

THE COMPANIES ACT (CAP 212)

COMPANY LIMITED BY SHARE

AMENDED MEMORANDUM OF ASSOCIATION

OF

**FU TANG GROUP LIMITED.
AS PER RESOLUTION DATED 21ST AUGUST 2024**

Incorporated this..... Day of 2024

DRAWN BY:

ABDALLAH PAUL MUGASSA

(SUBSCRIBER)

P.O.BOX 40239 DAR

ES SALAAM

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

MEMORANDUM OF ASSOCIATION

OF

FU TANG GROUP LIMITED.

1. The name of the Company **FU TANG GROUP LIMITED.**
2. The registered office of the Company will be situated in the united republic of Tanzania
3. The objects for which the Company is established are:
 - (a) To carry on business of general supply Retail sale of electrical household appliances, furniture, lighting equipment and other household articles in specialized stores selling cosmetic clothes, bags, sandals, shoes, bed sheets, bed covers, dresses, duvets, waist belts, wallets, porches and general wear goods for children men and women, bicycles, toys and items for children games, duty free shops pharmaceutical and medical goods.
 - (b) To carry on business building materials, hardware, sanitary-ware, wall papers, roofing tiles, flooring tiles, supplying industrial equipment's agricultural implements and equipment's spares of every description, plumbers, decorators steel fabrication, machine shop, nickel plating, electric plating, making steel windows, doors, frames and roof tresses.
 - (c) To carry on the business of spare parts including nuts and bolts, rivet screws, nails, roofing nails, radiators, valves, crankshafts, springs, door handles, and locks, bushes, electrical fittings including wires, switches, plugs, sockets, distribution boxes and to carry on all or any of the business of repairman, electrical contractors, including drills, spanners, hydraulic jacks and implied purposes of running garage, including trucks, lorries, cars, any other power propelled vehicles and machinery, transportation, cargo and travel agents, commission agents, customs agents, insurance agents, tourist agents, manufacturers representative, clearing and forwarding agents.
 - (d) To carry on the business of all real estate, building engineering, Survey equipment suppliers and distributors and to supply, sell, install, build, service and deal in all types of all surveying works.

- (e) To carry on business on the safe keeping, cleaning, repairing, refueling and the general care of motor vehicles of all kinds whatsoever from population may use
- (f) To carry on the business of general commercial company, to act civil contractor architectural work and technical drawing on building contractor and engineers, electrical contractors and give consultation on the construction to improve work, roadways, canals watercourses, irrigation mediation sewerage, drainage and other sanitary works, houses, building's computer consultants design consultants environmental consultants, management and to carry on trade as general contractors and consultants.
- (g) To carry on business of establishing and running supermarkets, department stores, shopping malls, provision stores, groceries and shops of all kinds and description and generally to deal with such activities.
- (h) To carry on the business of Wholesale of computers, computer peripheral equipment and software.
- (i) To carry on business of all barber shop services, Hairdressing and other beauty treatment.
- (j) To carry on business of Stationery Services, suppliers of Schools and Office Stationeries equipments weather in wholesaler, retailers and dealers in all types of office equipments, ream papers, files and other similar goods.
- (k) To carry on business of growing all kinds of flowers, Horticulture, Agriculture, exports of flowers, to carry on the business of garments fashion makers and designers of both ladies and gents wears, to carry on the business of hair salon to engage and or carry on the business of wedding decorators and generally to be florists.
- (l) To carry on business of Real estate activities on a fee or contract basis hiring rooms for offices ,house for business and offices to carry on hiring godown, store room cold rooms and hiring business in general wholesalers, retailers, general traders, suppliers, merchants, importers, exporters, stockists and dealers in all types of garments, new and second hand clothing, Mitumba, tents, textiles material, tie and dye, boutique, belts, shoes, caps, bags, dresses of all types and description whatsoever.
- (m) To carry on the business of Support activities for other mining and quarrying the business of mining of gemstones of all types and shape, collection (treasure hunting), processing, purchasing or selling gemstones Mining of lignitecarry.
- (n) To carry on the business of Warehousing and storage clearing and forwarding, commission agents, insurance agents, financial agents, provision merchants, management and spraying including fumigation

services, beaters, spray painters, decorators, plumbers, freighters, hauliers, go-down keepers, dealers in hardware and building materials, petrol, lubricants and petroleum products, garage and service station proprietors

