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THE COMPANIES ACT 2002

COMPANY LIMITED BY SHARES

MEMORANDUM AND ARTICLE OF ASSOCIATION

OF

FENG GEMSTONE TANZANIA LIMITED

Incorporated this 26 day of 05 2021

DRAWN BY:
(SUBSCRIBERS)
P.O.BOX 1819
ARUSHA

 Certified True Copy of the Original
Diana Juliano Lema
Advocate, Notary Public & Commissioner
for Ombudsman
Sign: 
Date: 04/06/2024




THE COMPANIES ACT 2002
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
FENG GEMSTONE TANZANIA LIMITED

1. The name of the company is **FENG GEMSTONE TANZANIA LIMITED**
2. The registered office of the Company shall be situated on the mainland part of the United Republic of Tanzania.
3. The objects for which the company is established are:
 - 3.1 The objects for which the Company is established are: - (and it is expressly declared that the several sub-clauses of this clause and all the powers thereof are to be cumulative and in no case is the generality of any one sub-clause nor is any general expression in any sub-clause to be narrowed or restricted by any particularity of expression in the same sub-clause or by the application of any rule of construction *ejusdem generis* or otherwise).
 - 3.2 To carry on the business of cutting, shaping, and finishing of stone
 - 3.3 To carry on the business of mining and quarrying
 - 3.4 To search for tanzanite, gold, diamonds, silver, brass, iron, coal and all other precious metals, rock salt, limestone, chalk, clay ores, gas, oils, precious, and other stones, or deposits or products, and minerals, mines, and grant licenses for mining in or over any lands for building or agricultural use and to sell or otherwise dispose of the lands, mines, or other property of the company.
 - 3.5 To purchase, take on lease or in exchange, or acquire any mining rights or license, concession, grant, or otherwise, any lands, mines, mineral, buildings, easements, rights, and privileges, machinery, plant, and other effects whatsoever, which the company may from time to time think proper to be acquired for any of its purposes.
 - 3.6 To carry on the business of safari and tour operators, organiser of Private tours and outfitters and to promote, arrange, organise, conduct and facilitate tourism in general and travel by land and air in and out of Tanzania and to carry on the business of travel and tourist agents in all their branches.

5. CAPITAL

The share of the Company is Tanzania Shillings (TZS. 900,000/-), divided into 900,000 shares of Tanzania Shillings (TZS. 1/-) each, with power for the Company to increase or reduce the said capital and to issue any part of its capital, original or increase, with or without any preference, priority or special or subject to any postponement of rights or to any conditions or restrictions, and so that unless the condition of issue shall otherwise expressly declared, every issue of shares, whether declared to be preference or otherwise, shall be subject to the powers herein before contained.

We the several persons whose names addresses are subscribed below, 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;

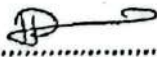
Name and Addresses of Subscribers	Number of Shares taken by the Subscribers	Signatures of Subscribers
BOFENG YING P.O.BOX 1819 ARUSHA TANZANIA	333000	
FENGPING XU P.O.BOX 1819 ARUSHA TANZANIA	333000	
KAMILI MEDANI KAMOLI P.O.BOX 1819 DAR ES SALAAM TANZANIA	234000	

Dated this 26 day of 05 2021

WITNESS to the above signatures

Name: DIANA JULIANO LEMA

Postal Address: 15902 ARUSHA

Signature: 

Qualification: ADVOCATE



THE COMPANIES ACT 2002
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
FENG GESMSTONE TANZANIA LIMITED

PRELIMINARY

1. In these regulations:-

“The Act” means the Companies Act 2002 of the Laws of Tanzania.

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

Unless the context otherwise requires, the expressions defined in the Act or any statutory modification thereof in the force at the date at which these regulations become binding on the company, shall have the meaning so defined.

PRIVATE COMPANY

2. The Company is registered as a private company and accordingly:-

(a) The right to transfer shares is restricted in the manner hereinafter provided.

(b) The number of members of the Company (exclusive of persons who are in the employment of the Company and of persons who having been formerly in the employment and have continued after determination of such employment to be members 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 this article be treated as a single member

(c) Any invitation to the public to subscribe for any shares or debenture for the company is prohibited.

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

3. In these Articles, unless the context otherwise requires, expressions defined in the Companies Act or any statutory modification thereof in force at the date of which these articles become binding on the Company, shall have the meaning 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 persons shall include bodies corporate.
4. 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 of business may have been actually commenced or not so long as the directors may deem it expedient not to commence or proceed with such branch or kind of business.
5. The registered office of the Company shall be at such place as the directors shall from time to time appoint.

CAPITAL

6. The capital of the Company is TZS. 900,000/= (Nine Hundred Thousand) divided into 900,000 (Nine Hundred thousand) shares of TZS. 1 /= (One Shiling) each.

SHARES

7. Without prejudice to any special rights previously conferred on the holders of any existing shares or class shares, any share in the capital of 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.
8. Subject to the provisions of the Companies 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 be redeemed on such terms and in such manner as the Company before the issue of the shares may by Special Resolution determine.
9. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed not to be varied by the creation or issued for further shares ranking paripassu therewith.

70. Any corporation which is a member of the Company may by resolution of its directors or other governing body authorize such person as it thinks fit to act as its representative at any meeting of the Company and the person so authorized 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 of the company.

DIRECTORS

71. The directors shall be not less than two in number and shall be appointed by the subscribers to the Memorandum of Association. Unless and until otherwise determined by the Company by ordinary resolution the number of directors (excluding alternate directors) shall not be less than two and no more than six.




72. The names of the first directors of the Company are as follows:

1. BOFENG YING
2. FENGPING XU
3. KAMILI MEDANI KAMOLI
4. PAN QIAOYUN

73. (1) The remuneration of the directors shall from time to time be determined by the Company in general meeting.

(2) In addition to their usual remuneration the directors shall also be paid such traveling, hotel and other expenses as may reasonably be incurred by them in the exercise of their duties, including any such expenses incurred in connection with their attendance at meetings of director.

74. Any director in writing appoint any person, who is approved by the majority of the directors, to be his alternate to act in his place at any meeting of the directors to which he is unable to be present. Every such alternate shall be entitled to notice of meetings of the directors and to attend and vote there at as a director when the person appointing him is not personally present, and where he is a director, to have a separate vote on behalf of the director he is representing in addition to his own vote. A director may at any time in writing revoke the appointment of an alternate appointed by him. Every such alternate shall be an officer of the Company and shall not be deemed to be the agent of the director appointing him. The remuneration of such alternate shall be payable out of the remuneration payable to the director appointing him, and proportion thereof

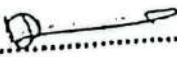
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KAMILI MEDANI KAMOLI P.O.BOX 1819 DAR ES SALAAM TANZANIA	234000	

Dated this 26 day of 05 2021

WITNESS to the above signatures

Name: Diana Juliano Lema

Postal Address: 15402 Arusha

Signature: 

Qualification: ADVUATE




 Certified True Copy of the Original
Diana Juliano Lema
 Advocate, Notary Public & Commissioner for Oaths
 Sign: 
 Date: 04/06/2024

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