

公司章程

THE COMPANIES ACT 2002

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COMPANY LIMITED BY SHARES

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Memorandum

AND

Articles of Association

HOOTA CO. LIMITED

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Incorporated this \_\_\_\_ day of \_\_\_\_\_, 2024

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**DRAWN BY:**

LINGLING LIN (SUBSCRIBER)

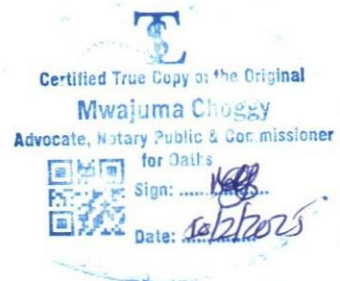
P.O BOX 34359

CHINA, PEOPLE'S REPUBLIC OF, FUJIAN PROVINCE, FUJIAN DISTRICT

  
Certified True Copy of the Original  
**Mwajuma Choggy**  
Advocate, Notary Public & Commissioner  
for Oaths  
Sign:   
Date: 

**THE COMPANIES ACT 2002**  
**COMPANY LIMITED BY SHARES**  
**MEMORANDUM OF ASSOCIATION**  
**OF**  
**HOOTA CO. LIMITED.**

1. The name of the Company is **HOOTA CO. LIMITED.**
2. The Registered office of the Company will be situated in the United Republic of Tanzania.
3. The objectives for which the company established are:
  - a) Retail sale of beverages in specialized stores
  - b) Retail sale in non-specialized stores with food, beverages or tobacco predominating
  - c) Retail sale of food in specialized stores,
  - d) Retail sale of clothing, footwear and leather articles in specialized stores,
  - e) Retail sale via mail order houses or via Internet,
  - f) Other retail sale not in stores, stalls or markets,
  - g) Retail sale via stalls and markets of food, beverages and tobacco products,
  - h) Retail sale via stalls and markets of textiles, clothing and footwear
  - i) Retail sale via stalls and markets of other goods,
  - j) Other retail sale of new goods in specialized stores,
  - k) Wholesale of food, beverages and tobacco,
  - l) Wholesale of other household goods,
  - m) Wholesale of metals and metal ores,
  - n) Non-specialized wholesale trade,
  - o) Manufacture of wines,
  - p) Manufacture of malt liquors and malt,
  - q) Manufacture of soft drinks; production of mineral waters and other bottled waters,



- r) Distilling, rectifying and blending of spirits,
- s) Manufacture of plastics products,
- t) Manufacture of other rubber products,
- u) Manufacture of basic iron and steel,
- v) Manufacture of basic precious and other non-ferrous metals,
- w) Other retail sale in non-specialized stores, to purchase, take on lease or in exchange, hire or otherwise acquire, any moveable or immoveable property or any interest therein and any rights or privileges which the Company may deem necessary or convenient for the purpose of its businesses or which may enhance the value of any property of the Company and in particular, land, buildings, easements, vehicles and stock in trade.
- x) To pay for any assets acquired by the Company by shares, debentures, bonds, cash or otherwise.
- y) To enter into any partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession otherwise with any person or company carrying on, or about to carry on, or engage in any trade, business or transaction which this Company is authorized to carry on or engage in, or any trade, 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 share and securities of any such company and to sell, hold, re-issue, with or without guarantee, or otherwise deal with the same.
- z) To enter into any arrangements with any governments, or authorities, supreme, municipal, local or otherwise or any person or company that may seem conducive to the objects of the Company or any of them and to obtain from any such government, authority, person, or company any rights, privileges, contracts, licenses and concessions which the Company

may deem desirable to obtain, and to carry out, exercise and comply therewith.

aa) To adopt such means of making known the business, services, products and activities of the Company as may seem expedient.

bb) To borrow or raise or secure the payment of money in such manner as the company shall think fit and in particular by the issue of debenture stock, perpetual or otherwise and/or by mortgage, charge pledge or otherwise

**AND** it is hereby declared that the word "**Company**" in this clause, except where used in reference to this Company, shall be deemed to include any partnership a joint venture with local or foreign investors, or other body of persons, whether incorporated or not incorporated, and whether domiciled in Tanzania or elsewhere, and that the intention is that each of the objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be an independent main object and be in no wise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

4. The liability of the Members is limited by shares subscribed thereto by each subscriber.
  
5. The share capital of the Company is **Tanzania Shillings Three Hundred Million (TZS. 300,000,000/=)** divided into **One thousand (1000/=)** Ordinary shares of **Three Hundred Thousand (TZS 300,000/=)** each. Subject and without prejudice to the rights attached to any class or the Company, whether part of the original or any increased capital of the Company, may be issued with any special qualified, preferred or differed rights and privileges or conditions as to capital, dividends, rights or voting or other matters, but so that any such rights, privileges or conditions shall not be altered or modified except in accordance with the Articles of Association of the Company for the time being in force.


