

THE COMPANIES ACT 2002

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

XINMIAO PACKAGING MATERIALS COMPANY LIMITED

Incorporated this.....Day of.....2023

DRAWN BY
ZHENG DINGWEI - (SUBSCRIBER)
HOUSE NO.399,16TH FLOOR, YIWU DASHA,
CHOUCHENG ROAD, YIWU,
ZHEJIANG PROVINCE, ZIP CODE 311809

THE COMPANIES ACT, 2002
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
XINMIAO PACKAGING MATERIALS COMPANY LIMITED

- 1) The name of the company shall be “ **XINMIAO PACKAGING MATERIALS COMPANY LIMITED**”
- 2) The Registered office of the Company will be situated in Tanzania.
- 3) The objects for which the Company is established are: -
 - a) To carry on the business of manufacturing plastic products such as Plastic containers, Reusable water bottles, Medical components, Outdoor furniture, Toys, Luggage, Car parts, tapes and other related materials or items.
 - b) To carry on all or any of the business of stationers including colour printing, printers, lithographers, stereotypes, electrotypes, engravers, photographs, printers, photo lithographers, typesetting machines operators, die sinkers, envelope makers, bookbinders, account book manufacturers, machine, rulers numerical printers, paper makers, paper baffles and account bookmakers, box makers, flax and box file makers, cardboard manufactures, type foundry, of dealers in playing, visiting, railways, festival invitation, dealers in or manufacturers or any other articles or things or character similar or analogous to the foregoing or any of them or connected therewith and to deal in the manufacture of and sell by wholesale or retail of school chalks, and secretarial services
 - a) To carry on the business of Real estate activities, to act as planners designers, builders, contractors, renovators, decorators, landscapers, promoters, owners, sellers, buyers of all types of properties, lessors and lessees of residential houses, public houses, office blocks, apartments, housing estates, shopping malls, arcades, entertainment houses, leisure centres, leisure parks, factories, industrial buildings, warehouses, depots, god owns, parking lots, shelters of all kind as well as finance farms, farm management, agricultural and carry out related projects, implementation, firm or corporation or any assignment undertaken by the Company and all other related activities.
 - c) To carry out the business of quarrying, and stone crushing. saw millers, mineral prospecting, mining and any other business related to the above venture, which shall be within the objectives of the Company
 - d) To carry on the business of miners and mining in all their branches and for the said purpose to peg, purchase, take on lease, or exchange or otherwise acquire concessions, grants, easements, options, claims, properties, cassettes and effects supposed to contain minerals, diamonds, or other precious stones, and any interest therein, and to explore, mine work, excise develops and turn to account mines and mining rights and undertaking connected therewith.

- e) To carry on the business of clearing and forwarding agents, and commission agents. transporters. freighters. hauliers. customers. bonded warehouse and godown keepers, cargo and travel agents. and insurance agents. tourist agents. manufacturers' representatives. road contractors, cargo superintendents, packers, machinery haulage specialists, warehousemen, engineers, and electricians. motor cars. trucks, cabs. omnibus, oil tank and coach proprietors and transporters, contractors and transporters by any other means of conveyance since or people and . goods in Tanzania and the neighbouring 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.
- f) To undertake the business of transportation, cartage, and haulage. contractors, owners and charters of road vehicles, aircraft, ships, and tags. barges and boats of all kinds and descriptions.
- g) To carry on the business of general merchants, general store-keepers, universal providers, importers, exporters, wholesale and/or retail traders, and dealers of piece wood, paints, hardware, glassware, crockery, and cutlery. ironmongery. turners and other household fittings and requirements, other articles and commodities of personal, household use and consumption provisions. textiles, groceries, medicines, drugs, wines, spirits, and liquors. Chemical surgical, option, photographic and other instruments, apparatus and materials, motor vehicles, automobiles and generally in all manufactured goods of all types and merchandise of all kinds
- h) To carry on the business of wholesale or retail of all types of commodities inside and outside Tanzania and to act as an agent on commission in any of the Company's objectives or any other activities so as directly or indirectly to benefit the company
- i) To carry out the business of exporters, importers of all types of electrical or commodities and goods which may be conveniently required at home to acquire and undertake the whole or any of the business, property and liabilities of any person or company carrying on any business which the company is .authorized to carry on or possess property suitable for the Company.
- j) To establish and carry on the business of electrical contracting works, servicing and repairs, sales, electrical consultants, electronic services and repairs, refrigeration and air condition services, construction, surveyors, painters, decorators, plumbers and other related businesses in accordance with the objectives of the Company.
- k) To carry out the business of quarrying, and stone crushing. saw millers, mineral prospecting, mining and any other business related to the above, which shall be thin the objectives of the Company.
- l) To carry on the business of tourists, organize and conduct inventing trips photographic and scientific expeditions with all necessary and useful equipment and conveniences.
- m) To own hire operate transport facilities including trucks lorries Saloon cars combines, carries, taxis, aeroplanes and ships including steamers, barge boats and tug boats for the express or implied purpose of carrying or ferrying cargo, passenger tourists and acting as transport and general haulage contractors and consultants, tour operators, travel agents, clearing and forwarding agents and to own. lease or hire godowns, warehouses, bonded warehouses, goods sheds and seal-like facilities to store, preserve,

