

“网通”

重庆市开办企业

MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
CHONGQING WANHU TANZANIA COMPANY LIMITED

重庆市开办企业



重庆市

Chapter I

General Provisions

Article 1 The articles of association of the Company are formulated in accordance with the Company Law of the United Republic of Tanzania (hereinafter referred to as the "Company Law") and other relevant laws and administrative regulations.

Article 2 In case of any conflict between the provisions of these Articles and laws, administrative regulations and rules, the provisions of laws, administrative regulations and rules shall prevail.

Article 3 The company is established with contributions from shareholders. Shareholders bear responsibility to the company up to the amount of their subscribed capital contributions, and the company bears responsibility for its debts with all its assets. The company enjoys legal property rights formed by shareholder investments, legally enjoys civil rights, bears civil liabilities, and has the status of an enterprise legal person.



Chapter II

Name, domicile, scope of business, duration of business and mode of generation of legal representative of the company

Article 4 Company name: CHONGQING WANHU TANZANIA COMPANY LIMITED . (hereinafter referred to as the Company) Article

5 Company's domicile: No.155, Yungang Avenue Luohuang Town, Jiangjin District, Chongqing.

Article 6 Business Scope: General Projects:

1. Manufacturing of new building materials (excluding hazardous chemicals);
2. Sales and manufacturing of concrete structural components;
3. Sales and manufacturing of construction machinery;
4. Sales of mechanical equipment; Research and development of mechanical equipment;
5. Manufacturing of specialized equipment (excluding licensed professional equipment manufacturing);
6. Manufacturing of metal structures; Sales of metal structures;
7. Manufacturing and sales of building blocks



8. Manufacturing and sales of mechanical electronic products, fiberglass, automotive parts, motorcycle and parts, motorcycle engines and parts, agricultural machinery, and Truck and parts wholesale and retail:

9. hardware, steel, timber, building materials (excluding hazardous chemicals), rubber products; retail: lubricants;

10. painting, spraying services;

11. leasing of own properties;

12. property management;

13. export business of self-produced products and related technologies;

14. import business of raw materials, machinery, equipment, instruments, spare parts, and related technologies required for production and research (excluding goods that the state restricts or prohibits from being imported);

15. processing trade and "three-in-one-compensation" business. (Except for projects that require approval according to law, operate independently based on the business license) (The



scope of operations shall be determined by the registration authority;

16. for items requiring approval before registration, obtain approval first and submit the approval documents when registering; companies should register their business scope in accordance with the classification standards published by the registration authority).

Article 7 The company's business term is long-term.

Article 8 The legal representative of the company shall be a director who executes the business affairs of company

Article 9 If a director or manager who acts as the legal representative resigns, he shall be deemed to have resigned as the legal representative at the same time. If the legal representative resigns, the company shall determine a new legal representative within 30 days from the date of his resignation.



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Chapter III

Registered capital of the company and names (names) of
shareholders,

Amount of capital contribution, date of capital contribution and
method of capital contribution

Article 10 The registered capital of the company is
\$700,000.

Article 11 The names (names) of shareholders, the
amount of capital contribution subscribed, the method
of capital contribution and the date of capital
contribution subscribed are as follows:



NAME OF SHARE HOLDER	PAID IN CAPITAL (USD)	FORMS OF INVESTMENT	DATE OF SUBSCRIPTION
Chongqing Wanhu Electromechanical Co.Ltd	700000	money	2007-09-28



Article 12: After the company is established, it shall issue a certificate of contribution to its shareholders. The certificate of contribution should include the name of the company, the date of establishment, the registered capital, the names or titles of the shareholders, the subscribed and paid-in amounts, the method and date of contribution, as well as the number and issuance date of the certificate. The certificate of contribution must be signed by the legal representative and stamped by the company.

Article 13 The company shall keep a register of shareholders, which shall contain the following particulars: the name or title and domicile of the shareholder, the amount of capital contribution subscribed and paid up by the shareholder, the method and date of contribution, the number of the certificate of contribution, and the date of acquisition or loss of the status of a shareholder. The shareholder may claim to exercise his rights as a shareholder in accordance with the register of shareholders.

Article 14 After the establishment of a company, the board of directors shall check the capital contribution of shareholders. If it finds that a shareholder fails to pay the capital contribution in full and on time as stipulated in the articles of association, it shall request the

company to issue a written notice to the shareholder to collect the capital contribution.

