

**THE COMPANIES ACT, 2002 (Cap. 212)**

**COMPANY LIMITED BY SHARES**

**Memorandum**

**And**

**Articles of Association**

**Of**

**CHENLIN INVESTMENTS CO. LIMITED**

**Incorporated this ..... day of ..... 2022**

**Drawn by**

**Lin zhuxiang**

**(Subscriber)**

**P. O. Box 2839,**

**Mwanza**

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COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

CHENLIN INVESTMENTS CO. LIMITED

1. The name of the company is **CHENLIN INVESTMENTS CO. LIMITED**
2. The registered office of the company will be situated in the United Republic of Tanzania.
3. The objectives for which the company is established are:-
  - 3.1 To acquire and carrying on the business of buying, selling and hiring lands in form of block and plots at different regions of Tanzania for different usage depending on the company and clients demand.
  - 3.2 To deal with the construction of buildings, roads, and bridges for the state or individuals and provide Engineering Consultancy service for company or individual persons either as principals, agents, subcontractors, trustees, experts, jointly, alone or otherwise.
  - 3.3 To carry on all or any of the business of building and hiring apartment houses, estates special for residence, godown, stores house, hostel, hotel, bar, restaurant, lodge, guest house, café, holiday camp, auto-court, caterers for public amusements generally, swimming pools clubs ground, sand places of amusement sports and entertainment of every description.
  - 3.4 To dealing with business of providing facilities, raw materials and resources for construction of buildings, roads, and bridges to other companies, firms or individuals who are involved in the construction industry in the country.
  - 3.5 To cooperate with other companies, individuals or firms and other professional bodies engaged in the construction industry in order to make available all the required materials for construction purposes and to raise the level of performance in the construction industry.
  - 3.6 To carry on the business of running hospitals, laboratory, pharmacy, pharmaceutical products, producing and dealing with buying and selling all kinds of human and veterinary medicines, laboratory and hospital equipment's.

- 3.7 To carry on the business of agricultural farming, that is purchasers, sellers, exporters and dealers in or producers of food, horticultures and cash crops, vegetables, oilseeds and other produce of the soil.
- 3.8 To carry on the business in any part of the world of hardware, crockery, jeweller, planted goods, tiles, ceiling board, decoration materials, perfumery, soap and articles required for ornaments, recreation or amusements, also dealers in motor accessories and spares of all kinds whatever.
- 3.9 To establish and to carry on supporting activities of mining, mineral processing, and metals by exporting them and carrying on the business of goldsmiths, silversmiths' jewelers, metallurgists, quarry owners, glass, driller, blasting and pottery makers.
- 3.10 To borrow or raise or secure the payment of money by bank overdrafts, mortgage, or by issue of debentures or debenture stock, perpetual or otherwise, or in such other manner as the company shall deem fit.
- 3.11 To carry on business of financing/ lending money to civil and private employees by deposit of collaterals such like movable or immovable assets for loan securities as the company shall deem fit.
- 3.12 To enter into partnership or into any arrangements for sharing profits, interests, or cooperation with any person or company carrying on the business which this company is authorized to carry on or any business capable of being conducted directly or indirectly to benefit the company.
- 3.13 To engage and or otherwise carry on the business as general traders or suppliers and to be trading agent and/ or general owners and operators of supermarkets.
- 3.14 To deal with education support activities through constructing and run schools at all levels of education i.e. nursery schools, primary schools, secondary and high schools, colleges and universities.
- 3.15 To deal with animal husbandry meaning on keeping, buying and selling livestock and carrying on the business of butchery and packaging of consumer products from animal products such as milk, meats, skins, manure of all kind of crops, shoes soles etc. whereby will be importing and exporting
- 3.16 To carry on and dealing with making, buying, selling and distribution of all kinds of schools and offices appliances and equipment's
- 3.17 To carry on the business of transport and transportation of passengers and all kinds of goods and materials whether by marine, air or surface/ ground transportation.

- 3.18 To carry on the business of importing and/ or exporting, buying and selling of all types of hardware, electrical and electric appliances.
- 3.19 To engage and carry on the business in fishery, fish process, export of fish and fish products, import fishing and marine equipment.
- 3.20 To carry on the business of stationeries, printers, lithographers, stereotypes, electrotypes, photographic printers, photo lithographers, engravers, die sinkers, envelop manufacturers, book binders, account book manufacturers, machine rulers, numerical printers, paper maker, paper bag makers, box makers, cupboard manufacturers, type foundry, manufacturers of and dealers in playing, visiting, railway, festive, complimentary and fancy cards and valentines, dealers in parchments, dealer in stamps, agents for the payments of stamps and other duties, advertising agents, designers, draughts men, ink manufacturers, book sellers, cabinet makers, and dealer in or manufacturers of any articles or things of a character or analogous to the foregoing or any of them or connected therewith.
- 3.21 To enter into any arrangement with the government or any authorities, municipal, local, or otherwise, that may seem conducive to this company's objectives or any of them, and to obtain from any sovereign state, government or any such Authority any grants, rights, privileges and concessions, which this company may think it desirable to obtain and carry out and to exercise and comply with such arrangements of grants, rights, privileges and concessions.

