

**THE  
COMPANIES ACT  
ACT NO.12 OF 2002**

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**COMPANY LIMITED BY SHARES**

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**MEMORANDUM  
AND  
ARTICLES OF ASSOCIATION  
OF  
HOTLAND INVESTMENT LIMITED**

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**INCORPORATED THIS \_\_\_\_\_ DAY OF \_\_\_\_\_ 2024**

***DRAWN BY:*** \_\_\_\_\_

**YI JINLONG**

*(SUBSCRIBER)*

*P.O. BOX 71900*

*DAR ES SALAAM*

*TANZANIA*

**THE COMPANIES ACT, 2002**  
**COMPANY LIMITED BY SHARES**  
**MEMORANDUM OF ASSOCIATION**  
**OF**  
**HOTLAND INVESTMENT LIMITED**

1. Name of the Company is **HOTLAND INVESTMENT 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 carry on the business of manufacturers, importers and exporters of and dealers in wires, conductors, copper, aluminum, fiber optic or other cables and wires (insulated or otherwise), pipes, flexible cords, rubber, polyvinylchloride paper or any other insulation and/or covering materials of all kinds, lamps, valves, transistors and other components, apparatus and equipment and generally all kinds of electric, magnetic, galvanic, electric and electronic and other apparatus, equipment and parts and electric, magnetic, electronic goods and articles of all kinds and description.
  - b. To carry on the business of importers, exporters, wholesalers, retailers, distributors, commercial agents, agents, resellers, commission agents, brokers, providers, store-keepers, distributors, of any kind of disinfectant goods, products, supplies, possessions, raw materials, computers, printers and all their parts and accessories, faxes, photocopying machines, typewriters, software, machinery, electric units, household and electric items, pharmaceutical goods and products, drugs, medical equipment and appliances, gifts, toys, supplies or other objects, goods or products of any kind and description.
  - c. To carry on the business of sale, maintenance and repair of motorcycles and related parts and accessories without forgetting all business concerning sale of motor vehicle parts and accessories
  - d. To carry the business of clearing and forwarding agents, logistics, commission agents, customer agent, transporters, freighter, haulers, customs bonded warehouse and godown keepers, court brokers, Insurance and assurance, Insurance broker, Management, stock exchange and stock exchange brokers, shipping agent, cargo and travel agents, road, water agent, airport handling, courier services, insurance agents, tourist agent, manufacturers' representatives, road contractors, cargo superintendents, packers, machinery haulage specialists, warehousemen, engineers, electricians, motor cars, trucks, cabs, omnibus, oil tank and coach proprietors and transporters, civil transport contractors and transporters by any other means of conveyance of people and goods in Tanzania and the neighboring countries and in such other place or places as may from time to time be determined by the company, engage in and or otherwise carry on the business as transporters and transport agents, freight forwarders and related transactions whatsoever
  - e. To carry on business of importers, exporters, buying, selling, dealers in hardware, building materials, sanitary – ware, wall papers, roofing tiles, flooring tiles, supplying industrial equipment's agricultural implements and equipment's spares of every description, plumbers, decorators, steel windows, doors, frames and roof tresses. To carry on business as general traders, importers and exporters of construction materials, machines and materials, hardware, bricks, tiles, corrugated iron, metal materials, machines and materials for road, rail making and other related equipments for building purposes of all kinds
  - f. To carry on the business as general food processors, packers, to be general suppliers of foods stuffs and agricultural crops, grain millers, to act as agents of buying and selling all kinds of food stuffs, agricultural equipments of every description, and generally to deal in any other business connected therewith
  - g. To carry on business of travel agency, car hire and safaris tours operators, ticket booking, garage, buying and selling motor vehicles, transport agents, transportation of goods and passengers by air, sea, land, import and export, gift shop, boutiques, entertainment and all artist work, safari outfitters, safari contractors and guides for

hunting trophy dealers, travel and tourist and other reserved places, baggage deposit, courier services, sleeping card enquire bureau, hotel and lodging accommodation, guides motor vehicles hire, airplane and motor boats character and otherwise facilitating tourist movements and accommodation, photographic safari lodges and hotel, tourist and all related business and to promote tourism in Tanzania and elsewhere all over the world

