

THE COMPANIES ACT NO. 12 (2019)

COMPANY LIMITED BY SHARES

MEMORANDUM AND ARTICLES OF ASSOCIATION

OF

SUNSHINE FARM LIMITED

Incorporated this 28th day of May2024

DRAWN BY:

**Baraka Wilson Mwakibete
Monata Law Chambers
(Subscriber)
P.O. Box 78408,
Kahama Road, Msasani
DAR ES SALAAM**



THE COMPANIES ACT NO. 12 (2019)

**COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF SUNSHINE FARM LIMITED**

1. The name of the company is **SUNSHINE FARM LIMITED**
2. The registered office of the Company shall be located in the United Republic of Tanzania.
3. The objects for which the company is established are:
 - (a) To carry out agricultural activities such as Poultry, development and marketing, beekeeping, crop production, livestock production, meat production, horticulture production, fishing, aquaculture production, processing, packaging, storage, marketing and distribution;
 - (b) To establish professional and specialist firms, businesses and practice in the areas of agriculture, education, engineering, health and allied sciences, accounting, business, commerce and finance management, geology and mining, information technology, environment, marine, forestry and ecology, printing, marketing, media and telecommunication, medical and pharmaceutical, transportation and logistics, architect, construction, survey and real estates, tourism and wildlife, sports and culture, and related social and economic activities;
 - (c) To carry on business of consultancy services in the areas of general business, accounting, agriculture, education, engineering, environments, management, medical, information technology, social and economic issues;
 - (d) To carry out the business of agricultural inputs, implements, veterinary services, improved seed production, farm and veterinary consultation;
 - (e) To carry on the business of food processing and packaging factory or plant and distribution including grains mills;
 - (f) To own or otherwise acquire land, easement, rights and other property for the purpose and conducive of the objects of the company;
 - (g) To carry out the business of transportation and logistics services;



- (h) To carry on the business of construction, building, civil, electrical, mechanical and specialist contractors;
- (i) To import technologies including but not limited to heavy and light machinery, equipment, technical knowledge and expertise;
- (j) To import materials and technologies for construction, building, civil, electrical, mechanical and specialist contractors;
- (k) To offer educational, professional training and research services at all levels ranging from early childhood to university level; and to provide hostel services including accommodation, cafeteria, laundry, transportation, etc. to scholars;
- (l) To carry on the business of computers, printers, software, bookshops, stationery, textbooks and all other school equipment, which may seem capable of bearing profitably, dealt with in connection therewith;
- (m) To carry on the business of trading, marketing, designing, printing, publication and distribution of non and academic materials for advertisement, entertainment, marketing, leading and learning;
- (n) To carry on the business of clothing, footwear, boutique, cosmetics, beauty, fashion, and salon materials, and general merchandise;
- (o) To undertake investment in and acquire by purchase or otherwise any such shares, stocks, debentures, debenture stock, scrip, bonds, notes, securities, obligations, funds, or loans by original subscription, tender, purchase participation in syndicates, exchange or otherwise, and whether or not fully paid up, and to subscribe for the same either conditionally or otherwise, and to guarantee the subscription thereof, and to exercise and enforce all right and powers conferred by or incidental to the ownership thereof, and to vary and transpose from time to time as may be considered expedient any of the company's investment for the time being;
- (p) To carry on and transact all or any agency business and to act as agents in any and every commercial, industrial, mercantile, manufacturing, trading, agricultural, financial business, management, improvement, development, to act as commission agents, clearing and forwarding agents, custom agents, insurance agents, advertising agents, manufacture's agents and representatives, land and estate agents, auctioneers and to act as agents for purchase and sale, barter, exchange, make advance upon or otherwise deal in property movable or immovable goods and services, produce, article, and merchandise and as brokers and as trustees for any person, firm or company and to undertake and perform such contracts and to act in

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any of the business of the company through or by means of agents, brokers, sub-contracts or otherwise to undertake and transact generally all kinds of agency business, brokers or trustees independently or in connection of attaining the company's objectives.

