

THE COMPANIES ACT, 2002

COMPANY LIMITED BY SHARES

Memorandum

And

Articles of Association

Of

H & Z HOME COMPANY LIMITED

Incorporated this _____ day of _____ 2025

 Certified as True Copy of the Original
Jamila Juma Kimvuli
Advocate, Notary Public & Commissioner
for Oaths
Sign: _____
Date: 23.10.2025



Drawn By:

Hyperion Legal and Corporate Consultants
9th Floor, Derm Plaza
Plot No. 18, Block 45a
New Bagamoyo Road, Makumbusho
P.O. Box 6819, Dar Es Salaam

THE COMPANIES ACT, 2002

COMPANY LIMITED BY SHARES

Memorandum of Association

Of

H & Z HOME COMPANY LIMITED


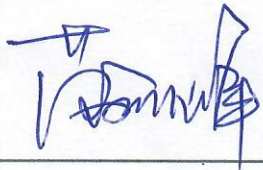
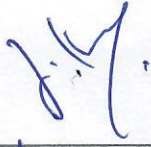
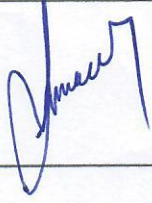
1. The name of the company is **H & Z HOME COMPANY LIMITED**
2. The registered office of the company will be situated in the United Republic of Tanzania.
3. The Objects for which the company is established is to carry on business as a company, and without limitation to the generality of the foregoing;
 - a) To design and manufacture furniture for residential, office, and commercial spaces.
 - b) To collaborate with local artisans to produce unique furniture pieces.
 - c) To ensure furniture is durable, aesthetically appealing, and meets international standards.
 - d) To source and import high-quality furniture from global suppliers.
 - e) To export locally manufactured or designed furniture to international markets.
 - f) To develop partnerships with logistics companies to manage the import-export process efficiently.
 - g) To provide professional interior design consultation for residential and commercial spaces.
 - h) To curate decoration packages including furniture, artwork, lighting, and accessories.
 - i) To provide installation services for furniture and decoration items.
 - j) To set up an online platform to showcase and sell furniture and decoration items.

- k) To offer customization options and direct-to-consumer delivery services.
- l) To create an easy-to-navigate website with customer reviews, ratings, and product details.
- m) To establish physical stores or showrooms where customers can view furniture and decoration products.
- n) To offer personalized in-store consultations and design services.
- o) To host seasonal promotions, design workshops, and in-store events to attract customers.
- p) To focus on bulk sales to offices, hotels, and schools for furniture and décor needs.
- q) To offer tailored solutions for corporate offices, including ergonomic furniture and interior styling.
- r) To partner with hotels and resorts to provide décor and furniture that aligns with their branding.
- s) To offer environmentally friendly furniture made from sustainable materials.
- t) To promote a green approach, using recycled materials and low-impact production methods.
- u) To educate customers on the benefits of sustainable furniture choices.
- v) To provide furniture restoration services to revitalize old or damaged items.
- w) To offer upcycling solutions where old furniture is creatively repurposed for a modern look.
- x) To educate customers about the value of restoring rather than discarding furniture.
- y) To create a wholesale arm to supply furniture and decorations to smaller retailers.
- z) To offer exclusive deals for bulk buyers and establish a strong distribution network.
- aa) To offer competitive pricing for wholesale partners.
- bb) To participate in local and international furniture and decoration trade shows or exhibitions.
- cc) To host showroom events to showcase new collections or limited-edition pieces.
- dd) To organize industry networking events or collaborations with interior designers and architects.
- ee) To carry out any lawful activity or venture incidental or conducive to the attainment of the above objects.

AND IT IS HEREBY DECLARED THAT, except otherwise expressed in such sub-clause, the objects set forth in any sub-clause shall not be in any way limited or restricted by reference from the terms of any other sub-clause, or by the name of the company. None of such clauses or the objects therein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in any other sub-clause, and in no case is the generality of any one sub-clause to be narrowed or restricted by any particularity of expression in the same sub-clause or by the application of any rule of construction.

4. The liability of the member is limited.
5. The share capital of the company is **200,000,000/=** (Tanzanian Shillings Two Hundred Million Only), divided into **1000** ordinary shares each of Tanzanian Shillings Two Hundred Thousand (Tshs. **200000/=**). The company shall have power to increase or decrease the capital, or consolidate the shares, to divide the shares in the original or any increased capital into several classes and to attach thereto respectively and from time to time alter or modify any preferential, qualified, special, or deferred rights, privileges, and conditions.

WE, the person 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 set opposite to our respective names.

