

## **GENERAL MEETING**

### **NOTICE OF GENERAL MEETING AND PROCEEDING AT GENERAL MEETING**

5. Articles 39 to 53 of Table 'A' shall apply subject to the following variations:
- a) A generally meeting, ordinary or extraordinary may with the Consent in writing of all members: be convened on a shorter notice than seven days or without notice.
  - b) Two members, present either personal or by proxy shall form or quorum.
  - c) Any ordinary resolution of the Company determined without any general meeting and evidence by writing under the hands of majority of the Directors and of the members other Company holding three – fourths of the issued shares of the Company shall be valid and effectual as an ordinary resolution duly passed at general meeting of the Company.

## **DIRECTORS**

6. (a) Until otherwise determined by the Company in General meeting the Directors shall be not less than two and not more than six.
- (b) Until otherwise determined by the Company:
7. The quorum of Directors for transacting business shall unless otherwise fixed, by Directors be Two.
8. A resolution in writing signed by all the Directors then in Tanzania shall be valid and effectual as if it had been passed at a meeting of directors duly called and constituted.
9. The Directors may from time to time borrow raise moneys for the purpose to the Company which may exceed the issued share capital of the Company.

## **BORROWING POWERS**

10. The Directors may raise or borrow to the purpose of the Company's Business any sum of money as they think fit at they may secure the repayments of or raise any such sum or sums as aforesaid by mortgage or charge upon the present and future, including its uncalled or unissued capital or by the issued, at such prices as they may think fit, or bonds or debentures, either charged upon the whole or any part of the property and asset for the Company, not charged, or such other way as the Directors may think expedient.

### **ALTERNATE DIRECTORS**

11. Each Director may nominate a person, who shall be approved of in writing by the other Directors to act as alternate in his place during his absence from Tanzania or inability to act as such Directors. Such as Alternate Directory shall be subject in all other respect to the terms and conditions existing with reference to the Directors of the Company, discharge all the duties and function of the Directors being unable to act during the absence or inability to act as the whom he represents he may subject to like approval of the other Directors appoint a duly qualified person to act in his place.

### **SECRETARY**

12. The secretary shall be appointed by the board for such term and conditions and shall discharge all duties on such remuneration and upon such conditions as it may think fit.

### **WINDING UP**

13. With the sanction of the special resolution of the shareholders, any part of the assets of the Company including any share in other Companies may be divided between the members of the company in specie or may be vested in trust for the benefit of such.

### **INDEMNITY**

14. Every Director, Managing Director, Agent, Auditor, secretary and other office for the being of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favors or in which he is acquitted or is in connection with any application (Under section 481 of the ACT) in which relief is granted to him by the court.

### **SEAL**

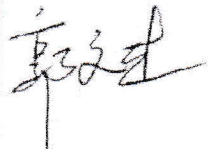
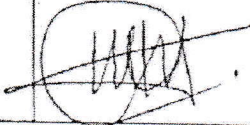
15. The Seal of the Company shall not be affixed to the instrument except by authority of a resolution of the board of Directors or such other persons as the Directors may appoint for that purpose.

### **ALTERATIONS OR ADDITIONS**

16. Subject to the provisions of the ACT and to those contained in the Memorandum of association, the company may by special resolution make alterations or additions to the articles of association and any such alterations or additions made shall be as valid and effectual as if originally contained in these articles and be subject in like manner to alteration by special Resolution.

17. If and whenever and dispute or difference shall arise between the Company and any of the members or their respective representative touching upon the construction or meaning of any of the Articles herein contained or any act matter or thing made or done or omitted to be done or with regard to the rights or liabilities arising there under or arising out of the relation existing between the parties by reason of these articles or the ACT, such differences shall (unless a sole arbitrator be agreed upon) forthwith be referred to the arbitration of the three (3) arbitrators, one, to be appointed by each party and third to be appointed by the first two or, in the event of failure to agree within thirty (30) days the procedure laid down in the Arbitration ACT (Cap. 15) or any then existing statutory modifications or re-enactments thereof shall apply.

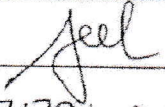
**DESCRIPTION OF SUBSCRIBERS**

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS	NUMBER OF SHARES TAKE BY EACH SUBSCRIBER	SIGNATURE OF SUBSCRIBER
MR. WENJIE GUO  China, People's Republic Of, Henan, Xinxiang Henan, Wuixing St, Apartment No. 404-2, Zip Code 450000	9,000	
MR. GERUTUBOSINGEGERUTU  Nyiboko Village Near Kisaka Secondary School, Serengeti District, Mara Region, Tanzania	1,000	

This 04 day of APRIL 2019

**Witness to the above signatures:**

Name: NELSON NDELWA

Signature: 

Postal Address: 71791 DAR ES SALAAM

Qualification: ADVOCATE

