

**THE COMPANIES ACT,  
[Act No. 12 of 2002]**

**COMPANY LIMITED BY SHARES**

**Memorandum**

**and**

**Articles of Association**

**of**

**JIN KUI LIMITED**

Incorporated this..... day of..... 2023

**Drawn by:-**  
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# THE COMPANIES ACT

[Act No. 12 of 2002]

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COMPANY LIMITED BY SHARES

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MEMORANDUM OF ASSOCIATION OF  
**JIN KUI LIMITED**

1. The name of the Company is **JIN KUI 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 being established are:-
  - a) To carry on business as manufacturers, producers, processors, repairers, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, stockiest, agents, sub-agents, merchants, distributors, consignors, jobbers, brokers, concessionaires or otherwise deal in all types of boots, shoes, clogs, all kinds of footwear, rubber, and plastic goods, boots, trees, laces, buckles, leggings, boot polish, purses, bags, boxes, belts and accessories and fittings.
  - b) To carry on the businesses of manufacturer, importer and exporter and dealer in fabrics, clothing, wearing apparel, readymade garments, leather products, leather garments, fancy clothes, textile products, gloves, embroidered goods, laces, knitted goods, tapestry, curtain cloth, sofa cloth and bed sheet, linen, durries, car pets, gunny bags, cotton cloth bags, polythene and poly propylene bags, and all other products of fibrous, substances for personal, commercial and industrial use
  - c) To carry on the business as manufacturers, importers and exporters of leather products, caps, leather jackets of all sorts including leather garments leather wears, leather products, leather dresses, leather coats, leather furs, leather gloves, leather belts, leather shirts, bags, shoes and for that purpose to establish, run and operate tailoring knitting and stitching plants for manufacturing of all types of leather goods of all varieties pattern or designs.
  - d) To carry on the businesses of embroidery on cotton cloth, silk cloth, manmade fiber and natural leather, manmade leather and any other natural or artificial fiber or fibrous substance in all its forms and perspectives and undertake all such activities as are allied, related, linked or associated therewith and to do all such acts deeds or thing as may be required for effective discharge of these objects.

- e) To carry on the business of manufacture, sale, purchase, export and deal in leather garments / goods, such as sports wears and sports clothing, leather jackets, leather trousers, hand bags, brief cases, suitcases, rain-coats belts and all kinds of leather products.
- f) To carry on all or any of the trades or business of preparing spinning, doubling, weaving, combing, scouring, sizing, bleaching, coloring, dyeing, printing and finishing, working or manufacturing in any way whatever, cotton, wool, silk, flax, hemp, jute, artificial silk, rayon, nylon and other fibers or textile substances, whether animal, vegetable or mineral in any state and whether similar to the foregoing substances or not and to treat and utilize and deal in any waste arising from any such operations, whether carried out by the company or otherwise and also of makers of vitriol and of bleaching dyeing and finishing materials and the buying, selling and dealing in all or any of the aforesaid substances
- g) To carry on the business of mineral exploration, mining and processing, sales and buying of gold and diamonds, and all kinds of gemstones and base metals and/or purchase, take on lease, or exchange or otherwise acquire concessions, grants, options, claims, properties and effects supposed to contain minerals, diamonds or other precious stones, quarry and any interest therein, and to explore, mine, work, excise, develop and return to account mines and mining rights and any undertaking connected therein.
- h) To explore, survey, prospect, search for, develop, turn to account, work, refine and deal in minerals, ores, stones, gas, fuels and fuel substances, oil, petroleum and other natural resources of all kinds, to drill for, extract, gain, pump, analyse, refine, treat, store, transport, buy, sell, and otherwise deal in the same or any of them and any products or substances produced or derived therefrom.
- i) To carry on and provide financial services, general financial advice, financial consultants, management consulting services in the United Republic of Tanzania and other regions neighboring Tanzania.
- j) To carry on the business of financial management consultants, human resources management, marketing, auditing and generally to act as agents, providers of business support and auxiliary service to any person whether natural or unnatural, brokers and trustees for any persons, company or firm in respect of any business or matter of any nature whatsoever.
- k) To borrow or raise money in such manner as the company shall deem fit and in particular by the issue of debentures.
- l) To carry on the business of financial advisory services, business plan provision, marketing and evaluation.

