

THE COMPANIES ACT (2002)

(Cap 212)

COMPANY LIMITED BY SHARES

MEMORANDUM

And

ARTICLES OF ASSOCIATION

OF

JINXIN KUANGYE COMPANY LIMITED

Incorporated this _____ day of _____ 2024

DRAWN BY:

YANG ENQING

(Subscriber)

P.O.Box 216

MPANDA

THE COMPANIES ACT (CAP. 212)

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

JINXIN KUANGYE COMPANY LIMITED

1. The Name of the Company is **JINXIN KUANGYE COMPANY LIMITED**.
2. The Registered office of the Company is situated in Tanzania.
3. The purpose for which the Company is established is the transaction of any and all lawful business for which companies may be incorporated in Tanzania and more particularly the Company shall have powers: -
 - a) To carry on the business of miners, smelters, refiners, metallurgists, manufacturers and processors of and dealers in ores, metals, minerals and other mineral substances, substances and products, and to carry on any other business which may seem capable of being conveniently carried on in connection with any of the company's objects.
 - b) To search, survey, prospect, explore, discover, win, work, dress, prepare for market, manufacture, manipulate, convert, import, export, sell, dispose of and deal in minerals, metals, precious stones, precious metals, alloys and compounds and to carry on any other operations which may seem conducive to any of the company's objects.
 - c) To buy, take on lease or under a license, concession, grant or otherwise acquire mines, mining rights in any land or other place and metalliferous land and any interest therein and to explore, work, develop, turn to account the same.
 - d) To work as contractors and perform the duties of civil works, to act as builders, civil engineers, architectures, quantity surveyors, and otherwise to do the actual work of construction of buildings of every description harbours, piers, railways, airports, sewage systems, dams, water reservoirs.
 - e) to carry on the business of construction, erection, creation, enlargement, building, structuring, restructuring, engineering, renovation of all kinds of buildings including masonry buildings, reinforced concrete structural buildings, timber structures, and public recreational buildings.
 - f) To carry on any business which may seem to the company capable of being conveniently carried on in connection with any of the business of the company or calculated directly or indirectly to enhance the value of or render profitable any of the company's rights and to amalgamate or enter into a joint venture with any other company or firm, be it foreign or local having similar objects.

- g) To acquire and undertake the whole or any part of the business property and liabilities of any person, firm or company carrying on any business which the company is authorized to carry on, or possess property suitable for the purpose of this company.
- h) To purchase, lease or otherwise acquire, and to hold, sell, improve, develop, exchange, mortgage or otherwise dispose of any lands, buildings, machinery or plants, mills, factories, warehouses or any hereditament in connection with the business of the Company.
- i) To adopt such means of making known the products of the company as may seem expedient and in particular by marketing aids including but not limited to advertising in the press, by circulars, by purchase and exhibition of works, art or interest, by publication of books and periodicals, and by granting prizes, rewards and donations.
- j) To improve, manage, develop, turn to account, grant rights or privileges in respect of or otherwise deal with any of the property rights and privileges of the Company and to do all such things as are incidental or conducive to the attainment of the above objects or any of them and the exercise of any of the powers of the Company.

AND IT IS HEREBY DECLARED THAT the word "COMPANY" in this clause shall be deemed to include any partnership or other body of persons, whether corporate or incorporate, and whether domiciled in the United Republic of Tanzania or elsewhere.

AND the objects specified in each of the paragraphs of this clause shall be regarded as independent objects, and accordingly shall in no wise be limited or restricted by reference the name of the Company.

4. The Liability of the members is Limited.
5. The share capital of the Company is Tanzanian Shillings **Fifty Million only (TShs 50,000,000/=) divided into one thousand (1000) ordinary shares of Tanzania Shillings Fifty Thousand only (TShs.50,000/=)** each with such rights privileges or conditions as may be determined by or in accordance with the regulations of the Company, and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the company

We, the persons whose names and 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 set opposite our respective names.