If a shareholder fails to pay the capital contribution within the time limit stipulated in this Charter, there is a grace period of sixty days. When the company issues a written notice for payment, it should specify the capital contribution grace period. Upon expiration of the grace period and if the shareholder still fails to fulfill their capital contribution obligation, the company, after a resolution by the board of directors, shall issue a notice of forfeiture to that shareholder. From the date of issuance of the notice of forfeiture, the shareholder loses the equity interest in the company for which the capital contribution has not been paid.

Where a shareholder who has lost his or her right under paragraph 2 of this Article objects to the loss of his or her right, he or she shall file a lawsuit with the court within 30 days from the date of receiving the notice of loss of his or her right.



Chapter IV
Rights and Obligations of Shareholders

Article 15 Shareholders shall enjoy the following rights

1. To attend the shareholders' meeting and enjoy voting rights according to their share of capital contribution;
2. participate in or elect representatives to attend the shareholders meeting and enjoy voting rights according to their share of capital contribution;
3. To understand the company operating and financial conditions
4. To elect and to be elected as Directors, supervisors and managers
5. To obtain dividends and transfer them in accordance with laws, regulations and the articles of association of the company;
6. Give priority to the purchase of capital contributions transferred by other shareholders;
7. Priority purchase of the company's newly added registered capital;
8. After the termination of the company, the company shall be entitled to the remaining property of the company according to law;

other rights;

Article 16 Shareholders shall undertake the following obligations:

- (1) Abide by the articles of association;
- (2) Pay the subscribed capital contribution on time;
- (3) After the company has completed the registration formalities, the shareholders shall not withdraw their investment.
- (4) Other obligations prescribed by laws and administrative regulations
- (5) To bear the debts of the company according amount of capital contribution subscribed by them;

Chapter V
Equity Transfer

Article 17 Shareholders may transfer all or part of their shares to each other.

Where a shareholder transfers the equity to a person other than the shareholder, he shall notify the other shareholders in writing of such matters as the number, price, method and time limit of the equity transfer, and the other shareholders shall have the same rights under the same conditions

Right of First Refusal. If a shareholder does not respond within thirty days from the date of receiving written notice, it is deemed to have waived the right of first refusal. When two or more shareholders exercise the right of first refusal, they shall negotiate to determine their respective purchase ratios; if no agreement can be reached, the right of first refusal shall be exercised according to their respective capital contribution ratios at the time of transfer.

Article 18 After the death of a natural person shareholder, his legal heir shall inherit his shareholder status, and other shareholders shall not oppose or hinder him from exercising his shareholder rights.

Chapter VI

The organization of the company and its methods of creation,
functions and powers, rules of procedure

Article 19 The shareholders' meeting of a company shall be composed of all the shareholders and shall be the power organ of the company, exercising the following functions and power

- (1) To elect and replace director's and supervisors, and to decide on the remuneration of directors and supervisors
- (2) to examine and approve the report of the board of directors;
- (3) to examine and approve the report of the board of directors;
- (4) to examine and approve the report of the board of supervisors
- (5) to examine and approve the company's profit distribution plan and loss compensation plan;
- (6) to make resolutions on increasing or reducing the company's registered capital;
- (7) to make a resolution on the issuance of corporate bonds;
- (8) to make resolutions on the merger, division, dissolution, liquidation or change of the form of the company;
- (9) to amend the articles of association;

(10) Other functions and powers.

1. The shareholders' meeting may authorize the board of Directors to make resolution on the issuance of corporate bonds

Article 20 Rules of procedure and voting procedures of the shareholders' meeting

(1) Shareholders shall exercise their voting rights in proportion to the amount of capital they have subscribed. A resolution of the shareholders' meeting shall be passed by shareholders representing more than half of the voting rights. For amendments to the articles of association, increase or decrease

The resolution on the registered capital, as well as the resolution on the merger, division, dissolution or change of the form of the company shall be passed by shareholders representing more than two-thirds of the voting rights;

(2) The shareholders' meeting shall make minutes of the decisions on the matters discussed, and the shareholders present at the meeting shall sign or seal the minutes;

(3) If the shareholders unanimously express their consent in writing to the matters listed in paragraph 1 of the preceding article, they may not convene a shareholders' meeting, but directly make a resolution and sign or seal



the decision document with all the shareholders.

Article 21 The company shall establish a board of directors, consisting of three members. Non-employee directors shall be elected with the consent of shareholders representing more than half of the voting rights in the company, while employee directors shall be elected through democratic means such as the staff congress or general assembly. Directors serve terms of three years and may be re-elected for consecutive terms upon the expiration of their term. The board of directors shall have one chairman, who shall be elected by a majority of the directors.

