

**THE COMPANIES ACT, 2002
(CAP. 212)**

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

JIN DA SHOES COMPANY LIMITED

Incorporated this.....day of.....2024

DRAWN BY:

**WANG JIE
(Subscriber),
S.L.P 21091
DAR ES SALAAM- TANZANIA.**

 Certified as True Copy of the Original
Bernadeta Shayo
Advocate, Notary Public & Commissioner
for Oaths
Sign: 
Date: 6/6/2024

**THE COMPANIES ACT,2002
(CAP. 212)**

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

JIN DA SHOES COMPANY LIMITED

1. The name of the Company is “**JIN DA SHOES COMPANY LIMITED** ”
2. The registered office of the Company will be situated in the United Republic of Tanzania.
3. The objects for which the Company is established are: -
 - a) To engage in Manufacturing of shoes;
 - b) To engage in the business of selling footwear;
 - c) To promote, establish, execute and operate projects and schemes relating to industries based on leather, horticulture, forestry, dairy, poultry, cattle-breeding, and other such works, operations, and culture capable of producing goods, materials, things and substances which are and may be used as food (whether principal, supplementary or subsidiary) for human beings or as other essentials of life for them and to own, establish, purchase, take over, take on lease or hire or otherwise acquire, run, manage, finance, superintend or control such industries, enterprises and business;
 - d) To own, establish, purchase, take over, take on lease or hire or otherwise acquire, manage, finance, superintend or control shoes, factories and works for manufacture, processing, preservation and packaging of shoes and leather products, dairy, poultry, fisheries and other product seeds and other cereals and other products of lands, soil and water, and of other farming, culture and operations for manufacture of food and other consumer and commercial products and by product from the products of the aforesaid;
 - e) To produce, manufacture, buy, import, export, sale, supply or otherwise seal in plants, machinery, tools, implements, equipment, accessories, leather, shoes, fertilizers and manure, fumigants, insect sites, fungi sites, pest sites,

weed sites, chemical and pharmaceuticals products and preparations, feed and fodder and other goods and substances as are or as may be required for or in connection with all the business operations or activity which the corporation is authorised to carry on;

- f) To carry on business as buyers, sellers, traders, importers, exporters, distributors, general merchants, stocks, ware houses, commission agents, advertising agents, agents for promotion of sales and business of sourcing of all kinds of goods and materials either manufactured, semi manufactured or law materials of all materials and descriptions and to offer all services;
- g) To carry on the business of flour and rice mills as well as selling maize flour and rice;
- h) To carry on the business as importers, and exporters of Agricultural products;
- i) To carry on business as importers and exporters of livestock;
- j) To carry on business as importers and exporters poultry;
- k) To carry on business as exporters of animal skins;
- l) To carry on business as manufacturers' representatives, procurement agents, factors and brokers;
- m) To carry on the business as suppliers of animal food;
- n) To purchase, construct, take on lease or in exchange, hire or otherwise acquire any movable and immovable property, heavy earth moving machinery, caterpillars, tractors, tippers, silos, abattoir, hatchery, cold room storage, dry store, warehouse and every right and privilege which the company may think necessary or convenient for the purpose of its business or may enhance the value of any other property of the company;
- o) 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 posses any of the property suitable for the purpose of this company;
- p) To aid, assist, finance, by way of loan, grants, subsidies or with capital, credit or other means of resources, individual, firm, body corporate or other association of persons engaged in or about to engage in activities profit of the company or create a fund or funds for any such objects or purpose;
- q) To enter into any arrangement with any Government or Authorities (supreme, municipal, local or otherwise) or any corporation, company or

person having objects that may seem conducive to the company objects or any of them and to obtain from any such government, authority, corporation, company or person any charters, contracts, decrees, rights, privileges and commission which the company may think desirable and to carry out, exercise and comply with any such charters, contracts, decrees rights, privileges and concessions;