Name and postal address of subscriber	Number of shares taken by subscriber	Signature of subscriber.
1. YANG ENQING P.O.BOX 216 <u>MPANDA.</u>	500	楊恩慶
2. ZHU QINGLIE P.O.BOX 216 <u>MPANDA.</u>	500	朱清烈

Dated this 23rd day of JULY 2024

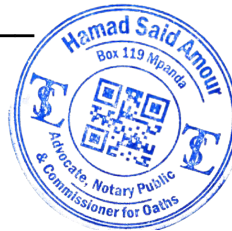
WITNESS TO THE ABOVE SIGNATURES:

SIGNATURE: 

NAME: HAMAD SAID AMOUR

ADDRESS: 119 MPANDA

QUALIFICATION: ADVOCATE



THE COMPANIES ACT (CAP 212)

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

JINXIN KUANGYE COMPANY LIMITED

- 1 The regulations contained in Table A in the first schedule to the Companies Act Cap. 212 shall not apply to the Articles of this Company save as the same are hereby repeated or contained.
- 2 In these regulations the words standing in the first column shall bear the meanings set opposite them respectively in the second column thereof in so far as the same are not inconsistent with the subject or content:

The Act	-	The Companies Act No.12 of 2002 (Cap 212), and every other enactment for the time being in force concerning companies and affecting the Company.
These presents	-	These Articles of Association as now framed, or as from time to time altered by special resolution.
Month	-	means Calendar month
Company	-	means JINXIN KUANGYE COMPANY LIMITED being a company incorporated in Tanzania.
The Office	-	means the registered office of the Company.
Persons	-	shall include Corporations.

Words importing the singular shall mean plural and vice versa

Words importing the masculine gender shall include the feminine gender

Except as aforesaid, any words or expressions contained in these presents, except where the subject or context forbids, shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which the regulations become binding on the company.

PRIVATE COMPANY

- 3 The Company is a Private Company and accordingly:
 - a. The right to transfer shares is restricted in the manner hereinafter prescribed;
 - b. the number of members of the Company (exclusive of persons who are in the employment of the Company) is limited to fifty, **PROVIDED THAT** where two or more persons hold one or more shares in the Company jointly, they shall for the purpose of these Regulations be treated as a single member;
 - c. The company shall not have power to issue share warrants to bearers;

- d. Any invitation to the public to subscribe for any shares or debenture of the Company is prohibited.

SHARE CAPITAL

- 4 The authorised share capital of the Company is Tanzania Shillings **Fifty Million only (TShs 50,000,000/=) divided into one thousand (1000) ordinary shares of Tanzania Shillings Fifty Thousand only (TShs.50,000/=) each.** The Shares are nominative, of one sole series, indivisible and of the same face value each, numbered consecutively, and grant all of them the same economic rights and obligations.
- 5 The Shares may be represented by means of title thereto or certificates attesting ownership title to one, several or all of the Shares owned by each shareholder as such shareholder may request.
- 6 In the event of loss, theft or destruction of a title or certificate, at the request of the corresponding shareholder, the Company shall replace it and deliver a duplicate to the owner registered in the Book Registry of Shares, where it shall be stated its nature of duplicate and that will void the share or certificate replaced.
- 7 Without prejudice to any special rights or restrictions for the time being attaching to any shares or any class of shares, any share may be issued upon such terms and conditions and with such preferred, deferred or other special rights, or such restrictions, whether in regard to dividend, voting, repayment or redemption of share capital or otherwise, as the Company may from time to time by ordinary resolution determine or, in the absence of any such determination or so far as the same may not make specific provision, as the Directors may determine
- 8 Each share grants to its holder the following rights:
 - a) The right to attend and to vote at the General Shareholders Meetings; each share grants the right to one vote in the terms and conditions provided in the present Articles of Association;
 - b) The pre-emptive right in the event of issuance of new Shares as provided for in these Articles of Association; and

