

THE COMPANIES ACT, 2002

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

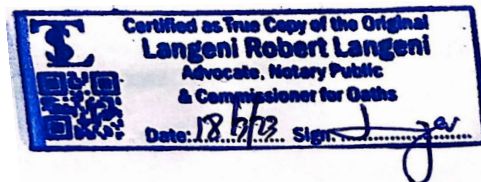
ARTICLES OF ASSOCIATION

OF

FORTUNE PAPER GROUP LIMITED

Incorporated this9TH..... day ofNOVEMBER..... 2022

DRAWN BY:



WEI JIE

(Subscriber)

Tanzania, Region Dar Es Salaam, District Kinondoni,
Ward Mikocheni, Postal code 14112, Street COCACOLA,
Road COCACOLA, Plot number 104, Block number D, House number

THE COMPANY ACT 2002
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
FORTUNE PAPER GROUP LIMITED

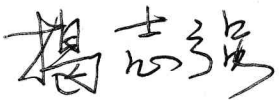




1. The name of the company is " **FORTUNE PAPER GROUP LIMITED**"
2. The Registered office of the Company will be situated in Tanzania Mainland
3. The objects for which the Company is established are: -
 - a) To establish and carry on the business of manufacturing of High strength corrugated papers.
 - b) Manufacture of pulp, paper and paperboard,
 - c) Manufacture of corrugated paper and paperboard and of containers of paper and paperboard,
 - d) Manufacture of other articles of paper and paperboard
 - e) Manufacture of office machinery and equipment (except computers and peripheral equipment)
 - f) To establish and carry on the business of retail sale of papers
 - g) To establish and conduct recycling of paper products.
 - h) manufacture of bleached, semi-bleached or unbleached paper pulp by mechanical, chemical (dissolving or non-dissolving) or semi-chemical processes
 - i) To conduct business in buying, selling, importing, exporting of industrial machinery and equipment, new and second-hand spare parts and accessories and generally to deal in all types of papers and electronic goods and accessories thereof.
 - j) To purchase, import and export all paper materials.
 - k) To convert used papers into finished products.
 - l) To carry on the business of buyers, sellers, dealers, exporters and importers of papers or merchandise whatsoever and to transact all manufacturing or treating and processes and mercantile business and to purchase and vend raw materials and manufactured articles.
 - m) To carry on any other business, whether manufacturing or otherwise, which may seem to the Company capable of being conveniently carried on in connection with the above or calculated or indirectly to enhance the value of or render more profitable any of the company's property.
 - n) To receive money on deposit or loan and borrow or raise money in such manner as the Company shall think fit, and in particular by issue of debenture or debenture stock perpetual or otherwise, and to secure the repayment of any money borrowed, raised or owing by mortgage, charge ' or lien

upon all or any of the property or assets of the company both present and future including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the company or any other person or company of any obligation undertaken by the company or any other person or company as the case may be.

- o) To borrow money by means of loans from directors, commercial banks and Government Financial institutions for the purpose of the business of the company, in such manner as the company may think fit and in particular by issue of debentures, perpetual or otherwise, convertible into shares or non-convertible or perpetual annuities and as security for any such money so borrowed, and to mortgage, pledge or charge whole or any part of the property, assets or revenue of the company by special assignment or otherwise to transfer or convey the same absolutely or in trust as may seem expedient and to purchase, redeem or pay off any such securities.
- p) To carry on the business of manufacturer, importer, exporter and dealer in fabrics, clothing, wearing apparel, ready made garments, leather products, leather garments, fancy clothes, textile products, gloves, embroidery goods, laces, knitted goods, tapestry, curtain cloth, sofa cloth, bed sheets, linen, durrees, carpets, gunny bags, cotton cloth bags, polythene and polypropylene bags, twin, hessian cloth, thread, canvas, water proof material and fabrics, and all other products of fibrous substance for personal, commercial and industrial use.
- q) To enter into arrangements with companies, firms, governments, local authorities, and government agencies for promoting and increasing the manufacture, sale, purchase and maintenance of goods, articles or commodities of all and every kind and description, either by buying, selling, letting on hire, hire-purchase or easy payment systems or by financing or assisting such other companies, firms or persons to do all or any of such last mentioned acts, transactions, and things, and in such manner as be necessary or expedient and in connection with or for any of these purposes, to purchase agreements, advance money, give guarantees or security or otherwise finance or assist all or any of such purposes on such terms and in such manner as may be desirable or expedient.
- r) To do all or any of the above things in any part of the world, and either as principal, agent trustee or otherwise, and either alone or in conjunction with others, and by or through agents, sub-contractors, trustees or otherwise.

