

THE COMPANIES ACT

(ACT NO. 12 OF 2002)

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

SINO-TAN BUILDING MATERIALS COMPANY LIMITED

Incorporated this day of, 2024

DRAWN BY:

**ALPHONCE NACHIPYANGU (ADVOCATE),
P.O. BOX 12275,
DAR ES SALAAM.**

THE COMPANIES ACT No. 12 of 2002

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

SINO-TAN BUILDING MATERIALS COMPANY LIMITED

1. The name of the company is **SINO-TAN BUILDING MATERIALS COMPANY LIMITED**
2. The Registered office of the Company shall be situated in the United Republic of Tanzania.
3. The objects for which the company is established are: -
 - i. 2395 - Manufacture of articles of concrete, cement and
 - ii. plaster
 - iii. 2394 - Manufacture of cement, lime and plaster
 - iv. 2391 - Manufacture of refractory products
 - v. 2392 - Manufacture of clay building materials
 - vi. 2022 - Manufacture of paints, varnishes and similar coatings, printing ink and mastics
 - vii. 4663 - Wholesale of construction materials, hardware, plumbing and heating equipment and supplies
 - viii. 4690 - Non-specialized wholesale trade
 - ix. 4610 - Wholesale on a fee or contract basis
 - x. 4649 - Wholesale of other household goods
 - xi. 0729 - Mining of other non-ferrous metal ores
 - xii. 0710 - Mining of iron ores
 - xiii. 0810 - Quarrying of stone, sand and clay
 - xiv. 0899 - Other mining and quarrying n.e.c.
 - xv. 0990 - Support activities for other mining and quarrying
 - xvi. 6810 - Real estate activities with own or leased property
 - xvii. 6820 - Real estate activities on a fee or contract basis

4. The liability of the members shall be limited.
5. The initial share capital of the company is Tanzanian Shillings One Billion Five Hundred Million only (Tshs. 1,500,000,000/=) divided into One Hundred and Fifty Thousand shares (150,000) of Ten Thousand Shillings (TShs. 10,000/=) each. The minimum number of shares is One Hundred (100) each and the company shall have all the powers to increase its capital and to divide shares in its capital for the time being into several classes of stock or shares and attain 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 addresses and descriptions are subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the company opposite our respective names.

SERIAL NO.	NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE OF SUBSCRIBERS/DIRECTORS
1.	ZHANG XIAOQING, P.O BOX 10392, DAR ES SALAAM.	75,000	張小清
2.	GANG HUANG P.O BOX 10392, DAR ES SALAAM.	75,000	黃鋼

Dated at Dar es Salaam this 25th day of November 2024

Witness to the above Signatures:

Full Name:

ALPHONSE NACHI PYANGU

Signature:

[Handwritten Signature]

Postal Address:

12275 DAR ES SALAAM

Qualification:

COMMISSIONER FOR OATHS



THE COMPANIES ACT, ACT NO. 12 OF 2002
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
SINO-TAN BUILDING MATERIALS COMPANY LIMITED

1. In these regulations, unless the context otherwise requires expressions defined in the Companies Act, Act NO. 12 of 2002, or any statutory modification thereof in force at the date of which these regulations become binding on the Company, shall have the meanings so defined, and words importing the singular shall include the plural, and vice versa, and words importing the masculine gender shall include females and words importing person shall include bodies corporate.
2. The company shall be a private company, and accordingly the following provisions shall have effect :-
 - i) The company shall not offer any of its shares and debentures to the public for subscription.
 - ii) The number of members of the Company (not including persons who are in the employment of the company) shall not at any time exceed fifty. Provided that when two or more persons hold one or more shares in the Company jointly; they shall for the purpose of these articles be treated as a single person.
 - iii) The right to transfer shares is restricted in the manner hereinafter provided.
3. The regulations contained in Table "A" in the first schedule to the Companies Act No. 12 of 2002, shall not apply to the Company except as far expressly incorporated herein. All references herein contained to any specified articles to table "A" shall be inclusive of the first and last articles referred to; and in case of any conflict between the provisions herein contained and the incorporated clause of Table "A" the provisions contained herein shall prevail.

4. In this article, if not inconsistent with the subject or context, the words standing in the first column of the following table shall bear the meanings set opposite them respectively in the second column thereof.

Words-	Meanings
<i>The Act- 12/2002 These Articles -</i>	The Companies Act No These Articles of Association as originally framed or as from time altered by special Resolution
<i>The Office-</i>	The Register Office of the Company
<i>Board-</i>	The Board of Directors
<i>Paid-</i>	Paid or credited as paid
<i>The Register-</i>	The Register of Members of the Company required to be kept by section 115(1) of the Act.
<i>The Seal -</i>	The Common Seal of the Company
<i>Share -</i>	Share or Stock
<i>Dividend-</i>	Dividend or Bonus
<i>In Writing-</i>	Printed or lithographed or in any other mode of Representing or reproducing words in visible form.