SHARE SUBSCRIPTION

- 9 At the appropriate time(s) as shall be determined by the Board of Directors the members of the company shall subscribe for shares in the Company in the proportions of their shareholding.
- 10 The members shall at all the times assure that the Company has adequate funds and/or resources to fully and adequately discharge its obligations.
- 11 The Board of Directors shall from time to time determine the funding requirements of the Company, and shall notify each member of such requirement. Within 30 (thirty) days of the said notification, or other such period as may be agreed by the Directors, each member shall pay into the Company's bank account if so required its Relevant Contribution.
- 12 Unless otherwise agreed by the members each member shall be responsible for all costs of its Directors and/or their alternate in connection with the performance of their duties on the Board of Directors.

INCREMENT OF SHARE CAPITAL

- 13 The Company may from time to time by ordinary resolution increase its share.
- 14 The Company may by special resolution, whether or not all the shares for the time being authorised have been issued, increase its share capital by new shares of such number and class as the special resolution prescribes.
- 15 Except as provided in these Articles, and any other regulation contained in these Articles, the directors shall have no power to issue un-issued shares and shall not allot, grant options or subscription or conversion rights over or otherwise dispose of them.

TRANSFER OF SHARES

- 16 Subject to such of the restrictions contained in these Articles as may be applicable, any member may transfer all or any of his shares by an instrument of transfer in the usual common form or in any other form which the Directors may approve.
- 17 The instrument of transfer of a share shall be in writing and shall be executed by or on behalf of the transferor and the transferee. The transferor shall remain the holder of the share concerned until the name of the transferee is entered in the Register in respect thereof. Nothing in these Articles shall preclude the Directors from recognising a renunciation of the allotment or provisional allotment of any share by the allottee in favour of some other person.
- 18 Every instrument of transfer shall be lodged for registration accompanied by the certificate relating to the shares to be transferred and such other evidence as the Directors may require to show the right of the transferor to make the transfer. All instruments of transfer which shall be registered shall be retained by the Company but, save where fraud is suspected, any instrument of transfer which the Directors may decline to register shall, on demand, be returned to the person depositing the same.
- 19 The Directors may at any time in their absolute discretion, and without assigning any reason therefor, decline to register any share (not being a fully paid share).
- 20 The Directors may also decline to register any instrument of transfer unless:-
 - i. Such fee, as the directors may from time to time require, is paid to the company in respect thereof
 - ii. the instrument of transfer is properly stamped;
 - iii. in the case of a transfer to joint holders, the number of transferees does not exceed four;
 - iv. the shares concerned are free of any lien in favour of the Company; and
 - v. such other conditions as the Directors may from time to time impose for the purpose of guarding against losses arising from forgery are satisfied.
- 21 No transfer shall be made to a minor or to a person of unsound mind or under other legal disability.
- 22 If the Directors decline to register any transfer they shall, within two months after the date on which the instrument of transfer was lodged with the Company, send to the transferee notice of the refusal.

ALTERATION OF CAPITAL

- 23 The Company may, from time to time, by ordinary resolution increase its share capital by such sum divided into shares of such amounts as the resolution shall prescribe.
- 24 Subject to the Ordinance, the Company may, by the resolution increasing the capital, direct that the new shares or any of them shall be offered, in the first instance to all the holders for the time being of any class of shares in proportion to the number of shares of such class held by them respectively, or make any other provisions as to the issue and allotment of the new shares, and in default of any such direction, or so far as the same shall not extend, the new shares shall be at the disposal of the Directors, and Article 6 shall apply thereto.
- 25 Subject to any direction or determination that may be given or made in accordance with the powers contained in these Articles, all new shares created shall be subject to the same provisions herein contained with reference to the payment of calls, transfer, transmission, forfeiture, lien and otherwise

GENERAL MEETINGS

- 26 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 meetings as such in the 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.
- 27 All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings and the requirements herein shall apply to all general meetings of the company.
- 28 Unless otherwise agreed by the Members, all General Meetings shall be held in such place as the Directors may decide.
- 29 The Directors may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitions, as provided by Section 134 of the Act.

