

THE UNITED REPUBLIC OF TANZANIA

**THE COMPANIES ACT
(ACT NO. 12 OF 2002)**

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION OF

WANXINGZHIYE COMPANY LIMITED

.....

Incorporated this..... day of.....2025

.....

DRAWN BY:

LIN QIN,
(SUBSCRIBER),
P.O.BOX 3977,
DAR ES SALAAM.

UNITED REPUBLIC OF TANZANIA

Certificate of Incorporation

No.

I hereby certify that

WANXINGZHIYE COMPANY LIMITED

is this day incorporated under the Companies Act
(CAP. 212) and that the Company is Limited.

GIVEN under my hand at Dar es Salaam, this
Two thousand and Twenty Five

Registrar of Company

THE COMPANIES ACT NO. 12 OF 2002
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION

OF
WANXINGZHIYE COMPANY LIMITED

1. The name of the company is **WANXINGZHIYE COMPANY LIMITED**.
2. The Registered office of the company will be situated in mainland Tanzania.
3. The object for which the company is established are:
 - a) 6810 - Real estate activities with own or leased property Main
 - b) 6820 - Real estate activities on a fee or contract basis Main
 - c) 4663 - Wholesale of construction materials, hardware, plumbing and heating equipment and supplies Main
 - d) 5590 - Other accommodation Main
 - e) 0150 - Mixed farming Main
 - f) 4620 - Wholesale of agricultural raw materials and live animals Main
 - g) 4100 - Construction of buildings Main
 - h) 0322 - Freshwater aquaculture Main
 - i) 0321 - Marine aquaculture Main
 - j) 4773 - Other retail sale of new goods in specialized stores Main

The objects set for the in any Sub-clause of this clause shall not except with the context expressly so required, be in anywise limited restricted by reference or inference from the terms of any Sub-clause, or by the name of the company.

None of such sub-clause or the objects therein specified or the powers hereby conferred shall be deemed subsidiary or auxiliary - merely to the objects mentioned in the first sub-clause of

this clause, but the company shall have full power to EXERCISE all or any of the powers conferred by any part of this clause in any part of the World and notwithstanding, that the business undertaking, property or outs proposed to be transacted, acquired, dealt with or performed do not fall within the objects for the first sub-clause of this clause.

And it is hereby delayed that the word, "COMPANY" in this clause shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and domiciled in East Africa or elsewhere and intention is that the object specified in each paragraph of this clause shall expect where otherwise expressed in such paragraph be independent main objects and shall in no wise be limited or restricted by a 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.
5. The authorized **share capital** of the company at the date of registration of this Memorandum of Association is **Tanzanian Shillings Ten Million shillings (TShs. 10,000,000.00)** only divided into ordinary shares **One Thousand (1,000) of Tanzanian Shillings Ten Thousand (TSH. 10,000.00)** Each and the company shall have power to divide the original or any increased capital several classes, and to attach thereto any preferential, deferred, qualified or other special rights, privileges, restrictions or conditions.

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 of shares in the capital of the company set opposite our respective names.

Names, Addresses and Descriptions of subscribers	Number of Shares taken	Signature
1. LIN QIN P.O.BOX 3977, DAR ES SALAAM - TANZANIA.	600	李芹
2. CHEN CHEN P.O.BOX 3977, DAR ES SALAAM - TANZANIA.	400	陈晨
TOTAL SUBSCRIBED SHARES	1,000	

DATED at Dar Es Salaam this.....14th.....day of.....January..... 2025

WITNESS to the above signatures:

Name.....**Bonaventure C. Dunda**.....

Signature..........

Postal Address.....P.O. BOX 4647 Dar es Salaam.....



THE COMPANIES ACT (CAP 212)
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
WANXINGZHIYE COMPANY LIMITED

PRELIMINARY:

1. In these regulations: -

“The Act” means the Company Act chapter 212 of the Laws of Tanzania.

When any provision of the Act is referred to the reference is 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 which these regulations become binding on the company shall have the meaning so defined.

And 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.

The regulation of Table “A” in the first Schedule to the Companies Act (hereinafter Called Table “A”) shall apply to the company, save in so far as they are varied or excluded hereby, but in case of any conflict between the provisions herein, and the provisions under Table “A” the former shall prevail, and in addition to substitution for or modification of the provisions of Table “A” the following shall be the regulation of the Company.