package and repack goods. cargo and all other articles and goods whatsoever to facilitate transportation. freight and general delivery thereof whatsoever to customers and owners.

- n) To own and operate plants and factories for making spare parts including nuts and bolts, rivet screws, nails, roofing nails, and radiators. valves, crankshafts. springs, door handles, and locks. bushes. electrical fittings including wires, switches, plugs, sockets, and distribution boxes and to carry on all or any of the business of repairman, electrical contractors, maintenance contractors and to own machinery, equipment and tools including drills, spanners. hydraulic jacks and implied purposes of running the garage, including trucks, lorries, and cars. any other power-propelled vehicles and machinery, whatsoever.
- o) To carry on the business as traders, and suppliers. general merchants, stockists, and wholesalers. retailers and dealers in all types of spare parts and automotive, motor vehicles, agricultural machinery, implements, equipment, all kinds of industrial projects machinery and equipment, electrical goods, hardware, building materials, timber, fishing gears, groceries, computers, office equipment, cooking oils,· salts, foodstuffs, cosmetics oils, paints, spirits sheets, hinges, screws,· ironmongery, textiles piece goods, all types of leather goods, shoes, bags and other similar goods.
- p) To carry on the business as exporters, traders, suppliers, general merchants, stockists, wholesalers, retailers and dealers in the business of scrapers, agricultural machinery, implements, equipment and all kinds of industrial projects machinery.
- q) To carry on the business of buying, selling, dealers in building materials, hardware, roofing tiles, flooring tiles, supplying industrial equipment's agricultural implements and equipment's spares of every description plumbers, decorators, steel fabrication, machine shop, nickel plating, electric plating, making steel windows, doors, frames and roof trusses.
- r) To Promote tourism in Tanzania and elsewhere in Africa, to carry on the business of travel and tourist agents and tour operators, to promote and facilitate travelling ling to organize hunting, tented-caps, fishing and diving, expeditions, safari promoters and undertakers generally and in particular to arrange and manage hunting safaris, photo safaris adventure tours, fishing trips, handling of game trophies and animal skins, catching. harbouring, transporting, wildlife and marine products of all kinds.
- s) To carry on the business as general food processor packers and suppliers; to be general suppliers of hard goods stuff 'and crops, to be grain millers and food mixers to be general exporters of fresh fruits -vegetables and flowers, to act as agents of buying and selling all kinds of motor vehicles, General supplies, buying and selling building the hardware of every description, electrical appliances, lease.
- t) To purchase take on the lease and otherwise acquire for investment resales real estate, land, buildings and other rights and interests in, .immovable property or any tenure in Tanzania and elsewhere and to sell let or lease exchange or otherwise dispose of or grant rights over· any immovable property, belong to the company.
- u) To purchase, take lease or in exchange, hire or otherwise acquire and hold any state or interest in any lands buildings, casements, rights, licenses secret processes, machinery, plants, stock, in trade and real or personal property of any kind.
- v) To accept payment for any property or rights sold or otherwise disposed or dealt with by the company either in cash, by instalment or otherwise or in fully or partly paid-up shares of the company or corporation, with or - without deferred or preferred or guaranteed rights.