5. Save as aforesaid any words or expressions defined in the Act shall bear the same meaning in these Articles.

BUSINESS

6. Any branch or kind of business which the Company is either expressly or by implication authorized to undertake may be undertaken by the Directors at such time or times as they shall think fit, and further may be suffered by them to be in abeyance whether such branch or kind or business may have been actually commenced or not so long as the Directors may deem fit if expedient not commence or proceed with such branch or kind of business.

REGISTERED OFFICE

7. The Office shall be at such place as the Directors shall from time to time appoint

SHARES CAPITAL AND VARIATION OF RIGHTS

8. The initial share capital of the company is Tanzanian Shillings One Billion Five Hundred Million only (**Tshs. 1,500,000,000/=**) divided into One Hundred and Fifty Thousand shares (150,000) of Ten Thousand Shillings (**TShs. 10,000/=**) each.
9. Without prejudice to any special rights previously conferred on the holders of any existing shares of class of shares any share in the Company may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise as the company may from time to time by ordinary resolution determine.
10. Subject to the provisions of the Act, any preference shares may, with the sanction of an Ordinary Resolution, be issued on the terms that they are, or at the option of the Company are liable to redeemed on such terms and in such manner as the Company before the issue of the shares may by Special Resolution determine.
11. If at any time share capital is divided into different classes of shares the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, whether or not the Company is being wound up, be varied with the consent in writing of the holders of three fourths of the issued shares of that class, or with the sanction of an Extraordinary Resolution passed at a Separate General Meeting of the holders of the shares of the class. To every such Separate General

meeting the provisions of these Articles relating to General Meetings shall apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy one-third of the issued shares of the class (but so that if at any adjourned meeting of such holders a quorum as above defined is not present, those members who are present shall be a quorum) and that any holder of shares of the class present in person or by proxy may demand a poll and, on a poll, shall have one vote or share of the class of which he is the holder.

12. The right conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.
13. The Company may exercise the powers of paying commissions conferred by the Act, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the said section and the rate of the commission shall not exceed the rate of 10 per cent of the price at which the shares in respect whereof the same is paid are issued or an amount equal to 10 per cent of such price (as the case may be). Such commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other. The Company may also on any issue of shares pay such brokerage as may be lawful.
14. Where any shares are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be profitable for a lengthened period, the Company may pay interest on so much of that share capital as is for the time being paid up for the period and subject to the conditions and restrictions mentioned in the act and may charge the sum so paid by way of interest to capital as paid by way of interest to capital as part of the cost of construction of the work or building, or the provision of plant.
15. Except as required by law, no person shall be recognized by the Company as holding any share upon any trust, and the Company shall not be bound by or be compelled in any way to recognize, even when having notice thereof, any equitable part of a share or any interest in any fractional part of a share of (except only as by these Articles or by

law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

16. Every person whose name is entered as a member in the Register shall be entitled without payment to receive within two months after allotment or lodgment of transfer (or within such other period as the conditions of issue shall provide) one certificate for all his shares or several certificates each for one or more of his shares upon payment of five shillings for every certificate after the first or such less sum as the Directors shall from time to time determine. Every certificate shall be under the seal and shall from specify the shares to which it relates held 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 and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.
17. If a share certificate be defaced, lost or destroyed, it may be renewed on payment of a fee of five shillings or such less sum and terms (if any) as to evidence and indemnity and the payment of out-of-pocket expenses of the Company of investigating evidence the Directors think fit.
18. The Company shall not give, whether directly or indirectly, and whether by means of a loan, guarantee, the provision of security or otherwise any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person or for any shares in the Company or in its holding company (if any) nor shall the Company make a loan for any purpose whatsoever on the security of its shares but nothing in this Article shall prohibit transactions mentioned in the proviso to section 56(I) of the Act.

LIEN

19. The Company shall have a first and paramount lien on every share (registered in the name of a member whether solely or jointly with other) for all moneys (whether presently payable or not) due by him or his estate, either alone or jointly with any other person to the company, but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this article. The company's lien, if any, on a share shall extend to all dividends payable thereon.

