

# THE COMPANIES ACT, 2002

## COMPANY LIMITED BY SHARES

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MEMORANDUM

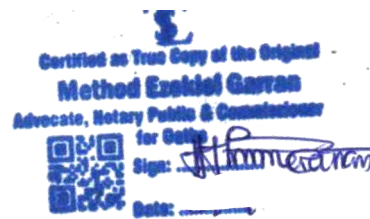
AND

ARTICLES OF ASSOCIATION

OF

**GREAT DRAGON CO. LIMITED**

Incorporated this ..... day of.....2022



Drawn By:  
Jianlong Fu (Subscriber)  
P.o.Box 575,  
Mafinga.

**THE COMPANIES ACT, 2002**  
**COMPANY LIMITED BY SHARES**  
**MEMORANDUM OF ASSOCIATION**  
**OF**  
**GREAT DRAGON CO. LIMITED.**

1. The name of the Company is **“GREAT DRAGON CO. LIMITED”**.
2. The Registered office of the Company will be situated in Tanzania.
3. The objects for which the Company is established are (and it is expressly declared that the several sub-clauses of this clause and all the powers thereof are to be cumulative and in no case is the generality of anyone sub-clause nor is any general expression in any sub-clause to be narrowed or restricted by any particularity of expression in the same sub-clause or by application of any rule of construction ejusdem generic or otherwise);
  - (a) To search for Major and minor minerals and precious stones and to acquire , by purchase of grant, mining and other rights, and to win, open and work such mines quarries of major and minor minerals and precious stones in, above and under the said lands, or any of them or in, above and under any other lands over which mining rights may be acquired by the Company, and to raise, sell and dispose of major and minor minerals and precious stones to be procured there from, and to treat and make marketable, and covert such ores into metal, if found expedient to do so, of otherwise to deal with the produce if the mines, quarries and operations of the company.
  - (b) To acquire by purchase or otherwise any ores or minerals produce for the purpose of working and rendering the same marketable, and selling and disposing of the same, and to carry on any business which may seem convenient in connection with the development of the Company’s mines, and property or which may seem calculated enhance the value thereof.
  - (c)To acquire mining rights by obtaining licenses/leases from Government and to raise on behalf of Government major and minor minerals or such other “specified” minerals which have been reserved or likely to be reserved for exploitation in Public Sector, sell and dispose of the same, to

treat and render marketable such of the aforesaid and any other minerals as are capable of commercial exploitation, beneficiation , ect.

- (d) To carry on trading in minerals by acting as intermediaries between the Government and the mine-owner any by securing bulk contracts for sale or export of minerals or for purposes which may seem conducive to the attainment of any of the aforesaid objects of the Company.
- (e) To explore, survey, prospect, search for, develop, turn to account, work, refine and deal in minerals, ores, stones, gas, fuels and fuel substances, oil, petroleum and other natural resources of all kinds, to drill for, extract, gain, pump, analyse, refine, treat, store, transport, buy, sell, and otherwise deal in the same or any of them and any products or substances produced or derived therefrom.
- (f) To carry on the business of purchasing, selling, distributing, trading, acting as an agent, franchising, collaborating exporting, importing, merchandising, manufacturing, designing, packaging and dealing with all kinds of beauty products, fitness, personal health care, skincare, haircare, diet-related, home remedies, homoeopathy, ayurvedic, herbal and other alternative medications or treatments, wellness products and equipment and any other women-centric products on the Company's online portals or websites as well as through e-commerce, m-commerce, internet, intranet, stores, stalls or kiosks set up across the country or abroad or in any other manner.
- (g) To carry on the business of designing, manufacturing, producing, assembling, altering repairing, buying, selling, packing, transporting, distributing, import, export of all types of ornaments, jewels, gemstones and minerals, and also to carry on the business to prepare, cut, polish, set, design, display, exchange, examine, finish, and establishing support services but not limited to Research and Development, transports, maintenance of information systems & consultants for the aforementioned services & businesses.
- (h) To undertake and carry on the business of equipment leasing immovable properties of all kinds and description and right title and interest therein and leasing of all kinds of goods and articles (Including Plants, machinery, vehicles, vessels, apparatuses, computers, etc.) whether required for commercial, industrial or business use of for any purposes whatsoever.
- (i) To carry on the business as an importer, exporter, a seller of and dealer in all types of mobile phones, accessories and other connected devices.

