

**THE COMPANIES ACT No. 12, 2002**

---

**COMPANY LIMITED BY SHARES**

---

**MEMORANDUM**

**And**

**ARTICLES OF ASSOCIATION**

**Of**

**ISMILE TANZANIA COMPANY LIMITED**

**Incorporated this.....day of ..... 2024**

**DRAWN BY  
ZHU YUANXUN  
(SUBSCRIBER)  
P.O BOX 000,  
DAR ES SALAAM. TANZANIA**

**THE COMPANIES ACT 2002**  
**COMPANY LIMITED BY SHARES**  
**MEMORANDUM OF ASSOCIATION**

**OF**

**ISMILE TANZANIA COMPANY LIMITED**

- 1. The name of the company is " ISMILE TANZANIA COMPANY 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) 1079 – Manufacture of other food products.
  - b) 8690 – Other human health activities.
  - c) 8620 – Medical and dental practical activities.
  - d) 8610 – Hospital activities.
  - e) 2670 – Manufacture of optical instrument and photographic equipment.
  - f) 2651 – Manufacture of measuring testing, navigating and control equipment.
  - g) 2100 – Manufacture of pharmaceuticals, medical, chemical and botanical products.
  - h) 2211 – Manufacture of rubber tires and tubes, retreading and control equipment.
  - i) 2219 – Manufacture of others rubber products.
  - j) 7010 – Activities of head office
  - k) 5310 – Postal activities
  - l) 2817 – Manufacture of office machinery and equipment (except computer and peripheral equipment)
  - m) 4659 – Wholesale of others machinery and equipment.
  - n) 4390 – Others specialized construction.
  - o) 4759 - Retail sale of electrical household appliances, furniture, lighting equipment and other household articles in specialized stores.
  - p) 4771 Retails sale of clothing, footwear and leather articles ib specialized.
  - q) 2620 Manufacture of computer and peripheral equipment.
  - r) 9511 repair of computers and peripheral equipment.
  - s) 4741 Retails sale of computer, peripheral unit, software and telecommunication equipment in specialized stores.
  - t) 4751 Retail sale of textiles in specialized stores.
  - u) 1080 Manufacture of prepared animal feeds.
  - v) 4761 Retails sale of books, newspaper and stationary in specialized stores.
  - w) 2511 Manufacture of structure metal products.
  - x) 2013 Manufacture of plastic and synthetic rubber in primary form.
  - y) 2021 Manufacture of pesticides and others agrochemical products.

- z) 2012 Manufacture of fertilizers and nitrogen compounds.
- aa) 2022 Manufacture of paints, varnishes and similar coating printing, ink and mastics
- bb) 2023 Manufacture of soap and detergents, cleaning and polishing preparations, perfumes and toilet preparations.
- cc) 2029 Manufacture of others chemical products n.e.c
- dd) 2030 Manufacture of man-made fibers.
- ee) 5811 Book polishing.
- ff) 5819 Others polishing activities.
- gg) 3230 Manufacture of sports goods.
- hh) 3240 Manufacture of games and toys.
- ii) 3100 Manufacture of furniture's.
- jj) 1701 Manufacture of pulp, paper and paperboard.
- kk) 1702 Manufacture of corrugated paper and paperboard and of containers of paper and paperboard
- ll) 2910 Manufacture of motor vehicle.
- mm) 1709 Manufacture of others article of paper and paperboard.
- nn) 2920 Manufacture of bodies (coachwork) for motor vehicle, manufacture of trailers and sem trailer
- oo) 2930 Manufacture of parts and accessories for motor vehicle.
- pp) 2829 Manufacture of others special purpose machinery
- qq) 2660 Manufacture of irradiation, electro medical and electrotherapeutic equipment.
- rr) 2599 Manufacture of others fabricated metal products
- ss) 2220 Manufacture of plastics products.
- tt) 8292 Packaging activities.
- uu) 4799 others retails sale not stores, stores, stalls, or market
- vv) 2750 Manufacture of domestic application.
- ww) 3290 others manufacture.
- xx) 3211 Manufacture of jewelry and related article.

at the meaning of any general word or words in any paragraph of this clause shall not be restricted by being construed ejusdem generis with any particular word or words in the same paragraph.

4. The Liability of the Members is Limited.
5. The capital of the Company is Shillings 500,000,000/= divided into 1000 ordinary shares of Shillings 500,000/= 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 determined by or in accordance with the Articles of Association of the Company.

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

the several persons, whose names and addresses are subscribed below, 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:

Name and Addresses  
taken by the  
the Subscribers

Number of shares  
of Subscribers

Signatures of  
Subscribers

**WEI CHAODONG**

**600**

**P.O.BOX ,**

**DAR ES SALAAM - TANZANIA.**

**OCCUPATION: BUSINESSMAN**

魏朝栋

**ZHU YUANXUN**

**400**

**P.O.BOX 000,**

**DAR ES SALAAM - TANZANIA.**

**OCCUPATION: BUSINESSMAN**

朱元勋

WITNESS to the above signatures:

Full Name: DITRICAL NIXINDIKA GRAY

Signature: [Signature]

Postal Address: P.O. BOX 12812 Dar es salaam

Designation: ADVOCATE

Dated this 07 day of JANUARY 2024.