- s) To purchase, take or lease or in exchange, hire or otherwise acquire and hold any state or interest in any lands buildings, casements, rights, licenses secret processes, machinery, plants, stock, in trade and real or personal property of any kind.
 - t) To do all such other things as are incidental or the Company may think conducive to the attainment of the above objects or any of them.
 - u) To carry on the business of general merchants, general store-keepers, universal providers, importers, exporters, suppliers, wholesale and/or retail traders, dealers of paper products.
 - v) To guarantee or otherwise support or secure, either with or without the company receiving any consideration or advantage and whether by personal covenant or by mortgaging or changing all or part of the undertaking, property, assets, rights and revenues present and future and uncalled capital of the company or by both such methods or by such other means whatsoever, the liabilities and obligations of the payment of any moneys whatsoever (including but not limited to principal, interest and other liabilities of any borrowings or acceptance of credit and capital, premiums, dividends, costs and expenses or any stocks, shares or securities) by any person, firm or company including but not limited to any company which is for the time being a holding company or subsidiary (both as defined in the company Act (Chapter 212) of the company or of the company's holding company and that the giving and creation of any such guarantee support or security is hereby constituted one of the main objects of the company.
 - w) To purchase, take on lease and otherwise acquire for investment or resale any estate, land, buildings, easements 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.
 - x) To purchase, take or lease or in exchange, hire or otherwise acquire and hold any state or interest in any lands buildings, casements, rights, licenses secret processes, machinery, plants, stock, in trade and real or personal property of any kind.
4. The Liability of the Members is Limited.
 5. The capital of the Company is Tanzanian Shillings 11,650,000,000/= divided into 11,6500 shares of Shillings 100,000/= each. The Company shall have powers to increase its capital and to divide the shares in its capital for the time being into several classes of stock or shares and to attach thereto respectively such preferential, deferred or special rights, privileges, or conditions as may be.

WE, The several persons whose names addressed and occupations 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, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS	NUMBER OF SHARES TAKEN	SIGNATURE
<p>1. ZHIQIANG JIE</p> <p>Tanzania, Region Dar Es Salaam, District Kinondoni, Ward Mikocheni, Postal code 14112, Street COCACOLA, Road COCACOLA, Plot number 104, Block number D, House number</p>	20000	
<p>2. SHUANGQIAN LIU</p> <p>Tanzania, Region Dar Es Salaam, District Kinondoni, Ward Mikocheni, Postal code 14112, Street COCACOLA, Road COCACOLA, Plot number 104, Block number D, House number</p>	20000	
<p>3. WEI JIE</p> <p>Tanzania, Region Dar Es Salaam, District Kinondoni, Ward Mikocheni, Postal code 14112, Street COCACOLA, Road COCACOLA, Plot number 104, Block number D, House number</p>	100	
<p>4. XINBAO FANG</p> <p>Tanzania, Region Dar Es Salaam, District Kinondoni, Ward Mikocheni, Postal code 14112, Street COCACOLA, Road COCACOLA, Plot number 104, Block number D, House number</p>	20000	
<p>5. PENG JIE</p> <p>Tanzania, Region Dar Es Salaam, District Kinondoni, Ward Mikocheni, Postal code 14112, Street COCACOLA, Road COCACOLA, Plot number 104, Block number D, House number</p>	39900	