4. The Liability of the members is Limited.

5. The authorized share capital of the company is Tanzania shillings Two hundred Million (200,000,000/=), divided into One Thousand (1,000) Ordinary shares of Tanzania shillings Twenty thousand (200,000/=) per each share.

The company shall have power to increase or reduce its capital and to divide the shares in its capital for the time being, whether original or increased into several classes of stock or shares and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions and so that unless the conditions of issue shall otherwise expressly declare every issue of shares, whether preference or otherwise or any such rights, privileges or conditions shall not altered or modified except in accordance with the Articles of Association of the company registered herewith.

We the several persons and organization 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, Address and Descriptions Of Subscribers       | Number of Shares taken | Signature of Subscribers |
|--|------------------------|--------------------------|
| Lin Zhuxiang<br>P. O. Box 2839<br>Mwanza             | 800                    | 林著祥                      |
| Tamal Joseph Mwasongole<br>P. O. Box 2839,<br>Mwanza | 200                    | Joseph                   |

Dated at Mwanza this 08 day of NOVEMBER 2022.

Witness to the above signatures:

Name: REHEMA M. MARIANI

Signature: [Signature]

Postal address: 1744 Mwanza

Qualification: ADVOCATE



**THE COMPANIES ACT, 2002 (CAP 212)**

**COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION**

**OF**

**CHENLIN INVESTMENTS CO. LIMITED**

1. In these Regulations:-

"The Act" means the Companies Act 2002 of the laws of Tanzania;

"The articles" means the articles of the company;

"The seal" means the common seal of the company;

"Secretary" means the secretary of the company or any person appointed to perform the duties of the secretary of the company.

When any provision of the Act is referred to, the reference is that provision is as modified by any law for the time being in force.

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, shall have the meaning defined.

Any words importing the singular shall include the plural and vice versa, and words importing the masculine gender shall include females, and the word importing persons shall include bodies corporate, partnership, firms, cooperatives, societies, etc.

The regulation of Table 'A' in the first schedule to the companies Act (hereinafter called Table 'A' shall apply to the company, save in so far as they are varied or excluded, hereby, but in case of any conflict between the provisions herein, and the provisions under Table 'A' the former shall prevail, and in addition to substitution shall be regulations of the Company.

**PRIVATE COMPANY**

2. The company is private company and accordingly:-

(a) The right of transfer shares is restricted in manner hereinafter prescribed.

- (b) The number of member of the company (exclusive of person who are in the employment of the company and of person who how have been of the company who have been formerly in the formerly in the employment of the company were while in such employment to be the member of the company) is limited fifty, provided that where to or more persons hold one or more shares in the company jointly they shall for the purpose of 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 not have the right to issue share warrants to bearer

### TRANSFER OF SHARES

- 3. The Directors may in their direction and without assigning any reason thereof refuses to register the transfer of any share to any person who it shall in their opinion is undesirable for any reason whatsoever to admit to membership.
- 4. Subject to clauses 2 and 3 hereof the right to members to transfer their shares shall be restricted as follows:-
  - (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 membership
  - (b) Every share holder or trustee in bankruptcy, or any person who may desire to sell or transfer any such shares and every personal representatives 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 shares to any member or members of the Company at the price to be agreed upon between the party giving such notice the party and the board, or in case of difference to be determined by the Auditor of the company
  - (c) Upon price of such shares being agreed on a determined as per clause (b) above, the board shall forthwith give notice to such of the shareholders other than the shareholders desiring to sell or transfer the said shares, stating the number and price of such shares inviting the person to whom notice is sent to state within 21 days from the date of notice whether he is willing to purchase any, if so what maximum number of such shares. At the expiration of such days 21 notice the board shall apportion such shares amongst the shareholders (if more than one) who shall have expressed their desire to purchase

number of shares already held by them respectively, or if there be only one such shareholder, that the whole of such shall be sold to him, provided no shareholder shall be obliged to take more than the maximum number of shares stated in his answer to the said notice.

