

THE COMPANIES ACT, 2002

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

YOYO REAL ESTATE COMPANY LIMITED

Incorporated the _____ day of _____, 2020

DRAWN BY:

ALLY HAMIS GOMA

SUBSCRIBER

P.O BOX 96232

DAR ES SALAAM

COMPANIES ACT (ACT NO. 12 OF 2002)

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

YOYO REAL ESTATE COMPANY LIMITED

1. The name of the Company is **YOYO REAL ESTATE 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 on business of real estate agents.
 - b. To carry on business of surveying, mapping and related business.
 - c. To adapt an intensive and extensive modern property management in urban and rural areas in efforts towards environmental management.
 - d. To carry on business as real estate agents, estate developers, property agents, to own properties and to engage in other related businesses. To acquire lands, buildings and real estate of any description (including easements and other propriety rights), and to hold, improve, alters, develop, let, sell or otherwise dispose of the same.
 - e. To carry on business as agents for any person or persons whether for the purpose of collecting and paying monies, or for any purpose whatsoever. To carry on business of general contractors, trading, marketing, sales, and distribution of general goods, general merchandise, commission agents, manufacturer's representatives, general suppliers, general contractors; to buy, sell, manufacture and deal in all articles substances, products, commodities, appliances and things used for or in connection with the company's business or required for on any of the business herein mentioned, and to prepare, package, preserve and deal in general goods of all kinds and description.
 - f. To carry on business and to act as general merchants traders commission agents or in any other capacity and to import export buy sell barter exchange manufacture make advances upon or otherwise deal in goods produce articles stores and merchandise of all kinds both wholesale and retail and to transact any kind of agency business.
 - g. To carry on business of import, export, buy, and sell

- h. To purchase any land, plot(s) of land or immovable property or any right or interest therein either singly or jointly or in Partnership with any person(s) or Body corporate or partnership Firm and to develop and construct thereon residential, commercial complex or complex(es) either singly or jointly or in partnership as aforesaid, comprising offices for sale or self use or for earning rental income thereon by letting out individual units comprised in such building(s).
- i. To purchase any movable or immovable property including industrial, commercial, residential, or farm lands, plots, buildings, houses, apartments, flats or areas within or outside the limits of Municipal Corporation or other local bodies, anywhere within the Domain of India, to divide the same into suitable plots, and to rent or sell the plots for building/constructing residential houses, bungalows, business premises, and colonies and rent or sell the same and realize cost in lumpsum or easy installments or by hire purchase system and otherwise.
- j. To purchase for resale and to trade in land and house and other immoveable property of any tenure and any interest therein, and to create, sell and deal in freehold and leasehold ground rents, and to deal in trade by way of sale, or otherwise with land and house property and any other immovable property whether real or personal.
- k. To establish or acquire and carry on shops trading stations factories stores and depots and to carry on the trade or business of wholesale warehousemen removers storers packers and carriers of passengers and personal property of every description.
- m. To advertise all or any of the products or goods of the Company in any way that may be thought advisable.
- n. To establish and support or aid in the establishment and support of associations institutions funds trusts and conveniences calculated to benefit employees or ex-employees of the Company or the dependants or connections of such persons and to grant pensions and allowances and to make payments towards insurance and to subscribe or guarantee money for charitable or benevolent objects or for any public general useful objects.
- o. To give as charity to any person firm or institution in any part of the world any reasonable sum of money for the purpose of doing good to humanity at large.
- p. To remunerate any person firm or company rendering services to this Company either by cash payment or by allotment to him or them of shares or securities of the company credited as paid up in full or in part or otherwise as may be thought expedient.
- q. To distribute among the members of the Company in kind any property of the Company and in particular any shares debentures or securities or other

companies belonging to this Company or of which this Company may have the power of disposing.


