

THE COMPANIES ACT, 2002

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COMPANY LIMITED BY SHARES
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Memorandum

And

Articles of Association

Of

FEDERAL FOOTWEAR INC LIMITED

Incorporated thisday of2021

Drawn by:
ZHANG SHAODONG
JINJIANG CITY,
BAOLONG CITY PLAZA,
(SUBSCRIBER)
CHINA

THE COMPANIES ACT (ACT NO. 12 OF 2002)

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

FEDERAL FOOTWEAR INC LIMITED

1. The name of the Company is **FEDERAL FOOTWEAR INC LIMITED**;
2. The registered office of The Company will be situated in the Tanzania Mainland.
3. The objects for which the company is being established are:-
 - (i) To carry on the business of manufacturers and repairers of and wholesale and retail dealers in all types of footwear and accessories of footwear (such as heels, soles, buckles, straps, booties, laces) and hand gloves and other products of leather, rubber, textiles (of natural or manmade fiber), polyvinyl chloride compound or in combination of leather.
 - (ii) To carry on the business as manufacturers, processors, traders, importers exporters in male or feminine hygiene care products like sanitary napkins, baby diapers, under pads, wash products and other personal care products,
 - (iii) To carry on the business of, supplying hardware materials, spare parts, sand and other related materials.
 - (iv) To carry out and undertake the business of imports and supply of goods, equipment's, machinery, spare parts, domestic and industrial appliances, hardware and building materials, stationery and other supplies.
 - (v) To carry on business of hotel, restaurant, café, roadhouse, motel, holiday camp, caravan site and apartment-house keepers, Whole sales (Home accessories, Beverages) to fit up and furnish any property for the purpose of letting the same to visitors or guests whether in single rooms, suites, chalets, caravans movable structures, cottages etc. .
 - (vi) To import, buy, sell, and resell motor vehicles spare parts, machinery spare parts, motor vehicle tyres, industrial equipment and spare parts, mining machinery and spare parts.
 - (vii) To carry on business of whole sale, retail, sourcing, importing, supply, maintenance, installation, and serving telecommunication equipment, electronic equipment electrical equipment and appliances.

- (viii) To arrange in Tanzania and abroad for the marketing, advertising and sale of the products and by-products of the Company and purchase of raw materials, goods and articles as necessary for carrying on the business of the Company and, for that purpose, either to establish its own shops, agencies, or marketing organization or to appoint selling or buying agents or distributors of both (whether individuals, firms or bodies corporate) in any place in or outside Tanzania and to allot, specify, alter or modify their areas of operation or the terms and conditions of their appointment and to pay remuneration to such selling or buying agents or distributors or both by way of such commission or in such other manner as the Company may deem fit.
- (ix) To carry on the business of printing and publishing text books, stationeries, exercise books, calendars, diaries; suppliers of school equipments, laboratory equipment, book, desks, tables and generally school and office furniture's.
- (x) To carry on the business of fuel, deal in petrol, diesel, oil, kerosene, mineral oil, crude oil, lubrication oil, grease, and/or trade as fuel importers, dealers or distributors and engage in the servicing and repairing of vehicles of all types generally and other machineries; and to trade as dealers, wholesalers, retailers, distributors, agents, importers and exporters of hardware.
- (xi) To carry on the business of distribution across the country of cellular scratch cards, starter packs, handsets and any other business connected thereto.
- (xii) To conduct and deal with the business of cultural safaris and area photographing, tours operators, travel agency, internet coffee, secretarial services, real estates, real estate agents.
- (xiii) To enter into joint venture with local and foreign partners, investors and or dealers for the purpose of carrying out all the businesses herein above mentioned. To carry on and/or undertake the business of Marketing, Distribution and selling of food and food product, manufactured consumer goods and any other business directly related and or connected to the foregoing.
- (xiv) To establish and carry on the business of stationeries, type writing, secretarial services, photocopying, duplicating, lithographic stereotyping, printing, binding, supply and servicing of computers, computer wares (Hardware's and software's), servicing of office machines and any other work directly and or indirectly connected to the foregoing objectives.
- (xv) To engage in importation and sale of new and reconditioned house wares materials, freezers, televisions sets, music systems, computers, laundry machines and deal in dry clearing business, and importation of office and school and school equipments sports equipments, and laboratory equipments and any other related business.