20. The Company may sell in such manner as the Directors think fit, any share on which the Company has a lien, but no sale shall be unless a sum in respect of which the lien exists is presently payable, or until the expiration of fourteen days after notice in writing, stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share, or the person entitled thereto by reason of his death or bankruptcy.
21. To give effect to any such sale the Directors may authorize some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer, and he shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
22. The net proceeds of any such sale shall be received by the Company and applied in the or towards payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue, if any, shall subject to alike lien for sums not presently payable as existed upon the shares before the sale be paid to the person entitled to the shares at the date of the sale.

CALL ON SHARES

23. The Directors may from time to time make calls upon the members in respect of any moneys unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times, provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last proceeding call, and each member shall (subject to receding at least fourteen days' notice specifying the time or time and place) so specified the amount called on his shares. A call may be revoked or postponed as the Directors may determine.
24. A call shall be deemed to have been made at the time when the resolution of the Directors authorizing the call was passed and may be required to be paid by installments.
25. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

26. If a sum called no respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time actual payment at such rate not exceeding 10 percent per annum as the Directors may determine, but the Directors shall be at liberty to waive payment of such interest wholly or in part.
27. Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premiums, shall for the purposes of these Articles be deemed to be a call duly made payable on the date on which by the terms of issue the same becomes payable, and in case of non – payment all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum and become payable by virtue of a call duly made and notified.
28. The Directors may, on the issue of shares, differentiate between the holders as to the amount of calls to be paid and the times of payment.
29. The Directors may, if they think fit, receive from any member willing to advance the same, all or any part of the moneys uncalled and unpaid upon any shares held by him, and upon all or any of the moneys so advanced may (until the same would, but for such advance, become payable) pay interest at such rate not exceeding (unless the Company in General Meeting Shall otherwise direct) 9 per cent per annum, as may be agreed upon between the Directors and the members paying such sum in advance. No such sum paid in advance of calls shall entitle the member paying such sum to any portion of a dividend declared in respect of any period to the date upon which such sum would, but for such payment, becomes presently payable.
30. no member shall be entitled to receive any dividend or to be present to vote on any question, either personally or by proxy, at any General Meeting, or upon a poll, or to be reckoned in a quorum whilst any call or other sum shall be due and payable to the Company in respect of the shares held by him, whether alone or jointly with other person.
31. The Company shall not be bound to recognize any equitable contingent future or partial interest in any share or any right in respect to a share other than an absolute right thereto in the person or persons from time to time registered as the holder or holders thereof, but the directors

shall be at liberty at their sole discretion to register any share in the joint names of any two or more person who may have interest therein.

32. The shares shall be under the control of the Directors who will allow or otherwise dispose of the same to such persons and on such conditions and terms as they may think fit.

TRANSMISSION OF SHARES

33. The instrument of transfer of any shares shall be executed by or on behalf of the transferor and transferee and the transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.
34. The directors may in their absolute discretion and without assigning reason decline register any transfer of whom they do not approve. The directors may decline to register any transfer of such shares on which the Company has a lien. The Directors may also suspend the registration of transfer during the fourteen days immediately preceding the Ordinary general meeting in each.
35. The directors may decline to recognize any instrument of transfer unless :-
- i. A fee not exceeding thirty shillings is paid to the Company in respect thereof.
 - ii. The instrument of transfer is accompanied by the certificate of the ordinary shares to which it relates and such other evidence as the directors may reasonably require showing the right of the transferor to make the transfer. If the directors refuse to register a transfer of any ordinary shares, they shall within two months after the date on which the transfer was lodged with the Company send to the transferee notice of the refusal.
36. In case of the death of a member, the Legal personal representative of a deceased holder of a share shall be the only person recognized by the Company as having any title to the share. In the case of the share registered in the names of two or more representatives of the deceased shall be the only persons recognized by the Company as having any title to the share.

37. A person becoming entitled to a share by reason of the death or bankruptcy of the holder shall be entitled to the same dividends and other advantages to which they would be entitled if he was a registered holder of the share except that he shall he would be entitled if he was a registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meeting of the Company.
38. Same as hereby otherwise provided no share shall be transferred to any person who is not a member of the Company so long as any member is willing to purchase the same at fair value which shall be determined as hereunder provided.
39. In order to ascertain whether any member is willing to purchase a share at a fair value, whether a member of the Company or not, proposing to transfer the same (hereinafter called "the retiring member") shall give a notice in writing (hereinafter described as "sale notice") to the Company that the desires to sale the same. Every such notice specified the number of shares which the retiring member desires to sell, and shall constitute the Company the agent of the retiring member for the sale of such shares to any member of the Company at the fair value. No sale notice shall be withdrawn except with the sanction of the Directors.
40. In the Company shall within sixty days after the service of a sale notice find a member wiling to purchase any share comprised therein, (hereafter described as "purchasing member") and shall give notice thereof to the retiring member, the retiring member shall be bound upon payment of the fair value transfer the share to such purchasing member who shall be bound upon payment of the fair complete the purchase within fifteen days from the service of such last mentioned notice. The Directors shall with a view of finding a purchasing member after any shares comprised in a sale notice to the persons then holding the remaining shares in the company on the terms and the shares so offered to them shall be sold to the members accepting the offer in proportion as nearly as may be without increasing the number allocated to any member beyond the number applied for by him to the existing holding of the original shares in the initial capital. Such offer shall be made by notice specifying the number of shares offered limiting time within which such offer if not accepted will be deemed to be declined; and