- (q) To render analytical services in feasibility studies and evaluation of systems in economics, financial and technical viability of investments, proposals, trade and development, population, agriculture and environmental impacts and to engage in any other business that is related to necessary for or in any way incidental to the effective carrying out of the foregoing.
- (r) To carry on business and to act as merchants, traders, exporters and importers, of all kinds of goods and services, produce, articles and merchandise, ship owners and charterers, carriers, clearing and forwarding agents, customs agents, cargo superintendents, packers, hauliers, warehousemen, storekeepers, public weighs, marketers, manufacture's agents and representatives and to undertake and transact generally any other business that is related to, necessary for or in any way incidental and conducive to effective carrying out of the foregoing.
- (s) To carry on and transact any other business, undertaking, transaction or operation whether mercantile, commercial, financial, manufacturing, agricultural, mining exploration, mining and processing or otherwise conveniently carries on as the company may think directly or indirectly conducive to any of its objects or capable of being conveniently carried out in connection therewith or calculated directly to enhance the value of the company's property or rights.
- (t) To carry on the trade or business in saw mills, furniture, workshop, wood product, veneer, parquetry, charcoal and other forest products generally for the benefit of the company.
- (u) To acquire by purchase or otherwise establish, construct, improve, manage and manufacture products of wood, saw mills, furniture workshop, veneer factory, plywood, chip board factory and carry on the business of wood and to make, manage or otherwise deal in wood manufacture and other forest products generally.
- (v) To carry on the business of transporters and running omnibus, motorcars and other public or private conveyance and garage proprietors, cars, carriages, cabs and ply or otherwise vehicle dealers, repairing, welding, dealing in motor accessories of all kinds, and business of private and/or common carrier.

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- (w) To carry on the business of conveyance of passengers and goods, in vehicle or vessels between such plans as the company may from time to time determine, and to do all such other things as are incidental or conducive to the attainment of the company's objectives or any of them.
- (x) To acquire by purchase or otherwise any freehold, leasehold or other property for any estate or interest whatsoever and any right, privilege, or easements over or in respect of any real or personal property or rights whatsoever.
- (y) To build, construct, maintain, improve, develop, work, control and manage any gasworks, reservoirs, fuel filling stations, fuel plants, road, tramway, electrical power, heat and light supply works, telephone works, machinery, engines, walls, fences, dams, sluices or watercourses, amusements, hotels, rest-houses, pleasure-grounds, parks, gardens, reading rooms, stores, shops, dairies and other works and conveniences which the company may think directly or indirectly conducive to these objects, and to contribute or otherwise assist or take part in the construction, maintenance, development, working, control and management thereof.
- (z) To purchase, take on lease, hire, borrow or by any other means, any land, shops, buildings, offices, foundries, furnaces, factories, mills, works, wharves, vehicle, ship, any other real or personal property or rights as may deem incidental or conducive to the attainment of the company's objectives or any of them.
- (aa) To enter into hire – purchase exchange and other agreement in respect of any property, goods or articles dealt with and services supplied by the company and to negotiate, assign, mortgage or pledge or cash or otherwise any such agreement or any payment or rights accruing thereunder and to sale, exchange, or otherwise dispose of, deal with, develop and turn to account and such property.
- (bb) To acquire and undertake the whole or any part of the business goodwill and assets of any person, firm or the company carrying on or proposing to carry on any of the business which company is authorized to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company or to acquire an interest in, amalgamate with, or enter into partnership or any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm or company and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stocks or securities that may be agreed upon and to hold and retain or sell, mortgage and deal with any shares, debentures, debenture stocks, or securities so received.

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Member, Water Public & Commissioner for Ombudsman
P. O. Box 7572, Dar es Salaam

- (cc) To enter into any agreements and contracts with governments or authorities, supreme, municipal, local or otherwise or any corporation, companies or having objects that may seem conducive to the company's objects or any to them and to obtain from any such government or authority, Corporation, Company, or persons, any characters, contracts, rights, privileges, decrees and concessions which the company may think it desirable to obtain and to carry it out.
- (dd) To acquire any interest in, amalgamate with, or enter into any arrangements for sharing profits, or for cooperation, or for mutual assistance with any person, firm, company or co-operative society and to give or accept by way of consideration for any of the acts or things aforesaid or property acquire, and shares, debentures or securities that may be agreed upon and to hold and retain or sell mortgage and deal with any shares, debentures or securities so received.
- (cc) To purchase or otherwise acquire any patents, trade and service marks, copyrights, licenses, formulas, concessions, and the like, conferring and exclusive, or non-exclusive, or limited right, invention or property that may seem to be capable of being profitably dealt in or which may appear likely to be useful to the company and to use and turn to account the same.
- (ff) To lend and advance money or credit to such persons and on such terms as may be expedient, and in particular to persons having dealings with the company, and to give guarantees, the performance of contracts by such persons.
- (gg) To borrow or raise money in such manner as the company shall think fit, and in particular by the issue of debentures, stocks and to secure the repayment of money borrowed, raised or owing by mortgage, charge or lieu upon the whole or any part of the company's property or assets whether present or future, including its uncalled capital, and also by a similar mortgage or charge lieu to secure and guarantee the performance by the company of any obligation or liability it may undertake.
- (hh) To sell or otherwise dispose of the whole or any part of the undertaking of the company either as whole or in portions, for such consideration as the company may think fit
- (ii) To obtain all powers, licenses, permits and authorities necessary to execute any or all objects of the company;