- m) To carry on the business of insurance, travel and tours and principals and or agents, brokers, on behalf of any individual, corporation, or institution both local and foreign.
- n) To carry on the business of real estate agents, property managers, and real administrators of buildings, services of letting or valuation, builders, contractors for constructions works, renovation, decoration and demolition and to purchase otherwise acquire land for houses, workshops and building premises.
- o) To build, construct, alter, improve, enlarge, repair, maintain, develop, demolish, remove or replace and to work, manage, carry out or control works of all description, including but not limited to offices, factories, mills, warehouses, shops, stores, garages and other buildings, roads, machinery and plants, which may, in the opinion of the directors of the Company, be likely to advance directly or indirectly the company's interests, to clear sites for the same; to contribute to, subsidies or otherwise assist in the building, construction, alternation, repair, improvement, enlargement, maintenance, development, demolition, removal, replacement, working, management, carrying out or control, to carry business of buying and selling building materials, hardware, electrical and electronic goods and house hold items.
- p) To carry on the business as general merchants, general storekeepers, universal providers, importers, exporters and wholesale and/or retail traders or otherwise dealers of and in all description of goods and merchandise.
- q) To carry on the business as exporters, traders, suppliers, general merchants, stockiest, retailers and dealers in business of scrapers, agriculture inputs and machinery, implements, equipments and all kinds of industrial projects machinery.
- r) To carry on the business of importers, exporters, general merchants, general store-keepers, universal providers, wholesale and/or retail traders, dealers of weighing scales, technology equipments, lab equipments, solar technology, hardware, wood technology and timber, paints, glassware, crockery, cutlery, ironmongery, turners and fitters and other household fitting and equipments, other articles and commodities of personal, household use and consumption provisions, textiles, groceries, medicines and drugs, chemical, surgical option, photographic and other instruments, apparatus, and materials, motor vehicles, automobiles and generally in all manufactured goods of all types and merchandise of all kinds.
- s) To carry on the business as dealers and traders of all kinds of electric goods and equipments and to facilitate, import and export of all electrical commodities and equipment, spare parts of all kinds and

to become general registered dealers in all kinds of electrical appliances and apparatus also carry on the business of mechanical and electrical engineering to design, manufacture, assemble, repair any communication equipment, electrical and electronic apparatus, selling, hiring out, buying, installing, putting up, maintaining, repairing and working, mobile telephones, telegraphs, radios, television sets, recording instruments and electronics, electrical and mechanical apparatus, equipment and fittings of all kinds whatsoever.

- t) To carry on the business as dealers in servicing and repair of motor vehicle, electrical equipments industrial and agricultural machinery, office machines and equipments and installation of electrical services.
- u) To carry on the business of investing in agriculture production, beekeeping production, forest production, fishing and fish production, livestock production, chicken production and become dealers in general food processors, packers and suppliers, wood works and seller, edible oil processors, fruits processors and exporter of food varieties, honey, edible oil, fresh fruits and vegetables.
- v) To promote tourism in Tanzania and elsewhere in Africa as travel agents and tourist agents and tour operators, promote and facilitate travelling, organize mountain climbing and hunting expeditions, tented camps, fishing and diving expeditions, safari promoters and undertakers generally and in particular to arrange and manage hunting safaris, photo safaris, adventure tours, fishing trips, handling of game trophies and animal skins, catching, transporting of wildlife and marine products of all kinds.
- w) To carry on the business of stationeries, printers, lithographers, stereotypes, electrotypes, engraves, photographic, photo lithographers, typesetting machine operators, die sinker, envelop markers, book binders, accounts book manufactures, paper makers, box markers and to deal in manufacture of and sell by wholesale or retail of school materials, bookshops and secretarial services.
- x) To carry on the business of proprietors and managers of hotels, restaurants, cafes, lodges, motels, holiday camps, caravan sites, taxis, cabs, refreshment and tea/coffee rooms, milk and snack bars, and undertake training and provision of trained hotel and domestic personnel to hotels, households, diplomatic corps and undertake contracting agreements and tenders on distribution and supply of foods stuffs, vegetables, cooking oils, fish, meat, fruits and the like also to market, distribute and export the same.