41. The fair value shall be such price as may be mutually agreed upon between the relating member and the purchasing member or in the absence of any agreement, the fair value at the date when the retiring member became bound as aforesaid be fixed by the auditors for the time being of the Company. Either party may upon the retiring member becoming bound as aforesaid apply to the Company to have value fixed by the auditors and the shall there upon certify the sum which in their opinion is the fair value and in so certifying the auditors shall be considered to be acting as expert and not as arbitrators. The fees of the auditors for fixing of the fair value and giving of certificate as aforesaid shall, unless the directors shall otherwise resolve, be paid by the retiring member and shall be due from to the Company.
42. In the event of the retiring member failing to carry out the sale of any shares which he shall have become bound to transfer, as aforesaid the directors may authorize one of their members to execute a transfer of the shares to the purchases price of such shares and may register the purchasing member as the holder thereof and issue him a certificate for the same and thereupon the purchasing member shall in such case be bound to deliver upon his certificate for the said shares, and on such delivery shall be entitled to receive the said purchase price without interest, and if such certificate shall comprise any shares which has not become bound to transfer as aforesaid the Company shall issue to him a balance certificate for the shares.
43. If the Directors shall not within the space of sixty days after the service of a sale notice, find a purchasing member for all or any of the shares comprised there and give notice in the manner aforesaid or if through no default of the retiring member, the purchase of any shares in respect of which such last mentioned notice shall not be completed within twenty one days from the service of such notice, the retiring member shall at any time within six months thereafter be at liberty to sell and transfer the shares comprised in his sale notice. (or such of them as shall not have been sold to purchasing member), to any person and at any price.
44. The executors or administrators of any member dying shall be bound from time to time after the expiration of six months from the date of his death, if any when called upon in writing by the Directors so to do, either to transfer all the shares registered in the name of the deceased member at the date of his death, or to give a transfer notice in respect

thereof, and should such executors or administrators fail so to do within the period of 14 days after being so called upon, they shall be deemed to have given such transfer notice at the expiration of the said period of fourteen (14) days and the provisions of these Articles shall come into effect accordingly.

FORFEITURE OF SHARES

45. If a member fails to pay any call or installment on the day appointed for payment thereof the Directors may, at any time thereafter during such time as any part of the call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued and all expenses that have been incurred by the Company by reason of such non-payment.
46. The notice shall name a further day (not earlier than the expiration of fourteen days from the date of service of the notice) on or before which the payment at or before the time appointed the shares in respect of which the call was made will be liable to be forfeited.
47. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Directors to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited shares, and not actually paid before forfeiture.
48. When any share shall have been so forfeited shall be given to the holder of the share, or the person entitled to the share by transmission, and an entry of the forfeiture, with the date thereof, shall forthwith be made in the Register, but no forfeiture, with the date thereof, shall forthwith be made in the Register, but no forfeiture shall be invalidated by any failure to give such notice or make such entry as aforesaid.
49. A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Directors think fit, and at any time before a sale or disposition the forfeiture may be cancelled on such terms as the Directors think fit.

50. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall notwithstanding, remain liable to pay to the Company all moneys which, at the date of forfeiture, were presently payable by him to the Company in respect of the shares, together with interest thereon at such rate not exceeding 10 percent per annum, as Directors shall think fit, from the date of forfeiture until payment but his liability shall cease if and when the Company shall have received payment in full of all such moneys in respect the shares.
51. A statutory declaration in writing that the declaring is a Director or Secretary of the Company, and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the fact therein stated as against all persons claiming to be entitled to the share. The Company may receive the consideration, if any given for the shares on any sale, re-allotment or other disposition thereof and may execute a transfer of the share in favour of the person to whom the share is sold, re-allotted or otherwise disposed of and he shall thereupon be registered as the holder of the share, and shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be effected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale re-allotment or disposal of the share.
52. The Company may by Ordinary Resolution convert any paid-up share into stock, and reconvert any stock into paid-up shares of any denomination.
53. The holders of stock may transfer the same or any part thereof in the same manner, and subject to the same regulations, as and subject to which the shares from which the stock arose might previously to conversion have been transferred, or as near thereto as circumstances admit; and Directors may from time to time fix the minimum amount of stock transferable, provided that such minimum shall not exceed the nominal amount of the shares from which the stock arose.
54. The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at the stock arose, but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on a winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

55. Such of the Articles of the Company as are applicable to paid-up shares apply to stock, and the words "share" and "shareholder" therein shall include "stock" and "stockholder".