Dated at Dar es salaam, this ^{27th}.....day of.....~~OCTOBER~~..... 2022

WITNESS to the above signatures:

NAME: MAMYAMA PETER NYAMBASI

SIGNATURE: 

ADDRESS: 32080 DAR ES SALAAM

QUALIFICATIONS: ADVOCATE



THE COMPANIES ACT, 2002
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
FORTUNE PAPER GROUP LIMITED

INTERPRETATION

1. In these articles:-

"the Act" means the Companies Act;

"the articles" means the articles of the company;

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

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

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

PRIVATE COMPANY

2. The Company 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 persons who have been formerly in the employment of the company while in such employment to be the member 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 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 shall not have power to issue share warrants to bearer

MEMBERS

3. 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.
4. The subscribers to the memorandum of association and such other persons as the directors shall admit to membership shall be members of the company.

GENERAL MEETINGS

5. 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.

6. All general meetings other than annual general meetings shall be called extraordinary general meetings.
7. The directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or in default, may be convened by such requisitionists, as provided by section 133 of the Act, If at any time there are not within the Tanzania sufficient directors capable of acting to form a quorum, any director or any two members of the company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meeting may be convened by the directors.

NOTICE OF GENERAL MEETINGS

8. 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.
9. 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.

PROCEEDING AT GENERAL MEETINGS

10. 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.
11. 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.

12. 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.
13. 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 members to be chairman of the meeting and, if there is only one director and willing to act, he shall be chairman.
14. 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.
15. 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.
16. 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 (three) 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.

17. Except as provided in article 18, if a poll is duly demand 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 demand.
18. 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.
19. 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.
20. 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

21. Each share shall constitute one vote.
22. A member in respect of whose estate a manager has been appointed under section 26 of the Mental Diseases Act, 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.
23. No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the company have been paid.
24. On a poll votes may be given either personally or by proxy.
25. 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 sea) or under the hand of an officer or attorney duly authorized. A proxy need not be a member of the company.
26. 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 of adjourned meeting at which the per son 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.
27. 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 the day of202....., and at any adjournment
thereof.

Signed this day of,
..... 202.....”

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:-

“
LimitedI/We.....of.....
....., being a member/ members of the above named company, hereby appoint
of....., ofof failing
him.....of....., as my/our proxy to vote for me / us
on my / our behalf at the {annual of extraordinary, as the case may be} general meeting of the

company to be held on the.....day of202...., and at any adjournment thereof.

Signed thisday of,202...

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

Strike out whichever is not desire

29. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

30. A vote given in accordance with the terms of an instrument of proxy, or poll demanded by proxy, or by the duly 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 REPTIESENTATION AT MEETING

31. Any corporation which is a member of the company may be 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.

31A. The Company shall have powers to Borrow or raise money whether or not for the purposes of the company (including by way of hire purchase, conditional sale, credit sale or any other such methods of financing) from banking and financial institutions or other money lending institutions or by other lawful means including by issuance of debentures, debenture stock (perpetual or terminable) or bonds and to secure or discharge any debt, liability or obligation of or binding the company whether by way of guarantee or indemnity or otherwise (including, without limitation, pursuant to the borrowing or raising of money) by the giving of mortgages, charges or other security founded, or based upon all or any of the property and rights of the company, including its uncalled capital or without any such terms as to priority or otherwise as the company shall think fit.

31B. That the Company shall have powers To guarantee or otherwise support or secure, either with or without the company receiving any consideration or advantage and whether by personal covenant or by mortgaging or changing all or part of the undertaking, property, assets, rights and revenues present and future and uncalled capital of the company or by both such methods or by such other means whatsoever, the liabilities and obligations of the payment of any moneys whatsoever (including but not limited to principal, interest and other liabilities of any borrowings or acceptance of credit and capital, premiums, dividends, costs and expenses or any stocks, shares or securities) by any person, firm or company including but not limited to any company which is for the time being a holding company or subsidiary (both as defined in the company Act (Chapter 212) of the company or of the company's holding company and that the giving and creation of any such guarantee support or security is hereby constituted one of the main objects of the company.