- h. To carry on the business of spare parts for different types of machines and instruments including motor vehicle, cars, trucks, lorries or other vehicles, agriculture implements, mining implements and any other machinery, tool maker, metal workers, boil makers and any other kind of machine whatsoever
- i. To carry on and promote and trade or business of farm, export and import agricultural inputs, agricultural chemicals, implements, fabrications, tools, packaging materials and deal in livestock and or the veterinary healthy care products farmers and stockiest, to buy ,sell, distribute whether in retail or wholesale fertilizers, insecticides, fungicides, growth stimulants, fertilizers, agro seeds, coffee pulpier ,farm implements and tools, animal feeds, veterinary drugs, and any related goods and import and export agriculture, food technology, industries and equipment, manufactured and semi-processed products in Tanzania and other parts of the world
- j. To carry on the business of general food processors, packers, to be general supplier of food staffs and agricultural crops, grains millers, food mixers, general exporter of fresh fruits, vegetables and flowers, to act as agent of buying and selling of all food staffs ,agricultural equipments of every description, and generally to deal in any other business connected therewith.
- k. To acquire, produce, transmit, publish, print and reproduce in any form what-so ever (including without prejudice to the generality of the foregoing, visual, or audible form and forms capable of being used by, in
- l. To carry on the business of importation of office equipment's, typewrites, photocopying Machines, electronic equipment's, calculators and any other office machines and parts thereof and machinery for assembling and repairing the aforesaid, as the company may think fit
- m. To carry on the business of a quarry masters and proprietors, lessees and workers of quarries, sand and gravel pits, mines and the like generally and for the purposes thereof or otherwise in relation to the business of the company to purchase, take on lease or fee farm grant or in exchange hire or otherwise acquire any real estate and personal property and any mines, minerals and mining rights, easements and other rights and privileges which the company may deem necessary or convenient for the purposes of its business
- n. To carry on the business of miners and quarries and manufactures and merchants of and dealers in rocks, stones, sand, gravels, breeze, rubble, shingle, ballast, slate, gypsum, marble, coal, cake, turf and other fuels, oils, and other mineral substances
- o. To engage in prospecting for all minerals, precious and semi – precious stones as may be by law be permitted in any part of East Africa and to polish, cut all types of permitted minerals, precious stones and semi precious stones and to engage in the business of importation, exportation and sale of the same
- p. To manufacture, buy, sell and otherwise deal in minerals, chemicals, chemical products, plant, machinery, implements, conveniences, provisions and things capable of being used in connection with the operations or business of the company.
- q. To carry on the trade or business of manufacturers, assemblers of and dealers in, contractors for, repairers and maintainers of, and importers and exporters of, all kinds of radio products, radio apparatus, including amplifiers and amplifying and public address equipment, electronics of all kinds and description, electronic devices, gadgets, modules, machinery and apparatus including tape recorders, record players, desk calculators, computers, radar apparatus, television apparatus, medical electronic instruments and appliances and domestic electric and electronic appliances and components, parts, tools, fittings and accessories connected with each of the aforesaid businesses.

- r. To carry on the business as importers, distributors and sellers of pesticides, fungicides and hygienic products, pharmaceutical and veterinary preparations, sanitary preparations for medical purposes, dietetic substances adapted for medical use, food for babies, plasters, materials for dressings, materials for stopping teeth, dental woos; disinfectants, preparations for destroying vermin, fungicides, herbicides, disinfectants for hygiene purposes, enzymes preparations for veterinary use, insecticides, insect repellents and insect repellent incense.
- s. To carry on the business as importers of building materials, hardware, cement, sanitary-ware, wall papers, roofing tiles, flooring covering, tiles carpets, industrials / agricultural machineries, aluminum windows & doors, frames, roof tresses, paints, oil, varnishes, and carry out the business of importing and exporting timber, saw mill proprietor, tree fellers, tree logs, wood and timbers merchant, wood works contractors, miners and preparing for market hard board and soft board, generally to deal in articles of all kinds in the manufactures of which timber or wood is used
- t. To enter into any rearrangements with government or any authorities/institutions that may seem conducive to the company's objects or any of them; and to obtain from any such government or authority any rights, privileges and concessions which the company may think it desirable to obtain; and to carry out, exercise, and comply with any such arrangements, rights, privileges and concessions.
- u. To enter into arrangements with companies, firms, governments, local authorities, and government agencies for promoting and increasing the manufacture, sale, purchase and maintenance of goods, articles or commodities of all and every kind and description, either by buying, selling, letting on hire, hire-purchase or easy payment systems or by financing or assisting such other companies, firms or persons to do all or any of such last mentioned acts, transactions, and things, and in such manner as be necessary or expedient and in connection with or for any of these purposes, to purchase agreements, advance money, give guarantees or security or otherwise finance or assist all or any of such purposes on such terms and in such manner as may be desirable or expedient.
- v. To amalgamate, enter into partnership or into any arrangement for sharing profits or losses, union of interests, co-operation, joint venture or reciprocal concession, or for limiting competition with any person or company carrying on or engaged in, or about to carry on or engage in, any business or transaction which the company is authorized to carry on or engage in or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the company and to accept by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture-stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture-stock or securities so received
- w. To lease, let out or hire, mortgage, pledge, sell or otherwise, dispose of, the whole or any part of the undertaking of the company, or any lands, business, property, rights or assets of any kind of the company or any share or interest therein respectively, in such manner and for such consideration as the company may think fit and in particular for shares debentures or securities of any other corporation having objects altogether or in part similar to those of company.
  - ii. To lend money on any terms that may thought fit, and particularly to customers or other person or corporations having dealing with societies and to give any guarantees that may be expedient.