ALTERATION OF CAPITAL

56. The Company may from time to time by Ordinary Resolution increase the share Capital by such sum, to be divided into shares of such amount, as the resolution shall prescribe.
57. Subject to the other provisions of the see Articles the shares shall be at the disposal of the Board, which may allot or otherwise dispose of them to such person (including any Directors) at such times and for such consideration and upon such terms and conditions as the Directors may determine.
58. Except so far as otherwise provided by the conditions of issue, or by these Articles, any capital raise by the creation of new shares shall be considered part of the original capital, and shall be subject to the provisions herein contained with reference to the payment of calls and installments, transfer and transmission, forfeiture, lien, surrender, and otherwise, unless otherwise provided in accordance with these Articles the new shares shall be Ordinary Shares.
59. The Company may from time to time by Ordinary Resolution:-
- i. Consolidate and divide all any of its shares capital into shares of large amount than its existing shares; or
 - ii. Subdivide its shares, or any them, into shares of smaller amount than is fixed by its Memorandum of Association subject, nevertheless, to the provisions of the Act; or
 - iii. Cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person, admonish the amount of its share capital by the amount of the shares so cancelled.
60. The Company may by special resolution reduce its share capital, any capital redemption reserve fund or any share premium account in any

manner and with, and subject to, any incident authorized and consent required, by law.

GENERAL MEETING

61. 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 notices 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. The annual General Meeting shall be held at such time and place as the Directors shall appoint.
62. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
63. The Directors may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisitions, or in default, may be convened by such requisitions, as provided by the Act. If at any time there are not within the Country sufficient Directors capable of acting to form a quorum, any Director or any two members having the right to attend General Meetings and vote thereat may convene an Extraordinary General meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.

NOTICE OF GENERAL MEETINGS

64. An Annual General Meeting and a meeting of the Company other than meeting for passing of the Special Resolution shall be called by fourteen days notice in writing at the last. A meeting called for the passing of a Special Resolution shall be called twenty-one days notice in writing at the last.
65. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day, and the hour of the meeting and, in case of special business, the general nature of that business, and shall be given, in manner hereinafter mentioned or such in other manner, if any, as may be prescribed by the Company in General Meeting, to such persons as are, under the regulations of the Company, entitled to receive such notice from the Company, but with the consent of all the members

entitled to receive notice of some particular meeting, that meeting may be convened by such shorter notice and in such manner as those members may think fit.

66. Notice may be given by the Company to any member entitled to receive the same either personally or by sending post to him or to his registered address, or (if he has no registered address within the Country) or to the address, if any, within the Country supplied by him to the Company for the giving of notice to him. Where the 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 in the case of a notice of a meeting at the expiration of twenty-four hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.
67. A notice may be given by the Company to the joint holders of a share giving the notice to the joint holder first named in the Register in respect of the share.
68. Any notice or document sent by post to or left at the registered address of, any member, in pursuance of these Articles, shall, notwithstanding such member be then deceased or bankrupt and whether or not the Company have notice of his decease or bankruptcy, be deemed to have been duly served in respect of any shares, whether held solely or jointly with other persons by such member, until some other person be registered in his stead as the holder or joint holder thereof, and such service shall for all purposes be deemed a sufficient service of such notice or document on all persons interested (whether jointly with or as claiming through or under him) in any such share.
69. Notice of every General Meeting shall be given in any manner hereinbefore authorized to:-
 - a. every member except those members who (having no registered address within the Country) have not supplied to the Company an address within Tanzania for the giving of notices to them;
 - b. every person upon whom the ownership of a devolves by reason of his being a legal personal representative or a trustee in bankruptcy of a member

where the member but for his death or bankruptcy would be entitled receive notice of the meeting; and

c. the auditor for the time being of the Company.

70. No other persons shall be entitled to receive notices of General Meetings.
71. The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

72. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all business 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 of Direction in place of those retiring and the appointment of, and the fixing of the remuneration of, the Auditors.
73. 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; save as herein otherwise provided, two members having the right to attend and vote thereat present in person or by proxy shall be quorum.
74. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members having the right to attend and vote thereat who are present shall be a quorum.
75. The Chairman, if any, of the Board of Directors shall preside as chairman at every General Meeting of the Company, or if there is no such chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act

the Directors present shall elect one of their number to be chairman of the meeting.