Name, Address and Description	Number of shares taken	Signature
1. ZHANG, YE P.O.BOX 425 DAR ES SALAAM	250	
2. FAN, JIANFENG P.O.BOX 425 DAR ES SALAAM	250	
3. SELAHATTIN KABIL P.O.BOX 425 DAR ES SALAAM	250	
4. HACER KABIL P.O.BOX 425 DAR ES SALAAM	250	

Dated at Dar es Salaam this 16th day of April 2025

WITNESS to the above signature:

Name: BENSON BENASTO BERNARD

Signature: 

Postal Address: P.O. BOX 6819, DAR ES SALAAM

Qualifications: COMMISSIONER FOR OATHS



THE COMPANIES ACT, 2002

COMPANY LIMITED BY SHARES

Article of Association of

H & Z HOME COMPANY LIMITED

PLERIMINARY

1. The regulation contained in the Table "A" in the first schedule to the companies Act 2002 (such table being hereinafter called "Table A"), shall apply to the company save in so far as they are excluded or varied hereby, that is to say the clause of Table "A" numbered 11, 28, 64, 66, 69, 70, 72, 78, 92 and 102 shall not apply to this company, but in lieu thereof, and in addition to the remaining clause of Table "A", the following shall be the regulation of the company.

INTERPRETATION

2. In these articles: -

"The ACT" means the Companies Act;

"The article" means the articles of the company;

"Audited Accounts" means the report and audited accounts of the Company prepared in compliance with International Reporting Standards for the financial period ending on 31st December of each year or such other date as the Board shall determine;

"Board" means the board of directors of the Company;

"Chairperson" means the person appointed by members to chair the Board of Directors

"Clear days" means excluding the day when the notice is given or on which it is to take effect

"Director" means the Director of the Board

"Dividend" means the dividend declared by the company and includes bonus.
"Encumbrance" includes any mortgage, charge (whether legal or equitable), lien, option, security interest, restrictive covenant, pledge, hypothecation, assignment, title retention, trust arrangement or other restriction or equity of any kind or other encumbrance securing or any right conferring a priority of payment in respect of any obligation of any person;

“Paid-up Shares” means shares which have been fully paid for;

“POA” means Power of Attorney;

“Preference Share Subscribers” means Preference shares issued by the company as more;

specifically provided for in the Shareholders Agreement; “Register” means the Register of the Members of the Company

“Seal” means the common seal of the company

“Secretary” means by person appointed to perform the duties of the secretary of the Company

"Shares" means the shares in the capital of the Company of whatsoever nature from time to time;

“Shilling” or “TZS” means Tanzania Shilling, the currency of Tanzania;

“The Company” shall mean “H & Z HOME COMPANY LIMITED”

“the Office” means the registered office of the company

“Year” means Calendar year

Expressions referring to writing shall, unless the contrary intention appears to construed as including reference to printing, lithograph, photograph, and other modes of presenting or reproducing words in a visible form.

Unless the context otherwise requires, words or expression 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 becoming binding on the company.

PRIVATE COMPANY

3. The company shall be a private company and accordingly the following provision shall have effect.
 - A. The company shall not offer any of its share or debentures to the public for subscription.
 - B. The number of members of the company (exclusive of person who are in the employment of the company and of person 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 shall not at any time exceed fifty.
 - C. The transfer of shares in the company shall be restricted in the manner hereinafter provided

4. The company shall be entitled to treat the person whose name appear upon the Register in respect of any shares as the absolute owner thereof and shall not be under any obligation to recognize any trust or equitable claim to or partial to or partial interest in such share whether or not it shall have express other notice thereof.
5. The company may pay a commission to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any shares in the company or for procuring or agreeing to procure subscription whether absolute or conditional, for any shares in the company at any rate not exceeding one percent of the nominal number of shares subscribed or agreed to be subscribed or the subscription whereof is procured or agreed to be procured.

MEMBERS

6. The number of members with which the company proposes to be registered is but the directors may from time to time register an increase of members.
7. 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

8. The shares shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such person on such terms and in such manner as they think fit. Shares may be issued at par or at a premium and the Directors may at any time in their absolute discretion refuse to register any transfer of shares. Clause 19 of Table “A” shall be modified accordingly.
9. Any member or other person (hereinafter called the Holder) desiring to dispose of any share shall intimate to the secretary the number of such shares and the price at which he is willing to sell the same, and the secretary shall then inform all other member at the price named. Any member desiring to purchase shall notify the secretary in writing, within one month from the date of such offer of the number of the shares which he is willing to purchase and at the expiration of the said period, the secretary shall give notice to the Holder of the number of shares which member of the company are willing to purchase and shall allocate those shares to or amongst of the member or members who shall have expressed his or their willingness to purchase as aforesaid and if more than one, as far as may be pro rata accordingly to the number of shares held by them respectively provided that no member shall be obliged to take more than the number of shares notified by him as aforesaid. Upon such being allocation made the Holder shall be bound. On payment of the price to transfer the shares to the purchase and purchases in the Register of member as holder by transfer of the shares purchased by him. Any shares not sold and transferred within one month from the date of the notice of allocation may be sold by the Holder to any person not a member of the company but the Directors shall not be bound to register any person any person as a member.

