

THE COMPANIES ACT NO. 12 OF 2002

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

DEFENG COMPANY LIMITED

Incorporated thisday of2023

Drawn by:
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THE COMPANIES ACT (NO. 12 OF 2002)

MEMORANDUM OF ASSOCIATION

OF

DEFENG COMPANY LIMITED

1. The name of the Company shall be DEFENG COMPANY LIMITED
2. The registered office of the Company will be situated in Mainland Tanzania.
3. The object for which the Company is incorporated are:

- a. 8610 – Hospital activities

This class includes short or long-term hospital activities, i.e. medical, diagnostic and treatment activities, of general hospitals (e.g. community and regional hospitals, hospitals of non-profit organizations, university hospitals, military-base and prison hospitals) and specialized hospitals (e.g. mental health and substance abuse hospitals, hospitals for infectious diseases, maternity hospitals, specialized sanatoriums) The activities are chiefly directed to inpatients, are carried out under the direct supervision of medical doctors and include services of medical and paramedical staff, services of laboratory and technical facilities, including radiologic and anesthesiology services, emergency room services, provision of operating room services, pharmacy services, food and other hospital services, services of family planning centres, providing medical treatment such as sterilization and termination of pregnancy, with accommodation

- b. 8620 – Medical and Dental Practice activities

This class includes medical consultation and treatment in the field of general and specialized medicine by general practitioners and medical specialists and surgeons, dental practice activities of a general or specialized nature, e.g. dentistry, endodontic and pediatric dentistry; oral pathology, orthodontic activities, family planning centres providing medical treatment, such as sterilization without accommodation These activities can be carried out in private practice, group practices and in hospital outpatient clinics, and in clinics such as those attached to firms, schools, homes for the aged, labour organizations and fraternal organizations, as well as in patients' homes. This class also includes dental activities in operating rooms, private consultants' services to inpatients

- c. 8690 – Other Human Health activities

This class includes activities for human health not performed by hospitals or by medical doctors or dentists, activities of nurses, midwives, physiotherapists or other paramedical practitioners in the field of optometry, hydrotherapy, medical massage, occupational therapy, speech therapy, chiropody, homeopathy, chiropractice, acupuncture etc. These activities may be carried out in health clinics such as those attached to firms, schools, homes for the aged, labour organizations and fraternal organizations and in residential health facilities other than hospitals, as well as in own consulting rooms, patients' homes or elsewhere. These activities do not involve medical treatment. This class also includes

activities of dental paramedical personnel such as dental therapists, school dental nurses and dental hygienists, who may work remote from, but are periodically supervised by, the dentist, activities of medical laboratories such as X-ray laboratories and other diagnostic imaging centres, blood analysis laboratories, activities of blood banks, sperm banks, transplant organ banks etc, ambulance transport of patients by any mode of transport including airplanes. These services are often provided during a medical emergency

d. 8710 – Residential nursing care activities

This class includes activities of homes for the elderly with nursing care, convalescent homes, rest homes with nursing care, nursing care facilities and nursing home

e. 8730 – Residential care for the elderly and disabled

This class includes the provision of residential and personal care services for the elderly and disabled who are unable to fully care for themselves and/or who do not desire to live independently. The care typically includes room, board, supervision, and assistance in daily living, such as housekeeping services. In some instances these units provide skilled nursing care for residents in separate on-site facilities. This class includes activities of assisted-living facilities, continuing care retirement communities, homes for the elderly with minimal nursing care and rest homes without nursing care

f. 8790 – Other residential care activities

This class includes the provision of residential and personal care services for persons, except the elderly and disabled, who are unable to fully care for themselves or who do not desire to live independently. This class includes activities provided on a round-the-clock basis directed to provide social assistance to children and special categories of persons with some limits on ability for self-care, but where medical treatment or education are not important elements: orphanages, children's boarding homes and hostels, temporary homeless shelters, institutions that take care of unmarried mothers and their children. The activities may be carried out by public or private organizations. This class also includes activities of halfway group homes for persons with social or personal problems, halfway homes for delinquents and offenders and disciplinary camps

g. 8810 – Social work activities without accommodation for elderly and disabled




This class includes social, counselling, welfare, referral and similar services which are aimed at the elderly and disabled in their homes or elsewhere and carried out by public or by private organizations, national or local self-help organizations and by specialists providing counselling services, visiting of the elderly and disabled day-care activities for the elderly or for handicapped adults, vocational rehabilitation and habilitation activities for disabled persons provided that the education component is limited