- y) To engage in and or otherwise carry on the business of building,, civil, mechanical, electrical contractors, labor contractors and generally constructing buildings, roads, motor vehicle servicing, repairs, body builders, electrical wiring and installation.
- z) To carry on all or any of the business of manufactures, representatives, importers, exporters, buyers and sellers (both wholesale and retail) insurance agents, land agents general merchants, traders and manufactures and dealers in and agent and representatives for goods, merchandise, materials, furniture, furnishing, appliance, equipments, machinery stores, products, provisions, commodities, substances and effects of all kinds and to establish factories for the manufacture of any of them.
- aa) To carry on the business of a big game hunter, trapping and collection of wild, live birds for sale and exports within and outside Tanzania, to deal and trade in carvings, painting curios, export and provide game sanctuary facilities and to organize safaris and expeditions; discover, hunt, shoot, photograph, capture animals, birds, game and fish of all kinds including reptiles, marine products, pottery crafts, crustacean, salt mangrove, seal shells, and all allied products of description.
- bb) To purchase, take on lease, option or license, exchange or otherwise acquire in any part of the world ranch farms, land, improve, manage, develop or otherwise turn to account, deal with any agricultural, ranching, grazing, plantation, forest, fishing and trading grants, licenses, concessions, options, rights or privileges.
- cc) To carry on the business of clearing and forwarding agents, commission agents, transporters, freighters, haulers, customs bonded warehouses and go-down keepers, cargo and travel agents, tourist agents, manufactures' representatives, road contractors, cargo superintendents, packers, machinery haulage specialists, warehousemen, engineers, electricians, motorcars, cabs, omnibus, lorries, oil tank and coach proprietors and transporters in Tanzania and neighboring countries and in such other places as may be determined by the company.
- dd) To carry on the business of services and consultancy in all types of information technology, computer systems, conference systems, telecommunication systems, courier services security systems and services, public address systems, data communication and to train, research, install and offer sale services of electronic systems, voice and data networks and any other systems or components which the company may think fit, necessary and incidental to this business.
- ee) To purchase, take or lease or in exchange, hire or otherwise acquire for investment or resale any estate, land, buildings, casements and other rights and interests in immovable property or any tenure

in Tanzania and elsewhere and to sell, let or lease, exchange or otherwise dispose of or grant rights over any immovable property, belong to the company.



- ff) To purchase, take or lease or in exchange, hire or otherwise acquire and hold any estate or interest in any lands, buildings, casements, rights, licenses, secret processes, machinery, plants, and stock, in trade and real or personal property of any kind.
- gg) To accept payment for any property or rights sold or otherwise disposed or dealt with by the company either in cash, by installment or otherwise or in fully or partly paid up shares of the company or corporation, with or without deferred or preferred or guaranteed rights.
- hh) To carry any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on by the company in connection with the above business or the general business of the company.
- ii) To act as agents for sales and purchase of any stocks, shares or securities or for any other monetary or mercantile transactions.
- jj) To act as executors and trustees of wills and settlements made by customers and others and undertake and execute trusts of all kinds.
- kk) To do all or any of the above things in any part of the world and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others and either or through agents, sub-contractors, trustees and otherwise.
- ll) To remunerate any person, firm or company rendering services to this company, whether by cash payments or by allotment to him or them or shares or securities of the company credited and paid in full or in part, or otherwise.
- mm) To advance money to shareholders in the company, and others for the purpose of enabling the person borrowing the same erect or purchase, or enlarge or repair any house or building or to purchase any estate or interest therein, or to take a demise for any term or terms of years of any freehold or leasehold property upon such terms and conditions as the company may think fit.
- nn) To invest and deal with the monies of the Company not immediately required, upon such securities and in such manner as may from time to time be determined.
- oo) To distribute among the members in pieces any property of the company, or any proceeds of sale or disposal of any property of the company.
- pp) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of lading, warrants, debentures and negotiable or transferable instruments.