### **TRANSFER OF SHARES**

3. The Directors may in their direction and without assigning any reason thereof refuses to register the transfer of any share to any person who it shall in their opinion be undesirable for any reason whatsoever to admit to membership.
4. Subject to clauses 2 and 3 hereof the right to members to transfer their shares shall be restricted as follows;
  - (a) No share shall be transferred to a person who is not a member so long as any member of any person selected by the Directors as one who it is desirable in the interest of the Company to admit to membership.
  - (b) Every shareholder or trustee in bankruptcy, or any person who may desire to sell or transfer any such shares and every who may desire to sell or transfer any such shares and every personal representatives of a deceased shareholder shall give notice in writing to the Directors that he desires to make such sale or transfer. Such notice shall constitute the Board of Directors of the Company as his agent for the sale of the said shares to any member or members of the company at the price to be agreed upon between the party giving such notice the party and the board, or in case of difference to be determined by the Auditor of the Company.
  - (c) Upon price of such shares being agreed on a determined as per clause (b) above, the board shall forthwith give notice to such of the shareholders other than the shareholders desiring to sell or transfer the said shares, stating the number and price of such share inviting the person to whom notice is sent to state 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 days 21 notice the board shall apportion such shares amongst the shareholders (if more than one) who shall have expressed their desire to purchase number of shares already held by them respectively, or if there be only one such shareholder, that the whole of such shares shall be sold to him, provided no shareholder shall be obliged to take more than the maximum number of such shares stated in his answer to the said notice.

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

## **5. GENERAL MEETINGS: NOTICE OF GENERAL MEETING AND PROCEEDINGS OF THE GENERAL MEETINGS.**

The regulation of Companies Act shall apply to the following variations: -

- (a) A General Meeting, Ordinary or Extraordinary may with the consent in writing of all members, be convened on a shorter notice than seven days or without notice.
- (b) Two members, present either personally or by proxy shall form a quorum.
- (c) Any ordinary resolution of the company determined without any general meeting and evidenced by writing under the hands of majority of the Directors and of the members of the company holding three - fourths of the issued shares of the company shall be valid and effectual as an ordinary resolution duly passed at a general meeting of the company.

## **6. DIRECTORS**

- a) Until otherwise determined by the company in General Meeting the Directors shall not be less than two and not more than four in number.
  - b) The following persons shall be the first Directors of the company: -
    - 1. ZHU YUANXUN**
    - 2. WEI CHAODONG**
  - (c) The General Meeting decides to give the together the most extensive power including all the banking powers for accounts opened in the name of the company, to act in all circumstances in the name of the company and exercise them within the limits of the objects of the company and subject to those expressly assigned to the meetings by law, statute or any subsequent act.
  - (d) However, a Director alone will not be able to unilaterally commit the company to any decisions involving commitments of expenses and obligation of the company. The joint signature of a second Director is required for the validation of the operation, on pain of nullity.
7. The shareholding qualification for Directors may be fixed by the company in General Meeting, and unless and until so fixed no qualification shall be required.
8. The quorum of Directors for transacting business shall, unless otherwise fixed by the Directors, be two.

9. A resolution in writing signed by all the Directors then in Tanzania shall be as valid and effectual as if it has been approved at a meeting of Directors duly called and constituted.
10. The Directors may only borrow or raise fund for the purposes of the Company which may exceed the issued share capital of the company only with agreement of at least two members.

### **BORROWING POWERS**

11. The Directors may secure the repayment of or raise any such sum or sums as aforesaid by mortgage or charge upon the whole or any part of the property and assets of the Company present or future including its uncalled capital for the time being, or by the issue at such price as they may think fit, of bonds or debentures either charged upon the whole or any part of the property and assets of the company or not so charged or in such other way as the Directors may think expedient.

### **VOTE OF MEMBERS**

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

### **DISQUALIFICATION OF DIRECTORS**

14. The office of a Director shall be vacated if the Director;
  - (a) becomes bankrupt; or
  - (b) is found to be a lunatic or becomes of unsound mind; or
  - (c) resign his office by notice in writing to the Company
  - (d) Abstains himself from meetings of the directors for a period of six months without special leave of absence from the other Directors.

### **SEAL**

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

## **ALTERNATE DIRECTORS**

16. After voting and result of more a half votes. Any director shall have power to nominate any person to act or attend as alternate Director during his absence or during his inability so to act. Such Director shall be subject in all respects to the terms and conditions existing with reference to the other Directors and such Alternate Director shall exercise and discharge all the duties of Director whom he represents.
17. Unless otherwise decided by the Directors that if it is needed to vote it has to be more than a half of all votes.

## **SECRETARY**

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

## **WINDING UP**

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

## **ALTERNATION OR ADDITION**

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

## **DIVIDENDS - REMUNERATION**

21. Any distribution of dividends will be made by decision of the general Meeting, after submission of the project and validation by the two members representing 60% of share capital. Any other form of remuneration granted to a shareholder or a director of the company must be approved by the general meeting on pain of nullity.

## **ARBITRATION**

22. If and any dispute or difference shall arise between the Company and any of the members or their respective representatives touching upon the construction or meaning of any of the Articles herein contained or any act matter or thing made or done or omitted to be done or with regard to the right or liabilities arising here under or arising out of the relation existing between the parties by reasons of these Articles or the Act, such differences shall (Unless a sole arbitrator be agreed upon) forthwith be referred to the arbitration of three (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 (Cap. 15) or any then existing statutory modifications or re-enactment thereof shall apply.