NOTICE OF GENERAL MEETING

- 30 An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by twenty-one days notice in writing at the least, and a meeting of the Company other than an Annual General Meeting or a meeting for the passing of a Special Resolution shall be called by fourteen days notice in writing at the least.
- 31 The notice shall be exclusive of the day on which it is served or deemed to be served but inclusive of the day for which it is given.
- 32 The notice shall specify the place, the day and the hour of meeting and in case of special business, the general nature of that business, and shall be given, in manner

hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company.

33 Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in these Articles, be deemed to have been duly called if it is so agreed:

34 in the case of a meeting called as the Annual General Meeting, aggregate of 80% of all the members entitled to attend and vote thereat; and

35 in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than 80 per cent, in nominal value of the shares giving that right.

36 The accidental omission to give notice of a meeting to, or non-receipt of notice of a meeting by, any member shall not invalidate the proceedings at the meeting.

PROCEEDINGS AT GENERAL MEETING

37 All business shall be deemed special that is transacted at an extraordinary general meeting, and all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the ordinary report of the Directors and Auditors the election of Directors and other Officer in place of those retiring and appointment of, and their fixing of the remuneration of the Auditors.

38 Subject to any agreement of the members, all special resolutions of the Company shall be passed if and when the members of the Company holding an equivalent of seventy percent (70%) of the total issued shares of the Company vote in favour of the resolution.

QUORUM OF GENERAL MEETING

39 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 otherwise agreed by all the members, the quorum at any general meeting shall be two thirds (2/3) of all the members of the Company present in person or by proxy, including one person representing each of the shareholders possessing at least 25% of the allotted and fully paid up shares in the Company.

40 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 and at such other time, and place as the Directors may determine.

41 If at an adjourned meeting a quorum is not present within half an hour from the time appointed for the adjourned meeting, the meeting shall be dissolved unless the meeting has been convened to consider a resolution or resolutions for the winding up of the Company (in circumstances comprising a creditor's voluntary winding-up). In this event, if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present in person or by proxy shall constitute a quorum for the purposes of considering and if thought fit passing the resolution or resolutions but no other business may be transacted.

- 42 A corporation which is a member of the Company may, by resolution of its directors or other governing body, authorise any person as it thinks fit to act as its representative at any general meeting of the Company or at any meeting at any class of members of the Company. The person duly authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member.
- 43 Notice of an adjourned meeting shall be given to all members of the Company.

CHAIRMAN OF THE GENERAL MEETING

- 44 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 holding the meeting or is unwilling to act, the Directors present shall choose one of their members to be Chairman of the meeting.
- 45 If at any meeting no Director is willing to act as Chairman or if no Director is present within half an hour after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairman of meeting.
- 46 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 is adjourned for ten days or more, notice of the adjourned meeting shall be given as in the case of original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting, save for the meeting adjourned for the reason of lack of quorum.

VOTING OF MEMBERS

- 47 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the show of hands) demanded:
- a) By the Chairman of the meeting; or
 - b) By at least one member present in person or by proxy.
- 48 Unless a poll is so demanded, a declaration by the Chairman of the meeting that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect is entered in the minute book, shall be conclusive evidence of the fact without proof of the number, or proportion of the votes recorded in favour of, or against such resolution. The demand for a poll may be withdrawn.
- 49 If a poll is duly demanded it shall be taken in such manner as the Chairman directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 50 In the case of an equality of votes, whether on a show of hands or a poll, the Chairman of the meeting at which the show of hands takes place, or at which the poll is demanded, shall have a second or casting vote.