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Secretary, Public & Companies for Ombuds
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- (jj) To carry on and transact all or any agency business and to act as agents in any and every commercial, industrial mercantile, manufacturing, trading, insurance, agricultural and financial business;
- (kk) To procure registration of the company under the laws of any place outside the United Republic of Tanzania;
- (ll) To act as Secretary, Manager or Registrar of any other company, and to otherwise acquire, sell, manage other companies or to do all things pertaining to powers and duties of holding company;
- (mm) To draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, cheques, warrants, debentures and other negotiable or transferable instruments or securities;
- (nn) To invest the capital of the company in and deal with the shares, stocks, bonds, debentures and securities of any government, company, corporation, municipality or other body or authority;
- (oo) To distribute the property of the company among the members in specie and either by way of dividends or upon any return of capital;
- (pp) To carry on any business or trade whatsoever which may in the opinion of the Board of Directors of the company be advantageously or conveniently carried on by the company by way of extension or in connection with its business or is calculated directly to develop any branch of the company's business or to increase the value of or turn to account any of the company's asset(s), property or right(s);
- (qq) To pay out of the funds of the company all costs, charges and expenses preliminary and incidental to the promotion, formation, establishment, registration and advertising of the company and the issue of its capital;
- (rr) To carry on any such business or trade dealing with handling, clearing, forwarding and or shipping of goods at airports or ports, boarders where such business is normally transacted anywhere within the United Republic of Tanzania;
- (ss) To carry on the business of auctioneers, house agents, land and estate agents, appraisers, valuers, brokers, commission agents, surveyors and general agents;
- (tt) To grant pensions, allowances, gratuities, and bonuses to employees in business or the dependants of such persons and to support or to subscribe to any charitable or benevolent, national or other institutions, clubs, societies or funds or aid;

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- (uu) To remunerate any person, firm, or company rendering service to this company whether by cash payments or by the allotment to him of shares or securities of the company in full or in part or otherwise as may be thought expedient;
- (vv) To do all or any of the above things in any part of the world and as principals, brokers, agents, contractors, trustees, or otherwise and either alone or in conjunction with others for any person, company, cooperative society, charitable organization, or any statutory corporation and to undertake and perform subcontracts;
- (ww) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

4. DECLARATION



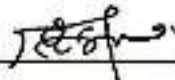
It is hereby declared that in the interpretation of clause 3 of the Memorandum of Association, the powers conferred on company shall not be restricted by reference to any other paragraph of the name of the company or by just a position of two or more objects and that in the event of any ambiguity, the said clause 3 and every paragraph thereof shall be considered.

5. THE LIABILITY OF THE MEMBERS IS LIMITED

- (a) The original share capital of the company is Tanzania shillings ten billion (10,000,000,000/=) only divided into one hundred thousand (100,000) ordinary shares of one hundred thousand shillings (100,000/=) each.
- (b) Subject and without prejudice to the rights attached to any class of shares for the time being carrying special rights, the shares of the company, whether part of the original or any increased capital of the company, may be issued with any special, qualified, preferred or deferred rights and privileges or conditions as to capital, dividends, rights of voting or other matters, but that any such rights, privileges or conditions shall not be altered except in accordance with the Articles of Association of the company for the time being in force.

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Andrew Job Kamukonyele
Attorney at Law & Commissioner for Oaths
P. O. Box 7572, Dar es Salaam

We, the persons whose names and addresses are subscribed are desirous of being formed into a private company in pursuance of the Memorandum of Association and we respectively agree to take the number of shares in capital of the company set opposite of respective names. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto.