- r. To pay all or any expenses incurred in connection with the promotion formation and incorporation of the Company or to contract with any person firm or company to pay the same and to pay commission to brokers and others for underwriting placing selling or guaranteeing the subscription of any shares debentures debenture stock or securities of this Company.
- s. To procure the Company to be registered in any part of the world or to take such other steps as may be necessary to give the Company as far as possible the same rights and privileges in any part of the world as are possessed by the companies or partnerships of a like character elsewhere.
- t. To carry on all or any of the business of as importers and distributors of and dealers in either as principals or as agents of medical, biological, immunological, pharmaceuticals preparations and substances, disinfectants, infants, and invalids, food, dentifrices, antiseptic cotton and dressings.
- u. To carry on all or any business as importers, exporters, distributors and dealers either as principals or an agents of acids, alkalies, drugs, injectables, serum, vaccines, stains, reagents.
- v. To carry on all or any of the business as importers, exporters, distributors and dealers either as principals or as agents of medicals, obstetrical, surgical, dental, optical, photographic, radio instruments, appliances, supplies and machinery and all other scientific instruments and apparatus required or used in the medical science.
- w. To carry on all or any of the business of chemical products used in industry, commerce, science, photography, agriculture, horticulture, forestry, natural and artificial manures and the like as manufactures, importer, exporters, distributors and dealers, either as principal or as agents.
- x. To carry on the business of suppliers of chemicals, physical, biological and agriculture apparatus, appliances and implements of scientific laboratories and materials of all descriptions and as general order suppliers and commission agents and of the purpose to erect work or manage suitable establishments, laboratory or works.
- y. To carry on the business of designers, decorators, furnishers, landscapers, upholsters woodworkers, consultants and contractors for all type of projects and to provide all kinds of services connected with the above.
- z. To undertake all kinds of jobs as interim decorators, furnishers, cleaners, repairer and render services in all other auxiliary fields.
- aa. to buy, sell, import, export or otherwise deal in gold, diamonds, precious stones, gemstones or any kind of precious minerals and to carry on research, surveys,


inspections, gathering and recording information on the said substances and to establish mines, laboratories, factories, warehouses, shops and other premises for the mining, processing, preparing for market, storage or otherwise dealing in gold, diamonds, precious stones and all sorts of the aforesaid substances of the soil.

- bb. To carry on the business of promoting the tourism industry through owning and operating tourist hotels, restaurants, pizza huts, operating sanctuaries, owning hunting game parks, and providing all ancillary services related to tourism industry but not limited to game hunting, safari guides, mountain climbing, guiding, photographic and expeditions, motor cars and aero plane charters, hold booking and any other related services.
- cc. To acquire any such shares, stocks, debentures, debenture stock, scripts, bonds, notes, securities, obligations, funds or loans by original subscription, tender, purchase, participation in syndicates, exchange or otherwise, and to guarantee subscription thereof, and to exercise, and enforce all rights and powers conferred by or incidental to ownership thereof, and to vary and transpose from time to time as may be considered expedient any of the company's investments for the time being;
- dd. To carry on the business of an investment company and invest in the purchase of or upon the security of and to buy, sell or otherwise deal in shares, stocks, units, debentures, debenture stock bonds, mortgages, obligations and securities of any kind issued or guaranteed by any company, corporation or undertaking of whatever nature whether incorporated or otherwise;
- ee. To purchase, take on lease, or otherwise acquire lands, properties, licences, concessions, claims, grants or buildings, machinery, plants, rights and privileges and other things or effects whatsoever which may be required by the Company in the search for ores and minerals, mining development or all other activities related to or auxiliary thereto;
- ff. To carry out large scale and small scale farming. Trading in all kinds of produce from the farms such as goats, cattle, sheep, poultry, and exporting all kinds of livestock produce such as meat, hide and horns;
- gg. To carry on the business of developing, maintaining and operating of road, highway project, bridge, express ways, Intra-urban roads and/or peri-urban roads like ring roads and/or urban by-passes, fly-overs, bus and truck terminals, subways, port, inland waterways and inland ports, water supply project, irrigation project, sanitation and sewerage system, water treatment systems, solid waste management system or any other public facility of similar nature;
- hh. To carry on the business of developing, maintaining and operating construction and development of housing projects either individually or as joint venture with any other company/firm/individual/consultant whether local or foreign;

- ii. To carry on the business of developing, maintaining and operating of Special Economic Zones or other Export Promotion Parks, Software Technology Parks, Electronic Hardware Parks, Bio-Technology Parks and other industrial parks either individually or as joint venture with any company/ firm/individual/consultant whether local or foreign;
 - jj. To acquire by purchase or otherwise lands and properties or otherwise acquire rights of occupancy and generally to secure any tenure whatsoever, whether subject or not to any charges or encumbrances, and to hold or to sell, let or alienate, mortgage or otherwise deal with all or any such lands;
 - kk. To do all such other things are incidental or conclusive to the attainment of the above objects to any of them. And it is hereby declared that the word "comply" in this clause except where used in reference to this company shall be deemed to include and partnership or other body of persons, whether incorporated or not incorporated, and whether dominical in Tanzania or elsewhere, and that the intention that each of the objects set forth in any sub clause of this clause shall not except when the context expressly so required, be in any wise limited or restricted by or interference form terms of any other sub clause or the object therein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first sub clause, but the company shall have full powers to exercise all or any powers conferred by any part if this clause and notwithstanding that the business, undertaking property or act proposed to be transacted acquired, detail with or performed do not fall within the objects of the first sub-clause of this clause
4. The liability of the Members is limited.
 5. The initial share capital of the Company is Tanzania shillings Ten million (Tshs. 10,000,000/=) divided into 1000 Ordinary shares of value of Tsh. 10,000/= each, (Tanzania Shillings ten thousands) only with power for the company from time to time to increase or reduce the said capital into several classes or otherwise and to attach thereto respectively preferential, qualified or special rights, privileges and conditions.