- 51 A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs.
- 52 An ordinary resolution in writing signed by three fourths of the members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporation by their duly authorised representatives) shall be as valid and effectual as if the same had been passed at a general meeting of the company duly convened and held.
- 53 Subject to any rights or restrictions for the time being attached to any shares or classes of shares, every member present in person or by proxy shall, on a show of hands, have one vote, and on a poll have one vote for each share of which he is the holder.
- 54 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 inclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
- 55 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 or other legal guardian appointed by that court, and any such committee or other legal guardian may vote by proxy.
- 56 No member 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.
- 57 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting in which the vote objected to is given or tendered. Every vote not disallowed at such objection made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.
- 58 On a poll votes may be given either personally or by proxy.
- 59 The instrument appointing a proxy shall be in writing under the hand of the appointor, or his attorney duly authorised in writing or, if the appointor 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.
- 60 The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or authentically certified copy of that power or authority shall be submitted at the registered offices of the Company or such other place as is specified for that purpose in the notice convening the meeting, not less than forty hours before the time for holding the meeting or adjourned meeting, at which the person named in the instrument proposes to vote, and in default the instrument or proxy shall not be treated as valid.
- 61 The instrument appointing a proxy shall be in the following form or such form as the Directors may approve:

JINXIN KUANGYE 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 ordinary 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 form is to be used in favour of/against the resolution(s). Unless otherwise instructed the proxy shall vote, as he thinks fit.

- 62 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 instrument of proxy or of the authority under which it was executed or the transfer of the share in respect of which the instrument of 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 at which the proxy is used.

DIRECTORS

- 63 Unless and until the company shall otherwise determine by special resolution, the number of Directors shall not be less than two or more than seven. All Directors shall be elected and removed by the shareholders. The first directors of the company shall be

- i) YANG ENQING**
- ii) ZHU QINGLIE**

- 64 A Director shall not be required to hold any shares in the Company. A Director who is not a member of the Company shall nevertheless be entitled to attend and speak at general meetings of the Company and of any class of members of the Company.

APPOINTMENT, ROTATION AND REMOVAL OF DIRECTORS

- 65 Subject to the provisions of these Articles and the Ordinance, the Company may by ordinary resolution elect any person to be a Director either to fill a casual vacancy or as an addition to the Board.
- 66 The Directors shall have power at any time and from time to time to appoint any other person as a Director, either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.
- 67 The continuing Directors may act notwithstanding any vacancy in their body, but if and so long as the number of Directors is reduced below the number fixed by or pursuant to the provisions of Article 123 as the necessary quorum of Directors, the continuing Directors may only act for the purpose of increasing the number of Directors to that number.
- 68 All Directors shall retire at the third annual general meeting following their election by ordinary resolution. A retiring Director shall be eligible for reelection.
- 69 Subject to the provisions of these Articles, the Company at the meeting at which a Director retires in manner aforesaid may fill the vacated office by electing a person thereto and in default the retiring Director shall, if willing to continue to act, be deemed to have been re-elected, unless at such meeting it shall be expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Director shall have been put to the meeting and lost.
- 70 The Directors shall be entitled to receive remuneration by way of fees for their services such sum as shall from time to time be determined by the Company in

general meeting, such sum (unless otherwise directed by the resolution by which it is voted) to be divided amongst the Directors in such proportions and in such manner as the Board may agree and, failing agreement, equally, except that in such event any Director holding office for less than the whole of the relevant period in respect of which the remuneration is paid shall only rank in such division in proportion to the time during such period for which he has held office. The foregoing provisions shall not apply to a Director who holds any salaried employment or office in the Company except in the case of sums paid in respect of Directors' fees.

- 71 The Company may by special resolution remove any Director before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between him and the Company (but without prejudice to any claim which such Director may have for damages for any breach of any contract of service between him and the Company) and may, if thought fit, by ordinary resolution, appoint another person in his stead.