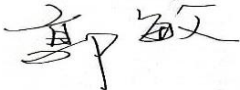


- jj. To carry on the business of transportation, cargo, and travel agents, commission agents, customs agents, insurance agents, tourist agents, manufacturers representatives, clearing and forwarding agents, road contractors, cargo superintendants, packers, machinery haulage specialists, warehousemen, engineers, electricians, motor cars, cabs, omnibus, lorries, oil tank, and coach proprietors and transporters by any other means of conveyance of people and good in Tanzania and the neighboring countries and in such other place or places as may from time to time determined by the company
- kk. To carry on the business of car rental, buying and selling motor vehicle, transport agents, transportation of goods and passengers by air, sea, land, import and export, gift shops, boutiques, entertainment and all artist work , travel agents, safari tours operators and ticket bookings
- ll. To carry on the businesses of supplying, operating, managing, advising on and dealing in services and facilities for or in relation to communications of all kinds (including, without prejudice to the generality of the foregoing, telecommunication services) and services and facilities which incorporate, use, or are used in conjunction with, in connection with or ancillary to, telecommunication systems or telecommunication apparatus and equipment.
- mm. To provide for the benefit of other persons consultancy, advisory, training and management services concerning or connected with anything that the company does in the exercise of its powers or has power to do, or in which the company has gained or developed expertise in the course of its business, and to provide training and educational courses, instruction, documentation and material for employees of the company and for other persons in matters which in the opinion of the company are connected with, or concern or are of benefit to, the businesses and activities of the company or which utilize the company's communications systems or services.
- nn. To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on by the company in connection with the above business or the general business of the company

**AND 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 of persons whether corporate or incorporated, and whether domicile in the republic of Tanzania or elsewhere.

The objects specified in each paragraphs of the paragraph of this clause, shall be regarded as independent objects, and accordingly shall in no way be limited or restricted ( except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph of the name of the company but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraph define the objects of the separate and distinct compound. That the meaning of any general word or words in any paragraph of this clause shall not be restricted by being construe ejusdem generis with any particular word or words in the same paragraph.

4. The liability of the members is limited.
5. The share capital of the company is Tanzania **Tshs. 100,000, 000/=** divided into 100 ordinary shares of Tshs. 1,000,000/= value of each shares only. The company shall have a power to increase or reduce the said capital and issue any part of its capital, original or increase with or without any preference, priority, or special privileges, or subjects to any postponement of rights or to any conditions or restrictions, and so that unless the conditions of issue shall otherwise expressly, declare, issue of shares, whether declared to be preference or otherwise, shall be subject to the power here in before contained.

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.

NAME, ADDRESSES AND DESCRIPTION OF SUBSCRIBER	NUMBER OF SHARE TAKEN BY EACH SUBSCRIBER	SIGNATURE
<p style="text-align: center;"><b>GUO MIN</b>  <b>CHINA-PEOPLE'S REPUBLIC OF CHINA,HUNAN</b></p>	68	
<p style="text-align: center;"><b>JIANG HANBAI</b>  <b>CHINA-PEOPLE'S REPUBLIC OF CHINA,HUNAN</b></p>	17	
<p style="text-align: center;"><b>YI JINLONG</b>  <b>CHINA-PEOPLE'S REPUBLIC OF CHINA,HUNAN</b></p>	15	

DATED AT DAR ES SALAAM THIS   2TH   DAY OF   SEPTEMBER   2024

**Witness to the above signatures:**

NAME: ..... Moses Ambindwile .....

SIGNATURE:  .....



QUALIFICATION: **COMMISSIONER FOR OATHS AND NOTARY PUBLIC**

**THE COMPANIES ACT, 2002**  
**COMPANY LIMITED BY SHARES**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**HOTLAND INVESTMENT LIMITED**

**PRELIMINARY**

1. In these articles:-

- “The Act” Means the Company Act;
- “The Article” Means the articles of the company;
- “Clear days” In relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
- “The seal” Means the common seal of the company;
- “Secretary” Shall mean any person appointed to perform the duties of the secretary of the Company;
- “The Office” Means the registered office for the time being of the Company
- “Secretary” Shall mean any person appointed to perform the duties of the secretary of the company

Expressions referred to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photograph, and other modes of representing or reproducing words in a visible form.

Unless the content otherwise requires, words or expressions contained in these articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these articles become binding on 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, where while in such employment to be the member of the company) is limited is 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 of the company is prohibited.
  - (d) The company shall not have power to issue share warrants to bearer.

**SHARE CAPITAL AND VARIATION OF RIGHTS**

3. Subject to the provisions of the Act, and without prejudice to any rights attached to any existing shares, any share may be issued with such rights or restrictions, whether in regard to dividend, voting, return of capital or otherwise as the company may by ordinary resolution determine.
4. Subject to the provisions of section 61 of the Act, any 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 be special resolution determine.

- 5 If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate general meetings of the holders of the shares of the class. To every such separate general meeting the provisions of these regulations relating to general meetings shall apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy one-third of the issued shares of the class and that any holder of shares of the class present in person or proxy may demand a poll.
6. The rights conferred upon the holders of the shares of any class shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.
7. The company may exercise the powers of paying commissions conferred by section 56 of the Act. Subject to the provisions of the Act, such commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other.
8. Except as required by law, no person shall be recognized by the company as holding any share upon any trust, and the company shall not be bound by or be compelled in any way to recognize (even when having notice thereof) any equitable, contingent, future or partial interest in share or any interest in any fractional part of a share or (except as otherwise provided by the articles or by law) any other rights or interest in respect of any share except an absolute right to the entirety thereof in the registered holder.