- w) To carry 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.
- x) To act as agents for the sale and purchase of any stock shares or securities or for any other monetary or mercantile transactions.
- y) To act as executors and trustees of wills and settlements made by customers and others and undertake and execute trusts of all kinds.
- z) To do all or any of the above things in any part of the world and either as principals, agents, or trustees, contractors or otherwise, either alone or in conjunction with others and either or through agents, sub-contractors, trustees and otherwise.
- aa) To remunerate any person, firm or company rendering services to this company, whether by cash payments or by allotment to him or them of shares or securities of the company credited and paid in full or in part, otherwise.
- bb) To lend money on any terms that may be thought fit, particularly to customers or other persons or corporations dealing with societies and to give any guarantees that may be expedient.
- cc) To advance money to shareholders in the company, and other to the purpose of enabling the person borrowing the same erect or purchase, or enlarge or repair any house or building or to purchase the fee simple or any less estate or interest in, or to take a demise for any term or terms of years of any freehold or leasehold property upon such terms and conditions as the company may think fit.
- dd) To obtain any provisional order, ordinance or act of Parliament for enabling the company to carry any of its objects into effect, or for affecting any modification of the company's constitution, or any other purpose which may seem expedient, and to purpose any proceedings, or applications which may seem calculated, directly or indirectly to prejudice the company's interest.
- ee) To transact or carry on all kinds of Agency business in particular about the investment of money, the sale of property, and the collection and receipt of money.
- ff) To do all the things as may be deemed incidental or conducive to the entertainment of the objects or any of them.

And it is hereby declared that:-

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

The object specified in each of the paragraphs of the paragraph of this clause shall be regarded as an independent object, 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



The company may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraphs defines the objects of the separate and distinct compound.

The meaning of any general word or words in any paragraph of the trust clause shall not be restricted by being construed generically with any particular word or words in the same paragraph.

- 4) The Liability of the Members is Limited
- 5) The Liability of the Company is **One hundred Million Tanzanian Shillings (100,000,000/=)** Divided into **One Thousand (1000)** Ordinary shares of **One Hundred Thousand Tanzanian Shillings (100,000/=)** 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 respectively desirous of being formed into a company in pursuance of this Memorandum of Association and we are respectively agreeing to take the number of shares in the capital of the company set opposite our respective names.

| No. | Name, Addresses and Description of Subscribers | Number of shares taken by each subscriber | Signature of subscriber |
|-----|--|---|---|
| 1 | ZHENG DINGWEI HOUSE NO.399,16TH FLOOR, YIWU DASHA, CHOUCHENG ROAD, YIWU, ZHEJIANG PROVINCE, ZIP CODE 311809 | 750 |  |
| 2 | LIU DEYIN HOUSE NO.399,16TH FLOOR, YIWU DASHA, CHOUCHENG ROAD, YIWU, ZHEJIANG PROVINCE, ZIP CODE 311809 | 250 |  |

Dated at Dar es Salaam this **25th** day of **September 2023**

Witness: to the above signatures:

Name: **MICHAEL PIUS MKENDA**

Signature: 

Postal Address: **P.O.BOX 78833 DAR ES SALAAM**

Qualification: **ADVOCATE**



THE COMPANIES ACT NO 12 OF 2002

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

XINMIAO PACKAGING MATERIALS COMPANY LIMITED

PRELIMINARY

1. In these articles:-

"The Act means the; Companies Act 2002 of the Law 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 are in force at the date 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 should include bodies corporate, partnership, firms, cooperatives, societies, etc.

The regulations 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 the 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 the manner hereinafter prescribed.
- b) The number of members of the company (exclusive of persons who are in the employment by the Company and of persons who have been formerly in the employment by the company while in such employment to be a member 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 this regulation be tested as a single member.
- c) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.
- d) The Company shall not have the power to issue share warrants.

TRANSFER OF SHARES

3. The Directors may in their direction and without assigning any reason thereof refuse to register the transfer of any share to any person who shall in their opinion be undesirable for any reason whatsoever to admit to membership.
4. Subject to clauses 2 and 3 hereof the right of members to transfer their shares shall be restricted as follows:-
 - a) No share shall be transferred to a person who is not a member so long as any member of any person selected by the Directors as one who it is desirable in the interest of the Company to admit to membership.
 - b) Every shareholder or trustee in bankruptcy, or any person who any desire to sell or transfer any such shares and who may desire to sell or transfer any such shares and every personal initiative 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 Company his agent for the sale of the said shares to any members or members of the company at the price to be agreed upon between the party giving such notice the party and the board, or in case of difference to be determined by the Auditor of the Company.
 - c) Upon the price of such shares being agreed on a determined as per clause (b) above, the board shall forthwith give notice to such of the shareholders other than the shareholders desiring to sell or transfer the said shares, stating the number and price of such share inviting the person to who notice is sent to state within 21 days from the date of such notice whether he is willing to purchase any, if so what maximum number of such shares. At the expiration of such days 21 notice, the board shall apportion such shares amongst the shareholders (if more than one) who shall have expressed their desire to purchase the number of shares already held by them respectively, or if there be only one such shareholder, that the whole of such shares shall be sold to him provided non-shareholder shall be obliged to take more than the maximum number of such shares stated in his answer to the said notice. Upon such apportionment being made or such one shareholder notifying his intention to purchase, as the case may be the party 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 a single shareholder who shall have agreed to purchase the same