- r) To enter into any arrangement for sharing profits, union or interests, corporation, joint ventures, reciprocities, concessions or otherwise with any persons, firm, corporation or company carrying on or engaged in or about to carrying on any business or transaction which this company is authorized to carry on, or engage in any business or transaction capable of being conducted so as directly or indirectly to benefit this company, and to lend money, to guarantee the contracts of, or otherwise assist any such person firm or company, and securities of any such company, and to sell, hold, re-issue with or without guarantee, or otherwise deal with the same;
- s) To invest and deal with moneys of the company not immediately required upon each security and in such manner as from time to time be determined;
- t) To adopt such means of making known the products of the company as may seem expedient and in particular by advertising in the press, publication of books and periodicals and by granting prizes, rewards and donations;
- u) To lend and advance money or give credit to such persons, firm or companies, and on such terms as may seem expedient, and in particular to customers and otherwise persons having dealings with the company and to give guarantee to become sureties for any persons, firms or companies for the due payment of money for the performance of any obligations;
- v) To draw, accept, make, endorse, discount, execute and issue promissory notes, bills of exchange, bill of lading, warrants, debentures and other negotiable or transferable instruments;
- w) To receive money on deposit or loan and to borrow or raise money in such manner as the company shall deem fit, and in particular by the issue of debentures or debenture stock, (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of the company (both present and future) including its uncalled capital, also by a similar mortgage or lien to secure and guarantee the performance by the company or any other

person of any obligation undertaken by the company or any other person as the case may be;

- x) To sell or otherwise dispose of the whole or any part of the business or property of the company, either together or in portion, for such consideration as the company thinks fit, and in particular for shares, debentures or securities of any company purchasing the same;
- y) To establish agencies, brokers and local boards in Tanzania and elsewhere and to regulate and discontinue to the same;
- z) To seek for and secure openings for the employment of capital in any part of the world, and with a view thereto to prospect, inquire, examine, explore and test and to employ and dispatch expeditions, commissions, experts and agents;
- aa) To provide for the welfare of the persons in the employment of the company or formerly in the employment of the company or its predecessor in business and the wives, widows and families of such persons by grants of money, pensions or other payments and providing or subscribing towards places of instruction and recreation and hospitals, assistance as the company shall think;
- bb) To form, subscribe to and otherwise aid benevolent, religious, scientific, national charitable or other institutions or objects of a public character or which have any moral or other claims to support or aid by the company by reason of the nature or locality of its operations or otherwise;
- cc) To procure the company to be registered or recognized in any foreign country or place;
- dd) To distribute any of the property of the company among the members in specie and either by way of dividends or upon any return of capital;
- ee) To carry on, develop, extend and turn to account, profit any trade, business or operation whatsoever which can in the opinion of the company be advantageously or conveniently carried on by the company by way of extension of or in connection with all or any of the trade, business and operations which the company is authorized to carry on, or is calculated directly or indirectly to develop any branch of the company's business or to increase the value of or turn to account any of the company's assets, property or rights;

ff) To do all or any of the matters hereby authorized in any part of the world either alone or in conjunction with or as, by or through factors, trustees and agents;

gg) To carry on any other business which may seem to the company capable of being 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 property or rights;

hh) To carry out all event activities like catering, decorations, tailoring, rentals, and video, audio photo production.

4. The liability of the members is limited;

5. The Share Capital of the Company is Tanzania Shillings one billion (Tshs.1,000,000,000/=) divided into ten thousand (10,000) shares of Tanzania Shillings one hundred thousand shillings (100,000) each with power for the company to increase or reduce the said capital and to issue any part of its capital, original or increased, with or without any preference, priority or special privilege or subject to any postponement or rights or to any conditions or restrictions and so that unless the conditions of issue shall otherwise expressly declare, or otherwise, shall be subject to the power herein before;

5. We, whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association, we respectively agree to take the number of shares in the capital of the company set opposite our respective names as follows: -