#### **SHARE CERTIFICATES**

9. Every member, upon becoming the holder of any shares, shall be entitled without payment to receive within two months after allotment or lodgments of transfer ( or within such other period as the conditions of issue shall provide) one certificate for all the shares of each class held by him (and, upon transferring a part of his holding of shares of any class, to a certificate for the balance of such holding) or several certificates after the first such reasonable sum as the directors may determine. Every certificate shall be sealed with the seal, which it relates and the amount or respective amounts paid thereon. In respect of a more than one certificate and delivery of a certificate for a share to one joint holder shall be sufficient delivery to all joint holders.
10. If a share certificate is defaced, worn out, lost or destroyed, it may be renewed on such terms (if any) as to evidence and indemnity and payment of expenses reasonably incurred by the company in investigating evidence as the directors may determine but otherwise free of charge, and (in case of defacement or wearing out) on delivery up of the old certificate.

#### **LIEN**

11. The company shall have a first and paramount lien on every share for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share and the company shall also have a first and paramount lien on all shares standing registered in the name of any person for all monies presently payable by him; but the directors may at any time declare any share to be wholly or in part exempt from the provisions of this article.

12. The company may sell, in such manner as the directors determine any shares on which the company has a lien, but no sale shall be made unless some shares in respect of which the lien exists is presently payable and if not paid within fourteen clear days after a notice in writing has been given to the holder of the share, or the person entitled thereto by reason of the death or bankruptcy of the holder, demanding payment and stating that if the notice is not complied with the shares may be sold.
13. To give effect to any such sale, the directors may authorize some person to transfer the shares sold to, or in accordance with the directions of, the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer and he shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
14. The net proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue, if any, shall (upon surrender to the company for cancellation of the certificate for the shares sold and subject to a like lien for sums not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares, at the date of the sale.

### **CALLS ON SHARES**

15. Subject to the terms of allotment, the directors may make calls upon the members in respect of any moneys unpaid on their shares (whether in respect of nominal value or premium) and not by the conditions of allotment thereof made payable at fixed times, provided that no call shall exceed one-fourth of the nominal value of the share or be call and each member shall (subject to receiving at least fourteen clear days notice specifying when and where payment is to be made) pay to the company as required by the notice the amount called on his shares. A call may be required to be paid by installments. A call may, before receipt by the company of any sum due there under, be revoked in whole or part and payment of a call may be postponed in whole or part. A person upon whom a call is made shall remain liable for calls made upon him notwithstanding the subsequent transfer of the shares in respect of which the call was made.
16. A call shall be deemed to have been made at the time when the resolution of the directors authorizing the call was passed.
17. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
18. If a call remains unpaid after it has become due and payable, the person from whom the sum is due shall pay interest on the amount unpaid from the day it became due and payment to the time of actual payment at the rate fixed by the terms of allotment of the share or, if no rate is fixed, at a rate not exceed five percent per annum as the directors may determine, but the directors may waive payment of such interest wholly or in part.
19. An amount payable in respect of a share on allotment or at any fixed rate, whether in respect of nominal value or premium or as an installment of a call, shall be deemed to be call, and if it is not paid the provisions of the articles shall apply as if that amount had become due and payable by virtue of a call.
20. Subject to the terms of allotment, the directors may, on the issue of shares, differentiate between the holders as to the amount of calls to be paid and the time of payment.

21. The directors may, if they think fit, receive from any member willing to advance the same, all or any part of the moneys un-called and unpaid upon any shares held by him, and upon all or any of the moneys so advanced may ( until the same would, but for such advance become payable) pay interest at such rate (not exceeding unless the company in general meeting shall otherwise direct) of six per cent per annum, as may be agreed upon between the directors and the members paying such sum in advance.

### **TRANSFER OF SHARES**

22. The instrument of transfer of any share shall be in any usual form or any other form which the directors may approve and shall be executed by or on behalf of the transferor and, unless the share is fully paid up, by or on behalf of the transferee, and the transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof. The directors may, in their absolute discretion and without assigning any reason therefore, decline to register any transfer of any share, whether or not it is a fully paid share.
23. If the directors refuse to register a transfer, they shall within sixty days after the date on which the transfer was lodged with the company send to the transferee notice of the refusal.
24. The registration of transfers of shares or any transfers of any class of shares may be suspended at such times and of such periods (not exceeding thirty days in any year) as the directors may determine.
25. No fee shall be charged for the registration of any instrument of transfer or other document relating to or affecting title to any share.