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

S/N	NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	NUMBER OF SHARES	SIGNATURES OF SUBSCRIBERS
1.	YANLING ZHANG CHINA, HEBEI, SHANDA S RD, LINCHEN, JINAN	600	

2.	ALLY HAMISI GOMA P.O.BOX 20929, PLOT NO.62, BLOCK NO. A, HOUSE NO. 30,KINONDONI MIKOCHENI, KIFARU STREET, DAR ES SALAAM	400	
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Dated at Dar es Salaam this...¹⁰.....day of JANUARY, 2020

WITNESS TO THE ABOVE SIGNATURES

Name: DENNIS MAGNUS MDOPE
Signature: Melopo
Address: P- O.Box 32456
Qualification: ADVOCATE



COMPANIES ACT (ACT NO. 12 OF 2002)

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

YOYO REAL ESTATE COMPANY LIMITED

1. In these articles:-

“the Act” means the Companies Act; 2002 (Act No. 12 of 2002)

“the articles” means the articles of Association of the Company as now framed or as from time to time altered by Special Resolution.

“the Auditors” means the duly appointed auditors of the Company from time to time altered by Special Resolution.

“the Board” The Board of Directors of the Company or the directors, being a quorum, present at a duly convened meeting of directors.

“The Company” means the above named 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 Directors" mean the directors of the company for time being;

“The Dividend” means any distribution (whether in cash or property, and whether made before or during a winding up) by the Company to any Member with respect to the Member’s equity interest in the Company.

“The holder” In relation to Shares means the Member whose name is entered in the Register of Members as the holder of the Shares.

"Member" means an individual, firm body corporate or association admitted to membership of the company in accordance to these Articles;

"Month" means a Calendar Month;

"The Office" means the registered office of the company;

“Persons” Shall include Corporations, Companies, Partnerships, Cooperative Societies and other Legal/Statutory entities.

"Proxy" shall include an Attorney duly constituted under a Power of Attorney.

"The Register" The Register of Members of the Company.

"Rules" means any rules or regulations issued by the company pursuant to its Memorandum or Articles of Association;

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

"The Secretary" means any person appointed to perform the duties of the Secretary of the company;

"Words denoting the Masculine gender" shall include the feminine gender

"Words denoting single" Shall include the plural.

"Writing" Shall include printing, lithography and any other mode of representing or reproducing words in a visible form including telegrams and radiograms.

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

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 TWO, 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.

SHARES

4. Subject to the provisions, if any, in that behalf of the Memorandum of Association, and without prejudice to any special rights previously conferred on the holders of existing shares, any shares may be issued with such preferred, deferred or other special rights or such restrictions whether in regard to the dividend, voting, return of share capital or otherwise, as the Company may, from time to time, by special resolution determine, and any preference share may, with the sanction or a special resolution, be issued on the terms that it is or at the option of the Company, liable to be redeemed.
5. The Company's is a Private Company and accordingly:-
 - (a) The right to transfer shares is restricted in manner hereinafter prescribed.

- (b) The number of members of the Company (exclusive of persons who are in the employment of the Company and of person who having been formerly in 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 they shall for the purpose of this regulation be treated as a single member. Any invitation to the public subscribed for any shares or debentures of the Company is prohibited.
- (c) The Company shall not have the power to issue shares warrants to bearer.

TRANSFER OF SHARES

- 6. The Directors may in the their direction and without assigning any reason thereof refuse to register the transfer of any shares to any person who it shall in their opinion be undesirable for any reason whatever to admit to membership.
- 7. Subject to clause 2 and 3 here of 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 or any person selected by Directors as one who is it desirable in the interest of the Company to admit to membership.
 - (b) Every shareholder or trustee in bankruptcy any person who May desire to sale or transfer any such shareholder shall Give notice in writing to the Directors that he desires to make such sales or transfer, such notice shall constitute the board of Directors of the Company as his agent for Company at price to be agreed upon between the party giving such notice and the board, or incase of difference to be determined by an auditor of the Company.
 - (c) Upon price of such shares being agreed on determined as per clause (b) above, the board shall forthwith give notice. To such of the shareholders another than the shareholders. Desiring to sale of transfer the said share, starting the Number and price of such shares inviting the person to whom notice is sent to stating within 21 days from the date of such notice whether he is willing to purchase any, if so what maximum number of such shares. At the expiration of such 21 days notice the board shall apportion such shares amongst the share holder (if more than one) who shall have expressed their desire to purchase the same and as far may be promoted according to the number of shares already held by them respectively of it there be only one such shareholder, the whole of such shares be sold to him, provided that no shareholder be obliged to take more than the maximum number of such shares started in his answer to the notice. Up on such apportionment made or such on 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 shares to the respective shareholders of to the single shareholder who shall have agreed to purchase the same.