76. 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 having the right to attend and vote thereat who are present shall choose one of their number to be Chairman of the meeting.
77. 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 Left unfinished at the meeting from which the adjournment took place. When a meeting I adjourned for thirty days or more, seven clear days notice at the least of the adjourned meeting shall be given specifying the place and the time of the meeting as in the case of an original meeting, but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting.
78. Act a 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 show of hands) demanded:
 - a) By the chairman of the meeting; or
 - b) Any one member present in person or by proxy who holds not less than fifteen per centum of the paid up share capital carrying voting rights; or
 - c) By any two members present in person or by proxy and having the right to attend General Meetings and vote thereat.

Unless a poll be so demanded a declaration by the chairman of the meeting that a resolution has on show of hands been carried, or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of the 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.

79. Except as provided in Article 73, if a poll is duly demanded it shall be taken in such manner and at such time (within fourteen days) and place as the chairman of the meeting direct, and the result of the poll be deemed to be the resolution of the meeting at which the poll was demanded. No notice need be given of a poll not taken immediately.
80. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
81. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on a other question shall be taken such time within fourteen days as the chairman of the meeting directs, and ay business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll. The demand for a poll may be withdrawn.
82. Subject to the provisions of the Act, a resolution in writing signed by all the members for the being entitled to receive notice of and to attend a vote at general meetings (or being corporations by their duly authorized representatives) shall be as valid and effective as if the same had been passed at a general meeting of the company duly convened and held.

VOTES OF MEMBERS

83. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every member present in person shall have one vote, and on a poll every member shall have one vote for each share of which he is the holder.
84. On a poll a member entitled to more than one vote need not, if he votes, use all his votes or cat all the votes he uses in the same way.
85. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the seniority shall be determined by the order in which the names stand in the Register of members.
86. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver curator bonis or other person in the nature of a committee, receiver or curator bonis

appointed by that court, and any such committee, receiver curator bonis or other person may, on a poll, vote by proxy.

87. No member other than a member having the right to attend General Meetings and vote thereat shall be entitled to vote at any General Meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.
88. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairman of the meeting whose decision shall be final and conclusive.
89. On poll votes may be given either personally or by proxy.
90. 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 seal, or under the hand of an officer or attorney duly authorized. A proxy need not be a member of the Company. Every notice convening a meeting of the Company shall state that a member entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of him.
91. The instrument appointing a proxy and the power of attorney or other authority if any, under which it is signed or a notarial certified copy of that power or authority shall be deposited at the registered office of the Company or at such other place within the country as is specified for that purpose in the notice convening the meeting, not less than forty eight hours before the time for holding the meeting or adjourned meeting, at which the person named in the instrument proposes to vote, or in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument of proxy shall be valid after the expiration of twelve months from the date of its execution except at an adjourned meeting or on a poll demanded at a meeting or adjourned meeting in cases where the meeting was originally held within twelve months from that date.
92. An instrument appointing a proxy shall be in the following form or a form a near thereto as circumstance admit.

SINO-TAN BUILDING MATERIALS COMPANY 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/our behalf at the

... .. (Annual or Extraordinary, as the case may be) General Meeting of the Company to be held on the day of 20, and at any adjournment thereof.

Signed this day of 20

This instrument is to be used in favor of/ against (delete as necessary) the resolution. Unless otherwise instructed, the proxy will vote as he thinks fit.

- 93. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 94. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the share in respect of which the proxy is given provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the Company at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

DIRECTORS

- 95. Unless otherwise determined by the General Meeting the number of Directors shall not be less than two or more than seven.

96. The first Directors are:
- I. **ZHANG XIAOQING**
 - II. **GANG HUANG**
97. Each Director shall have power to nominate any person to act as an alternate Director during his absence from Dar es Salaam, or inability to act as such Director and at his discretion to remove such alternate Director.
98. The remuneration of each Director shall be determined by the company in general meeting from time to time. The Directors shall also be entitled to be repaid all travel expenses incurred by them, respectively in or about, the performance of their duties as Director including their expenses of traveling and Board Meetings. If any Director shall render any special duties or services outside his ordinary duties as a Director, the Directors may pay him special remuneration, in addition to his ordinary remuneration, and such special remuneration may be by way of salary, commission, participation, in profits or otherwise as may be arranged.
99. The Continuing Directors may act notwithstanding any vacancy in their body, but if the number falls below the minimum above fixed the Directors shall not except in emergencies or for the purpose of filling up vacancies, act so long as the number is below the minimum.
100. The business of the Company shall be managed by the Directors; who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not by the Act or by these Articles required to be exercised by the Company in General Meeting. Subject eventless to any regulations of these Articles, to the provisions of the Act, and to such regulations being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in General Meeting, but no regulations or provisions made by the company in General Meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.
101. The Directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purposes and with such

powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to such conditions as they may think fits, and any such period and subject to such conditions as they may think fits, and any such powers at attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit and may also authorize any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