PRIVATE COMPANY:

2. The company is 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 person who are in the Employment of the company and or 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 share in the company jointly, they shall for the purpose of this regulation be treated as a single member.
 - c. Any invitation to the public to subscribe for any shares or debentures for the company is prohibited.
 - d. The company shall not have power to issue share warrants to bearer.

TRANSFER OF SHARES

3. The directors may in that discretion and without assigning any reason there of refuse to register the transfer of any share to any person whom it shall in their opinion be undesirable for any reason whatsoever to admit to membership.
4. Subject to clause 2 and 3 hereof the right to members to transfer their shares shall be restricted as follows.
 - a) No share be transferred to a person who is not a member so long as any member or any person selected by the Directors as one who it is desirable in the interest of the company to admit to membership.
 - b) Every shareholder or trustee in bankruptcy or any person who may desire to sell or transfer any such shares and every personal representative of a deceased shareholder shall give notice in writing to the Directors that he desires to make such sale or transfer. Such notice shall constitute the board of Directors of the company as his agent for the sale of such shares to any member or membership of the company at 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 determines as per clause (b) above, the board shall forth with give notice to such of the shareholders other than the shareholders desiring to sell or transfer the said shares, stating the number and price such shares inviting the person to whom notice is sent to state within 21 days from the date of such notice is sent to state within 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 shareholders (if more than one) who shall have expressed their desire to purchase the same and as far so may be propriety according to the number of shares already held by them respectively, or if there be only one such shareholders, the whole of such shares shall of be sold to him, provided that no shareholder shall be obliged to take more than the maximum number or 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.

**GENERAL MEETINGS; NOTICE OF GENERAL MEETING AND PROCEEDINGS
AT GENERAL MEETING**

5. Article 39 to 53 of Table A shall apply subject to the following: -
- a) A general meeting, ordinary or extra ordinary may with the consent in writing of all members, be convened on a shorter notice than seven days or without notice.
 - b) Two members, present other 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 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:

6. Until otherwise determined by the company in general meeting. The following persons shall be the first Directors of the Company.
- 1. LIN QIN
 - 2. CHEN CHEN
7. The shareholding qualification for Directors may be fixed by the Company in general meeting and unless and until so fixed no qualification shall be required.
8. The quorum of Directors for transacting business shall, unless otherwise fixed, by Directors, be two.
9. The Directors may from time to time borrow or raise any moneys for the purposes of the company which any exceed the issued share capital of the company.

BORROWING POWERS

10. The Directors may raise or borrow for the purpose of the company's business such sum or sum of money as they think fit and they may secure the repayment of or raise any such sum or sum 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 unissued capital or by the issue, at such price as they may think fit, or bonds or debentures. Either charges 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.

ALTERNATE DIRECTORS

11. 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 Director when acting shall exercise and discharge all duties and functions of the Directors whom he represents and in the case of alternate Director being unable to act during the absence or inability to act as the Director whom he represents he may subject to the like approval of the other Directors appoint a duly qualified person to act in his place.

SECRETARY

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

WINDING UP

13. With the section of special Resolution of the shareholders any part of the assets of the company includes any shares in other companies may be divided between the members of the company in special or may be Vested in Trustees for the benefit of such members and the liquidation of the company may be closed and the company dissolved but so that no members shall be compelled to accept any shares where upon there is any liability.
14. Every Director, Managing Director, Agent Auditor, Secretary and other officer for the time being of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether Civil or Criminal, in which judgment is given in his favor or in which he is acquitted or in connection with any application. (Under section 345 of the Act) in which relief is granted to him by the Court.

ALTERATION OR ADDITIONS

15. Subject to the provisions of the act and these contained in the Memorandum of Association the Company may by special resolution make alteration or addition so made shall be as valid and effectual as if originally contained these Articles and be subject in like manner to alteration by special Resolution.

Names, Addresses and Descriptions of subscribers	Number of Shares taken	Signature
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TOTAL SUBSCRIBED SHARES	1,000	

DATED at Dar Es Salaam this.....14th.....day of.....January..... 2025

WITNESS to the above signatures:

Name.....**Bonaventure C. Dunda**.....

Signature..........

Postal Address.....P.O. BOX 4647 Dar es Salaam.....