### **TRANSMISSION OF SHARES**

26. In case of the death of a member, the survivor where the deceased was a joint holder, and the personal representatives of the deceased where he was a sole holder or the only survivor of joint holders, shall be the only persons recognized by the company as having any title to his interest in the shares, but nothing herein contained shall release the estate of a deceased member from any liability in respect of any share which had been jointly held by him.
27. A person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence being produced as may properly be required by the directors and subject as hereinafter provided, either elect by notice to the company to be registered as holder of the share, or elect to have some person nominated by him registered its the transferee in which case shall execute the appropriate instrument of transfer. All the articles relating to the right to transfer of shares shall apply to any such notice or transfer as if it were an instrument of transfer executed by the member and the death or bankruptcy of the member had not occurred.
28. A person becoming entitled to a share by reason of the death or bankruptcy of the holder shall have the rights to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as the holder of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company.
29. If a call remains unpaid after it has become due and payable, the directors may give to the person from whom it is due not less than fourteen clear day notice requiring payment of the amount unpaid, together with any interest which may have accrued. The notice shall name the place where payment is to be

made and shall state that if the notice is into complied with, the shares in respect of which the call was made will be liable to be forfeited.

30. If the notice is not complied with, any share in respect of which it was given may, before the payment required by the notice has been made, be forfeiture by a resolution of the directors to that effect and the forfeiture shall include all dividends or other moneys payable in respect of the forfeited shares and not paid before the forfeiture.
31. Subject to the provisions of this Act, a forfeited share may be sold, re-allotted or otherwise disposed of on such terms and in such manner as the directors determine either to the person who was before the forfeiture the holder or to any other person, and at any time before a sale, re-allotment or other disposition the forfeiture may be cancelled on such terms as the directors think fit. Where for the purposes of its disposal a forfeited share is to be transferred to any person, the directors may authorize some person to execute an instrument of transfer of the share in question.
32. A person any of whose shares have been forfeited shall cease to be member in respect of the forfeited shares and shall surrender to the company of cancellation the certificate for the shares forfeited, but shall remain liable to the company for all moneys which, at the date of forfeiture, were payable by him to the company in respect of the shares, but his liability shall cease if and when the company shall have received payment wholly or in part or enforce payment without any allowance for the value of the shares at the time of forfeiture of for any consideration received on their disposal.
33. A statutory declaration by a director or the secretary that a share have been forfeited on a date stated in the declaration shall be conclusive evidence of the facts stated therein as the execution of an instrument of transfer if necessary constitute a good title to the share, and the person to whom the share is disposed of shall not be bound to see to the application of the consideration, if any, nor shall his title to the share be affected by any irregularity or invalidity of the proceedings in reference to the forfeiture or disposal of the share.

#### **ALTERATION OF CAPITAL**

34. The company may by ordinary resolution:-
  - (a) Increase its share capital by new shares of such amount, to be divided into shares of such amount as the resolution shall prescribes.
  - (b) Consolidate and divide all or any of its share capital into shares of large amount than its existing shares.
  - (c) Subject to the provisions of section 51 (1) (d) of the Act, sub-divide its existing shares, or any of them, into shares of smaller amount that is fixed by the memorandum of association.
  - (d) Cancel shares, which at the dare of the passing of the resolution, have not been taken or agreed to be taken by any person and diminish the amount of it, share capital by the amount of the shares so cancelled.
35. Whether as result of a consolidation of shares any members would become entitled for fractions of a share, the directors may, on behalf of those members, sell the shares representing the fractions for the best price reasonably obtainable to any person including subject to the provisions of this Act, the company and distribute the net proceeds of the sale in due proportion among those members, and the directors may authorize some person to execute an instrument of transfer of the shares to or in accordance with the directions of the purchaser. The transferees shall not be bound to see to the

application of the purchase money nor shall his title to the share be affected by any irregularity in or invalidity of the proceedings in reference to the sale.

36. Subject to the provisions of the Act, the company may by special resolution reduce its share capital, any capital redemption reserve fund or any share premium account in any way.

### **GENERAL MEETINGS**

37. 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 meeting as such in the notice 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. Provided that so long as the company holds its first annual general meeting within eighteen months of its incorporation, it needs not to hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place, as the directors shall appoint.

38. All general meetings other than annual general meetings shall be called extraordinary general meetings.

39. The directors may, whenever they think fit, convene an extraordinary general meeting, and an extraordinary general meeting shall also be convened on such requisition, or in default, may be convened by such requisitions, as provided by section 133 of the Act. If at any time there are not within the Tanzania sufficient directors capable of acting to form a quorum, any director or any two members of the company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meeting may be convened by the directors.

### **NOTICE OF GENERAL MEETINGS**

40. Every general meeting shall be called by twenty one clear days' notice in writing at the least. The notice shall specify the place, the day and hour of meeting and, in case of special business, the general nature of that business provided that a meeting of the company shall, notwithstanding that it is called by shorter notice than that specified in this article be deemed to have been duly called if it so agreed:-

(a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat, and

(b) 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 representing not less than ninety five percent of total voting rights at that meeting of all the members.

41. Subject to the provisions of the articles, the notice shall be given to all the members, to all persons entitled to a share in consequence of the death or bankruptcy of a member and to the directors and auditors. The accidental omission to give notice of a meeting to, or the non receipt to notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at the meeting.