DISQUALIFICATION OF DIRECTORS

- 72 Without prejudice to the provisions for retirement by rotation contained in these Articles, the office of a Director shall be vacated if:-

- a) he becomes bankrupt or has a receiving order made against him or makes any arrangement or composition with his creditors generally;
- b) he becomes of unsound mind or a patient for any purpose of any statute relating to mental health and the Board resolves that his office is vacated;
- c) he absents himself from the meetings of the Board during a continuous period of six months without special leave of absence from the Board, and his Alternate Director (if any) shall not during such period have attended in his stead, and the Board passes a resolution that he has by reason of such absence vacated his office;
- d) he becomes prohibited by law from being a Director;
- e) he ceases to be a Director by virtue of the Ordinance or is removed from office pursuant to these Articles;
- f) he is requested by notice in writing by all his co-Directors to resign;
- g) having been appointed to an office under Article 120, he is dismissed or removed therefrom pursuant to that Article; or
- h) by notice in writing delivered to the Office he resigns his office.

- 73 No Director shall be required to vacate office or be ineligible for re-election or re-appointment as a Director, and no person shall be ineligible for appointment as a Director, by reason only of his having attained any particular age.

POWERS OF DIRECTORS

- 74 The business of the Company shall be managed by Directors who, in addition to the powers and authorities by these Articles expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Company and are not by the Ordinance or by these Articles expressly directed or required to be exercised or done by the Company in general meeting, but subject nevertheless to the provisions of the Ordinance and of these Articles

and to any regulations from time to time made by the Company in general meeting, being not inconsistent with such provisions or these Articles, provided that no regulations so made shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made. The general power given by this Article shall not be limited or restricted by any special authority or power given to the Directors by any other Article.

- 75 The Directors may from time to time appoint a general manager, a manager or managers of the Company and may fix his, its or their remuneration either by way of salary or commission or by conferring the right to participation in the profits of the Company or by a combination of two or more of these modes and may pay expenses reasonably incurred in respect of any of the staff of the general manager, manager or managers who may be employed by him or them upon the business of the Company. The appointment of such general manager, manager or managers may be for such period as the Directors may decide and the Directors may confer upon him or them all or any of the powers of the Directors as they may think fit. The Directors may enter into such agreement or agreements with any such general manager, manager or managers upon such terms and conditions in all respects as the Directors may in their absolute discretion think fit, including a power for such general manager, manager or managers to appoint an assistant manager or managers or other employees whatsoever under them for the purpose of carrying on the business of the Company.
- 76 The Directors may establish any local boards or agencies for managing any of the affairs of the Company, either in Tanzania or elsewhere, and may appoint any persons to be members of such local boards, or any managers or agents for the Company, and may fix their remuneration, and may delegate to any local board, manager or agent any of the powers, authorities and discretions vested in or exercisable by the Directors (other than their powers to make calls and to forfeit shares), with power to sub-delegate, and may authorise the members of any local boards, or any of them, to fill any vacancies therein, and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as the Directors may think fit, and the Directors may remove any person so appointed, and may annul or vary any such delegation, but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby.
- 77 The Directors may from time to time and at any time by power of attorney or otherwise appoint any company, firm, partnership or person 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 fit, and any such power of 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 authorise any such attorney to subdelegate all or any of the powers, authorities and discretions vested in him.
- 78 Subject to and to the extent permitted by the Ordinance, the Company, or the Directors on behalf of the Company, may cause to be kept in any territory a branch register of members for such territory, and the Directors may make and vary such

regulations as they may think fit respecting the keeping of any such branch register.

- 79 All cheques, promissory notes, drafts, bills of exchange, and other negotiable or transferable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Directors shall from time to time determine.
- 80 The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company and to issue debentures, debenture stocks, bonds and other securities, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party. Debentures, debenture stocks, bonds and other securities of the Company may be made assignable free from any equities between the Company and the person to whom the same may be issued, and may be issued at a discount, premium or otherwise and with any special privileges as to redemption, surrender, drawings, allotment of shares, attending and voting at general meetings of the Company, appointment of Directors and otherwise.
- 81 The Directors shall cause a proper register to be kept, in accordance with the provisions of the Ordinance, of all mortgages and charges affecting the property of the Company and shall duly comply with the requirements of the Ordinance in regard to the registration of mortgages and charges therein specified and otherwise. If the Company issues a series of debentures or debenture stock not transferable by delivery, the Directors shall cause a proper register to be kept of the holders of such debentures in accordance with the provisions of the Ordinance. Where any uncalled capital of the Company is charged, all persons taking any subsequent charge thereon shall take the same subject to such prior charge, and shall not be entitled, by notice to the members or otherwise, to obtain priority over such prior charge.