- (xvi) To carry on the business of exporting, buying and selling of fish and fish products, fishing, fish boats and engines etc. To import, purchase and sell all kind of hospital equipments, drugs, medicines and to operate the business of Hospital, Clinic, Pharmacy, Laboratory Services and consultancy and any other business directly related to the foregoing.
- (xvii) To undertake the business of importing and selling of all kind of building materials and to carry on the business of construction of buildings, schools, laboratories, bridges, road, highways and to deal in all types of engineering works, civil mechanical electrical and chemical engineering works of whatever nature and enter into agreement with other parties for purposes carrying on the aforesaid objectives as contractors, subcontractors, engineers etc.
- (xviii) To carry on the business of fumigation, control site fumigation, domestic fumigation ship fumigation and other kinds of fumigation. To carry on the business of Advertisement, Advertisement agent, Human Resource Consultant, job links, recruitment agency Corporate Consultant, Management Consultant, Public relations Consultant and any other consultancy services.
- (xix) To carry on the business of importers, exporters and sells of all types of farm products in raw form, processed or semi processed form grain and seed, cotton, seeds, cotton seeds cakes and to carry on the business of ginning cotton, and hulling coffee and any other agriculture products.
- (xx) To buy, sell, manufacture and deal in all types of minerals, to carry on the business of mining, setting and refining any of type of minerals, jewelers etc.
- (xxi) To carry on the business of Transportation of cargo and passengers and to operate motor transport of all kinds including but not limited to tours, leasing and hiring and to import buy and sell used and or new motor vehicles, bicycles and engines of all types and its spare parts and accessories.
- (xxii) To carry on the business of importers distributors and sellers of kerosene, petrol, motor sprit, mineral oil, crude oil, petroleum, lubricants, grease and all other kinds of petroleum products.
- (xxiii) To carry on the business of flour millers, and mill for profit maize, millet, grain and other foodstuff, chicken feed, animal feed and other related activities.
- (xxiv) To carry on the business hotel, hoister, bar, restaurant, lodge, café motel, holiday camps and entertainment of every description and to manage tourist business, tourists agent and hotels internet café.
- (xxv) To purchase, take on lease, exchange, hire or otherwise acquire and hold any estate or interest in lands, building, easements, rights, licenses, secret processes, vehicles, real or personal property of any kind necessary or convenient for the purpose of or connection with the company business.

- (xxvi) To draw, make, make, accept, endorse, negotiable, discount, and execute promissory notes, bills of exchange and other negotiable or transferable instruments.
- (xxvii) To invest in and deal with the money of the company not immediately required for the purpose of its business on such manner and in such terms as may time to time be determined.
- (xxviii) To enter into contract agreements and arrangements with any other company, whether in Tanzania or elsewhere for carrying out by such other company on behalf of or jointly with the company any or all of the objects for which the company is formed.
- (xxix) To borrow or raise money in such manner as the company shall think fit, and in particular by the issue of debentures or debenture stock, perpetual or otherwise either charged upon all or any of the company's property both present and future including its uncalled capital or not so charged or otherwise howsoever.
- (xxx) To guarantee and/or to pledge the company assets for the payment of any debenture, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, monies or share or the performance of contract or engagement of any other company or firm or person and to give indemnities and guarantee of all kinds and enter into partnership or any venture arrangement with any person firm or company having objects similar to those of this company or any of them.
- (xxxi) To carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors be advantageously carried on by the company in connection with or as ancillary to any of the above business or the general business of the company.
- (xxxii) To operate motor, ship and aircraft transport of all kinds including the leasing or hiring of for any period of number of journeys of cars, Lorries, trucks, ships, boats or any other kind of motor vehicle.
- (xxxiii) To promote and carry on all types of tourist trade including trade in skin goods and Curios.
- (xxxiv) To develop resources and turn to account the developments, Buildings and rights for the time being of the company and in particularly by laying out and preparing land for building purposes, constructing altering, pulling down, decorating, maintaining, furnishing, fitting up and improving building lease or building agreements, and entering into contract, arrangements of all kinds with builders, tenants and others.

Dated at Dar es Salaam this 18th day of January, 2021

Witness to the above signatures:-

Name: Xaverina Dabere Mungu

Postal Address: P.O. Box 96737, Dar es Salaam

Signature: [Handwritten Signature]

Qualification: Advocate



- (xxxv) To enter into partnership or into any arrangement for sharing profits, union or interest, co operation, joint venture reciprocal concession or otherwise, with any person or Company carrying on or engaged in, or about to carry on or engage in, any business or transaction which this company is authorized to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit this company. And to lend money to, guarantee the contracts of, or otherwise assist, any such person or company, and to take or otherwise acquire shares and securities of any such company, and to sell, hold, reissue, with or without guarantee, or otherwise deal with the same.
- (xxxvi) To amalgamate with any other company having objects altogether or in part similar to these of the company
- (xxxvii) To distribute any of the property of the company among the members in specie any of them.
- (xxxviii) To do all or any of the above things in any part of the world and as principals, Trustees, agents, contractors, or otherwise and by or through trustee, agents, or otherwise and either alone or in conjunction with others.

