN, P. O. BOX 3060, <u>DAR ES SALAAM.</u>	500	米国恩

Dated this DISM day of 06 JANUARY, 2016.

Witness to the above signatures:-

Name _____

Signature _____

Postal Address _____

Qualification _____



6/11/2016
6/11/2016
6/11/2016

6/11/2016
6/11/2016
6/11/2016

THE COMPANIES ACT 2002
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
GOLD STARD TRADING COMPANY LIMITED

PRELIMINARY

- 1 The regulations contained in Table A Part I and II in the Schedule to the Companies Act 2002 shall not apply to this company.

INTERPRETATION

- 2 In these regulations:-
 - (a) "the Act" means the Companies Act 2002;
 - (b) "the Articles" means the articles of the company;
 - (c) "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;
 - (d) "the holder" in relation to shares means the member whose name is entered in the register of members as the holder of the shares;
 - (e) "the seal" means the common seal of the company;
 - (f) "Secretary" means the secretary of the company or any person appointed to perform the duties of the secretary of the company.
 - (g) 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.
 - (h) 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.

PRIVATE COMPANY

- 3 The company is a private company and accordingly:
- (a) The right to transfer shares is restricted in manner hereafter prescribed.
 - (b) The members of the company (exclusive of persons who are in the employment of the company and of persons, who having been formally in the employment of the company, were while in such employment and have continued after the termination of such employment to be members of the company) is limited to fifty; PROVIDED THAT where two or more persons hold one or more shares in the company jointly, they shall for the purpose of this Article be treated 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 power to issue share warrants to bearer.

SHARE CAPITAL AND VARIATION OF RIGHTS

- 4 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.
- 5 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.
- 6 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 by proxy may demand a poll.

- 7 The rights conferred upon the holders of the shares of any class shall not, 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.
- 8 The company may exercise the powers of paying commissions conferred by section 56 of the Act. Subject to the provisions of the Act, such commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other.
- 9 Except as required by law, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share or (except as otherwise provided by the Articles or by law) any other rights or interests in respect of any share except an absolute right to the entirety thereof in the registered holder.

SHARE CERTIFICATES

- 10 Every member, upon becoming the holder of any shares, shall be entitled without payment to receive within two months after allotment or lodgement of transfer (or within such other period as the conditions of issue shall provide) one certificate for all the shares of each class held by him (and, upon transferring a part of his holding of shares of any class, to a certificate for the balance of such holding) or several certificates each for one or more of his shares upon payment for every certificate after the first such reasonable sum as the directors may determine. Every certificate shall be sealed with the seal and shall specify the number, class and distinguishing numbers (if any) of the shares to which it relates and the amount or respective amounts paid thereon. In respect of a share of shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one joint holder shall be sufficient delivery to all joint holders.
- 11 If a share certificate is defaced, worn out, lost or destroyed, it may be renewed on such terms (if any) as to evidence and indemnity and payment of expenses reasonably incurred by the company in investigating evidence as the directors may determine but otherwise free of charge, and (in the case of defacement or wearing out) on delivery up of the old certificate.

- 18 The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
- 19 If a call remains unpaid after it has become due and payable, the person from whom the sum is due shall pay interest on the amount unpaid from the day it became due and payable to the time of actual payment at the rate fixed by the terms of allotment of the share or, if no rate is fixed, at a rate not exceeding five percent per annum as the directors may determine, but the directors may waive payment of such interest wholly or in part.
- 20 An amount payable in respect of a share on allotment or at any fixed date, whether in respect of nominal value or premium or as an instalment of a call, shall be deemed to be a call, and if it is not paid the provisions of the Articles shall apply as if that amount had become due and payable by virtue of a call.
- 21 Subject to the terms of allotment, the directors may, on the issue of shares, differentiate between the holders as to the amount of calls to be paid and the times of payment.
- 22 The directors may, if they think fit, receive from any member willing to advance the same, all or any part of the moneys un-called and unpaid upon any shares held by him, and upon all or any of the moneys so advanced may (until the same would, but for such advance, become 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 directors and the members paying such sum in advance.