4. The Liability of the members is Limited.

5. The share capital of the company is Tanzania shillings **One hundred Million(100,000,000/=)**, divided into One Thousand (1,000) Ordinary shares of Tanzania shillings **One hundred thousand (100,000/=)** each and the company shall have power 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 in accordance with 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 the Company and we agree to take the number of shares in the capital of the company set opposite our respective names:

NAMES, ADDRESS AND DESCRIPTION OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURES
WANG SHENHONG, Shen Yang City, Liao Ning Province In People's Republic of China	300	
GERSETEHNER GREEN MWENITUMBA of Plot number 89 Block 'M' Nyasaka 'C' Ilmela Municipality Mwanza Tanzania P.O.BOX 1629, MWANZA	200	
XU XINGGUO, Lijin Town, Shan Dong Province In The People's Republic of China	500	

Dated at Dar-Es-Salaam this 20th day of March, 2023

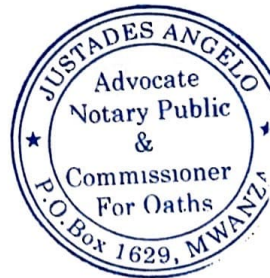
WITNESS TO THE ABOVE SIGNATURES:

NAME: Justades Angelo

SIGNATURE: 

POSTAL ADDRESS: Box 1629 Mwanza

QUALIFICATION: COMMISSIONER FOR OATH



THE COMPANIES ACT NO 12 OF 2002

**COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
DEFENG COMPANY LIMITED**

INTERPRETATION

1. In these articles:-

"the Act" means the Companies Act;

"the articles" means the articles of the company;

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

"the seal" means any person appointed to perform the duties of the secretary of the company;

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

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.

MEMBERS

2. The number of members with which the company proposes to be registered is 3 but the directors may from time to time register an increase of members.
3. 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

4. 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.
5. 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 the 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

6. 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 meeting and, in case of special business, the general nature of that business:
 - (a) in the case of a meeting called as 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 number of the members having a right to attend and vote at the meeting, being a majority together representation not less than seventy – five percent of the total voting rights at that meeting of all the members.

PROCEEDINGS AT GENERAL MEETINGS

7. 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, with the exception of 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.
8. 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.

CALL UP FOR SHARES

9. The Board may, from time to time, make calls upon the Members in respect of any moneys unpaid on their shares and not, by the conditions of allotment thereof, made payable at fixed times and each Member shall, subject to the Company giving to him at least fourteen days' notice specifying the time or times and place of payment, pay to the Company at the time or times and place so specified, the amount called on his shares. A call may be revoked or postponed as the Board may determine.

TRANSFER OF SHARES

10. The Directors may in their direction and without assigning any reason thereof refuse to register the transfer of any share to any person who in their opinion is undesirable for any reason whatsoever to admit to membership.
 - (a) No share shall be transferred to a person who is not a member so long as any member of any person selected by the Directors as one whom it is desirable in the interest of the Company to admit to membership.
 - (b) Every shareholder or trustee in bankruptcy, or any person who may desire to sell or transfer any such shares and everyone who may desire to sell or transfer any such shares and every personal representative of a deceased shareholder shall give notice in writing to the Directors that he desires to make such sale or transfer. Such notice shall constitute the Board of Directors of the Company as his agent for the sale

of the said shared upon between the party giving such notice and the board, or in case of difference to the determined by the Auditor of the Company.

TRANSMISSION OF SHARES

11. In the case of the death of a Shareholder, the survivors or survivor, where the deceased was a joint holder, and the executors or administrators of the deceased where he was a sole or only surviving holder, shall be the only persons recognized by the Company as having any title to his shares; Provided that nothing herein contained shall release the estate of a deceased Member from any liability in respect of any share solely or jointly held by him.
12. Any person becoming entitled to a share in consequence of the death or bankruptcy of a Member shall, upon such evidence being produced as may from time to time be required by the Board, have the right either to be registered as a Member in respect of the share or, instead of being registered himself, to make such transfer of the share as the deceased or bankrupt person could have made but the Board shall, in either case, have the same right to refuse or suspend registration as it would have had in the case of a transfer of the share by the deceased or bankrupt person before the death or bankruptcy.