4. The liability of the members is limited
5. The share capital of the company is shilling 10,000,000/= (Shillings Ten Thousand) divided into one thousand (1000) shares of Tshs. 10000/= (Shilling Ten Thousand) each.

We the 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, Address and Description of subscriber	Number of Shares Taken by Each subscriber	Signatures Of Subscribers
1. ZHANG SHAODONG CHINA, SHAANXI CITY, SOUTH SHAANXI RD, BEILIN DISTRICT BLOCK 27CN, APPARTMENT NO.05	200	张绍冬
2. JI YONGLING CHINA, JIANJIANG CITY, QIANSHAN 5 TH DISTRICT, NEIKENG TOWN, 56 FLOOR, HOUSE NO.24.	600	季永灵
3. CHEN FUQUN CHINA, LISHUI CITY, GREENTOWN, LIANDU DISTRICT, ROOM 2201, BUILDING 7	200	陈福群

THE COMPANIES ACT, 2002
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
FEDERAL FOOTWEAR INC LIMITED

1. In these articles: -

"the Act" means the Companies Act; 2002 (Act No. 12 of 2002)

"the articles" means the articles of Association of the Company as now framed or as from time to time altered by Special Resolution.

"the Auditors" means the duly appointed auditors of the Company from time to time altered by Special Resolution.

"the Board" The Board of Directors of the Company or the directors, being a quorum, present at a duly convened meeting of directors.

"The Company" means the above named 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 Directors" mean the directors of the company for time being;

"The Dividend" means any distribution (whether in cash or property, and whether made before or during a winding up) by the Company to any Member with respect to the Member's equity interest in the Company.

"The holder" In relation to Shares means the Member whose name is entered in the Register of Members as the holder of the Shares.

"Member" means an individual, firm body corporate or association admitted to membership of the company in accordance to these Articles;

"Month" means a Calendar Month;

"The Office" means the registered office of the company;

"Persons" Shall include Corporations, Companies, Partnerships, Cooperative Societies and other Legal/Statutory entities.

"Proxy" shall include an Attorney duly constituted under a Power of Attorney.

"The Register" The Register of Members of the Company.

"Rules" means any rules or regulations issued by the company pursuant to its Memorandum or Articles of Association;

"the seal" means any person appointed to perform the duties of the secretary of the company;

"The Secretary" means any person appointed to perform the duties of the Secretary of the company;

"Words denoting the Masculine gender" shall include the feminine gender

"Words denoting single" Shall include the plural.

"Writing" Shall include printing, lithography and any other mode of representing or reproducing words in a visible form including telegrams and radiograms.

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.

MEMBERS

2. The number of members with which the company proposes to be registered is THREE, but the directors may from time to time register an increase of members.
3. The subscribers to the memorandum of association and such other persons as the directors shall admit to membership shall be members of the company.

SHARES

4. Subject to the provisions, if any, in that behalf of the Memorandum of Association, and without prejudice to any special rights previously conferred on the holders of existing shares, any shares may be issued with such preferred, deferred or other special rights or such restrictions whether in regard to the dividend, voting, return of share capital or otherwise, as the Company may, from time to time, by special resolution determine, and any preference share may, with the sanction or a special resolution, be issued on the terms that it is or at the option of the Company, liable to be redeemed.

&

5. The Company's 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 person who having been formerly in 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 they shall for the purpose of this regulation be treated as a single member. Any invitation to the public subscribed for any shares or debentures of the Company is prohibited.
 - (c) The Company shall not have the power to issue shares warrants to bearer.

TRANSFER OF SHARES

6. The Directors may in their direction and without assigning any reason thereof refuse to register the transfer of any shares to any person who it shall in their opinion be undesirable for any reason whatever to admit to membership.
7. Subject to clause 2 and 3 here of the right to 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 Directors as one who is it desirable in the interest of the Company to admit to membership.
 - (b) Every shareholder or trustee in bankruptcy any person who May desire to sale or transfer any such shareholder shall Give notice in writing to the Directors that he desires to make such sales or transfer, such notice shall constitute the board of Directors of the Company as his agent for Company at price to be agreed upon between the party giving such notice and the board, or incase of difference to be determined by an auditor of the Company.
 - (c) Upon price of such shares being agreed on determined as per clause (b) above, the board shall forthwith give notice. To such of the shareholders another than the shareholders. Desiring to sale of transfer the said share, stating the Number and price of such shares inviting the person to whom notice is sent to stating 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 21 days notice the board shall apportion such shares amongst the share holder (if more than one) who shall have expressed their desire to purchase the same and as far may be promoted according to the number of shares already held by them respectively of it there be only one such shareholder, the whole of such shares be sold to him, provided that no shareholder be obliged to take more than the maximum number of such shares started in his answer to the notice. Up on such apportionment made or such on shareholder notifying his intention to purchase, as the case may be, the part 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 MEETINGS

8. 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 need not 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.