NO.	NAME AND ADDRESS OF SUBSCRIBER	NUMBER OF SHARES	SIGNATURE OF SUBSCRIBER
1	Zhuang Zhengquan P.O. Box 78408 Dar Es Salaam	40,000	
2	Chen Chunqiang P.O. Box 78408 Dar Es Salaam	40,000	
3	Martin Nasuzwa Kitundu P.O. Box 78408 Dar Es Salaam	20,000	
	Total Number of Subscribed Shares	100,000	

DATED this 10th day of MAY 2024

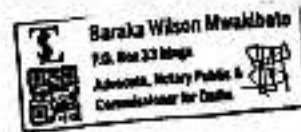
WITNESS to the above Signature: -

Name: BARAKA W. MWAKIBELE

Signature: 

Address: 78408, MSAANI

Qualification: ADVOCATE



**THE COMPANIES ACT
(CAP 212)
COMPANY LIMITED BY SHARES**

ARTICLES OF ASSOCIATION

OF

SUNSHINE FARM LIMITED

The regulations of Table "A" in the first schedule to the act (as hereinafter) defined shall not apply to the company, except so far as they are reported or contained in these articles.

PRELIMINARY

6. The Regulations contained in Table "A" (hereinafter called Table "A") in the first schedule to the companies act (hereinafter called the act) shall apply to the company save in so far as they are excluded or varied hereby in which case the following shall be the regulations of the company in lieu of the corresponding Articles in Table "A".
7. In these Articles, unless the context otherwise requires: "Tanzania" means the United Republic of Tanzania; "the act" means the companies act (2019); "the statutes" means the act and any other legislation for the time being in force and affecting the company; "the Articles" means the articles of association as originally framed or as altered from time to time by special resolutions; "the secretary" means the secretary of the company and any person appointed to perform the duties of secretary; "the office" means the registered office for the time being of the company; "the seal" means the common seal of the company.
8. The singular includes the plural and vice versa. Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography and other modes of representing or reproducing words in 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 on which these articles become binding upon the company.
9. The company shall be a Private Company, and accordingly the following provisions shall have effect:
 - (a) The company shall not offer any of its shares or debentures to the public for subscription.



- (b) The number of the members of the company (not including persons who are in the employment of the company and persons who, having been formerly in the employment and have continued after the determination of that at any time exceed fifty.
- (c) The right to transfer shares in the company shall be restricted in the manner hereinafter provided.
- (d) The company shall not have the power to issue share warrants to bearer.
- (e) The company shall be entitled to treat the person whose name appears upon the Register of Members in respect of any shares as the absolute owner thereof, and shall not be under any obligation to recognize any trust or equity or equitable claim to or partial interest in such share, whether or not it shall have express or other notice thereof.
- (f) Every person whose name is entered as a member in the register of members, shall without payment, be entitled to one certificate under the common seal of the company specifying the share or shares held by him and the amount paid up thereon, provided that in respect of a share or shares held jointly by several persons the company shall not be bound to issue more than one certificate.
- (g) If a share certificate is defaced, lost or destroyed, it may be renewed on payment of such fee, if any, not exceeding one thousand shillings and on such terms if any as to evidence and indemnity as the directors think fit.

10.SHARE CAPITAL AND SHARES

- (a) The original share capital of the company is Tanzania shillings ten billion (10,000,000,000/=) only divided into one hundred thousand (100,000) ordinary shares of Tanzania shillings one hundred thousand (100,000/=) each.
- (b) If by the terms of the issue of any shares or otherwise any amount is payable in respect of any shares by installments at fixed times, every such installment shall be payable as if it were a call duly made by the directors of which due notice had been given.
- (c) When any share shall have been forfeited an entry shall forthwith be made in the Register of Members of the company taking the forfeiture and the date thereof and, so soon as the share so forfeited shall have been disposed of, and entry shall also be made of the manner and date of the disposal thereof.
- (d) The lien conferred by Clause 7 of Table "A" shall attach to fully paid shares and to all shares registered in the name of any person indebted or



under liability to the company, whether he/she shall be the sole registered holder thereof or shall be one of two or more joint holders.

- (e) An entry in the minute book of the company of the forfeiture of any shares or that any shares have been sold to satisfy a lien of the company, shall be sufficient evidence as against all persons entitled to such shares that the shares were properly forfeited or sold, and such entry, and the receipt of the company for the price of such shares, shall constitute a good title to such shares and the name of the purchaser shall be entered in the register certificate of title to the shares, and shall not be bound to see to the application of the purchase money. The remedy (if any) of any former holder of such shares or of any person claiming under or through him shall be against the company and in damages only.