- qq) To act as agents or brokers, and as trustees for any person, firm or company, and to undertake and perform sub-contracts and also to act in any other business of the company through or by means of agents, brokers, sub-contractors or others.
- rr) To obtain any provisional order, ordinance or act of Parliament for enabling the company to carry any of its objects into effect, or for affecting any modification of the company's constitution, or any other purpose which may seem expedient, and to oppose an proceedings or applications which may seem calculated, directly or indirectly to prejudice the company's interests.
- ss) To take or otherwise hold shares in any other company having objects altogether or in part similar to this company, or carrying on any business capable of being conducted so as directly or indirectly to benefit the company.
- tt) To transact or carry on all kinds of Agency business and in particular in relation to the investment of money, the sale of property, and the collection and receipt of money.
- uu) To carry on or establish a Trust Fund which will cater for the provision of social services to the community including but not limited to the assistance of education costs (bursary) to orphans and services as it may be deemed necessary.
- vv) To carry on the business of mineral traders, exporters and dealers of minerals within and outside the country.
- ww) To do all other things as may be deemed incidental or conducive to the attainment of the objects or any of them.

4. The liability of the members is limited.

5. The authorized share capital of the company is Shillings 60,000,000/= divided into 100 shares of Tshs.600,000/=each, with power for the company to increase or to reduce the said share capital and to issue any part of its capital, original or increased, with or without any preference, priority or special privilege, or subject to any postponement of rights or to any conditions or restrictions; and so that unless the conditions of issue shall otherwise expressly declare, every issue of shares, whether declared to be preferential or otherwise, shall be subject to the power herein before contained.

We, the several persons whose names, addresses and descriptions 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 opposite our respective names.

NAME, ADDRESS & OCCUPATION OF SUBSCRIBER	NUMBER OF SHARES TAKEN	SIGNATURE OF SUBSCRIBER
WANG ZUOMIN ZHEJIANG PROVINCE CHINA BUSINESSMAN	80	
LEI YANG ZHEJIANG PROVINCE CHINA BUSINESSMAN	20	

Dated at Dodoma this 15<sup>th</sup> day of SEPTEMBER 2023

WITNESSED TO THE ABOVE SIGNATURES:-

NAME: AYUBU WILLIAM LAZARO

SIGNATURE: 

POSTAL ADDRESS: P.O. Box 1249 Dodoma



QUALIFICATION: ADVOCATE/COMMISSIONER FOR OATH

**THE COMPANIES ACT,**  
[Act No. 12 of 2002]

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COMPANY LIMITED BY SHARES

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ARTICLES OF ASSOCIATION OF  
**JIN KUI LIMITED**

**APPLICATION OF TABLE "A"**

1. Subject as hereinafter provided, the regulations contained in Part 1 of Table "A" in the Companies Act, Act No. 212 of 2002 which shall be referred hereinafter as the ((Act) shall apply to the company same for regulation 22.