9. All general meetings other than annual general meetings shall be called extraordinary general meetings.
10. The directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings 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

11. 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 representation not less than ninety - five percent of the total voting rights at that meeting of all the members.
12. 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 that meeting.

PROCEEDINGS AT GENERAL MEETINGS

13. 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 the directors and auditors, the election in the place of those retiring and the appointment of, and the fixing of the remuneration of the auditors.
14. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to 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.
15. If within half an hour from the time appointed for the meeting quorum is not present, or if during the course of a 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.
16. 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 meeting, but if neither the chairman nor such other 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 number to be chairman of the meeting and, if there is only one director and willing to act, he shall be chairman.
17. If at any meeting no director is willing to act as chairman or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be a chairman of the meeting.
18. 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 had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days notice of the 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.
19. 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 the chairman; or
 - b. by at least (two) 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 favour of or against such resolution. The demand for a poll may, before the poll is taken, be withdrawn.

20. Except as provided in article 18, if a poll is duly demand 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 demand.
21. In the case of an equality of votes, whether on a shoe of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote.
22. 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.
23. 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

24. Every member shall have one vote.
25. 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.
26. No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the company have been paid.
27. On a poll votes may be given either personally or by proxy.
28. 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

sea) or under the hand of an officer or attorney duly authorized. A proxy need not be a member of the company.

29. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially 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.

30. 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,
or or failing him of, as my/our proxy to
vote for me/us on my/or behalf at the {annual or extraordinary, as the case maybe}
general meeting of the company to be held on theday of
.....200....., and at any adjournment thereof.

Signed this Day of200

31. 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:-

*..... Limited.
I/Weof Being a member/members of the above
named company, hereby appoint of of or failing
Him 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 theday of.....200....., and at any
adjournment thereof.

Signed thisday of.....200

This form is to be used* in favour of/against the resolution. Unless otherwise instructed, the proxy will vote as he thinks fit.

Strike out whichever is not desire

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

33. 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

34. 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

35. 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.
36. 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 business of the company.
37. The following persons shall be first Directors to the Company: -

1. ZHANG SHAODONG
2. JI YONGLING
3. CHEN FUGUN

BORROWING POWERS

38. 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

39. 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.

40. 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.
41. 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,
42. 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

43. 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.

44. 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.
45. 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 anytime 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.

46. 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.
47. The company may by 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.
48. 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.
49. 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.
50. The continuing directors may act notwithstanding any vacancy but, if and so long as their number is reduced below the number fixed by 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.
51. 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 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.
52. 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.
53. All act done by a meeting of the directors or of a committee of directors or by a 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 duly appointed and was qualified and had continued to be a director and was entitled to vote.

54. A resolution in writing signed by all the directors entitled to receive notice of a meeting of the 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

55. The first Secretary shall be and or any other person who 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.
56. 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

57. 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.

58. 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.

59. 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.
60. 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.
61. 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.

62. 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 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

63. Auditors shall be appointed and their duties regulated in accordance with sections 170 to 179 of the Act.

64. 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.

Name, Address and Description of subscriber	Number of Shares Taken by Each subscriber	Signatures of Subscribers
1. ZHANG SHAODONG CHINA, SHAANXI CITY, SOUTH SHAANXI RD, BEILIN DISTRICT BLOCK 27CN, APPARTMENT NO.05	200	张绍冬
2. JI YONGLING CHINA, JIANJIANG CITY, QIANSHAN 5 TH DISTRICT, NEIKENG TOWN, 56 FLOOR, HOUSE NO.24.	600	季永灵
3. CHEN FUQUN CHINA, LISHUI CITY, GREENTOWN, LIANDU DISTRICT, ROOM 2201, BUILDING 7	200	陈福群

Dated at Dar es Salaam this12th.....day ofJanuary.....2021.

Witness to the above signature:-

Name: X. AELINA DABIBI LU
Postal Address: P.O. Box 96232
Signature: [Handwritten Signature]
Qualification: Advocate