FORFEITURE OF SHARE

13. If a Member fails to pay any call or installment of a call on the day appointed for payment thereof the Board may, at any time thereafter while any part of such call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid together with any interest which may have accrued and all expenses that may have been incurred by the Company by reason of such non-payment.
14. The notice shall specify a date, not less than fourteen days from the date of service of the notice, on or before which and the place where the payment required by the notice is to be made and shall state that, in the event of non-payment at or before the time and at the place appointed, the shares in respect of which such call was made or installment is payable will be liable to be forfeited. The Board may accept the surrender of any shares liable to be forfeited hereunder and, in such case, references herein to forfeiture shall include surrender.
15. If the requirements of any such notice are not complied with, any shares in respect of which such notice has been given may, at any time after the date specified therein, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture.
16. Forfeited shares shall be deemed to be the property of the Company and may be sold, re-allotted or otherwise disposed of upon such terms and in such manner as the Board may think fit but, at any time before a sale, re-allotment or other disposition, the forfeiture may be cancelled on such terms as the Board may determine.

DIRECTORS

17. Until otherwise determined by the company in General Meeting the Directors shall not be less than two and not more than four in number.
18. The following person shall be the first Directors of the company:-

1. **WANG SHENHONG**

2. GERSETEHNER GREENE MWENITUMBA

3. XU XINGGUO

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.

BORROWING POWERS

19. The Directors may from time to time in their discretion raise or borrow for the purpose of any Company's business such sum or sums of money as they think fit.
20. The Directors may secure the repayment of or raise any such sum or sums as aforesaid by mortgage or charge upon the whole or any part of the property and assets of the Company present or future including its uncalled capital for the time being, or by the issue at such price as they may think fit, of bonds or debentures either charged upon the whole or any part of the property and assets of the company or no so charged or in such other way as the Directors may think expedient.

VOTE OF MEMBERS

21. On a show of hands every member present in person shall have one vote. On a roll every member shall have one vote only for the shares of which he is holder.

DISQUALIFICATION OF DIRECTORS

22. The office of a Director shall be vacated if the Director;
- (c) Becomes bankrupt; or
 - (d) Is found to be a lunatic or becomes of unsound mind; or
 - (e) Resigns his office by notice in writing to the Company;
 - (f) Abstains himself from meeting of the directors for a period of six months without special leave of absence from the other Directors.

SEAL

23. The Directors shall provide for the safe custody of the seal. The Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors and in the presence of at least two Directors or a Director and Secretary or other person as aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.

ALTERNATE DIRECTORS

24. Any director shall have power to nominate any person to act or attend as alternate Director during his absence or during his inability so to act. Such Director shall be subject in all respects to the terms and conditions existing with reference to the other Directors and such Alternate Director shall exercise and discharge all the duties of Director whom he represents.

SECRETARY

25. The Secretary shall be appointed by the Board for such terms at such remuneration and upon such condition as it may think fit, and any Secretary so appointed may be removed by the Board.

WINDING UP

26. With the sanction of a special resolution of the shareholders any part of the assets of the Company including any shares in other Companies may be divided between the members of the Company in special or may be vested in Trustees for the benefit of such members and the liquidation of the company may be closed and the company dissolved but so that no member shall be compelled to accept any shares whereupon there is any liability.

ALTERATION OR ADDITION

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




AUDIT

28. Auditors shall be appointed and their duties regulated in accordance with sections 170 to 179 of the Act.
29. Any notice to be given to or by any person pursuant to 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 the Tanzania and who gives to the company an address within the 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.

INDEMNITY

30. Every Director, Managing Director, Agent, Auditor, Secretary and other Officer for the time being 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 favor or in which he is acquitted or is in connection with any application in which relief is granted to him by the Court.

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

NAMES, ADDRESS AND DESCRIPTION OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURES
WANG SHENHONG, Shen Yang City, Liao Ning Province In People's Republic of China	300	
GERSETEHNER GREEN MWENITUMBA of Plot number 89 Block 'M' Nyasaka 'C' Ilemela Municipality Mwanza Tanzania P.O.BOX 1629, MWANZA	200	
XU XINGGUO, Lijin Town, Shan Dong Province In The People's Republic of China	500	

Dated at Dar-Es-Salaam this 20th day of March 2023

WITNESS TO THE ABOVE SIGNATURES:

NAME: Justades Angelo

SIGNATURE: 

POSTAL ADDRESS: Box 1629 Mwanza

QUALIFICATION: COMMISSIONER FOR OATH

