

THE COMPANIES ACT, 2002

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

MWANZA JINYANG DAILY CHEMICAL CO. LIMITED

Incorporated this..... Day of..... 2024

DRAWN BY

SUBSCRIBER

WANG CHENGXING

P.O.BOX 23358

MWANZA

THE COMPANIES ACT, 2002

A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

MWANZA JINYANG DAILY CHEMICAL CO. LIMITED

1. The name of the company is Mwanza Jinyang Daily Chemical Co. Limited.
2. The registered offices of the company will be situated in the mainland Tanzania.
3. The objectives for which the company is established are:
 - a. To deal with manufacturing of hand wash and cleaning soaps, detergents, toilet articles in specialized stores, sanitary equipment, sanitary installation equipment.
 - b. To deal with retail sale of pharmaceutical and medical goods, cosmetic and, and orthopedic goods and retail sale of perfumery and cosmetic articles.
 - c. To manufacture of metallic and other non-metallic mineral products including; iron, copper, bauxite, tin, millstones, sharpening or polishing stones and natural or artificial abrasive products.
 - d. To purchase and sale, take on lease or otherwise acquiring, hold mines, auriferous lands, or gold or other mineral prospecting and all mining rights anywhere as it may be thought fit, and to sink shafts, drifts, or headings and otherwise search for win, work, get, crush, treat, and prepare for the market gold, quartz, ore and precious stones and gems, coal, clay, copper, tin, lead, zinc, and other metals and minerals.

- e. To carry on the business of mining, mineral processing, and metals by carrying on the business of goldsmiths, silversmiths' jewelers, metallurgists, quarry owners, glass, driller, blasting and pottery makers.
- f. To carry on the business of financiers including the borrowing, lending, properties, bills of exchange, promissory notes, coupons, drafts, bills of lading, warrants, certificates and dealing with stocks, shares, bonds/ securities, debentures or other negotiable or transferable instruments and investments of all kinds.
- g. To carry on the business of extracting, processing, buying and selling through importing and exporting industrial minerals as finished products and raw materials.
- h. To carry on the business of hotels and/or guest houses, catering and decoration services, food supply, beverages and refreshments services and halls hiring.
- i. To carry on business of general trading / enterprises and supplies of retail and wholesale of products like machineries, plants, mobile accessories, stationary goods and food supplements.
- j. To deal with all activities concern with promoting, establishing and carrying on the business of public order and safety activities and fumigation activities.
- k. To carry on the business in any part of the world of construction materials, hardware, paints, glass, crockery, planted goods, tales, ceiling board, plumping and heating equipment and supplies.
- l. To carry on the business of mixed farming, growing of tropical and subtropical fruits, vegetable as well as processing and preserving of fruits and vegetables.
- m. To carry on business of monetary intermediation, funds, financial entities, insurances and of all kinds of financial service activities.

- n. To carry on business of banking, mobile money agencies as well as for all cellular networks and other monetary intermediations.
- o. To carry on the business of cultivating, growing and harvesting cereal crops and any other cash crops such as millets, cassava, maize, grams, cotton, sisals, sesame, and any other grain products.
- p. To carry on the business of transportation of all kinds of goods, materials and commuters whether by marine, air or surface/ ground transportation.
- q. To deal with animal husbandry by keeping, buying and selling livestock, slaughtering and packaging of consumer products from animal products such as milk, meats, skins, manure of all kind of crops, shoes soles etc.
- r. To carry on the business of Agricultural forests, forestry, tree planting projects of all kinds and processing of timber and its associated products.
- s. To carry on and dealing with buying, selling and distribution of all kinds of schools and offices appliances like stationeries, printers etc.
- t. To carry on the business of hospitals activities, pharmaceutical and medical goods or products by importing and/ or exporting of all kinds of human and veterinary medicines, laboratory and hospital equipment's.
- u. To construct and run schools at all levels of education i.e. nursery schools, primary schools, secondary and high schools, colleges and universities.
- v. To carry on the business of wholesale or retail of all activities relating to construction and building materials such like timbers, household utensils, glasses, household fitting and all other items of a similar nature.
- w. To engage and carry on the business in fishery, fish process, export of fish and fish products, import fishing and marine equipment.