11. TRANSFER OF SHARES

- (a) Subject to the provisions hereinafter contained, shares in the company shall be transferable by written instrument, in the common form hereunder, provided it is signed by both the transferor and the transferee, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect thereof.
- (b) The directors may in their absolute and uncontrolled discretion refuse to register any proposed transfer of shares except a transfer to an existing member or a transfer made pursuant to Article 13 hereof.
- (c) Any share may be transferred by a member to any child or other issue, son-in-law, daughter-in-law, father, mother, brother, sister, nephew, niece, wife or husband of such member, or to trustees of a settlement of a deceased member may be transferred by his personal representatives to any child or other issue, son-in-law, daughter-in-law, father, mother, brother, sister, nephew, niece, widow or widower or such deceased member, and shares standing in the names of the trustees of any such settlement or of such settlement or will.
- (d) Subject to Article 11 thereof, every member or other person who intends to transfer shares (hereinafter called "the Vendor") shall give notice in writing to the Board of Directors his intention, and such notice shall constitute the Board of Directors his agent for the same of the said shares in one or more lots at the discretion of the Board of Directors to members of the company at a price to be agreed upon by the vendor and the Board of Directors, or in case of difference at the price which the Auditor for the time being of the company shall certify by writing under his hand, to be in his opinion the fair selling value thereof as between a willing vendor and a willing purchaser. Such certificate shall be final and binding on all parties concerned and the Auditor shall be deemed to be acting as an expert and not an arbitrator.



- (e) Upon the price being fixed as aforesaid, the Board of Directors shall forthwith give notice to all the members of the company of the number and price of the shares to be sold and invite each of them to state in writing within thirty days (inclusive of Sundays and gazetted holidays) from the date of the said notice whether he is willing to purchase any and if so what maximum number of the said shares.
- (f) At the expiration of the thirty days aforesaid, the Board of Directors shall allocate the said shares to or amongst the member or members who shall have expressed his or their willingness to purchase as aforesaid and (if more than one) so far as may be prorata according to the number of shares already held by them respectively, provided that no member shall be obliged to take more than the said maximum number of shares so notified by him as aforesaid. Upon such allocation being made the vendor shall be bound on payment of the said price to transfer the shares to the purchaser or purchasers, and if he makes default in so doing, the Board of Directors may receive and give a good charge for the purchase money on behalf of the vendor and enter the name of the purchaser in the Register of Members as holder by transfer of the said shares purchased by him.
- (g) In the event of any of the said shares remaining unsold the vendor may, subject to Article 11 thereof, at any time within sixty days after the expiration of the said thirty days, transfer the shares not sold to any person at a price not lower than the price at which such shares were offered to the Board of Directors.

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12. GENERAL MEETINGS

Twenty-one days' notice at the least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place, the day and the hour of the meeting and, in case of special business, the general nature of that business shall be given in manner hereinafter mentioned, or in such other manner if any, as may be prescribed by the company in General Meeting, to such persons as are, under these Articles, entitled to receive such notice from the company; but with the consent of all the members entitled to receive notice of a particular meeting, that meeting may be convened by shorter notice and in such manner as those members may think fit.

13. PROCEEDINGS AT GENERAL MEETINGS

- (a) No business shall be transacted at any General Meeting except the declaration of dividends or the adjournment of the meeting unless a quorum of members is present at the time the meeting proceeds to business, and such quorum consist of not less than two thirds of members present in person or by proxy.
- (b) A member may vote either personally or by proxy both on a show of hands and on a poll.
- (c) A poll may be demanded by any one member present in person or by proxy and entitled to vote, and Clause 50 of Table "A" shall be amended accordingly.
- (d) The words "or not carried by a particular majority" shall be inserted after the words "or lost" in Clause 50 of Table "A".

14. DIRECTORS

- (a) The number of Directors shall not be less than two or more than three.
- (b) The first Directors shall be:
 - 1) Zhuang Zhenquan
 - 2) Chen Chunqiang
 - 3) Martin Nasuzwa Kitundu
- (c) A Director shall not require any share qualification.