### **PROCEEDINGS AT GENERAL MEETINGS**

42. All business shall be deemed special that is transacted at an extraordinary general meeting, and also 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 reports of directors and auditors, the election in the place of those retiring and the appointment of, and the fixing of the remuneration of the auditors.

43. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds the business, two persons, entitled to vote on the business to be transacted, each being a member or a proxy for a member or a duly authorized representative of a corporation, shall be a quorum.
44. If within half an hour from the time appointed for the meeting quorum is not present, or if during the course of meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the directors may determine.
45. The chairman, if any, of the board of directors or in his absence some other director nominated by the directors shall preside as chairman of the general annual meeting, but if neither the chairman nor such a director (if any) be present within fifteen minutes after the time appointed for the holding of the meeting and willing to act, the directors present shall elect one of their members to be chairman of the meeting and, if there is only one director and willing to act, he shall be chairman.
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 which might properly have been transacted at the meeting and the adjournment not take place. When a meeting is adjourned for fourteen days or more, at least seven clear days notice of adjourned meeting shall be given specifying the time and place of the meeting and the general nature of the business to be transacted, 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.
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 result of the show of hands demand):-
- (a) By chairman; or
  - (b) By at least (three) members present in person or by proxy; or
  - (c) By any member or members present in person or by proxy and representing not less than one tenth of the total voting rights of all the members having the right to vote at the meeting.
- unless a poll be so demanded a declaration by the chairman 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 the effect in the book containing the minutes of proceedings of the company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favor of or against such resolution. The demand for a poll may, before the poll is taken, be withdrawn.
48. Except as provided in article 18, 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
49. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote.
50. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time

as the chairman of the meeting directs, and any business other than upon which a poll has been demanded may be preceded with pending the taking of the poll.

51. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall have effect as if it had been passed at a general meeting duly convened and held, and consist of several instruments in the like form each executed by or on behalf of one or more member.

### VOTE OF MEMBERS

52. Every member shall have one vote

53. A member may vote in person, by proxy, or by authorized representative and such members, proxy or representative shall have one vote for each share of which he is the holder

54. No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the company have been paid

55. On a poll votes may be given either personally or by proxy.

56. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing, or, if the appointer is a corporation, either under the hand of an officer or attorney duly authorized. A proxy need not be a member of the 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.

57. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a materially certified copy of that power or authority shall be deposited at the registered office of the company or at such other place within the territory as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time of holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, no less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

58. An instrument appointing a proxy shall be in the following form or a form as near hereto as circumstances admit:-.....limited, I/We.....of ....., being a member/members of the above named company, hereby appoint.....of ....., as my/our proxy to vote for me/us on my /our behalf at the (annual 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.....

59. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-I/We .....of ....., being a member/members of the above named company, hereby appoint.....of....., as my/our proxy to vote for me/us on my /our behalf at the (annual 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 favor of / against the resolution. Unless otherwise instructed, the proxy will vote as he thinks fit or abstain from voting.

60. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

61. A vote given in accordance with the terms of an instrument of proxy, or poll demanded by proxy, or by the duly authorized representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the company at its registered office (or at such other place at which the instrument of proxy was duly deposited) before the commencement of the meeting or adjourned meeting at which the proxy is used.

### **CORPORATIONS ACTING BY REPRESENTATION AT MEETINGS**

62. 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**

63. The number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum of association or a majority of them and until such determination the signatories to the memorandum of association shall be the first directors. Unless otherwise determined by ordinary resolution, the number of the directors shall not be subject to any maximum but shall be not less than two.

64. The following persons shall be the first Directors of the company;-

**1. GUO MIN**

**2. JIANG HANBAI**

**3. YI JINLONG**

65. 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.

66. The remuneration of the directors shall from time to time be determined by the company in general meeting. Such remuneration shall be deemed to accrue from day to day. The directors shall also be paid all traveling, hotel and other expenses properly incurred by them in attending and returning from meetings of the directors or any committee of the directors or general meetings of the company or in connection with the businesses of the company.

67. The directors on behalf of the company may pay gratuity or pension or allowance on retirement to any director who had held any other salaries office or place of profit with the company or to his widow or dependants and may make contributions to any fund and pay premiums for the purchase or provisions of any such gratuity, pension or allowance.

## **POWERS AND DUTIES OF DIRECTORS**

68. The directors may exercise all the power of the company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the company or any third party.
69. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the directors, who may exercise all the powers of the company, shall manage the business of the company. No alteration of the memorandum or articles and no such directions shall invalidate any prior act of the directors, which would otherwise have been valid. The powers given by this article shall not be limited by any special power given to the directors by the articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.
70. The directors may by power of attorney appoint any person to be the attorney or agent of the company for such purposes and on such conditions as they determine, including authority for the attorney or agent to delegate all or any of his power.
71. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money 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 by resolution determine.

## **MINUTES**

72. The directors shall cause minutes to be made in books provided for the purpose:-
- (a) of all appointments of officers made by the directors;
  - (b) of all the names of the directors present at each meeting of the directors and of any committees of the directors
  - (c) of all resolutions and proceedings at all meetings of the company, and of the directors, and of committees of directors; and every director present at any meeting of directors or committee of directors shall sign and write his name in a book to be kept for that purpose.