NAME AND DESCRIPTION OF SUBSCRIBERS	ADDRESSES	NUMBER OF SHARE TAKEN	SIGNATURE OF EACH SUBSCRIBER
WANG JIE, Tanzania, Region Dar es Salaam, District Ilala CBD, Ward Kariakoo, Postal code 14113, Street Tandamti/Swahili, Road Swahili, Plot number 56, Block number C, House number 40		7000	汪杰
PENG YANYAN, China, People's Republic of, GUANGDONG, HUNAN, 518000,.		3000	彭艳砚

Dated this 2 Day of Feb 2024

Witness to the above signatures:
Name Gloria John Nkulia
Signature [Signature]
Address 105315 DSM
Qualification ADVOCATE



**THE COMPANIES ACT, 2002
(CAP. 212)**

COMPANY LIMITED BY SHARES

**ARTICLES OF ASSOCIATION
OF
JIN DA SHOES COMPANY LIMITED**

1. In this Regulation:

“The Act” means the Companies Act, Chapter 212 of the laws of Tanzania.

When any provision of the Act, 2002 is referred to, the reference is what provision as modified by any law for the time being in force.

Unless the context otherwise requires, the expression defined in the Act, 2002 or any statutory modification thereof in force at the date at which these Regulations become binding on the company, shall have the meanings so defined.

Any words importing the singular shall include the plural and vice versa and words importing the masculine gender shall include females and the words, co-operative societies etc.

The Regulations of Table “A” in the First Schedule to the Companies Act, 2002 (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” former shall prevail, and in addition to substitution former modification of the provisions of Table “A” the following shall be at the regulations of the Company.

PRIVATE COMPANY

2. The Company is a private Company and accordingly: -

- (a) The rights to transfer shares are restricted in manner hereinafter prescribed.
- (b) The number of members of the company (exclusive of persons who are in the employment of the company and or persons who having been formerly in the employment of the company were while in such employment and have continued after the determination of such employment to be members of the company) is limited to fifty; provided that where two or two more persons hold one or more shares in the company jointly, they shall for the purpose of this regulation be treated as a single member.
- (c) Any invitation to the public to subscribe for any shares or debenture of the company is prohibited;

- (d) The company shall not have power to issue share warrants to bearer.

TRANSFER OF SHARES

3. The Directors may in their discretion and without assigning any reason thereof refuses to register the transfer of any shares to any person whom it shall in their opinion be undesirable for any reason whatsoever to admit to membership;
4. Subject to Clause 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 or any person selected by the Directors as one whom it is desirable in the interest of the company to admit to membership;
 - (b) Every shareholder or trustee in bankrupt, or any person may desire to sell or transfer any such shares and every personal representative 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 such shares to any member or members of the company at a price to be agreed upon between the party giving such notice 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 or 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 such shares. At the expiration of such 21 days' notice the Board shall apportion such shares amongst the shareholders (if more than one) who shall have expressed their desire to purchase the same and as far as may be pro rata according to the number of shares already held by them respectively, or if there be only one such shareholder, the whole of such shares shall be sold to him, provided that no shareholder shall be obliged to take more than the maximum number of such shares stated in his answer to the said notice.
 - (d) 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 shares to the respective shareholders or to the single shareholders who shall have agreed to purchase the same.

GENERAL MEETINGS

NOTICE OF GENERAL MEETINGS AND PROCEEDINGS AT GENERAL MEETINGS

5. Article 39 to 53 Table "A" shall apply subject to the following variations: -
 - (a) A 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 by proxy shall form a quorum.
 - (c) Any Ordinary Resolution of the company determined without any General Meeting and evidenced by writing under the hands of majority of the Directors and of 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 passed at a General Meeting of the company.