- (o) To carry on the business of minerals, and hydrocarbons and to apply for licenses for mining, prospecting drilling in or over any lands which may be acquired by the Company and to lease any such lands for building or for agricultural use and to sell or otherwise dispose of the lands, mines or other property of the Company.
- (p) To carry on the business of establishing and running supermarkets, department stores, shopping malls, provision stores, groceries and shops of all kinds and description and generally to deal with such activities
- (q) To carry on the business of general suppliers of all sorts and types of general merchandised goods and services to individuals, offices, industries, schools, factories, shops, hospitals, army, military, ministries and other government offices, universities and all other places where the services of supplier are needed.
- (r) To carry on the business of Manufacture of bakery products.
- (s) To carry on business of supplying office furniture's on private companies, government offices, on non-government organization offices, schools, colleges, universities, institutions, hospitals army forces and anywhere the company may think fit.
- (t) To carry on the business of dealing in small industries, marketing, manufacturing, transportation, importing, exporting, stocking, buying, selling whether by wholesale or retail of various categories of crops, such as coffee, maize beans etc and merchandise, and to act as commission agents and manufacturers, representative in all fields, to establish business enterprises whether small scale, industries and generally deal in all kinds of general merchants and to import.
- (u) To carry on the business of wholesale of agricultural machinery, equipment and supplies, exporting, buying, distributing of Agriculture equipment's such as tractors, agriculture machines and their spares parts.
- (v) To carry on the business of manufacture, supply and deal in mineral waters, wines, cordials, liquors, soups, broths and other restoratives of food especially suitable or deemed to be suitable for invalids and convalescents and all kind of cleaning equipments.
- (w) To buy, sell, import, produce, manufacture and deal in food and food products, crops, meat, fish, groceries, fruits, confectionery, grain millers and padres, other beverages, chemists and druggists suppliers, linen, furniture, furnishings and other articles required by visitors to the company's premises and others.
- (x) To engage in the business of Other transportation support activities clearing and forwarding, commission agents, insurance agents, financial

agents, provision merchants, management and spraying including fumigation services, beaters, spray painters, decorators, plumbers, freighters, hauliers, go-down keepers, dealers in hardware and building materials, petrol, lubricants and petroleum products, garage and service station proprietors.

- (y) To carry on the business of To specialize in manufacturing, processing and marketing of Agricultural and Livestock products, covering all aspects of farm products value added chain, research and development, farmer's capacity building and providing ready market to packaging and exporting of wholesale products to Asia and Europe. Also goal is to support the Government of Tanzania (GOT) to strengthen agriculture systems to promote the commercial agriculture industry, quality of farm products, and increase economic power, particularly for underserved population carry on business as dealers, buyers, sellers, importers, exporters, manufactures, Stores, processors, blenders of agricultural and industrial Chemicals, veterinary drugs, vaccines, animal health drug extractors, for animal pharmaceutical feed additives, equipment chemicals suppliers
- (z) To carry on the business of Specialized design activities
- (aa) To provide transport facilities for the carriage of goods of all kind and to organize, maintain and operate for hire transportation services in all parts of the world for transporting goods, merchandise mails and freight of every descriptions by means of automobiles, motor buses, motor trucks, airplanes, trains, ships and other vehicles of all kinds and to run other transport of all kinds on such line as the company may think fit.
- (bb) To carry on the business of hoteliers, tavern, café, licensed victualing, refreshment rooms, catering for public amusement, holiday camp, restaurants, safari lodge and motel keepers, photographers, game trappers, safari outfitters, travel agents, tour operators, car-hires, airline operators and cleaning service.
- (cc) To provide accommodation in hotels or otherwise for passengers and facilities for the transport of passengers and for the collection, delivery and storage of luggage and freight and to make or provide facilities for passengers or freight in connection with all transport services.
- (dd) To enter into contracts, agreements and arrangements with any other company, whether in Tanzania or elsewhere, for the carrying out by such other company on behalf of the company of any of the objects for which the company is formed.
- (ee) To enter into any arrangements with any government or authority supreme, municipal, local or otherwise, that may seem conducive to the company's objects or any of them, and to obtain from any such government or authority any right, privileges and concessions which the company may think it desirable to obtain and to carry out, exercise and comply with any such arrangement, rights, privileges and concessions.