**INTERPRETATION**

2. In these Articles unless the context otherwise requires:

- |     |                     |  |
|-----|---------------------|--|
| (a) | <b>"Articles"</b>   | Means these Articles of Association of <b>JIN KUI LIMITED</b> .  |
| (b) | <b>"Board"</b>      | Means the Board of Directors of the Company or the Directors present at a duly convened meeting of Directors at which a quorum has been attained   |
| (c) | <b>"Company"</b>    | Shall mean <b>JIN KUI LIMITED</b> .  |
| (d) | <b>"Clear days"</b> | In relation to the period of a notice means that a period excluding the day when the notice is given or deemed to be and the day for which is given or which it is to take effect.   |
| (e) | <b>"Directors"</b>  | Shall mean the Directors for the time being of the Company or if there only be one Director then such one Director.  |
| (f) | <b>"Member"</b>     | Shall mean a registered shareholder in the Company.  |
| (g) | <b>"Month "</b>     | Shall mean a calendar month.   |
| (h) | <b>"Office"</b>     | Shall mean the registered office of the Company.   |
| (i) | <b>"The Act"</b>    | Shall mean the <b>COMPANIES ACT (ACT NO. 12 OF 2002)</b> or any statutory enactment or modification thereof for the time being in force, and reference to any section or provisions of the Act shall include reference to any statutory re-enactment or modification of such section or provision for the time being in force; |
| (j) | <b>"The Seal"</b>   | Shall mean the Common Seal of the Company;   |
| (k) | <b>"The Board"</b>  | Shall mean the Board of Directors of the Company   |

- (l) **“Secretary”** Shall mean any person appointed to perform the duties of Secretary of the Company.
- (m) **“In writing” or “written”** Shall include printing and lithography and any other mode or modes of representing or producing words in a visible form.
- (n) **“Office”** Shall mean the registered office of the Company
- (o) Words importing any gender include other genders and words in the singular include the plural, and vice versa, and words importing a person shall include a body corporate.

### **PRIVATE COMPANY**

3. The Company has been formed as a private company, and accordingly:-
  - (a) The number of members of the company (not including persons who are in the employment of the Company, and persons, who having been formerly in the employment of the Company were while in such employment and have continued after the determination of such employment to be members of the Company) is limited to fifty; provided that where two or more persons hold one or more shares in the Company jointly they shall for the purpose of this Article be treated as a single member;
  - (b) Any invitation to the public to subscribe for any shares or debentures of the company is prohibited;
4. The right to transfer shares is restricted in the manner hereinafter provided in these articles.

### **SHARES**

5. The Share capital of the Company is Shillings 60,000,000/= divided into 100 shares of Tshs.600,000/=each with such rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company, and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company.
6. 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 share may be issued with such preferred, deferred or other special rights or such restriction, whether in regard to dividend, voting, return of share capital or otherwise, as the Company may from time to time by special resolution determine, and any preference share or ordinary share may, with the sanction of a special resolution, be issued on the terms that it is, or at the option of the Company is liable to be redeemed
7. The instrument of transfer of any share shall be executed by or on behalf of the transferor and transferee and, the transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

8. Subject to such restriction in these regulations as may be applicable, any member may transfer all or any of his shares by instrument in writing in any usual or common or any other form which the Directors may approve before the Notary Public, provided that the members of the company then present shall have the right of pre-emption in transfer by purchase.
9. The Directors may decline to register the transfer of a share to a person of whom they shall not approve, and they may also decline to register the transfer of a share on which the company has a lien.
10. If the Directors refuse to register a transfer they shall within two months after the date of which the transfer was lodged with the Company send to the transferee notice of the refusal.

### **TRANSMISSION OF SHARES**

11. In the case of death of a member the survivor or survivors where the deceased was a joint holder, and the legal personal representatives of the deceased where he was a sole holder, shall be the only persons recognized by the Company as having title to his interest in the shares but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share which he has been jointly held by him with other persons.
12. Any persons becoming entitled to a share in the consequence of death or bankruptcy of a member may upon such evidence being produced as may from time to time properly be required by the Directors and subject as hereinafter provided, elect either to be registered himself as holder of the share or to have some person nominated by him registered as a transferee thereof, but the Directors will, in either case, have the same right to decline or suspend registration as they would have in the case of a transfer of the share by that member before his death or bankruptcy.