- (j) To carry on the business as an importer, exporter, buyer, lesser, and sellers of and dealers in all types of electronic components and equipment.
- (k) To carry on business as importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, stockists, agents, sub-agents, merchants, distributors of human hairs, all kinds of wigs, hairdressers and hair dyers.
- (l) To act as agent of public/ private sector enterprises, financial institutions, banks, central government, state governments, etc. engaged in planning and development of the Construction Sector.
- (m) To carry on any other business of any nature whatsoever which may seem to the directors of the Company to be capable of being conveniently carried on in connection or conjunction with any business of the Company hereinbefore or hereinafter authorised or to be expedient with a view to rendering profitable or more profitable any of the Company's assets or utilizing its know-how or expertise.
- (n) To acquire and undertake the whole or any part of the business, property and liabilities of any person, firm or company carrying on any business which the company is authorized carrying on and or possess property suitable for the purpose of this company.
- (o) To invest and deal with the money of the company not immediately required upon each security and in such manner, as may from time to time be determined.
- (p) To adopt means of making known the products of the company as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of works, art or interest, by the publication of books and periodicals, and by grating prizes, rewards and donations.
- (q) To enter into any arrangements for sharing profits, a union of interests, co-operation, joint venture, reciprocal, concession, or otherwise with any person, firm 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, firm or company, and to take or otherwise acquire shares and securities of any such company, and to sell, hold, reissues with or without guarantee, or otherwise deal with the same.

- (r) To receive money or deposit or loan and 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) and to secure the repayment of money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of the company (both present and future) including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the company or any other person or company of any obligation undertaken by the company or any other person or company as the case may be.
- (s) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchanges, bill of lading, warrant, debentures and other negotiable or transferable instruments.
- (t) To establish and support or aid in the establishment and support of association, institutions, funds, trusts, and clubs calculated to benefit the employees or ex-employees of the company, or any of its predecessors in business, or of any company which is a subsidiary company of the company or is allied thereto or associated therewith, or dependents or connections of such persons and to grant or provide pensions and allowances to make or enter into arrangements for the provisions of policies of life insurance, pension or other benefits to or for any directors or employees of the company or any such predecessor or such company as aforesaid, or the relations, connections or dependents of any such person, to pay or contribute towards the payment of premiums in respect of any such policies, pensions or benefits, to establish or support funds, trusts and scheme (including funds, trusts, and scheme providing for payment towards insurance) which may be considered calculated to promote such persons or benefits.
- (u) To sell or otherwise dispose of the whole or any part of the business or property of the company, either together or in portions for such consideration as the company thinks fit, and in particular for shares, debentures, or securities, of any company purchasing the same.
- (v) To purchase or otherwise acquire letters, patents, concessions, licenses, rights and privileges subject to royalty or otherwise, and whether exclusive or on – exclusive or limited, or any part interest in such letters, patents, concessions, licenses, rights and privileges, whether in East Africa or in any other part of the world.
- (w) To take all necessary and proper steps with the authorities, national, local, municipal, or otherwise of any place in which the company may have interests and carry on any negotiations or operations for the purpose of

directly or indirectly carrying out the objects of the company or effecting any modification into on constitution of the company or furthering the interests of its members, and to oppose any steps taken by any other company or persons which may be considered likely, directly or indirectly, to prejudice the interest of the company or its members.

- (x) To procure the registration of the company in or under the laws of any place outside Tanzania.
- (y) To purchase, sell, subscribe, form, underwrite, or otherwise acquire and hold shares, stocks or other interest in an obligation of any other company or corporation.
- (z) To distribute among the members of the company in kind any property of the company, and in particular any shares or securities or other companies belonging to this company.
- (aa) To act as agents or brokers and as trustees for any person or company and to undertake and perform subcontracts and to do all or any of the above business in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or jointly with others and either by or through agents, subcontractors, trustees or otherwise.
- (bb) To do all such things as are incidental or conclusive to the attainment of the above objects or any of them.
- (cc) To borrow or raise money whether or not for the purposes of the Company (including by way of hire purchase, conditional sale, credit sale or any other such methods of financing) from banking and financial institutions or other money lending institutions or by other lawful means including by the issue of debentures, debenture stock (perpetual or terminable) or bonds and to secure or discharge any debt, liability or obligation of or binding on the Company whether by way of guarantee or indemnity or otherwise (including, without limitation, pursuant to the borrowing or raising of money) by the giving of mortgages, charges or other security founded or based upon all or any of the property and rights of the Company, including its uncalled capital or without any such security and upon such terms as to priority or otherwise as the Company shall think fit.
- (dd) To guarantee or otherwise support or secure, either with or without the Company receiving any consideration or advantage and whether by personal covenant or by mortgaging or charging all or part of the