## **DISQUALIFICATION OF DIRECTORS**

73. The office of a director shall be vacated if the directors:-
- (a) Without the consent of the company in general meeting holds any other office of profit under the company; or
  - (b) Becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - (c) Ceases to be a director by virtue of any provision of the Act or becomes prohibited by law from being a director; or
  - (d) Becomes unsound mind; or
  - (e) Resigns his office by notice in writing to the company; or
  - (f) Is directly or indirectly interested in any contract with the company and fails to declare the nature of his interest in manner required by the Act.

## **APPOINTMENT AND RETIREMENT OF DIRECTORS**

74. The company may by ordinary resolution appoint a person who is willing to act as directors to fill the vacancy or be an additional director.

75. The directors may appoint a person who is to act to be a director, either to fill a vacancy or as an additional director, but so that the total number of directors shall not at any time exceed the number fixed by or in accordance with these article. Any director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re- election.
76. The company may by ordinary resolution, of which special notice had been given in accordance with section 144 of the Act, remove any director before the expiration of his period of office notwithstanding anything in the article or any agreement between the company and such director. Such removal shall be without prejudice to any claim such director may have for damages for breach of any contract of service between him and the company
77. The company may be ordinary resolution appoint another person in place of a director removed from office under the immediately preceding article. Without prejudice to the powers of the directors under article 40 the company in general meeting may appoint any person to be a director either to fill a vacancy or as an additional director.

### **PROCEEDINGS OF DIRECTORS**

78. Subject to the provisions of the articles, the directors may regulate their meetings as they think fit. Questions arising at a meeting shall be decided by a majority of votes. In case of an equality of votes, the chairman shall have a second or casting vote. A director may, and the secretary at the request of a director shall, call a meeting of the directors. It shall not be necessary to give notice of a meeting of directors to any directors who are absent from Tanzania.
79. The quorum necessary for the transaction of the business of the directors may be fixed by the directors and unless so fixed shall be two.
80. The continuing directors may act notwithstanding any vacancy but, if and so long as their number is reduced below the number fixed or pursuant to the articles of the Act for the purpose of increasing the number of directors to that number, or summoning a general meeting of the company, but for no other purpose.
81. The directors may appoint one of their numbers to be the chairman of the board of directors and determine the period of which he is to hold the office. Unless he is unwilling to do so, the director so appointed shall preside at every meeting of directors at which he is present. But if no such chairman is appointed, or if he is unwilling to preside, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the directors present may choose one of their number to be chairman of the meeting.
82. The directors may delegate any of their powers to any committee consisting of one or more directors; any committees so formed shall in the exercise of the powers so to any such regulations, the proceedings of a committee with two or more members shall be governed by the articles regulating the proceedings of directors so far as they are capable of applying.
83. All Act done by a meeting of the directors or of a committee of directors or by person acting as a director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such director, or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been dully appointed and was qualified and had continued to be a director and was entitled to vote.

84. A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors, or of a committee of directors, shall be as valid and effectual as if it had been passed at a meeting of the directors or (as the case may be) a committee of directors duly convened and held, and may consist of several documents in the like form each signed by one or more directors.

#### **SECRETARY**

85. The secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them

86. A provision of the Act or these articles requiring or authorizing a thing to be done by or to a director and the secretary shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of the secretary.

#### **THE SEAL**

87. The seal shall only be used by the authority of the directors or of a committee of the directors authorized by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or by a second director.

#### **DIVIDENDS AND RESERVE**

88. Subject to section 180 of the Act, the company by ordinary resolution declare dividend in accordance with the respect rights of the members, but no dividend shall exceed the amount recommended by the directors.

89. Subject to the provisions of the Act, the directors may from time to time pay to the members such interim dividends as appear to the directors to be justified by the profits of the company available for distribution.

90. The directors may, before recommending any dividend, set aside out of the profits of the company such sums as they think proper as a reserve or reserves which shall, at the direction of the directors, be applicable for any purpose to which the profits of the company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company as the directors may from time to time think fit. The directors may also without placing the same to reserve carry forward and any profits, which they may think prudent not to divide.

91. Except as otherwise provided by the rights attached to shares, all dividends shall be declared and paid according to the amounts paid on the shares in respect of which the dividends is paid. All dividends shall be apportioned and paid proportionately to the amounts paid on the shares during any portion or portions of the period in respect of which the dividends is paid, but if any share is issued on terms providing that it shall rank for dividend as from a particular date, that share rank for dividend accordingly.

92. Any general meeting declaring a dividend may, upon the recommendation of the directors, direct payment such dividend wholly or partly by the distribution of assets and, where any difficulty arises in regard to the distribution, the directors may settle the same, and in particular may issue fractional certificates and fix the value of distribution of any assets and may determine that cash payments shall

made to any members upon the footing of the value so fixed in order to adjust the rights numbers and may vest any assets in trustees.