CALLS OF SHARES

- 10.** The Directors may make a call or calls upon the members in respect of any money unpaid on their shares and each member shall, subject or receiving at least fourteen days' notice specifying the time or times of payment, pay to the company at the time or times so specific the amount called on his shares.
A call may be made by installment.

ISSUE AND ALLOTMENT OF SHARES

- 11.** Subject to the Companies Act, 2002, and special resolutions, shares may be issued with specific rights or restrictions.
- 12.** Unissued shares remain under the directors' discretion unless otherwise determined by resolution.
- 13.** Directors may allot securities as long as it complies with the Articles of Association and statutory provisions.
- 14.** Redeemable shares may be issued with ordinary resolution approval per section 61 of the Companies Act, 2002.

LIEN ON SHARES

- 15.** The company shall have a first and paramount lien on every unpaid share.
- 16.** Shares under lien may be sold if payment remains overdue after 14 days of written notice.
- 17.** Directors may authorize the transfer of liened shares to a purchaser, and the buyer's title shall be unaffected by any irregularity.
- 18.** Proceeds of such a sale shall settle the unpaid amount, with any balance returned to the entitled person.

TRANSFER OF SHARES

- 19.** No member shall sell, transfer, assign, pledge, charge, or otherwise dispose of any share or interest in any share except with the prior written consent of all other members at the time.
- 20.** The instrument of transfer shall be in a legally recognized form and must be executed by both the transferor and transferee unless the share is fully paid up. The transferor

remains the holder until the transferee is registered in the company's records.

21. The board may refuse to register the transfer of unpaid shares or shares held under lien unless:
 - (a) The transfer is lodged at the company's office with necessary documents.
 - (b) The transfer relates to one class of shares.
 - (c) The transfer is made to no more than four transferees.

22. If the board refuses a transfer, it must notify the transferee within 60 days.

TRANSMISSION OF SHARES

23. Upon the death of a member, their survivors (if jointly held) or personal representatives (if sole holder) shall be recognized as the legitimate holders. The estate remains liable for any outstanding obligations.

24. A person acquiring shares by inheritance or bankruptcy must provide valid proof and either register the shares in their name or transfer them as required under the law.

25. Such persons may receive dividends but cannot exercise voting rights until registered as shareholders.

FORFEITURE OF SHARES

26. When any share has been forfeited and entry for-with made in the Register of members of the company recording the forfeiture and the date thereof and as soon as the shares so forfeited have been sold or otherwise disposed of any entry shall also be made of the manner and date of the same or disposal thereof.

27. The lien conferred by clause 7 of Table "A" shall attach to full paid-up shares and to all shares registered in the name of any person indebted or under liability to the company, whether he shall be the sole registered holder thereof or one of several joint Holders.

28. Any entry in the minute Book of the company of forfeiture of any share or that any shares have been sold to satisfy a lien of the company shall be sufficient evidence as against all persons claiming to be entitled to such shares that the said shares were properly forfeited or sold: and such entry and the receipt of the company for the price of such shares shall constitute a good title to such share and the name of the name of

the purchaser shall not be bound to see to the application of the purchaser money nor shall his title to the said shares be affected by forfeiture or sale. The remedy, if any, of the former holder of such shares and of any person claiming under or through him under or through shall be against the company and in damage only.

SHARE RIGHTS

29. If shares are divided into classes, rights may only be varied with the consent of three-fourths of that class's shareholders or by special resolution.
30. Creation of further shares shall not be considered a variation of rights unless expressly stated in the terms of issue.
31. The company may pay commissions under section 56 of the Companies Act, 2002.

SHARE CERTIFICATES

32. Shareholders are entitled to certificates within two months of allotment or transfer.
33. Share certificates must specify the class, number, and amount paid for shares.
34. Joint holders are issued only one certificate.
35. Lost, defaced, or destroyed certificates may be replaced with proper evidence and indemnity.