- (d) The quorum of directors for transacting business shall, unless otherwise fixed by the directors, be two.
- (e) The directors shall be paid out of the funds of "the company", by way or remuneration for their services, such sum as the company in General Meeting may from time to time determine, and in default of such determination within the year equally. The directors shall also be paid all reasonable traveling, hotels and other expenses incurred by them in connection with attending and returning from board meetings; or meetings of committees of the directors, or General Meetings, or which they may otherwise incur in or about the business of the company.
- (f) If any director, being willing, shall be called upon to perform extra services or to make special exertions in going or residing abroad or otherwise for any of the purposes of the company, the company may remunerate such director as may be determined by the directors, and such remuneration may be either in addition to or in substitution for his/her shares in the remuneration above provided, and the company may also refund to such director all reasonable expenses incurred by him/her in connection with such services or exertions.
- (g) A director may hold any other office under the company, except that of Auditor, for such period and on such terms as to remuneration and otherwise as the directors may determine.
- (h) No director or other officer of the company (except an Auditor) shall be disqualified by his/her office from contracting with the company, either directly or indirectly, as vendor, purchaser, lender, borrower, lessor, or lessee or otherwise in any manner whatsoever, nor shall any such contract or any contract or arrangement entered into by or on behalf of the company in which any director shall be in any way interested in profit realized by any such contract or arrangement by reason of such director holding that office or of the fiduciary relation thereby established; but the nature of his/her interest therein must be disclosed by him/her at the meeting of the directors at which the contract or arrangement is determined on, if his/her interest then exists, or in any other case at the first meeting of the directors after the acquisition of his/her interest, provided always that general notice given to the Board of Directors by a director to the effect that he/she is a member of a specified company or firm or act for the company or firm in a specified capacity and is to be regarded as interested in any contract which may, after the date of the notice, be made with that company or firm or with himself/herself in such specified capacity shall be deemed to be a sufficient declaration of interest in relation to any contract so made. No director shall, as a director, be disabled from writing in respect of any contract or arrangement in which he/she is interested as aforesaid, provided his/her interest is so disclosed to his/her co-directors.



15. DISQUALIFICATION OF DIRECTOR

The office of a director shall be vacated:

- (a) If he/she becomes bankrupt or insolvent or compounds with his creditors.
- (b) If he/she becomes of unsound mind or be found a lunatic
- (c) If he/she becomes, in the opinion of the Board of Directors, permanently incapacitated through illness from fulfilling his/her duties as a director.
- (d) If he/she is convicted of any crime and the Board of Directors resolves that by reason thereof he/she shall vacate office.
- (e) If without the consent of the Board of Directors he/she becomes a director, agent or employee of any other concern or company, which in the opinion of the Board of Directors is in competition with this company, and the Board of Directors resolves that by reason thereof he/she shall vacate office.
- (f) If he/she is called upon to vacate office (i) in ordinary resolution of the company or (ii) in writing by members holding a 2/3 majority of the issued share capital of the company.
- (g) If he/she becomes prohibited from being a director by reason of any order made under the provisions of the Act.
- (h) If he/she gives the secretary notice in writing that he/she resigns his/her office.
- (i) But any act done in good faith by a director whose office is vacated as aforesaid shall be valid unless, prior to the doing of such act, written notice shall have been served prior to the doing of such act, or an entry shall have been made in the director's minute book stating that such a director has ceased to be a director of the company.

16. REMOVAL OF DIRECTOR

The members of the Company may by ordinary resolution remove a Director before the expiration of his period of office, notwithstanding anything in these Articles or in any agreement between the company and such Director.



17. ALTERNATE DIRECTORS

- (a) ANY Director may from time to time and at any time appoint any person who is approved by the majority of the Directors to be an alternate Director of the company to act in his/her place and any such alternate director may be removed from office at any time by the appointer or by a majority of the other Directors. An Alternate Director so appointed shall not be entitled to receive any remuneration from the company in respect of such appointment.
- (b) Every such Alternate Director shall be entitled to receive notice of all meetings of the Directors and to attend and vote as a Director at any such meeting at which the Director appointing him/her is not personally present, and generally to perform all the functions of his/her appointer as a Director. He/she shall have a vote on behalf of the Director appointing him/her.
- (c) An Alternate Director shall ipso facto cease to be an Alternate Director if his/her appointer ceases for any reason to be a Director provided that if any Director retires by rotation but is re-elected by meeting of which such retirement takes effect, any appointment made by him/her pursuant to this Article which was in force immediately prior to his/her retirement shall continue to operate his/her re-election as if he/she had not so retired. All appointments and removals of alternate Directors shall be effected by notice in writing left at the registered office.

18. BORROWING POWERS

The Director may exercise all the powers of the company for the purpose of the company's business to borrow such sum or sums of money as they think fit and they may secure the repayment of or raise any such sum or sums aforesaid by mortgage or charge upon the whole or any part of the property and assets of the company thereof present and future, including its uncalled or unissued capital or by the issue; either charged upon the whole or any part of the property and assets of the company, or not charged and to issue debentures, stock, and other securities whether outright or as security for any debts, liability or obligations of the company or in such other way as the Directors may think expedient.