- (ff) To procure the of travel and tourist agents and four operators, to promote facilitate traveling to organize hunting, tented-camps, fishing and diving expeditions, safari promoters and undertakers generally and in particular to arrange and manager hunting safaris, photo safaris adventure tours, fishing trips, handling of game trophies and animal skins, catching, harboring, transporting, wildlife and marine products of all kind.
- (gg) To borrow or raise or secure the payment of money for the purpose of or in connection with the company's business.
- (hh) To mortgage and charge the undertaking, and all or any of the real and personal property and assets, present or future, and or any of the uncalled capital for the time being of the company and to issue at par or at a premium or discount and for such consideration and with and subject to such rights, power, privileges and conditions as may be thought fit, redeemable or repayable, and collaterally or further to secure any securities of the company by a trust deed or other assurance.
- (ii) To issue and deposit any securities which the company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the company or of its customers or other persons or corporations having dealings with the company, or in whose business or undertaking the company is interested, whether directly or indirectly.
- (jj) To make advances to members, customers and others with or without security, and upon such terms as the company may approve, and generally to act bankers for members, customers and others.
- (kk) To grant pensions, allowances, gratuities and bonuses to officers, exofficers, employees or ex-employees of the company or its predecessors in business of the dependents or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds, or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependents or connections, and support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the company or its employees, and to institute and maintain any club of other establishment or profit-sharing scheme calculated to advance the interests of the company or its officers or employees.
- (ll) To invest and deal with the moneys of the company not immediately required for the purpose of its business in or upon such investments or securities and in such manner as may from time to time be determined.
- (mm) To pay for the property or rights acquired by the company, either in cash or fully or partly paid-up shares, with or without preferred or

deferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or by any securities which the company has power to issue, or partly in one mode and partly in another, and generally on such terms as the company may determine.

- (nn) To establish or promote or concur in establishment or promoting any other company whose objects shall include the acquisition and taking over all or any of the assets and liabilities of this company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects and interests of this company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.
- (oo) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this company is authorized to carry on.
- (pp) To manufacture soap and detergents.
- (qq) To manufacture shampoo.
- (rr) Wholesale of shampoo.
- (ss) Wholesale of soap detergents.
- (tt) Supply of soap and shampoo.
- (uu) Retail of soap detergents.
- (vv) Importing raw materials for producing soap detergents and shampoo.
- (ww) Importing machinery and equipment for manufacturing soap detergents.
- (xx) Importing machinery for producing shampoo.
- (yy) Fishery, fish maw and fish part selling and exporting.

And it is hereby declared that, in the interpretation of this clause the power conferred on the Company by any paragraph, shall not be restricted by reference to any other paragraph, or to the name of the company, or by the juxtaposition of two or more objects and that in the event of any ambiguity, this clause and every paragraph hereof shall be construed in such a way as to widen, and not to restrict the power of the Company.

4. The Liability of the members is limited.
5. The Nominal share capital of the company is Tanzania shilling 500,000,000/= divided into 10,000 ordinary shares of Tanzania shillings 50,000,000/= each with powers for the company to increase or reduce the said share capital and to issue any of its capital, original.

We, the several persons whose names and addresses are described below, are desirous of being formed in 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 BY EACH SUBSCRIBER	SIGNATURE
ABDALLAH PAUL MUGASSA P. O.BOX 40239 DAR ES SALAAM.	5,100	SIGNED
XU FANGYA P.O.BOX 40239 DAR ES SALAAM.	4900	SIGNED

Dated at DAR ES SALAAM this 13 day of MARCH 2024

Witness to the above signature:

Name: MWAJUMA CHOOGY

Qualification: ADVOCATE

Signature: SIGNED

Address: 78013