GENERAL MEETINGS

- 8. The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the

notice calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the company and that of the next.

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

9. All general meetings other than annual general meetings shall be called extraordinary general meetings.
10. 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 requisitions, 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

11. 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:

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

- a. in the case of a meeting called 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 ninety – five percent of the total voting rights at that meeting of all the members.
12. Subject to the provisions of the articles, the notice shall be given to all the members, to all persons entitled to a share in consequence of the death or bankruptcy of a member and to the directors and auditors. The accidental omission to give notice of a meeting to, or the non receipt to notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

13. 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.

14. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; two persons, entitled to vote on the business to be transacted, each being a member or a proxy for a member or a duly authorized representative of a corporation, shall be a quorum.
15. If within half an hour from the time appointed for the meeting quorum is not present, or if during the course of a meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the directors may determine.
16. 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 and willing to act, he shall be chairman.
17. If at any meeting no director is willing to act as chairman or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be a chairman of the meeting.
18. 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.
19. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands demand:-
 - a. by the chairman; or
 - b. by at least (two) members present in person or by proxy; or
 - c. by any member or members present in person or by proxy and representing not less than one – tenth of the total voting rights of all the members having the right to vote at the meeting.

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

20. Except as provided in article 18, if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
21. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote.
22. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time as the chairman of the meeting directs, and any business other than upon which a poll has been demanded may be proceeded with pending the taking of the poll.
23. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall have effect as if it had been passed at a general meeting duly convened and held, and consist of several instruments in the like form each executed by or on behalf of one or more member.

VOTE OF MEMBERS

24. Every member shall have one vote.
25. 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 said manager, and any such manager may, on a poll, vote by proxy.
26. No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the company have been paid.
27. On a poll votes may be given either personally or by proxy.
28. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing, or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorized. A proxy need not be a member of the company.
29. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the company or at such other place within the Territory as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

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

“..... Limited
I/We of, being a member/ members
of the above – named company, hereby appoint,
of or failing him of, as my/our proxy to
vote for me/us on my/or behalf at the {annual or extraordinary, as the case maybe}
general meeting of the company to be held on theday of
.....200....., and at any adjournment thereof.

Signed this Day of200

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

“..... Limited.

I/Weof Being a member/members of the above
named company, hereby appoint of or failing
Him of, as my/our proxy to vote for me/us on my/our
behalf at the {annual or extraordinary, as the case may be} general meeting of the
company to be held on theday of.....200....., and at any
adjournment thereof.

Signed thisday of.....200

This form is to be used* in favour of/against the resolution. Unless otherwise instructed, the proxy will vote as he thinks fit.

*Strike out whichever is not desire”

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

CORPORATIONS ACTING BY REPRESENTATION AT MEETINGS

34. Any corporation which is a member of the company may by resolution of its directors or other governing body authorize such person as it thinks fit to act as its representative at any meeting of the company, and the person so authorized shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the company.

DIRECTORS

35. The Number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum of association or a majority of them and until such determination the signatories to the Memorandum of Association shall be the first directors. Unless otherwise determined by ordinary resolution, the number of directors shall not be subject to any maximum but shall be not less than two.
36. The remuneration of the directors shall from time to time be determined by the Company in general meeting. Such remuneration shall be deemed to accrue from day to day. The directors shall also be paid all traveling, hotel and other expenses properly incurred by them in attending and returning from meetings of the directors or any committee of the directors or general meetings of the company or in connection with the business of the company.
37. The following persons shall be first Directors to the Company:-

1. **YANLING ZHANG**
2. **ALLY HAMISI GOMA**

BORROWING POWERS

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

POWERS AND DUTIES OF DIRECTORS

39. Subject to the provisions of the Act, the memorandum and the articles and to any directors given by special resolution, the directors, who may exercise all the powers of the company, shall manage the business of the company. No alteration of the memorandum or articles and no such directions shall invalidate any prior act of the directors, which would otherwise have been valid. The powers given by this article shall not be limited by any special power given to the directors by the articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.
40. The directors may by power of attorney appoint any person to be the attorney or agent of the company for such purposes and on such conditions as they determine, including authority for the attorney or agent to delegate all or any of his powers.
41. 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, as they case may be, in such manner as the directors shall from time to time by resolution determine,
42. The directors shall cause minutes to be made in books provided for the purpose:-
- a. of all appointments of officers made by the directors;
 - b. of the names of the directors present at each meeting of the directors and of any committees of the directors;

- c. of all resolutions and proceedings at all meetings of the company, and of the directors, and of committees of directors.