- x. To establish branches and agencies in different parts of Tanzania for the purpose of carrying on any or all of the business of the Company registered.
 - y. To carry on the business of repair, maintenance, renting, selling and/or buying brand new or used motor vehicles, motorcycle for a specified period of time, spare parts of all related parts and accessories.
 - z. To enter arrangements for joint working in business or for sharing of profits with any other company, firm or persons to carry on business within the objectives of this company.
 - aa. To enter into any arrangement with the central or local government authorities on that may seem conducive to this company's objects.
4. The liability of the Members is limited.
5. The authorized share capital of the company is Tanzania shilling Five hundred Millions (Tshs 500,000,000/=) divided into One thousand (1,000) share of Tanzania shilling Five hundred thousand (Tsh.500,000/=) each.

The company shall have power to increase or reduce its capital and to divide the shares in its capital for the time being, whether original or increased into several classes of stock or shares and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions and so that unless the conditions of issue shall otherwise expressly declare every issue of shares, whether preference or otherwise or any such rights, privileges or conditions shall not altered or modified except in accordance with the Articles of Association of the company registered herewith.

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

Names, Address and Descriptions Of Subscribers	Number of Shares taken	Signature of Subscribers
WANG CHENGXING P. O. BOX 2358 MWANZA	600	王承兴
HUANG GUOXIN P. O. BOX 2358 MWANZA	400	黄国新

Dated at Mwanza this 7th day of August 2024.

Witness to the above signatures:

Name: REHEMA M. MATENGO
 Signature: [Signature]
 Postal address: 744 Mwanza
 Qualification: ADVOCATE



THE COMPANIES ACT, 2002
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
MWANZA JINYANG DAILY CHEMICAL CO. LIMITED

1. In these Regulations-

"The Act" means the Companies Act 2002 of the laws of Tanzania;

"The articles" means the articles of the company;

"The seal" means the common seal of the company;

"Secretary" means the secretary of the company or any person appointed to perform the duties of the secretary of the company.

When any provision of the Act is referred to, the reference is that provision is as modified by any law for the time being in force.

Unless the context otherwise requires, words or expressions contained in these Regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Regulations become binding on the company, shall have the meaning defined.

The regulation of Table 'A' in the first schedule to the companies Act (hereinafter called Table 'A' shall apply to the company, save in so far as they are varied or excluded, hereby, but in case of any conflict between the provisions herein, and the provisions under Table 'A' the former shall prevail, and in addition to substitution shall be regulations of the Company.

PRIVATE COMPANY

2. The company is private company and accordingly:-

- (a) The right of transfer shares is restricted in manner hereinafter prescribed.

- (b) The number of member of the company (exclusive of person who are in the employment of the company and of person who how have been of the company who have been formerly in the formerly in the employment of the company were while in such employment to be the member of the company) is limited fifty, provided that where to or more persons hold one or more shares in the company jointly they shall for the purpose of this regulation be tested as a single member.
- (c) Any invitation to the public to subscribe for any shares or debentures of the company is prohibited
- (d) The company not have the right to issue share warrants to bearer

TRANSFER OF SHARES

- 3. The Directors may in their direction and without assigning any reason thereof refuses to register the transfer of any share to any person who it shall in their opinion is undesirable for any reason whatsoever to admit to membership.
- 4. Subject to clauses 2 and 3 hereof the right to members to transfer their shares shall be restricted as follows:-
 - a. No share shall be transferred to a person who is not a member so long as any member of any person selected by the directors as one whom it is desirable in the interest of the company to admit membership
 - b. Every share holder or trustee in bankruptcy, or any person who may desire to sell or transfer any such shares and every personal representatives of a deceased shareholder shall give notice in writing to the Directors that he desires to make such sale or transfer. Such notice shall constitute the board of Directors of the Company as his agent for the sale of the said shares to any member or members of the Company at the price to be agreed upon between the party giving such notice the party and the board, or in case of difference to be determined by the Auditor of the company

- c. Upon price of such shares being agreed on a determined as per clause (b) above, the board shall forthwith give notice to such of the shareholders other than the shareholders desiring to sell or transfer the said shares, stating the number and price of such shares inviting the person to whom notice is sent to state within 21 days from the date of notice whether he is willing to purchase any, if so what maximum number of such shares. At the expiration of such days 21 notice the board shall apportion such shares amongst the shareholders (if more than one) who shall have expressed their desire to purchase number of shares already held by them respectively, or if there be only one such shareholder, that the whole of such shall be sold to him, provided no shareholder shall be obliged to take more than the maximum number of shares stated in his answer to the said notice.