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

No.	NAME, ADDRESS AND DESCRIPTION OF SUBSCRIBERS	NUMBER OF SHARES TAKEN EACH BY SUBSCRIBER	SIGNATURE
01	LINGLING LIN P.O BOX 34359 CHINA, PEOPLE'S REPUBLIC OF, FUJIAN PROVINCE, FUJIAN DISTRICT	300	林玲玲
02	SHUHUA YANG P.O BOX 34359 CHINA, PEOPLE'S REPUBLIC OF, FUJIAN PROVINCE, FUJIAN DISTRICT	700	杨淑花

Dated at DAR ES SALAAM this 13<sup>th</sup> day of August, 2024.

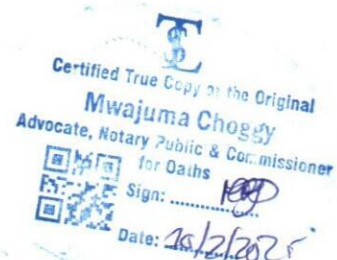
**WITNESS to the above signatures:**

Name: PETER LAMECK GREYSON

Signature: .....  .....

Address: P.O. BOX 71456, DAR ES SALAAM

Qualifications: ADVOCATE



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

**HOOTA CO. LIMITED**

**PRELIMINARY**

1. In these Articles: -

"The ACT" means the Companies ACT 2002

"The Seal" means the Common Seal of the Company

"Secretary" means any person appointed to perform the duties of the Secretary of the Company.

Expressions referring to writing shall unless the contrary intention appears, be construed as including references to printing, lithography 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 upon the Company.

2. The Regulations contained in Table A of the First Schedule to the Companies Act 2002 shall not apply to the Company.

3. The Company is a private Company and accordingly: -

(a) The right to transfer shares is restricted in manner hereinafter prescribed.

(b) The number of members of the Company (exclusive of persons who are in the employment of the Company and of persons who having been formerly in the employment of the Company were 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 Article be treated as a single member.

#### SHARES

4. The share capital of the Company is **Tanzania Shillings Three Hundred Million (TZS. 300,000,000/=)** divided into **One thousand (1000/=)** Ordinary shares of **Three Hundred Thousand (TZS 300,000/=)** each.
5. 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 restriction, whether in regard to 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 of a special resolution, be issued on the terms that it, or at the option of the Company is liable, to be redeemed.
  - (1) if at any time the share capital is divided into different Classes of shares, the rights attached to any class (unless otherwise) provided by the terms of issue of the class) may be varied with the sanction of an extraordinary resolution passed at a separate general meeting of the holders of the shares of that class.
  - (2) In every such separate general meeting the provisions of these Regulations relating to general meetings should *mutatis mutandis* apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy-third of the issued shares of the

65. 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 or of any class of members 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

66. a) The first directors shall be not less than two in number and shall be appointed by the subscribers to the Memorandum of Association, who shall nominate one as Chairman of the Board. Such nominee shall remain Chairman until the first General Meeting when the other shall become Chairman, and at every subsequent General Meeting the Chairman shall rotate provided always there are only two directors. If there are more the directors may appoint any one of them to be the Chairman of the Company and likewise remove him such office. Unless and until otherwise determined by the Company by ordinary Resolution the number of directors (excluding alternate directors) shall not be less than two.

b) Unless and until the Company in general meeting shall otherwise determine the first Directors of the Company shall be: -

1. MS. LINGLING LIN
2. MS. SHUHUA YANG

67. The Company may by ordinary resolution remove any director and appoint another person in his stead. Any vacancy occurring in the Board of Directors may be filled up by the Company by an ordinary resolution.



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

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Dated at DAR ES SALAAM this 13<sup>th</sup> day of August, 2024.

**WITNESS to the above signatures:**

Name: **PETER LAMECK GREYSON**

Signature: .....  .....

Address: **P.O. BOX 71456, DAR ES SALAAM**

Qualifications: **ADVOCATE**