### **ALTERATION OF CAPITAL**

13. The Company may from time to time by ordinary resolution increase the share capital by such sum to be divided into shares of such amount, as the resolution shall prescribe but such increase in value of the shares shall not affect the number of shares initially taken up by the subscribers to the Memorandum of the Company.
14. The Company may by ordinary resolution:
  - (a) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
  - (b) Sub-divide existing shares, or any of them into shares of smaller amount than is fixed by the Memorandum of Association.

### **GENERAL MEETINGS**

15. The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meeting 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 and that of the next. Provided that so long as the company hold its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of incorporation or in the following year. The annual general meeting shall be held at such time and place, as the Directors shall appoint.
16. All general meetings other than annual general meetings shall be called extraordinary general meetings.
17. The Directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall be convened on such requisition, as provided for in the Act.
18. An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty one days' notice in writing at the least, and a meeting or a meeting for the passing of an ordinary resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day for which it is given, and shall be given, in a manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in a general meeting, to such other persons as are, under the regulations of the company, entitled to receive such notices from the company.

#### **PROCEEDINGS AT GENERAL MEETINGS**

19. All business shall be deemed special that is transacted at an annual general meeting and also that is transacted at any general meeting, with the exception of declaring a dividend, the consideration of accounts, balance sheets and the reports of the Directors and auditors, the election of Directors in the place of those retiring and the appointment of, and fixing, the remuneration of the auditors.
20. Two members, either present in person or by proxy shall constitute a quorum.
21. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon requisition of members shall be dissolved, in any case it shall stand adjourned to the same day in the next week, at the same time and place or to such other day and ay such other time and place as the Directors may determine.
22. The Chairman, if any, of the board of Directors shall preside as chairman of every general meeting of the company, or if there is no such chairman or if he shall not be present within fifteen minutes after the time appointed for the holding of the general meeting or is unwilling to act the Directors present shall elect one of their member to be chairman of the meeting.

#### **DIRECTORS**

23. Unless determined by the Company in general meeting the Directors shall not be less than two and not more than ten in number.

24. The following persons shall be first Directors to the Company:-

1. **WANG ZUOMIN**
2. **LEI YANG**

25. 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.

26. The quorum of Directors, for transacting business shall unless otherwise fixed, by Directors, be three.

27. A resolution in writing signed by all Directors then in Tanzania shall be valid and effectual as if it had been passed at a meeting of Directors duly called and constituted.

28. The Directors may from time to time borrow; raise moneys for the purpose of the Company which may exceed the issued share capital of the Company.

#### **BORROWING POWERS**

29. The Directors may exercise all powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital or 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 of any third party.

#### **POWERS AND DUTIES OF DIRECTORS**

30. The business of the Company shall be managed by the Directors, who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not by the Act, or by these regulations, required to be exercised by the Company in general meeting; subject nevertheless, to any of these regulations, to the provisions of the Act and to such regulations being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in general meeting, but no regulation made by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

31. The Directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purpose and with such powers, authorities and discretion (not exceeding, those vested in or exercisable by the Directors under these regulations) and for such period and subject to such conditions as they may think fit.

#### **DISQUALIFICATION OF DIRECTORS**

32. The office of director shall be vacated if the director:

- (a) resigns;
- (b) becomes of unsound mind
- (c) becomes prohibited from being a director by reason of any Court Order;
- (d) dies;
- (e) in case of a life director, ceases to be a member of the Company;
- (f) is voted out of office by an ordinary resolution in General Meeting;
- (g) is prohibited from acting as a director by the provisions of the Act.

#### **MANAGING DIRECTOR**

- 33.** The Directors may from time to time appoint a Managing Director who may not necessarily be out of their body for such a period and on such terms as they think fit, and subject to the terms of agreement entered into any such particular case, may revoke such an appointment.
- 34.** A Managing Director shall receive such remuneration as the Directors may determine.

#### **SECRETARY**

- 35.** The Directors shall appoint a Secretary of the Company on such terms, at such remuneration and upon such conditions, as they may think fit; and the Secretary appointed may be removed by them.