undertaking, property, assets, rights and revenues present and future and uncalled capital of the company or by both such methods or by such other means whatsoever, the liabilities and obligations of and the payment of any moneys whatsoever (including but not limited to principal, interest and other liabilities of any borrowings or acceptance of credits and capital, premiums, dividends, costs and expenses or any stocks, shares or securities) by any person, firm or company including but not limited to any company which is for the time being a holding company or a subsidiary (both as defined in the Companies Act (Chapter 212)) of the Company or of the Company's holding company and that the giving and creation of any such guarantee support or security is hereby constituted one of the main objects of the Company.

AND It is hereby declared that the word "Company" this clause, except where used reference to this company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Tanzania elsewhere and that the intension is that each of the objections specified in each paragraph, of this clause shall except where otherwise expressed in such paragraph, be an independent main object and be in one wise limited or restricted by reference to or inference from the terms of any other paragraph or the same company

4. The liability of the members is limited.

5. The share capital of the company is Tanzania shillings One Billion only (1,000,000,000/=), divided into Ten Thousand (1,000) Ordinary shares of Tanzania shillings One Hundred Thousand (100,000/=) each and the company shall have the 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 or in accordance with the Articles of Association of the company.

**WE, the PERSONS**, 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/NO	NAME, ADDRESS AND DESCRIPTION OF SUBSCRIBER	NUMBER OF SHARES TAKEN	SIGNATURE
1.	JIANLONG FU, P.O.BOX 575, MAFINGA.	5700	骆靖宇
2.	HAOXU FU, JIANGXI, CHINA.	3700	冯子强
3.	EMMANUEL STANLEY IKOWELO, P.O.BOX 111, MBEYA.	600	郭烈秀

Dated at Dar es Salaam on this.....**05<sup>th</sup>**.....day Of.....**April**.....**2022**.

**Witness** to the above signatures:

Name: TUMAINIEL PAUL SAMSON.

Signature:

Postal Address: 80158 DAR ES SALAAM

Qualification: ADVOCATE



**COMPANIES ACT 2002  
COMPANY LIMITED BY SHARES  
ARTICLES OF ASSOCIATION  
OF  
GREAT DRAGON CO. LIMITED**

**PRELIMINARY**

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

2. 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 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 in force at the date at which 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 shall include bodies, corporate, partnership, firms, co-operative societies, etc.

**PRIVATE COMPANY**

3. The company is a Private company and accordingly:

(a) The right to transfer shares is restricted in a 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 have 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 they 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 the power to issue shares, warrants to the bearer.

### **TRANSFER OF SHARES**

4. The directors may in their discretion and without assigning any reason, therefore, decline to register any transfer of any share whether or not it is a fully paid share.

5. Subject to clauses 2 and 3 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 personal 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 shareholders 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 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 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 such shares shall be obliged to take more than the maximum 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 to the single shareholder who shall have agreed to purchase the same.

## **FORFEITURE OF SHARES**

6. If any member fails to pay the whole or any part of any call or any money due in respect of any shares before the due date for the payments, the Directors may at any time thereafter during such time as the call or instalment or any part thereof or other money remain unpaid or a judgment or decree in respect thereof remains unsatisfied in whole or in part serve a notice on such member or the person (if any) entitled to the share requiring him to pay such call or instalment or such part thereof or other money as remain unpaid that may have accrued and all expenses (legal or otherwise) that may have been incurred by the Company by reason of such non-payment.
7. The notice shall name a day (not being less than 14 days from the date of the notice) on or before which such call instalment or such part or other money as aforesaid to be paid and if payable to any person other than the Company the person to whom such payment is to be made. The notice shall also state that in the event of non-payment at or before the time and (if payable to any person other than the Company) to the person appointed the shares in respect of which the call was made or instalment is payable will be liable to be forfeited.
8. Any share so forfeited shall be deemed to be the property of the Company and may be sold, re-allotted or otherwise disposed of either to the original holder thereof or to any other person, upon such terms and in such manner as the Directors shall think fit.