DIVIDENDS

36. The company may declare dividends by ordinary resolution, subject to section 180 of the Companies Act, 2002.
37. Directors must recommend dividend amounts before declaration.
38. Dividends shall be paid according to members' respective rights.
39. Directors may set aside reserves from profits before recommending dividends.
40. Dividends are proportionate to paid-up share values.
41. Dividends may be paid in cash, assets, or other forms.
42. Dividends may be paid by bank transfer, cheque, or other agreed means.
43. Any joint holder may give receipts for dividends.
44. No interest is payable on unpaid dividends.
45. Unclaimed dividends after 12 years may be forfeited.

BORROWING POWER

- 46. The Directors may raise or borrow for the purpose of the company's business such sum of money as they think fit and may secure the repayment or raise any such sum or sums as aforesaid by Mortgage or charge upon the whole or any part of property and assets of the company, present and future, including its uncalled or unissued capital, or by the issue at such price as they think fit of bond or debentures, either charged upon the whole or any part of the property and assets of the company, present and future, including its uncalled or unissued capital, or not so charged or in such other way as the Director may think expedient.
- 47. A Register of the holder of the debenture of the company shall be kept at the registered office of the company and shall be open to the inspection of the registered holder of such debentures and of any member of the company, subject to such restriction as the company in General meeting may from time to time impose. The Directors may close such Register for such period or periods as they may think fit, not exceeding in the aggregate thirty days in each year.

VOTE OF MEMBERS

- 48. On a show of hands every member entitled to vote present in person, shall have one vote. On a poll every member entitle to vote shall have one vote for each share of which he is the holder.
- 49. No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the company have been paid.
- 50. On a poll vote may be given either personally or by proxy
- 51. An instrument appointing a proxy shall be in writing under the hand of the appointer or of his 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 needs to be a member of the company.
- 52. 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 case of a poll, not less than 24 hours before the time appointed for the taking poll, and in default the instrument of proxy shall not be treated as valid
- 53. An instrument appointing a proxy shall be in the following form or a form as near hereto as circumstance admit: -

“..... Limited
I/We of..... being a member/member of the
above-named company, hereby appoint, of 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 the..... day of.....20....., and at any adjournment thereof.

Signed this.....day of.....20.....”

54. 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 circumstance admit: -

“..... Limited.

I/We..... Of being a member/member of the above-named company, hereby appoint of or failing him..... Ofas 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 the day of20....., and at any adjournment thereof.

Signed this.....day of.....20.....”

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

“Strike out whichever is not desire”

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

56. A vote given in accordance with the terms of an instrument of proxy, or poll demanded by proxy, or by the duty 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.

DIRECTORS

57. The number of the directors and the name 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 be not less than two and not more than ten.

a. The first Directors shall be: -

1. ZHANG, YE
2. FAN, JIANFENG
3. SELAHATTIN KABIL
4. HACER KABIL

- 58.** A Director shall not require any share qualification.
- 59.** The quorum of Director for transaction business shall unless otherwise fixed by the Directors, be two
- 60.** A memorandum in writing signed by all Directors for the time being and posted in or attached to the minute book shall be as effective for all purpose as a resolution of the Directors passes at a meeting duly convened, held and constituted
- 61.** A director may, in addition to his directorship, be employed by and may hold any office or place of profit or otherwise under the company (except that of Auditor) upon such terms as to remuneration and otherwise as the Directors may arrange. A Director of the company may also accept office as a Director of any company promoted by the company or in which the company is interested and may subscribe for or otherwise acquire shares in such company and shall not be accountable for any benefit received by him as a Director or member of such company. A Director may act by himself or his firm in a professional capacity for the company he or his firm shall be entitled to remuneration for his service as if he were not director.
- 62.** A Director or intending Director shall not be disqualified by his office from entering into a contract or agreement with the company, either as Vendor, purchase, manager, agent, broker or otherwise and so such contract or agreement or any contract or arrangement entered into by or on behalf of the company with any person, firm or company in which any Director shall be in any way interest, shall be avoided, nor shall any Director holding such office or so contracting or being so interested be liable to account to the company for any profit realized by any such contract or arrangement by reason of such Director holding the office of Director so contracting or being so interested as foresaid shall disclose at the Board meeting at which the contract or arrangement is determined upon the nature of this interest if his interest then exist, or in any other case at the first Board meeting after the acquisition of his interest and a Director shall not as a Director vote in respect of any contract or arrangement in which he is so interested as aforesaid and if he does so his vote shall not be counted but this prohibition shall not apply to any contract by or on behalf of the company to give to the Directors or any time or times be suspended or relaxed by a General meeting and shall be so suspended and relaxed as long as and during any period in which the number of Directors does not exceed two. A general notice that a Director is a member of any specified firm or company and is to be regarded as interested in any transaction which such firm or company, shall be sufficient disclosure under this clause and after such general notice it shall not be necessary to give any special notice relating to any particular transaction with such firm or company or company as aforesaid.

