

THE COMPANIES ACT, 2002

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

TANZANIA ZHENGXIN GROUP OF COMPANY LIMITED

Incorporated this day of 2024

Drawn by:

HE XIAOMING (SUBSCRIBER)

P.O.BOX 40814

PWANI.

THE COMPANY ACT,2002

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

TANZANIA ZHENGXIN GROUP OF COMPANY LIMITED

1. The name of the Company is **“ TANZANIA ZHENGXIN GROUP OF COMPANY LIMITED”**
- 2 The Registered office of the company will be situated in Tanzania
- 3 The objects for which the Company is established are:-
 - i. Manufacture of rubber tires and tubes
 - ii. Manufacture of brake pads
 - iii. Manufacture of motorcycle frames
 - iv. Manufacture of aluminum wheels and vehicles
 - v. Manufacture of Tricycles and motorcycle spare parts
4. The liability of members is Limited
5. The share capital of the company is **Tanzania shillings Two hundred million(200,000,000 /=)** , divided into **One hundred (100)** Ordinary shares of Tanzania shillings two million(**2,000,000/=**) each and the company shall have power 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 in accordance with the Articles of Association of the company.


WE ,thePERSON, whose names and addresses are subscribed, desire to be 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 opposite our respective names.

S/N	NAME, ADDRESS AND DESCRIPTION OF SUBSCRIBER	NUMBER OF SHARES TAKEN	SIGNATURE
1	HE XIAOMING P.O.BOX 40814 DAR ES SALAAM	55	何小明
2	LI XIANQIN P.O.BOX 40814 DAR ES SALAAM	45	李仙欽

Dated at Dar es Salaam this 2nd Day of January, 2024

WITNESS TO THE ABOVE SIGNATURE:

Name: KAJAJIZI A. KAJAJIZI

Sign: 

P.O.Box: 4018 DAR ES SALAAM

Qualification: **Advocate**



COMPANY ACT 2002
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
TANZANIA ZHENGXINGROUP OF COMPANY LIMITED
PRELIMINARY

1. The regulations contained in part 1 of Table 'A' of the first schedule to the Companies Act 2002 (hereinafter called Table 'A') shall apply save for regulation 22, save in so far as they are hereby varied or excluded. In these regulations:

" The Act" means of the Companies Act of 2002

When any provision of the Act is referred to the reference in that provision and 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 force at the date at which these regulations become binding on the company, shall have the meaning so defined.

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

PRIVATE COMPANY

2. The company is a Private Company and **ACCORDINGLY:**
- a) The right to transfer shares in 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 person who having been formerly in the employment of the company were in such employment and have continued after the determination of such employment to be members of the company) is limited to fifty; provided that where two or more persons hold one or more shares in the company jointly the shall for the purpose of this regulation be treated as a single member.

 - c) Any invitation of the public to subscribe for any shares or debentures of the company is prohibited

 - d) The company shall not have power to issue shares, warrants to bearer.

TRANSFER OF SHARES

3. The director may in their direction and without assigning any reason there for decline to register any transfer of share whether or not it is a fully paid share..Subject to clauses 2 and 2 hereof the right to members to transfer their shares shall be restricted as follows:-
- a) No share shall be transferred to any person who is not a member so long as there is a member or any person selected by the directors as one who it is desirable in buying the shares. All share transfers shall be approved by the board of Directors.
 - b) Every shareholder or trustee in bankruptcy, or any person who may desire to sell or transfer any such share and every person representative of a deceased shareholder shall give notice in writing to the directors that he desires to make such sale or transfer. Such notice shall constitute the board of directors of any member or members of the company at a price to be agreed upon between the party giving such notice and the board , or in case of difference to be determined by the auditor of the company.
 - c) Upon price of such shares being agreed on or determined as per clause (b) above , the board shall forthwith give notice to such of the shareholders other than the shareholder desiring to sell or transfer the said shares stating the number and the price of such shares inviting the person to whom notice is sent within 21 days from the date of such notice whether he/she is willing to purchase any, if so, what maximum number of such shares. At such shares amongst the shareholders (if more than one) who shall have expressed. Their desire to purchase the same and as far as may be pro-rata according to the number of shares already held by them respectively, or if there be only one such shareholder, the whole of shares shall be obliged to take more than the maximum of such shares stated in his answer to the said notice.
 - d) Upon such apportionment being made or such one shareholder notifying his intention to purchase, as the case may be, the person desiring to sell or transfer such shares shall be bound upon payment of the said price to transfer the shares to the respective shareholders or to the single shareholder who shall have agreed to purchase the same.

- d) 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 to the single shareholder who shall have agreed to purchase the same.

GENERAL MEETING

NOTICE OF GENERAL MEETINGS AND PROCEEDINGS AT GENERAL MEETING

4. Article 39 to 53 of Table 'A' shall apply subject to the following variations:-
- i. 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.
 - ii. Two members, present either personally or proxy shall form a quorum.
 - iii. 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-fourth of the issued shares of the company shall be valid and effectual as an ordinary resolution duly passed at a general meeting of the company.

DIRECTORS

5. 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 of 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 directors shall not be subjected to any maximum but shall be not less than two.

The following person shall be the first Directors to the company:-

1. HE XIAOMING
2. LI XIANQIN

S/N	NAME, ADDRESS AND DESCRIPTION OF SUBSCRIBER	NUMBER OF SHARES TAKEN	SIGNATURE
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Dated at Dar es Salaam this 2nd..... Day of January, 2024

WITNESS TO THE ABOVE SIGNATURE:

Name: KAJAIZI A. KAJAIZI

Sign: [Signature]

P.O.Box: 4018 DAR ES SALAAM

Qualification: **Advocate**