TRANSFER OF SHARES

- 23 All transfers of shares may be effected by transfer in writing in usual common form under hand only and subject to the approval of the directors.
- 24 Save as herein otherwise provided no share or interest therein, may be transferred or disposed of to a person who is not a member of the company so long as any member thereof is willing to purchase the same at fair value. Such fair value shall be determined by the directors of the company as and when such occasion for sale or transfer arises and such determination of the directors shall be acceptable by all the parties as fair value. Upon refusal by all the members of the company to buy the shares of a member such last mentioned member shall be entitled to sell such shares to any persons and the directors shall register or cause to be registered the transfer relating to such shares subject to the provisions of Article 26.

- 25 The instrument of transfer of a share shall be signed by or on behalf of the transferor and transferee and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register in respect thereof.
- 26 The directors may refuse to register the transfer of a share (not being a fully paid share) to a person of whom they do not approve, and they may also decline to register the transfer of a share on which the company has a lien. They may also refuse to register a transfer unless:
 - (a) it is lodged at the office or such other place as the directors may appoint, and is accompanied by the certificate of the shares to which it relates, and such other evidence as the directors may reasonably require to show the right of the transferor to make the transfer; and
 - (b) it is in respect of only one class of share; and
 - (c) it is in favour of not more than four transferees.
- 27 The directors may in their absolute discretion and without assigning any reason there for, decline to register any transfer of any shares, whether or not it is a fully paid share.
- 28 Subject to any other provisions of the Articles, if the person so becoming entitled shall elect to register himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects. If he shall elect to have his nominee registered he shall testify his election by executing to his nominee a transfer of such share. All the limitations, restrictions and provisions of these Articles, relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the member had not occurred and the notice or transfer executed by such member.
- 29 A person becoming entitled to a share in consequence of the death or bankruptcy of a member shall be entitled to receive and may give a good discharge for all dividends and other moneys payable in respect thereof, but shall not be entitled to receive notice of or to attend or vote at meetings of the company, or, save aforesaid, to any of the rights or privileges of a member until he shall have become a member in respect of the share.
- 30 If the directors refuse to register a transfer they shall within sixty days after the date on which the transfer was lodged with the company send to the transferee notice of the refusal.
- 31 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.

- 32 No fee shall be charged for the registration of any instrument of transfer or other document relating to or affecting title to any share.

TRANSMISSION OF SHARES

- 33 In case of the death of a member, the survivor or survivors where the deceased was a joint holder, and the personal representatives of the deceased where he was a sole holder or the only survivor of joint holders, shall be the only persons recognised by the company as having any title to his interest in the shares; but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
- 34 Any person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence being produced as may from time to time properly be required by the directors and subject as hereinafter provided, either elect by notice to the company to be registered as holder of the share, or elect to have some person nominated by him registered as the transferee in which case he shall execute the appropriate instrument of transfer. All the Articles relating to the right to transfer of shares shall apply to any such notice or transfer as if it were an instrument of transfer executed by the member and the death or bankruptcy of the member had not occurred.
- 35 A person becoming entitled to a share by reason of the death or bankruptcy of the holder shall have the rights to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as the holder of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company.

FORFEITURE OF SHARES

- 36 If a call remains unpaid after it has become due and payable, the directors may give to the person from whom it is due not less than fourteen clear days notice requiring payment of the amount unpaid, together with any interest which may have accrued. The notice shall name the place where payment is to be made and shall state that if the notice is not complied with, the shares in respect of which the call was made will be liable to be forfeited.
- 37 If the notice is not complied with, any share in respect of which it was given may before the payment required by the notice has been made, be forfeited by a resolution of the directors to that effect and the forfeiture shall include all dividends or other moneys payable in respect of the forfeited shares and not paid before the forfeiture.

- 43 Unless otherwise stated the terms of the issue of the new shares shall be subject to the same provisions with reference to the payment of calls, lien, transfer, transmission, forfeiture, and otherwise as the original capital.

