

COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
MAXWEZA TANZANIA LIMITED

1. The name of the company is: MAXWEZA TANZANIA LIMITED
2. The registered office of the company will be situated in Tanzania
3. The objects for which the company is being established are: -
 - [a] Retail sale of pharmaceutical and medical goods, cosmetic and Toilet articles in specialized stores.
 - [b] Retail trade except motor vehicles and motorcycles.
 - [c] Whole sale and retail trade; repair of motor vehicles and motorcycles.
 - [d] Non -specialized whole sale trade.
 - [e] Electric power generation, transmission and distribution
 - [f] Electricity, gas, steam and air conditioning supply.
 - [g] Manufacture of pharmaceuticals, medicinal chemical and botanical products.
 - [h] Manufacture of basic pharmaceutical products and pharmaceutical preparation.
 - [i] Manufacture of other articles of paper and paperboard.
 - [j] Manufacture of wooden containers.
 - [k] Manufacture of wood and of products of wood and cork, except furniture, of articles of straw and planting material.
 - [l] Construction of Buildings.
 - [m] Civil engineering.
 - [n] Construction of other civil engineering projects.
 - [o] Other accommodation.
 - [p] Accommodation and food service activities.
 - [q] Other accommodation.
 - [r] Real estate activities with own or lease property.
 - [s] Real estate activities.
 - [t] Human Health and social activities.
 - [u] Other human health activities.
 - [v] Activities of extritorial organizations and bodies.
4. The liability of the members is limited.
5. The share capital of the company is Tshs. 500.000.000/= [Tanzania Shillings Five Hundred Million Only] divided into five Thousand [5000] Ordinary shares of Tshs 100.000/= [Tanzania Shillings One Hundred Thousands] each.



We, the several persons, whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of the Memorandum of Association and we respectively agree to take the number of shares in the capital of the company set opposite our respective names.

NAMES, ADDRESSES AND PTION OF SUBSCRIBER	DESCR	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE SUBSCRIBER	OF
1. LIFAN NIU NINGXIA#21FUJIAN PROVONCE CHINA		2250	牛立凡	
2. TAO SHEN FUZHOU CITY PLOT 16 XINHUA ROAD, FUJIAN PROVINCE CHINA		1250	沈涛	
3. MENGTING YAO FUJIAN PLOT #23 XINHUA ROAD, PROVINCE CHNA		1500	姚梦婷	

Witness to the above signatures: -

Name:

ERNEST PAUL MBEPERA

Signature:

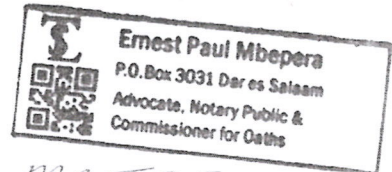
[Handwritten Signature]

Postal Address:

P. O. Box 3031 Dar es Salaam

Qualification:

ADVOCATE



THE COMPANIES ACT 2002

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF
“MAXWEZA TANZANIA LIMITED”

INTERPRETATION

1. In these articles:-

“The Act” means the Companies Act;

“The articles” 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 any person appointed to perform the duties of the secretary of the company;

“Secretary” shall mean any person appointed to perform the duties of Secretary of the Company;

Expressions referring 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 context 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 accordingly:

- [a] The rights to transfer shares are restricted in manner hereinafter prescribed.
- [b] The number of members of the Company (exclusive of the persons who are in the employment of the Company and persons who having been formerly in the employment of the company were





- [c] while 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 they shall for the purpose of this regulation be treated as a single.
- [d] Any invitation to the public to subscribe for any share of debenture of the Company is prohibited.

TRANSFER OF SHARES

- 3. The Directors may in their discretion and without assigning any reason therefore refuse to register the transfer of shares.
- 4. Subject to clause 2 and 3 hereof the right 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 or 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 may desire to sell or transfer any such shares and every personal representative of a deceased shareholder shall give notice in writing to the Directors that he desires to make such sale or transfer, upon such notice the bearer shall constitute the Board of Directors of the Company as his agent for the sale of such shares to any member 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 the price of such share being agreed on or determined as per clause (b) above, the Board shall forthwith give notice of such shares inviting the person to whom notice is sent to state within 21 days from the date of such shares their interest in purchasing the shares subject to the notice. At the expiration of such 21 Days' notice the Board shall apportion such shares amongst the shareholders (if more than one) who shall expressed their desire to purchase the same and as far as may be pro rate according to the number of shares already held by them representative, or if there be only one such shareholders, the whole of such shares shall be sold to him, provided that no shareholders 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 shareholder or to the single shareholders who shall have agreed to purchase the same.