5. **GENERAL MEETING**

NOTICE OF GENERAL MEETING AND PROCEEDINGS OF THE GENERAL MEETINGS:

Articles 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 held on a shorter notice than seven days or without notice.
- b) Two members, present either personally or b) as 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 a 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 a general meeting the directors shall not be less than two and not more than seven in number.
- b) The following persons shall be the first directors of the company:

1. **ZHENG DINGWEI**

2. **LIU DEYIN**

- 7. The company may fix the shareholding qualification for directors in general meetings, 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 company, which may exceed the issued share capital of the company.

BORROWING POWERS

The Directors may occasionally raise or borrow for any Company's business such sum or sums of money as they think fit.

11. The Directors may secure the repayment of or raise any such sum or sums as aforesaid by a 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.

VOTE OF MEMBERS

12. On a show of hands every member present in person shall have one vote. On a roll, every member shall have one vote only for the shares he holds.
13. No member shall be entitled to vote at any general meeting unless all calls or other sums presently by him in respect of shares in the Company have been paid.

DISQUALIFICATION OF DIRECTORS

14. The office of a Director shall be vacated if the Director;
 - a) becomes bankrupt; or
 - b) is found to be lunatic or becomes of unsound mind; or
 - c) resigns his office by notice in writing to the Company;
 - d) abstains from meetings of the directors for a period of six months without special leave of absence from the other Directors.

SEAL

15. The Directors shall provide for the safe custody of the Seal. The Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors and in the presence of at least two Directors or a Director and Secretary or another person as aforesaid shall sign every instrument to which the seal of the Company has so affixed in their presence.

ALTERNATE DIRECTORS

16. Any Director shall have the power to nominate any person to act or attend as alternate Director during his absence or during his inability so to act. Such Director shall be subject in all respects to the terms and conditions existing concerning the other Directors. Such Alternate Director shall exercise and discharge all the duties of the Director he represents.
17. Unless otherwise decided by the Directors the quorum necessary to transact business of the Directors shall be two Directors personally present.

SECRETARY

18. The Secretary shall be appointed by the Board for such terms at such remuneration and upon such condition as it may think fit, and any Secretary so appointed may be removed by the Board.

WINDING UP

19. With the sanction of a special resolution of the shareholders any part of the assets of the Company including any shares in other Companies may be divided between the members of the Company in special or may be vested in Trustees for the benefit of such members and the liquidation of the company may be closed and the company dissolved but so that no member shall be compelled to accept any shares where upon there is any liability.

ALTERATION OR ADDITION



20. Subject to the Ordinance's provisions and those contained in the Memorandum of Association, the Company may by Special Resolution make alteration or addition so made shall be as valid and effectual as if originally contained in those articles and be subject in like manner to alteration by Special Resolution.

INDEMNITY

21. 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

ARBITRATION

22. If whenever any dispute or difference shall arise between the company and the members or their respective representatives touching upon the matter or thing made or done or omitted to be done or about the rights or liabilities arising here under or arising out of the relation existing between parties by reasons of these articles or the ordinance, such difference shall (unless a sole arbitrator be agreed upon) for with be referred to the arbiters of three arbiters, 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 then existing statutory modifications or re-enactment thereof shall apply.

| No. | Name, Addresses and Description of Subscribers | Number of shares taken by each subscriber | Signature of subscriber |
|-----|--|---|---|
| 1 | ZHENG DINGWEI HOUSE NO.399,16TH FLOOR, YIWU DASHA, CHOUCHEG ROAD, YIWU, ZHEJIANG PROVINCE, ZIP CODE 311809. | 750 |  |
| 2 | LIU DEYIN HOUSE NO.399,16TH FLOOR, YIWU DASHA, CHOUCHEG ROAD, YIWU, ZHEJIANG PROVINCE, ZIP CODE 311809. | 250 |  |

Dated at Dar es Salaam this 25th day of September 2023

Witness: to the above signatures:

Name: MICHAEL PIUS MKENDA

Signature: 

Postal Address: P.O.BOX 78833 DAR ES SALAAM

Qualification: ADVOCATE