Article 22 The board of directors shall exercise the following functions and powers:

(1) To convene a shareholders' meeting and report to the shareholders' meeting;

(2) To implement the resolutions of the shareholders meeting;

(3) to decide on the company's business plan and investment plan;

(4) To formulate the company's profit distribution plan and loss compensation plan.

(5) To formulate plans for increasing or reducing the registered capital of the company and issuing corporate bonds.

(6) to formulate plans for the merger, division, dissolution or change of the form of the company;

(7) To decide on the establishment of the company's internal management organs;

(8) to decide on the appointment or dismissal of the company's manager and matters related to his remuneration, and to decide on the appointment or dismissal of the deputy manager and the chief financial officer of the company and matters related to their remuneration on the basis of the manager's nomination;

(9) Other functions and powers.

(10) Formulate the basic management system of the company;

Article 23 A meeting of the board of directors shall be held only when more than half of the directors are present.

A resolution of the board of directors shall be passed by a majority of all the directors.

In the voting on resolutions of the board of directors, each person shall have one vote.

The board of directors shall make minutes of the decisions on the matters discussed, and the directors present at the meeting shall sign the minutes.

Article 24 The company shall not have a manager.

Article 25 The company shall have a board of supervisors, consisting of three supervisors whose term of office is three years and who may be re-elected. Non-employee supervisors shall be elected with the consent of shareholders representing more than half of the voting rights of the company, and employee supervisors shall be elected through democratic elections by the workers' congress, the general assembly of workers or other forms.

The board of Supervisors shall have a chairman, who shall be elected by more than half of all the supervisors.



Article 26 The board of supervisors shall exercise the following functions and powers:

- (1) To inspect the company's financial affairs;
- (2) to supervise the acts of directors and senior managers in performing their duties, and to propose the removal of directors and senior managers who violate laws, administrative regulations, articles of association or resolutions of shareholders' meetings;
- (3) To require directors and senior managers to make corrections when their acts harm the interests of the company;
- (4) Propose to convene an extraordinary shareholders' meeting and convene and preside over the shareholders' meeting when the board of directors fails to perform its duties of convening and presiding over the shareholders' meeting as stipulated in the Company Law;
- (5) to submit proposals to the shareholders' meeting;
- (6) To bring a lawsuit against directors and senior managers in accordance with Article 189 of the Company Law;

(7) Other functions and powers.

Article 27 The board of supervisors shall hold at least one meeting every year, and the supervisor may propose to convene an extraordinary meeting of the board of supervis-



The resolution of the board of supervisors shall be passed by more than half of all the supervisors.

In voting on resolutions of the board of Supervisors, each person shall have one vote.

The board of supervisors shall make minutes of the decisions on the matters discussed, and the supervisors present at the meeting shall sign the minutes.

Chapter VII

Profit Distribution of the Company

Article 28: The company shall establish its financial and accounting systems in accordance with laws, administrative regulations, and the provisions of the State Council's finance department. The company shall prepare financial and accounting reports at the end of each fiscal year and have them audited by an accounting firm. The company shall deliver these reports to all shareholders within three months after the end of each fiscal year.

Article 29 When distributing the profits after tax of the current year, a company shall set aside 10% of its profits into the statutory reserve fund of the company. If the accumulated amount of the statutory reserve fund of the company is more than 50% of the registered capital of the company, no further withdrawal may be made.

Where the statutory reserve fund of a company is insufficient to cover the losses of previous years, it shall first use the profits of the current year to cover the losses before drawing the statutory reserve fund in accordance with the provisions of the preceding paragraph.

After the company draws the statutory reserve fund from the after-tax profits, it may also draw the discretionary reserve fund from the after-tax profits upon resolution by the shareholders' meeting.

The remaining after-tax profit of the company after making up for losses and drawing out the reserve fund shall be distributed by a limited liability company in accordance with the proportion of capital contribution actually paid by shareholders.

Where the shareholders' meeting makes a resolution on profit distribution, the board of directors shall make a resolution at the shareholders' meeting

The distribution shall be made within six months from the date of commencement.

Article 30 Where a company distributes profits to shareholders in violation of the provisions of this Law, the shareholders shall refund the profits distributed in violation of the provisions to the company; if losses are caused to the company, the shareholders and the directors, supervisors and senior managers responsible shall be liable for compensation.