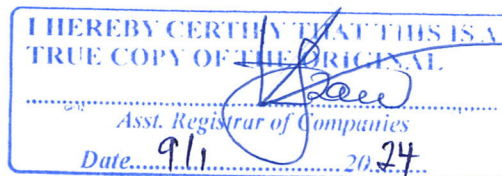
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[Signature]
 Asst. Registrar of Companies
 Date: 9/1/2024

VOTE OF MEMBERS

- 23. Every member shall have one vote.
- 24. A member in respect of whose estate a manager has been appointed under section 26 of the Mental Diseases Ordinance, may vote, whether on a show of hands or on a poll, by his said manager, and any such manager may, on a poll, vote by proxy.
- 25. No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the company have been paid.
- 26. On a poll votes may be given either personally or by proxy.
- 27. 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 seal or under the hand of an officer or attorney duly authorized. A proxy need not be a member of the company.
- 28. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notary 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 for holding the meeting of adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not 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.
- 29. An instrument appointing a proxy shall be in the following form or a form as near hereto as circumstances admit:-

From of Proxy
 ".....limited
 I/weof.....being a
 Member /members of the above - named company, hereby
 Appoint.....
 ofOF
 failing him.....of.....as
 my/our proxy to vote for me/us on my/ or behalf at theannual or
 extraordinary, as the case maybe, general meeting of the company to
 be held on.....the day of.....2023
 and at any adjournment thereof.
 Signed at.....thisday of
2023



DIRECTORS

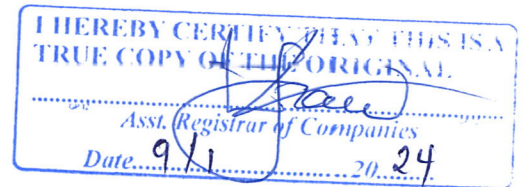
34. The Number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum of association or a majority of them and until such determination the signatories to the Memorandum of Association shall be the first directors. Unless otherwise determined by ordinary resolution, the number of directors shall not be subject to any maximum but shall be not less than two.
35. 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 travelling, 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 business of the company.
36. The following persons shall be first Directors to the Company:-
1. LIFAN NIU
 2. TAO SHEN
 3. MENGTING YAO

BORROWING POWERS

37. The director may exercise all the powers 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.

POWERS AND DUTIES OF DIRECTORS

38. 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.
39. 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 powers.



40. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as they case may be, in such manner as the directors shall from time to time by resolution determine.
41. 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 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.

DISQUALIFICATION OF DIRECTORS

42. The office of 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 of 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.

A director shall not vote in respect of any contract in which he is interested or any matter arising thereat, and if he does so vote shall not be counted.

43. The company may by ordinary resolution appoint a person who is willing to act as director to fill a vacancy or be an additional director.
44. 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 articles. Any director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re – election.
45. 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 in accordance with section 193 of the same Act.



{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

54. 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.
55. A provisions 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

56. 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.
57. The directors shall cause proper books of account to be kept with respect to:-
 - (a) all sums of money received and expended by the company and the matters in respect to which the receipt and expenditure takes place;
 - (b) all sales and purchase of goods by the company; and
 - (c) The assets and liabilities of the company.

Property books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and air view of the state of the company's affairs and to explain its transactions.

58. The books of account shall be kept at the registered officer of the company, or subject to section 151 (4) of the Act, at such other place or places as the directors think fit, and shall always be open to the inspection of the directors.
59. No number shall (as such) have right of inspecting any accounting records or other book or document of the company except as conferred by statue or authorized by the directories or by ordinary resolution of the company.
60. The directors shall from time to time in accordance with sections 153,155 and 150 of the Act, cause to be prepared and to be laid before the company in general meeting, such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.
61. 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 member

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[Signature]
Asst. Registrar of Companies

Date.....20.....

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.

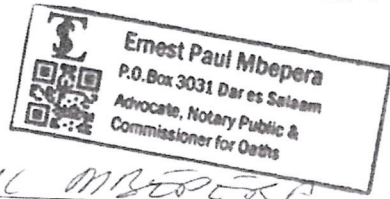
AUDIT

62. Auditors shall be appointed and their duties regulated in accordance with sections 170 to 179 of the Act.
63. Any notice to be given to 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. 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. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, 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. 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.

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBER	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE OF SUBSCRIBER
4. LIFAN NIU NINGXIA#21FUJIAN PROVONCE CHINA	2250	<i>[Signature: 牛立凡]</i>
5. TAO SHEN FUZHOU CITY PLOT 16 XINHUA ROAD, FUJIAN PROVINCE CHINA	1250	<i>[Signature: 沈涛]</i>
6. MENGTING YAO FUJIAN PLOT #23 XINHUA ROAD, PROVINCE CHNA	1500	<i>[Signature: 姚梦婷]</i>

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Asst. Registrar of Companies
Date.....20.....



Witness to the above signatures: -

Name:

Ernest Paul Mbepera

Signature:

Postal Address:

P.O. Box 3031 DSON

Qualification:

ADVOCATE