#### **THE SEAL**

- 36.** The Directors shall provide for the safe custody of the seal, which shall only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors in that behalf, and every instrument shall be countersigned by the Secretary or by a second director or by some other person appointed by the Directors for the purpose.

#### **ACCOUNTS**

- 37.** The Directors shall cause true accounts to be kept:
- (a) of the assets and liabilities of the Company;
  - (b) of all sums of money received and expended by the Company and the manner in respect of which receipts and expenditures take place. The books of accounts shall be always open for the inspection of the Directors and shall be kept at a place decided by the Directors.
- 38.** The Directors shall from time to time determine whether in any particular case or cases or generally and to what extent and at what time and place and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of the members and no member (not being a director) shall have any right of inspecting any book or documents of the Company except as conferred by statute or authorised by the Directors.

#### **AUDIT**

39. Once at least in every year the accounts of the Company shall be examined and the correctness of the balance sheet ascertained by an auditor.
40. The Directors shall appoint the first auditor who will hold office until the first annual general meeting.
41. The Directors may fill up any casual vacancy in the office of auditor.
42. The remuneration of the auditor shall be fixed by the Company in general meeting; except that the remuneration of any auditor appointed by the Directors may be fixed by the Directors.

#### **CAPITALIZATION OF PROFITS**

43. The Company in general meeting may upon the recommendation of the Directors resolve that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution, and accordingly that such sum be set free for distribution amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions on condition that the same shall not be paid in cash but be applied either in or toward paying up any amounts for the time being unpaid or any shares held by such members respectively.

#### **NOTICES**

44. A notice may be given by the Company to any member either personally or by sending it by post to him at his registered address, and/or if he has no registered address, to his last known address, if any, supplied by him or her to the Company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to have been effective if the notice was posted.
45. Notice of every general meeting shall be given in any manner herein before authorized to every member at his or her registered address or last known address.
46. Every person upon whom the ownership of a share devolves by reason of his being a legal personal representative of a trustee or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting; and the auditor for the time being of the Company.

#### **WINDING UP**

47. If the Company shall be wound up the liquidator may, with the sanction of an extraordinary resolution of the Company and any other sanction required by the Act, divide amongst the members in specie or kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may for such purposes set such value as he may determine how such division shall be carried out as between the members or different classes of members. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefits of the

contributors as the liquidator, with the life sanction, shall think fit, but so that no member shall be compelled to accept any shares or other securities where there is any liability.

#### **INDEMNITY**

48. 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 favour or in which he is acquitted or in connection with any application under the COMPANIES ACT in which relief is granted to him by the Court.



#### **ALTERATIONS OR ADDITIONS**

49. 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 as 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.

#### **ARBITRATION**

50. If and whenever any dispute or difference shall arise between the Company and any of the members of 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 three (3) 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 within thirty (30) days the procedure laid down in the Arbitration Act Cap 15 or any enactment replacing the Arbitration Act.

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

NAME, ADDRESS & OCCUPATION OF SUBSCRIBER	NUMBER OF SHARES TAKEN	SIGNATURE OF SUBSCRIBER
WANG ZUOMIN ZHEJIANG PROVINCE CHINA BUSINESSMAN	80	
LEI YANG ZHEJIANG PROVINCE CHINA BUSINESSMAN	20	

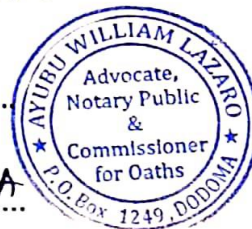
Dated at Dodoma this 15<sup>th</sup> day of SEPTEMBER 2023

WITNESSED TO THE ABOVE SIGNATURES:-

NAME: AYUBU WILLIAM LAZARO

SIGNATURE: 

POSTAL ADDRESS: P.O. Box 1249 Dodoma



QUALIFICATION: ADVOCATE/COMMISSIONER FOR OATH