93. Any dividend, interest or to other moneys payable in cash in respect of shares may be paid by cheque sent through the post to the registered address of the holders, to the registered address of that one of the joint holders who is first named in the register of members or to such person and to such address as the holder or joint holders may in writing direct every such cheque or warrant shall be made payable to the order of the person to whom it is sent, and payment of the cheque shall be a good discharge to the company. Any of the two or more joint holders may give effectual receipts for any dividends or other moneys payable in respect of the shares held by them as joint holders.
94. No dividend or other moneys payable in respect of a share shall bear an interest against the company unless otherwise provided by the rights attached to the share.
95. Any dividend which has remained unclaimed for twelve years from the date when it became due for payment shall, if the directors so resolve, be forfeited and cease to remain owing by the company.

#### **ACCOUNT**

96. The directors shall cause proper books of account to be kept with respect to:-
- (a) All sums of money received and expended by company and the matters in respect to which the receipt and expenditure takes place;
  - (b) All sales and purchases of goods by the company' and
  - (c) All assets and liabilities of the company.

Proper books of accounts mean such books as are necessary to give a true and fair view of the state of the company's affairs and explain its transactions.

97. The books of accounts shall be kept at the registered office of the company, or at such other place or places as the directors think fit, and shall always be open to the inspection of the directors.
98. No member shall (as such) have right of inspecting any accounting records or other book or document of the company except as conferred by statute or authorized by the directors or by ordinary resolution of the company.
99. The directors shall from time to time in accordance with sections 150, 153 and 155 of the Act, cause to be prepared and to be laid before the company in general meeting, such profit and loss account, balance sheets, group accounts (if any) and reports as are referred to in those sections.
100. 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 directors' report and the auditors shall not less than twenty – one days before the date of the meeting be sent to every members 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.

#### **CAPITALIZATION OF PROFITS**

101. The directors may, with the authority of an ordinary resolution of the company:-

- (a) Resolve to capitalize any part of the amount for the time being standing to the credit of any the company's reserve accounts or the credit of the profit and loss account or otherwise available for the distribution, and that such sum be capitalized to the members who would be entitled to it were distributed by way of dividend and the same proportions and apply such sum either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or in paying up in full in issued shares or debentures of the company to be allotted and distributed.
- (b) Make such provision of fractional certificated or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, and authorize any persons to enter on behalf of all the members entitled there to into an agreement with the company providing for the allotment to them respectively, credited as full paid up, capitalization, and any agreement made under such authority shall be effective and binding on such members.

#### **AUDIT**

- 102. The company shall at each annual general meeting appoint an auditor or auditors to hold office until the next annual general meeting
- 103. The remuneration of the auditors shall be affixed by the company's general meeting
- 104. The auditors shall be entitled to attend any general meeting of the company at which any accounts which have been examined or reported on by them are to be laid before the company and to make any statement or explanation they desire with respect to the accounts.

#### **NOTICES**


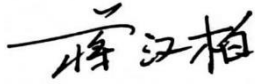

- 105. Any notice to be given or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of directors need not be in writing.
- 106. The company may give any notice to a member either personally or by sending it by post in a prepared envelope addressed to the member at his registered address, or by leaving it at that address.
- 107. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, preparing, and posting a letter containing the notice, and to have been effected at the expiration of seventy – two hours after the letter containing the same was posted.
- 108. A member whose registered address is not within the Tanzania and who gives to the company an address within the Tanzania at which notices may be given him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the company.

#### **WINDING UP**

- 109. If the company is wound up the liquidator may, with sanction of a specially resolution of company and any other sanction required by the Act divide amongst the members in specific the whole or any part of the assets of the company and may, for that purposes, set such that value as he deems fair upon any property to be divided and may determined division shall be carried out as between the members or different classes of members. The liquidator may, with the like sanction, shall determine, but no member shall be compelled to accept any shares or other securities upon which there is a liability.

**INDEMNITY**

110 Subject to the provisions of the Act, but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or other auditor 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 favor or in which he is acquitted of in connection with any application under section 481 of Act in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the company

NAME, ADDRESSES AND DESCRIPTION OF SUBSCRIBER	NUMBER OF SHARE TAKEN BY EACH SUBSCRIBER	SIGNATURE
<p align="center"><b>GUO MIN CHINA-PEOPLE’S REPUBLIC OF CHINA,HUNAN</b></p>	<p align="center"><b>68</b></p>	
<p align="center"><b>JIANG HANBAI CHINA-PEOPLE’S REPUBLIC OF CHINA,HUNAN</b></p>	<p align="center"><b>17</b></p>	
<p align="center"><b>YI JINLONG CHINA-PEOPLE’S REPUBLIC OF CHINA,HUNAN</b></p>	<p align="center"><b>15</b></p>	

DATED AT DAR ES SALAAM THIS   2  TH            DAY OF   SEPTEMBER              2024

**Witness to the above signatures:**

NAME: ..... Moses Ambindwile .....

SIGNATURE:  .....



QUALIFICATION: **COMMISSIONER FOR OATHS AND NOTARY PUBLIC**