SECRETARY

- 82 The Directors shall appoint the Secretary for such term, and at such remuneration and upon such terms and conditions as they may think fit, and they may remove any secretary so appointed.
- 83 No person shall be appointed or hold office as secretary who is:
- a) The sole Director of the company; or
 - b) A corporation of which he is the sole Director of the company; or
 - c) The sole Director of a corporation, which is the sole Director of the company.
- 84 A provision of the Act or these regulations requiring or authorising a thing to be done by Director and the secretary shall not be satisfied by its being done by the same person acting both as Director and as original place of the secretary.

THE SEAL

- 85 The Directors shall provide for the safe custody a seal, which shall only be affixed to any instrument by the authority of the Directors or committee of the Directors authorised by the Directors in that behalf and every instrument to which the seal

be affixed shall be signed by a Director and shall be counter signed by the secretary or by second Director or some other person appointed by the Directors for the purpose.

- 86 All deeds, contracts, power of attorney and the like to which the company is a party shall be signed by one Director and the secretary of the company, or a second Director and all deed shall in addition bear the seal of the company.

ACCOUNTS

- 87 The Directors shall cause proper books of account to be kept with respect to:
- 88 All sums of money received and expended by the company and the matters in respect of which the receipt and expenditure takes place;
- 89 All sales and purchases of goods by the company; and
- 90 The assets and liabilities of the company.
- 91 Proper books of accounts shall not be deemed to be kept if there are not kept such books of accounts as are necessary to give a true and fair view of the state of the company's affairs and to explain its transactions.
- 92 The books of account shall be kept at the registered office of the company, or at such other place, as the Directors think fit, and shall always be open to the inspection of the Directors.
- 93 The Directors shall from time to time determine whether and to what extent, and at what times and places, the books of the company or any of them, shall be open to inspection of members not being Directors. No members (not being a Director) shall, without the consent or direction of the Directors, have any right to inspecting any account or book or document of the company except as conferred by statute or by the company in general meeting.
- 94 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 report as referred to in those sections.
- 95 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 the Auditor's report, shall, in not less than twenty one days before the date of the meeting, be sent to every member and every holder of debentures of the company and to every person registered under these regulations. Provided that this regulation shall not require a copy of those documents to be sent to any person whose address the company is not aware or to more than one of the joint holders of any share or debentures.
- 96 The profit and loss account shall show, arranged under the most convenient heads, the amount of gross income, distinguishing the several sources from which it has been derived, and the amount of established salaries and other like matter. Every expenditure against the year's income shall be brought into account, so that a just balance of profit and loss may be laid before the meeting. In cases where any item of expenditure, which may in fairness, be distributed over several years has been incurred in any one year, the whole amount of such items shall be stated, with the addition of the reasons why only a portion of such expenditure is charged against the income of the year.

AUDIT

97 Auditors shall be appointed and their duties regulated in accordance to the Act.

Dated this 23rd **day of** JULY **2024.**

Name and postal address of subscriber	Number of shares taken by subscriber	Signature of subscriber.
1. YANG ENQING P.O.BOX 216 <u>MPANDA.</u>	500	楊恩庆
2. ZHU QINGLIE P.O.BOX 216 <u>MPANDA.</u>	500	朱庆烈

WITNESS TO THE ABOVE SIGNATURES:

SIGNATURE: Hamad Said Amour

NAME: HAMAD SAID AMOUR

ADDRESS: 119 MPANDA

QUALIFICATION: ADVOCATE