Upon such apportionment being made or such one shareholder notifying his intention to purchase as the case may be, the part desiring to sell or transfer such shares shall be bound upon payment of the said price to transfer the share to the respective shareholders or single shareholder who shall have agreed to purchase the same.

## **GENERAL MEETINGS**

### **NOTES FOR THE GENERAL MEETING AND PROCEEDINGS OF THE GENERAL MEETINGS**

5. Articles 39 to 53 Table 'A' shall apply subject to the following variations:-
- (a) The general 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 personally or proxy shall form a quorum
  - (c) Any ordinary resolution of the company determined without any general meeting and evidenced by writing under hands of majority of the directors and the members of the company holding three fourths of the issued shares of the company shall be valid and effectual as an ordinary resolution duly passed at a general meeting of the company.

## **DIRECTORS**

6. (a) Until otherwise determine by the company in general meeting the Directors shall not be less than two or not more than five in number
- (b) The following person shall be the first Directors of the company
- 1. Lin Zhuxiang
  - 2. Tamal Joseph Mwasongole
7. The shareholding qualifications for Directors may be fixed by the company in General meeting and unless and until so fixed no qualification shall be required.
8. The quorum of Directors for transaction business shall, unless otherwise fixed by the Director be two.
9. A resolution in writing signed by all the Directors then in Tanzania shall be as valid and effectual as if had been passed at a meeting of Directors duly called and constituted.

10. The Directors may from time to time borrow or raise any money for the purpose of the company which may exceed the issued shares capital of the company.

### **BORROWING POWER**

11. The Director 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.
12. The Directors may secure the repayment of raised 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 issues at such price as may think fit, of bonds or debentures either charges upon the whole or any part of the property and assets of the company or not so charged or in such other way as the Directors may think expedient

### **VOTE OF MEMBERS**

13. On a show of hands every member present in the person shall have one vote on a roll every member shall have one vote only for the shares of which he is holder.
14. No member shall be entitled to vote at any general meeting unless all calls or other sums presently by him in respect of shares in the company.

### **ACCOUNTS**

15. 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.

16. 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.

17. 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.
18. The directors shall from time to time in accordance with 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.
19. 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 debentures.

#### **AUDIT**

20. Auditors shall be appointed and their duties regulated in accordance with sections 170 to 179 of the Act.

#### **DISQUALIFICATION OF DIRECTORS**

21. The office of a Director shall be vacated if the Director:-
  - a. Becomes bankrupt or
  - b. Is found to be a lunatic or becomes of unsound mind; or
  - c. Resign his office by notice in writing to the company
  - d. Abstain himself from meeting of the directors for a period of six months without special leave of absence from the other directors

#### **SEAL**

22. The director 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 persons aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

## **ALTERNATIVE DIRECTORS**

23. 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 represent
24. Unless otherwise decide by the directors the quorum necessary to transact business of the director shall be two director personally

## **SECRETARY**

25. The secretary shall be appointed by the board of such terms at such remuneration and upon such condition as it may thinks fit, any sectary so appointed may be removed by the board.

## **WINDING UP**

26. With the sanction of the special resolution of the shareholders any part of the assets of the company including any shares in other companies may be divided between the number 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 matter shall be compelled to accept any shares where upon there is any liability.

## **ALTERNATION 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 alternation or addition so made shall be as valid and effectual as if originally contained in those articles and subject in like manner to alternation in Special resolution.


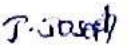
## **INDEMNITY**

28. 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 judgments gives in his favor or in which he is acquitted or is in connection with any application (under Section 481 of the Act) in which relief is granted by him by the Court.

## ARBITRATION

29. If and whenever any dispute shall arise between the company any of the members or their respective representatives 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 here under or arising here out of the relation existing between the parties by reasons of these articles or the Act, such differences shall (unless a sole arbitrator be agreed upon) forthwith be referred to the arbitration of three arbitrators, one to be appointed by each party and the third to be appointed by the first two or, in the event of failure to agree with the Act or any than existing statutory modifications re-enactment thereof shall apply.

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

| Names, Address and Descriptions Of Subscribers       | Number of Shares taken | Signature of Subscribers  |
|--|------------------------|---|
| Lin Zhuxiang<br>P. O. Box 2839<br>Mwanza             | 800                    |  |
| Tamal Joseph Mwasongole<br>P. O. Box 2839,<br>Mwanza | 200                    |  |

Dated at Mwanza this 08 day of NOVEMBER 2022.

Witness to the above signatures:

Name: REHEMA M. NATA

Signature: 

Postal address: 1744 Mwanza

Qualification: ADVOCATE