RESOLUTION WITHOUT MEETING

102. Resolution may be determined without any meetings of the Directors and evidenced by assenting Signatures under the hands of the Majority of Directors. The resolution shall be submitted to each Director in Dar es Salaam or any part of Tanzania for his approval or Dissent.

PROCEEDINGS OF DIRECTORS

103. The Directors may meet together for the dispatch of business adjourn and otherwise regulate their meetings and proceedings, as they think fit, and may determine the quorum necessary for the transaction of business. Until otherwise determined two Directors constitute a quorum.
104. Questions arising at any meeting shall be decided by a majority of Votes, and in case of an equality of votes the Managing Director shall have second or casting vote.

REMUNERATION OF DIRECTORS

105. ARTICLES 81 of Table "A" shall apply.

DISQUALIFICATION OF DIRECTORS

106. The office of Directors shall ipso facto be vacated:
- a) If becomes bankrupt or suspended payment or compound with his directors; or
 - b) If he is found lunatic or becomes of unsound mind; or
 - c) If by notice in writing to the Company he resigns his office; or
 - d) If he is suspended in writing by all his co-Directors to resign; or

- e) If he becomes prohibited from being a Director be reason of any order made under section 197 of the Act.

SECRETARY

107. The Company may from time to time appoint a person to act as Secretary for the time being the Company, and any person so appointed shall be deemed for all purposes to be the Secretary of the Company.

BORROWING POWERS

108. The Directors may, from time to time, at their own discretion borrow or secure the payment of any sum or sums of money for the purposes of the Company provided that the directors shall not, without the section of a general meeting of the Company then outstanding exceed the nominal amount of the capital for the time being of the Company. Nevertheless, no lender or other person dealing with the Company shall be concerned to see this limit is observed.
109. The Directors may raise or secure the payment of such and or sums in such manner and upon such terms and conditions in all respect as think fit, and in particular, the issue of bonds, perpetual or redeemable debentures or debenture stock, or any mortgage charge or other security on the undertaking or the whole or any part of the property of the company (both present and future) including its uncalled capital for the time being.
110. The Directors shall cause proper register to be kept in accordance with section 108 of the Act of all of the Company; and shall dully comply with the requirements of section 96(1) of the Act in regard to the requisition of mortgages and charges therein specified or otherwise

SEAL

111. 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 a Director and Secretary or of such other person as the Directors may appoint for the purpose; and the Director and the Secretary or other person as aforesaid shall sign every instrument to which the seal of the Company is so affixed in the presence.

The Company may exercise the powers conferred by the Act with regard to having an official seal for use abroad and such powers be vested in the Directors.

DIVIDEND AND RESERVE

112. The Company in General Meeting may declare dividends, but to dividend exceed the amount recommended by the Director.
113. The Directors may from time to time pay to the members such interim dividends as appear to the Directors to be justified by the profits of the Company.
114. The Company in general meeting may at any time to time resolve that any surplus moneys in the hands of the Company representing profits deemed to be the income to the Company by the income Tax authorities and/or capital profits arising from the receipt of moneys received or recovered in respect of or arising from the realization of any capital assets of the Company or any investment representing the same and not required for the payment or provision of any dividend instead of being applied in the purchase of other capital assets or for other capital purposes be distributed amongst the Ordinary shareholders on the footing that they receive the same as capital and in the shares and proportions in which they would have been entitled to receive the same if it had been distributed by way dividend provided always that no such profit aforesaid shall be so distributed unless there shall remain in the hands of the Company a sufficiency of other assets to answer in full the whole of the liabilities and paid-up share capital of the Company for the time being.
115. The Directors may, before recommending any dividend, set aside out of the profits of the Company such sums as they think proper as a reserve or reserves, which shall, at the discretion of the Directors, be applicable for any purpose to which the profits of the Company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments other than shares of the Company or of its holding company as the Directors may from time to time think fit. The Directors

may also without placing the same to reserve carry forward any profits which they may think prudent not to divide.