DIRECTORS

32. 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.

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

1. ZHIQIANG JIE
2. SHUANGQIAN LIU
3. WEI JIE



34. 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 travelling, hotel and other expenses properly incurred by them in attending and returning from meeting of the directors or any committee of the directors or general meetings of the company or in connection with the business of the company

BORROWING POWERS

35. 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.

35A. The Directors may exercise all powers of the company to borrow, lend and guarantee the repayment of money and to mortgage or to charge or otherwise secure its undertaking, assets, property and uncalled capital 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 of any third party.

35B. The Directors may exercise all the powers of the company to guarantee and become surety for the liabilities, the performance of the contracts and the repayment of the monies by any person, firm or company and to issue charges, mortgages, debentures or lien to secure performance by the company of any such guarantee or surety.

35C. The Directors may exercise all the powers of the company to guarantee and become surety for the liabilities, the performance of the contracts and the repayment of the monies by any person, firm or company and to issue charges, mortgages, debentures or lien to secure performance by the company of any such guarantee or surety.

POWERS AND DUTIES OF DIRECTORS

36. 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,

37. 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.
38. 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 the case may be, in such manner as the directors shall from time to time by resolution determine.
39. 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 directors, and of committees of directors.

DISQUALIFICATION OF DIRECTORS

40. 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,

41. 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.
42. 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.
43. 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.
44. 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.
45. 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.

46. 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.
47. 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.
48. The directors may appoint one of their members 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 member to be chairman of the meeting.
49. 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.
50. 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 hand 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.
51. 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

52. The Secretary 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.
53. 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

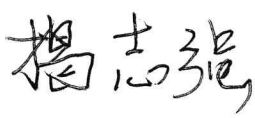




54. The seal shall only be used by the authority of the directors or of a committee of the directors authorized by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary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

55. 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.
- 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 air view of the state of the company's affairs and to explain its transactions.
56. The books of account shall be kept at the registered officer 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.
57. 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 directories or by ordinary resolution of the company.
58. 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.
59. 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


60. Auditors shall be appointed and their duties regulated in accordance with sections 170 to 179 of the Act.
61. 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. An address within the Tanzania at which notices may be given to 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.

WE, The several persons whose names addressed and occupations 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 set opposite our respective names

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS	NUMBER OF SHARES TAKEN	SIGNATURE
<p>1. ZHIQIANG JIE</p> <p>Tanzania, Region Dar Es Salaam, District Kinondoni, Ward Mikocheni, Postal code 14112, Street COCACOLA, Road COCACOLA, Plot number 104, Block number D, House number</p>	20000	
<p>2. SHUANGQIAN LIU</p> <p>Tanzania, Region Dar Es Salaam, District Kinondoni, Ward Mikocheni, Postal code 14112, Street COCACOLA, Road COCACOLA, Plot number 104, Block number D, House number</p>	20000	
<p>3. WEI JIE</p> <p>Tanzania, Region Dar Es Salaam, District Kinondoni, Ward Mikocheni, Postal code 14112, Street COCACOLA, Road COCACOLA, Plot number 104, Block number D, House number</p>	100	
<p>4. XINBAO FANG</p> <p>Tanzania, Region Dar Es Salaam, District Kinondoni, Ward Mikocheni, Postal code 14112, Street COCACOLA, Road COCACOLA, Plot number 104, Block number D, House number</p>	20000	
<p>5. PENG JIE</p> <p>Tanzania, Region Dar Es Salaam, District Kinondoni, Ward Mikocheni, Postal code 14112, Street COCACOLA, Road COCACOLA, Plot number 104, Block number D, House number</p>	39900	

Dated at Dar es salaam, this ...^{27th}...day of.....OCTOBER..... 2022

WITNESS to the above signatures:

NAME:MANYAMA PETER NYAMBASI.....
SIGNATURE:.....
ADDRESS:32086 DAR-ES-SALAAM.....
QUALIFICATIONS:ADVOCATE.....