19. CHAIRPERSON AND MANAGING DIRECTOR

- (a) The Directors may from time to time appoint one or more of their body to be the Chairperson or a Managing Director, Managing Directors, Manager or Managers of the Company, and may fix his or their remuneration either by way of salary or commission or by conferring a right to participation in the profits of the company or by a combination of two or more of those modes, and may provide as a term of his/her appointment that there be paid to him/her, his/her widow or other dependants, a pension or gratuity on retirement or death. Any such remuneration shall be in substitution or



in addition to any remuneration to which he/she may be entitled as a Director of the Company.

- (b) The Chairperson and every Managing Director or Manager shall, subject to the provisions of any contract between himself/herself and the company with regard to his/her employment as such Chairperson, managing Director or Manager, be liable to be dismissed or removed by the Board of Directors, and another may be appointed in his/her place.
- (c) The Chairperson or a Managing Director or manager shall be subject to the same provision as regards resignation, removal, and disqualification as the other Directors, and if he/she ceases to hold the office of Director from any cause he/she shall ipso facto cease to be the Chairperson or a Managing Director or Manager.
- (d) The Directors may from time to time entrust to and confer upon the Chairperson or Managing Director or any other Director, being also an employee of the Company, all or any of the powers of the Directors (excepting the power to make calls, forfeit shares, borrow money, or issue debentures, debenture stock and other securities) that they may think fit. But the exercise of all such powers by the Chairperson, Managing Director or any other Director as aforesaid shall be subject to such regulations as the Directors may from time to time make and impose, and the said powers may at any time be withdrawn, revoked, or varies.

20. RESOLUTION OF DIRECTORS

- (a) A resolution in writing signed by all the Directors present in Tanzania shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted.
- (b) The Dividends, interest and bonuses and any other benefits, advantages, and receipts in the nature of income receivable whether in respect of the company's investments or otherwise, and any commissions, trusteeship, agency, transfer and other fees and receipts of the company shall, subject to the 3/8 payment thereout of the expenses of management, interest on borrowed money and other expenses, which in the opinion of the Directors are of a revenue nature, constitute the profits of the company available for dividends and may be disposed as detailed in Clause 37.
- (c) The Directors may, before recommending any dividend, set aside, out of the profits of the Company, such sum as they think proper as a reserve fund to meet contingencies, or for equalizing dividends, or for special dividends, or for repairing, improving and maintaining any of the property of the company, and for such other purposes as the Directors shall in their absolute discretion think conducive to the interests of the company; and may invest the several sums so set aside in such investments (other than shares of the company) as they may think fit, and from time to time deal

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Sign:  Date: 12/01/2024
ANDREW JOB KANNYEE
Advocate, Notary Public & Commissioner for Oaths
P. O. Box 7572, Dar es Salaam

with any such investments and dispose of all or any part thereof for the benefit of the company, and may divide the reserve fund into such special funds as they think fit and employ the reserve fund or any part thereof in the business of the company, and that without being bound to keep the same separate from the other assets. Clause 93 of Table "A" shall be modified accordingly.

- (d) A General Meeting declaring a dividend or bonus may by a subsequent resolution authorize the Directors to apply the same or any part thereof in paying pro tanto the capital uncalled or the amount of any call or calls made and unpaid or any shares in respect of which the dividend is declared, and the Directors may, given effect to such resolution accordingly, but any member whose shares are fully paid up shall be entitled to be paid his proportion of the dividend in cash.
- (e) Any General Meeting declaring a dividend may resolve that such dividend be paid wholly or in part by the distribution of specific assets, and in particular of paid up shares, debentures or debenture stock of the company, or paid up shares, debentures or debenture stock of any other company, or in any one or more of such ways.

21. CAPITALIZATION OF RESERVES

- (a) Any General Meeting may resolve that any moneys, investments, or other assets forming part of the undivided profits of the company standing to the credit of the reserve fund or in the hands of the company and available for dividend or representing premiums received on the issue of shares and standing to the credit of the share premium account, be capitalized and distributed amongst such as the dividend, and in the same proportions on the footing that they become entitled thereto as capital, and that all or any part of such capitalized fund be applied on behalf of such shareholders in paying full, either at par or at such premium as the resolution may provide, any unissued shares or debentures or debenture stock of the company which shall be distributed accordingly, or in or towards payment of the uncalled liability on the issued shares or payment shall be accepted by such shareholders in full satisfaction of their interest in the said capitalized sum.
- (b) For the purpose of giving effect to any resolution under the two last preceding Articles, the Directors may settle any difficulty which may arise in regard to the distribution as they think expedient, and in particular may issue fractional certificates and may fix the value for distribution of any specific assets and may determine that cash payments shall be made to any members upon the footing of the value so fixed or that fractions of less value than shillings 20/= may be disregarded in order to adjust the rights of all parties, and may rest any such cash or specific assets in trustees upon such trusts for the persons entitled to the dividend or capitalized fund as may seem expedient to the Directors.