ALTERATION OF CAPITAL

- 44 Subject to the provisions of section 65 of the Act, the company may by ordinary resolution:-
- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
 - (b) sub-divide its existing shares, or any of them, into shares of smaller amount than is fixed by the memorandum of association;
 - (c) cancel shares which, at the date of the passing of the resolution, 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.
- 45 Whenever as a result of a consolidation of shares any members would become entitled to fractions of a share, the directors may, on behalf of those members, sell the shares representing the fractions for the best price reasonably obtainable to any person (including subject to the provisions of this Act, the company) and distribute the net proceeds of sale in due proportion among those members, and the directors may authorise some person to execute an instrument of transfer of the shares to or in accordance with the directions of the purchaser. The transferee shall not be bound to see to the application of the purchase money nor shall his title to the share be affected by any irregularity in or invalidity of the proceedings in reference to the sale.
- 46 Subject to the provisions of sections 69 to 72, the company may by special resolution reduce its share capital, any capital redemption reserve fund or any share premium account in any way.

GENERAL MEETINGS

- 47 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 notices 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.

- 53 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 authorised representative of a corporation shall be a quorum.
- 54 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the member or members present shall be a quorum.
- 55 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) be present within fifteen minutes after the time appointed for the holding of the meeting and willing to act, the directors present shall elect one of their number to be chairman of the meeting and, if there is only one director present and willing to act, he shall be chairman.
- 56 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 numbers to be the chairman of the meeting.
- 57 A director shall, notwithstanding that he is not a member, be entitled to attend and speak at a general meeting and at any separate meeting of the holders of any class of shares in the company.
- 58 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 specifying the time and place of the meeting and the general nature of the business to be transacted at an adjourned meeting shall be given. 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.
- 59 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) demanded:

(a) By the chairman or;

VOTES OF MEMBERS

- 66 Subject to any rights or restrictions attached to any share or class or classes of shares, on a show of hands every member (being an individual) present in person or (being a corporation) present by a duly authorised representative, not being himself a member entitled to vote, and on a poll every member shall have one vote for each share of which he is the holder.
- 67 In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose seniority shall be determined by the order in which the names stand in the register of members.
- 68 A member in respect of whose estate a manager has been appointed under section 26 of the Mental Diseases Ordinance, may vote, whether on a show of hands or on a poll, by his manager, and any such manager may, on a poll, vote by proxy.
- 69 No member shall be entitled to vote at a general meeting or at a separate meeting of the holders of any class of shares in the company unless all calls or other sums presently payable by him in respect of shares in the company have been paid.
- 70 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any objection made in due time shall be referred to the chairman of the meeting, whose decision shall be final and conclusive.
- 71 On a poll votes may be given either personally or by proxy. A member may appoint more than one proxy to attend on the same occasion. A proxy shall not be entitled to vote except on a poll.
- 72 The instrument appointing proxy shall be in writing executed by or on behalf of the appointer or of his attorney duly authorised in writing, or, if the appointer or is a corporation, either under seal, or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the company.

*Strike out whichever is not desired.

Unless otherwise instructed, the proxy will vote as he thinks fit or abstain from voting.

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

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

- 78 Any corporation which is a member of the company may by resolution of its directors or other governing body authorise 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 authorised 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

- 79 Until otherwise determined by the company in General Meeting the number of the directors shall not be less than two (2) nor more than ten (10).
- 80 The following persons shall be the first directors of the company:-
1. **Guo Liangchen**
 2. **Mi Guoen**
- 81 The shareholding qualification for directors may be fixed by the company in general meeting, and unless and until so fixed no qualification shall be required.

88 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 officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in any body 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 officer of, or from his interest in, such other company unless the company otherwise directs.

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

89 For the purposes of Articles 87 and 88 :-

(a) a general notice given to the directors that a director is to be regarded as having an interest of the nature and extent 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 an interest in such transaction of the nature and extent specified; and

(b) an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

90 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 directors shall from time to time by resolution determine.