Chapter VIII

Capital increase and reduction of the company

Article 31 The company shall increase its registered capital by resolution of shareholders representing more than two-thirds of the voting rights, and shareholders shall have the right to subscribe for their capital contributions in proportion to the paid-up capital contributions under the same conditions.

Article 32 When a company reduces its registered capital, it shall prepare a balance sheet and an asset list. The reduction of registered capital must be approved by shareholders representing more than two-thirds of the voting rights. The company shall notify creditors within ten days from the date the shareholders' meeting makes the resolution to reduce registered capital, and announce it in a newspaper or on the National Enterprise Credit Information Publicity System within thirty days.

Where a company reduces its registered capital, it shall reduce its contribution proportionally in accordance with the proportion of shareholders' contributions.

Where a company reduces its registered capital in violation of the provisions of the law and the articles of association, the shareholders shall refund the funds received, and the shareholders' capital contribution shall be restored to its original state; if losses are caused to the

company, the shareholders and the directors, supervisors and senior managers who are responsible shall bear the liability for compensation.

Chapter IX

Dissolution and Liquidation of the Company

Article 33 A company shall be dissolved under any of the following circumstances:

- (1) the expiration of the business term stipulated in the articles of association;
- (2) The shareholders' meeting resolves to dissolve;
- (3) The company needs to be dissolved due to merger or division;
- (4) the company needs to be dissolved due to merger or division;
- (5) having been revoked of its business license, ordered to close down or revoked according to law;
- (6) The people's court shall dissolve the company in accordance with the provisions of the Company Law.

Where an enterprise has the grounds for dissolution as provided in the preceding paragraph, it shall publicize such grounds through the National Enterprise Credit Information Publicity System within 10 days.

Where the company falls under the circumstances specified in subparagraphs (1) and (2) of the preceding paragraph and has not yet distributed its property to shareholders, it shall be approved by shareholders holding more than two-thirds of the voting rights and may continue to exist through amendments to its articles of association or



resolutions of the shareholders' meeting.

Article 34 Where the company's operation and management is in serious difficulties, and its continuation will cause heavy losses to the interests of shareholders, and no solution can be found through other means, a shareholder holding more than 10% of the voting rights of the company may request the people's court to dissolve the company.

Article 35 Where a company is dissolved in accordance with subparagraphs (1), (2), (4) and (5) of paragraph 1 of Article 33 of this Articles of Association, liquidation shall be made.

The director shall be the liquidation obligor of the company and shall form a liquidation group to carry out liquidation within 15 days from the date when the dissolution cause appears, and the liquidation group shall be composed of directors. If the liquidation obligor fails to perform the liquidation obligation in time and causes losses to the company or creditors, it shall be liable for compensation.

Article 36 During the liquidation period, the liquidation group shall exercise the following functions and powers:

- (1) To liquidate the company's property and prepare separate balance sheets and property lists;
- (2) To notify or announce the creditors;

(3) to deal with the unfinished business of the company related to liquidation;

(4) the tax arrears paid off and the tax arising from the liquidation process;

(5) liquidation of claims and debts;

(6) to distribute the remaining property of the company after its debts have been paid off

(7) To participate in civil litigation activities on behalf of the company.

Article 37 The liquidation group shall notify the creditors within 10 days from the date of its establishment and make an announcement in a newspaper or on the national enterprise credit information publicity system within 60 days. During the period of declaring claims, the liquidation group shall not pay off the creditors.



Article 38 After liquidating the company's property and preparing a balance sheet and a list of assets, the liquidation group shall work out a liquidation plan and submit it to the shareholders' meeting or the people's court for confirmation.

Article 39 The remaining property of the company shall be distributed in proportion to the capital contribution of the shareholders after the payment of liquidation expenses, wages of employees, social insurance premiums and statutory

compensation, payment of outstanding taxes and repayment of the company's debts.

Article 40 After the liquidation of a company is completed, the liquidation group shall prepare a liquidation report, which shall be confirmed by the shareholders' meeting or the people's court and submitted to the company registration authority for application for cancellation of the company registration.

Chapter X
Supplementary Provisions

Article 41 The articles of association shall come into force upon being signed or sealed by all shareholders at the time of establishment of the company, and the articles of association shall be binding on the company, shareholders, directors, supervisors and senior managers.

Article 42 Other matters not provided for in this Articles of Association shall be governed by the Company Law and relevant laws and administrative regulations.

Signature (seal) of legal representative:

March 03, 2025



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