DIRECTORS

6. (a) Until otherwise determined by the company in General Meeting the Directors shall be not less than two and not more than seven in number
- (b) The following persons shall be the first Directors of the Company: -
 1. WANG JIE
 2. PENG YANYAN
7. The share qualifications for Directors may be fixed by the Company in the General Meeting and unless and until so fixed no qualification shall be required.
8. A resolution in writing signed by all the Directors then in Tanzania shall be valid and effectual as if it had been passed at a meeting of Directors duly called and constituted.
9. The Directors may from time to time borrow; raise moneys for the purpose of the company which may exceed the issued share capital of the company.

BORROWING POWERS

10. The Directors may raise or borrow to the purpose of the company's business any sum or sums of money as they think fit and they may secure the repayment of or raise any such sum or sums as aforesaid by mortgage or charge upon the present and future, including its uncalled or unissued capital or by the issue, at such prices as they may think fit, or bonds or debentures either charged upon the whole or any

part of the property and assets for the company, not charged, or such other way as the Directors may think expedient.

ALTERNATE DIRECTORS

11. Each Director may nominate a person, who shall be approved of in writing by the other Directors, to act as alternate in his place during his absence from Tanzania or inability to act as such Director. Such Alternate Director shall be subject in all other respects to the terms and conditions existing with reference to the Directors of the company, discharge all the duties and functions of the Director being unable to act during the absence or inability to act and he may subject to the like approval of the other Directors appoint a duly qualified person to act in his place.

SECRETARY

12. The Secretary shall be appointed by the Board for such terms and conditions as it may think fit, and any Secretary so appointed may be removed by the Board.

WINDING UP

13. 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 specie 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 but so that no member shall be compelled to accept any shares where upon there is any liability.

INDEMNITY

14. Every Director, Managing Director, Agent, Auditor, Secretary and 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 favour or in which he is acquitted or is in connection with any application (under Section 345 of the Act, 2002) in which relief is granted to him by the Court.

SEAL

15. The Seal of the Company shall not be affixed to any instrument except by authority of a resolution of the Board of Directors and of the Secretary or such other person as the Directors may appoint for the purpose, and that 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 their presence.

ALTERATIONS OR ADDITIONS

16. Subject to the provisions of the Act, 2002 and to those contained in the Memorandum of Association, the Company may by Special Resolution make alterations or additions to the Articles of Association and any such alterations or additions made shall be as valid and effectual as if originally contained in these Articles and be subject in like manner to alteration by Special Resolution.

ARBITRATION

17. If and whenever any dispute or difference shall arise between the Company and an of the members or their respective representatives touching upon the construction or meaning of any of the Articles herein contained or any act matter or thing made or done or omitted to be done or with regard to the rights or liabilities arising three under or arising out of the relation existing between the parties by reasons of these Articles or the Act, 2002, such differences shall (unless a sole arbitrator be agreed upon) forthwith be referred to the arbitration of three (3) arbitrators, one to be appointed by each party and the third to be appointed by the first two or, in the event of failure to agree within (Cap. 15) or any than existing statutory modifications or re-enactments thereof shall apply.

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

NAME	ADDRESSES AND DESCRIPTION OF SUBSCRIBERS	NUMBER OF SHARE TAKEN	SIGNATURE OF EACH SUBSCRIBER
WANG JIE,	Tanzania, Region Dar es Salaam, District Ilala CBD, Ward Kariakoo, Postal code 14113, Street Tandamti/Swajili, Road Swahili, Plot number 56, Block number C, House number 40	7000	汪杰
PENG YANYAN,	China, People's Republic of, GUANGDONG, HUNAN, 518000,.	3000	彭艳红

Dated this 2 Day of Feb 2024

Witness to the above signatures:

Name..... Gloria John Nkulila
 Signature..... [Signature]
 Address..... 105315 Dar es Salaam
 Qualification..... Advocate



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 Certified as True Copy of the Original
Bernadeta Shayo
 Advocate, Notary Public & Commissioner
 for Oaths
 Sign: [Signature]
 Date: 2/6/2024