MINUTES

91 The directors shall cause minutes to be made in books kept for the purpose;-

(a) of all appointments of officers made by the directors;

APPOINTMENT AND RETIREMENT OF DIRECTORS

- 95 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.
- 96 Any director who is unable for any reason whatsoever to carry out his duties as a director may with the approval of the directors appoint any person as his alternate to act for him. Such alternate shall in all respects be bound by the rules and a regulation affecting the directors in the same manner as the director for whom he acts is bound.
- 97 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.
- 98 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 96 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

- 99 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 directors to any director who is absent from Tanzania.
- 100 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.
- 101 The continuing directors may act notwithstanding any vacancy in their number, but, if their number is reduced below the number fixed as the necessary quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.

- 108 A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.
- 109 The company may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the Articles prohibiting a director from voting at a meeting of directors or of a committee of directors.
- 110 Where proposals are under consideration concerning the appointment of two or more directors to offices or employment with the company or any body corporate in which the company is interested, the proposals may be divided and considered in relation to each director separately and (provided he is not for another reason precluded from voting) each of the directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment.
- 111 If a question arises at a meeting of directors or of a committee of directors as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any director other than himself shall be final and conclusive.

SECRETARY

- 112 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.
- 113 A provision of the Act or these Regulations requiring or authorising 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

- 114 The seal shall only be used by the authority of the directors or of a committee of the directors authorised 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 or one of the directors alone should where the circumstances require with the approval of other directors that may be absent at that time of need of execution of any document of or for or on behalf of the company, by a circulated resolution.
- 115 Where the seal of the company is not there, then a document(s) so stamped with a rubber stamp of the company shall be signed by a director and by the secretary or by a second director

- 123 Any dividend which has remained unclaimed for twelve years from the date when it became due for payment shall, if the directors so resolve, be forfeited and cease to remain owing by the company.

ACCOUNTS

- 124 Subject to Section 151 of the Act, the directors shall cause proper books of account to be kept with respect to:-

- (a) all sums of money received and expended by the company and the matters in respect of which the receipt and expenditure takes place;
- (b) all sales and purchases of goods by the company; and
- (c) the assets and liabilities of the company.

Proper 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.

- 125 The books of account shall be kept at the registered office of the company, or, subject to section 151 (3) 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.
- 126 No member 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 authorised by the directors or by ordinary resolution of the company.
- 127 The directors shall, in accordance with sections 153, 155 and 159 of 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.
- 128 In accordance with section 164 of the Act, the copy of the company's annual accounts to be laid before the company in general meeting together with a copy of the 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 debentures.

133 A notice may be given by the company to the persons entitled to a share in consequence of the death or bankruptcy of a member by sending or delivering it, in any manner authorised by the Articles, addressed to them by name, or by the title of representatives of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, within Tanzania supplied for the purpose by the persons claiming to be so entitled. Until such an address has been supplied, a notice may be given in any manner in which it might have been given if the death or bankruptcy had not occurred.

134 A member present, either in person or by proxy, at any meeting of the company or of the holders of any class of shares in the company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

WINDING UP

135 If the company is wound up the liquidator may, with sanction of a special resolution of the company and any other sanction required by the Act divide amongst the members *in specie* the whole or any part of the assets of the company and may, for that purpose, set such value as he deems fair upon any property to be divided and may determine how such division shall be carried out between the members or different classes of members. The liquidator may, with the like sanction, vest the whole or any part of the assets in trustees upon such trusts for the benefit of the members as the liquidator, with the like sanction, shall determine, but no member shall be compelled to accept any shares or other securities upon which there is a liability.

INDEMNITY

136 Subject to the provisions of the Act, but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 481 of the Act in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the company

Names, postal Address and Occupations of Subscribers	Number of shares taken by each subscriber	Signature of Subscribers
1. <u>GUO LIANGCHEN,</u> <u>P. O. BOX 19080</u> <u>DAR ES SALAAM.</u>	500	郭良晨
2. <u>MI GUOEN</u> <u>P. O. BOX 19080</u> <u>DAR ES SALAAM</u>	500	米国恩

Dated the D.S.M day of 06 JANUARY, 2016.

Witness to the above signatures:-

Name: _____

Signature: _____

Postal Address: _____

Qualification: _____



Witness to the above signatures:-
 Name: Richard M. S. M.
 Signature: _____
 Postal Address: _____
 Qualification: _____