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

GENERAL MEETINGS

NOTES FOR THE GENERAL MEETING AND PROCEEDINGS OF THE GENERAL MEETINGS

5. Articles 39 to 53 Table 'A' shall apply subject to the following variations:-
- a. The general meeting Ordinary or Extraordinary may with the consent in writing of all members, be convened on a shorter notice than seven days or without notice.
 - b. Two members present either personally or proxy shall form a quorum.

- c. Any ordinary resolution of the company determined without any general meeting and evidenced by writing under hands of majority of the directors and the members of the company holding three fourths of the issued shares of the company shall be valid and effectual as an ordinary resolution duly possessed at a general meeting of the company.

DIRECTORS

6. (a) Until otherwise determine by the company in general meeting the Directors shall not be less than two or not more than four in number.
- (b) The following person shall be the first Directors of the company
1. WANG CHENGXING
 2. HUANG GUOXIN
7. The shareholding qualifications for Directors may be fixed by the company in General meeting and unless and until so fixed no qualification shall be required.
8. The quorum of Directors for transaction business shall, unless otherwise fixed by the Director be two.
9. A resolution in writing signed by all the Directors then in Tanzania shall be as valid and effectual as if had been passed at a meeting of Directors duly called and constituted.
10. The Directors may from time to time borrow or raise any money for the purpose of the company which may exceed the issued shares capital of the company.

BORROWING POWER

11. The Director may from time to time in their discretion raise or borrow for the purpose of any company's business such sum or sums of money as they think fit.

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

VOTE OF MEMBERS

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

ACCOUNTS

15. The directors shall cause proper books of account to be kept with respect to:-
 - (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 the company's affairs and to explain its transactions.
16. The books of account shall be kept at the registered office of the company, or, subject to section 151 (4) of the Act, at such other place

or places as the directors think fit, and shall always be open to the inspection of the directors.

17. No member shall (as such) have any right of inspecting any accounting records or other book or document of the company except as conferred by statute or authorised by the directors or by ordinary resolution of the company.
18. The directors shall from time to time in accordance with sections 153, 155 and 150 of 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 those sections.
19. In accordance with section 164 of the Act, the copy of the company's annual accounts to be laid before the company in general meeting together with a copy of the director's report and the auditor's report shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of, the company. Provided that this regulation 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 debentures.

AUDIT

20. Auditors shall be appointed and their duties regulated in accordance with sections 170 to 179 of the Act.

DISQUALIFICATION OF DIRECTORS

21. The office of a Director shall be vacated if the Director:-
 - a. Becomes bankrupt or
 - b. Is found to be a lunatic or becomes of unsound mind; or
 - c. Resign his office by notice in writing to the company

- d. Abstain himself from meeting of the directors for a period of six months without special leave of absence from the other directors

SEAL

22. The director shall provide for the safe custody of the seal. The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the board of directors and in the presence of at least two Directors or a director and secretary or other persons aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

ALTERNATIVE DIRECTORS

23. Any director shall have power to nominate any person to act or attend as alternate director during his absence or during his inability so to act. Such director shall be subject in all respects to the terms and conditions existing with reference to the other directors and such alternate director shall exercise and discharge all the duties of director whom he represent
24. Unless otherwise decide by the directors the quorum necessary to transact business of the director shall be two director personally.



SECRETARY

25. The secretary shall be appointed by the board of such terms at such remuneration and upon such condition as it may think fit, any secretary so appointed may be removed by the board.

WINDING UP


26. With the sanction of the special resolution of the shareholders any part of the assets of the company including any shares in other companies may be divided between the members of the company in special or may be vested in trustees for the benefit of such members and the liquidation of the company may be closed and the company dissolved

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

Names, Address and Descriptions Of Subscribers	Number of Shares taken	Signature of Subscribers
WANG CHENGXING P. O. Box 2839 MWANZA	600	
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 Qualification: ADVOCATE