116. Subject to the rights of persons, if any, entitled to shares with special rights as to dividend, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but no amount paid or credit as paid a share in advance of calls shall be treated for the purposes of this Articles as paid on the share. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date share shall rank for dividend accordingly.
117. The Directors may deduct from any dividend payable to any member on or in respect of a share all sums of money (if any) presently payable by him to the Company on account of calls or otherwise.
118. The Directors may retain any dividend or other money payable on or in respect of a share on which the Company has lien, and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists.
119. With the sanction of a General Meeting any dividend may be paid wholly or in part by the distribution of specific assets and in particular of paid-up shares or debentures of any other company or in any one or more of such way. Where any difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient, and in particular may issue fractional certificates and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any members upon the footing of the value so fixed, in order to adjust the rights of all members, and may vest any such specific assets in trustees upon trust for the members entitled to the dividend as seem expedient to the Directors.
120. Any dividend, interest or other moneys payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders to the registered address of that one of joint holders who is first named on the Register (of members) or to such person and to such address as the holder or joint holders may in writing direct. Every such cheque or

warrant shall be made payable to the order of the person to whom it is sent. Any one of two or more joint holders may give effectual receipts for any dividends, bonuses or other moneys payable in respect of the shares hold by them as joint holder.

121. No dividend or other moneys payable on or in respect of a share shall bear interest against the Company.
122. All dividends unclaimed for one year after having been declared may be invested or otherwise made use of by the Directors for the benefit of the Company until claimed and the Company shall not be constituted a trustee in respect thereof. All dividends unclaimed for a period of twelve years after having been declared shall be forfeited and shall revert to the Company.

ACCOUNTS

123. The Directors shall cause proper books of account to be kept with respect of:
 - a) All sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
 - b) All sales and purchases 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 fair view of the state of Company's affairs and to explain its transactions.

124. The books of account shall be kept at the office, or, subject to the Ordinance, at such other place or places as the Directors think fit, and shall always be open to the inspection of the Directors.
125. The Directors shall from time to time determine whether and what extent, and at what times and places, and under what conditions or regulations, the accounts and books of the Company, or any of them shall be open to the inspection of members not being Directors, and no member (not being a Director) shall have any right of inspecting any account of book or document of the Company, except as conferred by statute or authorized by the Directors, or by the Company in General Meeting, and no member, not being a Director, shall be entitled to require or receive any information concerning the business, trading or

customers of the Company, or any trade secret process of or used by the Company.

126. The Directors shall from time to time, in accordance with 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 that section.
127. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting together with a copy of Auditor's report, shall not less than fourteen days before the date of the meeting be sent to every member of and every holder of debentures of, the Company and to every person registered under Article 37. Provided that this Article 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 shares or debentures.

AUDIT

128. Auditors shall be appointed and their duties regulated in accordance with Act.
129. Every account of the Directors with the Company, when audited and approved by a General Meeting, shall be conclusive, except as regards any error discovered therein within three months next after the approval thereof. Whether any such error is discovered within that period, the account shall forthwith be corrected, and thenceforth shall be conclusive.
130. Every member of the Company submits to the jurisdiction of the High Court of Tanzania.

WINDING UP

131. If the Company shall be wound up the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by the ordinance, divide amount the members in special or kind the whole or any party of the assets of the Company (whether they shall consist the property of the same kind or not) and may, for the purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be

carried out as between the members of different classes of members. The liquidator may, with the like sanction vest the whole or any part of such assets in trustees upon such trust for the like sanction; shall think fit, but so that no member shall be compelled to accept any shares or any securities whereon there is any liability.

INDEMNITY

132. Every Director, Secretary, Auditor, Agent and any other officer for the time being of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings whether civil or criminal in which judgment is given in his favors or in which is acquitted or in connection with any application under section 481 and Article 123 Table 'A' of the Act.

ALTERATION OR ADDITIONS

133. Subject to the provisions of the Act and those contained in the Memorandum of Association of the Company, the Company may by special resolution make alteration or addition and once so made shall be as valid and effectual if it was originally contained in these articles and be subject in the like manner to the alteration by special alteration.

SERIAL NO.	NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE OF SUBSCRIBERS/DIRECTORS
1.	ZHANG XIAOQING, P.O BOX 10392, DAR ES SALAAM.	75,000	張小清
2.	GANG HUANG P.O BOX 10392, DAR ES SALAAM.	75,000	黃鋼

Dated at Dar es Salaam this 25th day of November 2024

Witness to the above Signatures:

Full Name:

ALPHONSE NACHIPYANGU

Signature:

[Handwritten Signature]

Postal Address:

12275 DAR ES SALAAM

Qualification:

COMMISSIONER FOR OATHS

