

THE COMPANIES ACT 2002

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**COMPANIES LIMITED BY SHARES**

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**AMENDED**

**MEMORANDUM**

**AND  
ARTICLES OF ASSOCIATION  
OF**

**S&Q GROUP INTERNATIONAL LIMITED**

**AS PER SEPECIAL RESOLUTION DARED 15<sup>TH</sup> DAY OF  
AUGUST 2022**

**DRAWN BY  
CHEN DI  
(SUBSCRIBER)  
P. O. BOX 11858  
DAR ES SALAAM**

Certified True Copy of the Original  
Sign: *LM* Date: *26-08-2024*  
LAURIANI W. MAGAKA  
Advocate Notary Public & Commissioner For Oaths

**THE COMPANIES ACT 2002**  
**COMPANY LIMITED BY SHARES**  
**MEMORANDUM OF ASSOCIATION**  
**OF**  
**S&Q GROUP INTERNATIONAL LIMITED**

1. The name of the company is "S&Q GROUP INTERNATIONAL LIMITED"
2. The Registered office of the Company will be situated in Tanzania.
3. The objects for which the Company is established are:-
  - a) 0146 - Raising of poultry
  - b) 0144 - Raising of sheep and goats
  - c) 0149 - Raising of other animals
  - d) 4510 - Manufacturing and sale of motor vehicles including agricultural vehicles and semi-trailer,
  - e) 4530 - Sale of motor vehicle parts and accessories
  - f) 4653 - Wholesale of agricultural machinery, equipment and supplies
  - g) 4663 - Wholesale of construction materials, hardware, plumbing and heating equipment and supplies
  - h) 4659 - Wholesale of other machinery and equipment
  - i) 4630 - Wholesale of food, beverages and tobacco
  - j) 4649 - Wholesale of other household goods
  - k) 4662 - Wholesale of metals and metal ores
  - l) 4661 - Wholesale of solid, liquid and gaseous fuels and related products
  - m) 0311 - Marine fishing
  - n) 0312 - Freshwater fishing
  - o) 0321 - Marine aquaculture
  - p) 0322 - Freshwater aquaculture
  - q) 0111 - Growing of cereals (except rice), leguminous crops and oil seeds
  - r) 0112 - Growing of rice
  - s) 0113 - Growing of vegetables and melons, roots and tubers
  - t) 0115 - Growing of tobacco
  - u) 4620 - Wholesale of agricultural raw materials and live animals
  - v) 1010 - Processing and preserving of meat
  - w) 1020 - Processing and preserving of fish, crustaceans and molluscs
  - x) 1040 - Manufacture of vegetable and animal oils and fats
  - y) 1061 - Manufacture of grain mill products
  - z) 4540 - Manufacturing, Sale, maintenance and repair of motorcycles and related parts and accessories including motorcycle tires

AND It is hereby declared that:-

The word "Company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body or persons, whether corporate or incorporate, and whether domiciled in the United Republic of Tanzania or elsewhere

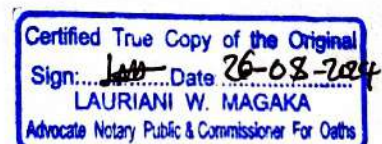
The Objects set forth in each sub-clause of this clause shall not be destructively constructed but the words interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to our inference from any other object or objects set reference to or inference from the terms of any sub clause or by the name of the company. None of such sub clause or the object or objects their in specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned any other sub clause, but the company shall have as full power to exercise all or any of the objects conferred by any provided in each of the said sub clause contained the objects of separate company.

That the meaning of any general word or words in any paragraph of this clause shall not be restricted by being construed ejusdem generis with any particular word or words in the same paragraph.

4. The Liability of the Members is Limited.
5. The capital of the Company is Shillings 500,000,000/= divided into 10,000 shares of Shillings 50,000/= each.

The Company shall have powers to increase its capital and to divide the shares in its capital for the time being into several classes of stock or shares and to attach thereto respectively such preferential; deferred or special rights, privileges, or conditions as may be determined by or in accordance with the Articles of Association of the Company.

We, the several persons whose names 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.



**THE COMPANIES ACT 2002**  
**COMPANY LIMITED BY SHARES**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**S&Q GROUP INTERNATIONAL LIMITED**

**PRELIMINARY**

1. In these regulations:-  
"The Act" means the Companies Act 2002 of the Laws of Tanzania.

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.

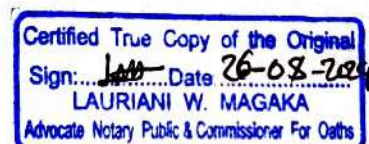
Unless the context otherwise requires, the expressions defined in the Act or any statutory modification thereof in the force at the date at which these regulations become binding on the company, shall have the meaning so defined.

Any words importing the singular shall include the plural and vice versa, and words importing the masculine gender shall include females, and the words importing persons shall include bodies corporate, partnership, firms, cooperatives, societies, etc.

The regulations of Companies Act shall not 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 this regulation the former shall prevail, and in addition to substitution shall be the regulations of the company.

**PRIVATE COMPANY**

2. The Company is a Private Company and accordingly:-
- (a) The right to transfer shares is 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 of persons who have been 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 two or 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 debentures of the Company is prohibited.
  - (d) The Company shall not have power to issue share warrants to bearer.



5. **GENERAL MEETINGS: NOTICE OF GENERAL MEETING AND PROCEEDINGS OF THE GENERAL MEETINGS.**

The regulation of Companies Act shall apply 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.

6. **DIRECTORS**

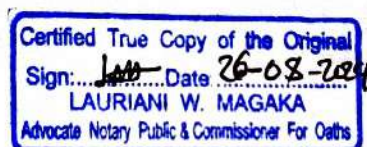
- (a) Until otherwise determined by the company in General Meeting the Directors shall not be less than two and not more than four in number.
- (b) The following persons shall be the first Directors of the company:-

- 1. CHEN DI
- 2. DU HUIJING
- 3. CHEN QISHUN

- 7. The shareholding qualification 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 transacting business shall, unless otherwise fixed by the Directors, be two.
- 9. A resolution in writing signed by all the Directors then in Tanzania shall be as valid and effectual as if it 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 purposes of the Company which may exceed the issued share capital of the company.

**BORROWING POWERS.**

- 11. The Directors may secure the repayment of or raise 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 issue at such price as they may think fit, of bonds or debentures either charged 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.



| Names, Addresses, and Description of Subscribers. | Number of shares taken by each Subscriber | Signature |
|---|---|-----------|
| CHEN DI<br>P. O. BOX 11858<br>DAR ES SALAAM       | 5000                                      | 陈迪        |
| DU HUIJING<br>P. O. BOX 11858<br>DAR ES SALAAM    | 5000                                      | 杜会静       |

Dated at Dar es Salaam this 05<sup>th</sup> day of January 2022.....

Witness to the above signatures:


Name DANIEL SIMON

Signature : 

Postal Address : .....

Qualification : ADVOCATE



Certified True Copy of the Original  
 Sign:  Date 26-08-2024  
 LAURIANI W. MAGAKA  
 Advocate Notary Public & Commissioner For Oaths