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Sign: *[Signature]* Date: 18/09/2024
ANDREW JOB KANNONYELE
Advocate, Notary Public & Commissioner for Oaths
P. O. Box 7572, Dar es Salaam

Where requisite, a proper contract shall be filled in accordance with provisions of the act and the Directors may appoint any person to sign such contract on behalf of the persons entitled to the dividend or capitalized fund and any such appointment shall be effective.

22. NOTICES

- (a) Any notice or document may be served by the company or any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the Register of members and such prepaid letter shall in the case of a member whose registered address is not within Tanzania be sent by air mail.
- (b) Any notice or other documents, if served by ordinary mail, shall be deemed to have been served at the time when the letter containing the same is posted and any notice or other document if served by air mail shall be deemed to have been served seventy-two hours after the letter containing the same is posted and in provision such service it shall be sufficient to prove that the letter containing the notice or document was properly addressed, stamped and posted. Clause 105 of Table "A" shall not apply to the company.

23. SECRETARY

- (a) 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.
- (b) A provision 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.

24. THE SEAL

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.

25. WINDING UP

- (a) If the company shall be wound-up the assets remaining after payment of the debts and liabilities of the company and the costs of the liquidation shall be applied, first in repaying to the members the amounts paid up or credited as paid up on the shares held by them respectively, and the balance (if any) shall be distributed among the members in proportion to



the number of shares held by the them respectively. Provided always that the provisions hereof shall be subject to the rights of the holders of shares (if any) issued upon special conditions.

- (b) In a winding-up any part of the assets of the Company including any shares in or securities of other Companies, may with the sanction of a special resolution of the Company be divided among the members of the company in specie or may be vested in Trustees for the benefit of such member, and the liquidation of the Company may be closed and the Company dissolved but so that no members shall be compelled to accept any shares whereon there is any liability.

26. INDEMNITY




Every Director, managing Director, Agent, Auditor, Secretary and other officers 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 judgement is given in his favour; or in which he/she is acquitted, or in connection with any application to the court by him under any provision of any claim made or to be made upon him in respect of any claim made or to be made upon him in respect of any negligence default, breach of duty or breach of trust, in which such relief is granted to him by the court.

27. ARBITRATION

Whenever there shall be an equality of votes amongst members or Directors or whenever any difference shall arise between the company and the Directors on one hand or between any members or their representatives on the other hand or between any members or of members with regard to the construction of these presents, or with regard to anything done, executed, omitted or suffered in pursuance of these presents or the companies act or with regard to any breach or alleged breach of these presents, or any claim on account of any such breach or alleged breach, or otherwise relating to these presents or to any of the affairs of the company, every such difference of opinion shall be referred to the decision of two arbitrators, one to be appointed by each of the parties in difference and such reference, shall be subject to all the provisions of the Arbitration act for the time being in force in the United Republic of Tanzania.

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Sign: *[Signature]* Date: 15/09/2024
ANDREW JOB KANKONYELE
Advocate at Law Public & Constitutional Law
P. O. Box 1572, Dar es Salaam

Subject to the provision of the act and to those contained in the Memorandum of Association of the Company may by special resolution make alteration or addition so made shall be as valid and effectual as if originally contained in this article and be subject in like manner to alteration by special resolution.

NO.	NAME AND ADDRESS OF SUBSCRIBER	NUMBER OF SHARES	SIGNATURE OF SUBSCRIBER
1	Zhuang Zhengquan P.O. Box 78408 Dar Es Salaam	40,000	
2	Chen Chunqiang P.O. Box 78408 Dar Es Salaam	40,000	
3	Martin Nasuzwa Kitundu P.O. Box 78408 Dar Es Salaam	20,000	
	Total Number of Subscribed Shares	100,000	

DATED this 10th day of MAY 2024

WITNESS to the above signatures:-

Name: BARAKA W. MWAKIBETE

Signature: 

Address: 78408, MSASANI

Qualification: ADVOCATE