DISQUALIFICATION OF DIRECTORS

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

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

44. The company may by ordinary resolution appoint a person who is willing to act as director to fill a vacancy or be an additional director.
45. The directors may appoint a person who is to act to be a director, either to fill a vacancy or as an additional director, but so that the total number of directors shall not at anytime exceed the number fixed by or in accordance with these articles. Any director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re – election.
46. The company may by ordinary resolution, of which special notice had been given in accordance with section 144 of the Act, remove any director before the expiration of his period of office notwithstanding anything in the article or any agreement between the company and such director. Such removal shall be without prejudice to any claim such director may have for damages for breach of any contract of service between him and the company.
47. The company may by ordinary resolution appoint another person in place of a director removed from office under the immediately preceding article. Without prejudice to the powers of the directors under article 40 the company in general meeting may appoint any person to be a director either to fill a vacancy or as an additional director.
48. Subject to the provisions of the articles, the directors may regulate their meetings as they think fit. Questions arising at a meeting shall be decided by a majority of votes. In case of an equality of votes, the chairman shall have a second or casting vote. A director may, and the secretary at the request of a director shall, call a meeting of the directors. It shall not be necessary to give notice of a meeting of directors to any directors who are absent from Tanzania.

49. The quorum necessary for the transaction of the business of the directions may be fixed by the directors and unless so fixed shall be two.
50. The continuing directors may act notwithstanding any vacancy but, if and so long as their number is reduced below the number fixed by or pursuant to the articles of the act for the purpose of increasing the number of directors to that number, or summoning a general meeting of the company, but for no other purpose.
51. The directors may appoint one of their numbers to be the chairman of the board of directors and determine the period of which he is to hold office. Unless he is unwilling to do so, the director so appointed shall preside at every meeting of directors at which he is present. But if no such chairman is appointed, or if he is unwilling to preside, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the directors present may choose one of their number to be chairman of the meeting.
52. The directors may delegate any of their powers to any committee consisting of one or more directors; any committees so formed shall in the exercise of the powers so to any such regulations, the proceedings of a committee with two or more members shall be governed by the articles regulating the proceedings of directors so far as they are capable of applying.
53. All act done by a meeting of the directors or of a committee of directors or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such director, or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and was entitled to vote.
54. A resolution in writing signed by all the directors entitled to receive notice of a meeting of the directors, or of a committee of directors, shall be as valid and effectual as if it had been passed at a meeting of the directors or {as the case may be} a committee of directors duly convened and held, and may consist of several documents in the like form each signed by one or more directors.

SECRETARY

55. The first Secretary shall be and or any other person who 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.
56. A provisions of the Act or these articles requiring or authorizing a thing to be done by or to a director and the secretary shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, the secretary.

THE SEAL

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



58. 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 to which the receipt and expenditure takes place;
 - b. all sales and purchase of goods by the company; and
 - c. The assets and liabilities of the company.

Property books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the company's affairs and to explain its transactions.

59. 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.
60. No member shall (as such) have right of inspecting any accounting records or other book or document of the company except as conferred by statute or authorized by the directors or by ordinary resolution of the company.
61. 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.
62. 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 directors' report and the auditors 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

63. Auditors shall be appointed and their duties regulated in accordance with sections 170 to 179 of the Act.
64. 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.

S/N	NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	NUMBER OF SHARES	SIGNATURES OF SUBSCRIBERS
1.	YANLING ZHANG CHINA, HEBEI, SHANDA S RD, LINCHEN, JINAN	600	
2.	ALLY HAMISI GOMA P.O. BOX 20929, PLOT NO. 62, BLOCK NO. A, HOUSE NO. 30, KINONDONI MIKOCHENI, KIFARU STREET, DAR ES SALAAM	400	

Dated at Dar es Salaam this...10.....day of JANUARY, 2020

WITNESS TO THE ABOVE SIGNATURES

Name: DENNIS MAGNUS MDOPE
 Signature: Melipe
 Address: P.O. Box 32456
 Qualification: ADVOCATE