## **GENERAL MEETINGS**

### **NOTICE OF GENERAL MEETINGS AND PROCEEDINGS AT GENERAL MEETINGS.**

9. Articles 39 to 53 of 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 convened on shorter notice than seven days or without notice.
  - (b) Two members, present either personally or by 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 the 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.

## **DIRECTORS**

10. Until otherwise determined by the company in a general meeting the directors shall not be less than two and not more than ten in number.
11. The shareholding qualifications for directors may be fixed by the company in a general meeting and unless and until it is so fixed the qualification prescribed by the Act shall prevail.
12. The quorum of Directors for transacting business shall unless otherwise fixed by the directors be two.
13. A resolution in writing signed by all the Directors then in Tanzania shall be valid and effectual as if it had been passed at the meeting of directors duly called and constituted.
14. The directors may from time to time borrow or raise money for the purpose of the company which may exceed the issued share capital of the company.

## **BORROWING POWERS**

15. The Directors may raise or borrow for the purpose of the company's business any sums of money as they think fit and they may secure the repayment of or raise any such sum or sums as aforesaid by mortgage or charge upon the whole or any part of the property and assets of the company, present and future, including its uncalled or un-issued capital 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 for the company, or not charged, or in such other way as the directors may think expedient.
16. The Directors may exercise all powers of the Company to borrow, lend and guarantee the repayment of money and to mortgage or to charge or otherwise secure its undertaking, assets, property and uncalled capital 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 of any third party.

## **ALTERNATE DIRECTORS**

17. Each director may nominate a person, who shall be approved of in writing by the other directors, to act as alternate in his place during his absence from Tanzania or inability to act as such director. Such Alternate Director shall be subject in all other respects to the terms and conditions existing with reference to the directors of the company, and such Alternate Directors when acting shall exercise and discharge all the duties and functions of the Director

whom he represents and in the case of an Alternate Director being unable to act during the absence or inability to act as the Director whom he represents he may be subject to the like approval of the other Directors appoint a duly qualified person to act in his place.

#### **SECRETARY**

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

#### **WINDING UP**

19. With the sanction of the 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 specie or may be vested in Trustee 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 whereupon there is in any liability.

#### **INDEMNITY**

20. Every Director, Managing Director, agent, auditor, secretary and any other officer of the company shall be entitled to be indemnified by the company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto and none shall be liable for the acts, receipts, neglects or defaults of others or for joining in receipts for the sake of conformity or for any other loss, misfortune or damage which may happen in the execution of their respective offices or trusts or in relation thereto unless the same shall happen by or through their own willful neglect or default in connection with any application in which relief is granted to him by the Court.

#### **ALTERATION OR ADDITIONS**

21. Subject to the provision of the Act and to those contained in the Memorandum of Association, the company may by special Resolution make alterations or additions to articles of Association and any such alterations or additions so made shall be as valid and effectual as if originally contained in these articles and be subject in like manner to alteration by special Resolution.

#### **ARBITRATION**

22. If and whenever any dispute or difference shall arise between the company and any of the members or their respective representatives touching upon the construction or meaning of any of the articles herein contained or any act matter or thing made or done or omitted to be done or with regard to the rights or liabilities arising hereunder or arising out of the

relations existing between the parties by reason of these Articles or the Act, such differences shall (unless a sole arbitrator be agreed upon) forthwith be referred to the arbitration of three(3) arbitrators, 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 thirty (30) days the procedure laid down in the Arbitration Act (cap. 15) or any other than the existing statutory modifications or re-enactment thereof shall apply.

S/NO	NAME, ADDRESS AND DESCRIPTION OF SUBSCRIBER	NUMBER OF SHARES TAKEN	SIGNATURE
1.	JIANLONG FU, P.O.BOX 575, MAFINGA.	5700	骆靖宇
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Dated at Dar es Salaam on this.....05<sup>th</sup>.....day Of.....April.....2022.

**Witness** to the above signatures:

Name: TUMAINIEL PAUL SAMSON.

Signature:

Postal Address: 80158 DAR ES SALAAM

Qualification: ADVOCATE