ALTERNATE DIRECTORS

- 63.** Each Director may nominate a person who shall be unanimously approved or by the other Directors, to act as alternate Director in his place during his absence or inability to act as such Director. Alternate Director shall not require any share qualification but shall be subject in all other respect to the terms and conditions existing with reference to the Director of the company, and such Alternate Director, when acting shall exercise and discharge all the duties and functions of the Director whom he shall represent and the case of an Alternate Director being unable to act during the absence or inability to act of the Director whom he represent he may, with the like approval appoint another person to act in his place.

RETIREMENT & DISQUALIFICATION OF DIRECTORS

- 64.** Directors may be removed by majority shareholders.
- 65.** Employment termination automatically removes a director from office.
- 66.** The office of Director shall be vacated:
- a.** If he becomes bankrupt or insolvent or compound with his creditors
 - b.** If he becomes prohibited from being a Directors by order made under section 213 or 269 of the Companies Act.
 - c.** If he becomes of unsound mind or be found a lunatic
 - d.** If he gives the secretary notice in writing that he resigns his office.
 - e.** Miss six consecutive meetings without board approval.
 - f.** If the company by Extraordinary Resolution resolves to determine his appointment as Director.

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.

- 67.** The company may be ordinary resolution appoint a person who is willing to act as director to fill a vacancy or be an additional director.
- 68.** 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 any time 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.

- 69.** The company may be 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 with prejudice to any claim such director may have for damages for breach of any contract of service between him and the company.
- 70.** The company may be ordinary resolution appoint another person in place of director removed from office under the immediately preceding article. Without prejudice to the power of the director 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.
- 71.** Subject to the provision of the article the director 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.
- 72.** The quorum necessary for the transaction of the business of the directions may be fixed by the directors, unless so fixed shall be two.
- 73.** The continuing director may act notwithstanding any vacancy but, if and so long as their number is reduced below the number fixed by a 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 other purpose.
- 74.** The director may appoint one of their number 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.
- 75.** The director may delegate any of their powers to any committee consisting of one or more directors; any committee so formed shall in the exercise of the power so to any such regulations, the proceeding of a committee with two or more members shall be governed by the articles regulating the proceeding of directors so far as they are capable of applying.
- 76.** 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 afterward discovered that there was some defect in the appointment of any such director, or that any of them were disqualified from holding office, or hand 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.

- 77.** A resolution in writing signed by all the director 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.

But any act done in good faith by a Director whose office is vacated as aforesaid shall be valid unless, prior to the doing of such act, written notice shall have been served upon the Director or any entry shall have been made in the Directors minute book stating that such Director has ceased to be a Director of the company.

SECRETARY

- 78.** The secretary 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.
- 79.** A provision of the Act or these articles requiring or authorized 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.

GENERAL MEETING

- 80.** The Director may from time to time entrust to and confer upon the managing Director or manager all or any of the power of the Directors (excepting the power to make calls, forfeit shares or issue debentures) that they may think fit but the exercise of all by the managing Director or manager shall subject to such regulations and restriction as the Directors may from time to time make and impose, and the said power may at any time be withdrawn, revoked or varied.
- 81.** All general meeting other than annual general meeting shall be called extraordinary general meetings
- 82.** The company shall in each year hold a general meeting as its annual general meeting in addition to any other meeting 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.

NOTICE OF GENERAL MEETING AND PROCEEDING AT GENERAL MEETING

- 83.** Article 39 to 53 of Table “A” shall apply subject to the following variation
- a.** A general meeting, ordinary or extraordinary 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 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 majority of the Directors and of the members of the company holding three fourth 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.

PROCEEDINGS AT GENERAL MEETINGS

- 84. 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 the declaration as 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.
- 85. 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 proxy for a member or a duly authorized representative of a corporation, shall be a quorum.
- 86. If within half an hour from time appointed for the meeting quorum is not present, or if during 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 director may determine.
- 87. 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 present and willing to act, he shall be chairman.
- 88. 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 number to be a chairman of the meeting.
- 89. The chairman may, with the consent of any meeting at which 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 adjournment meeting.

90. 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) demanded: -

- a) By the chairman; or
- b) By at least (three) member 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 rights 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 unanimously, or by a particular majority, or lost and an entry to the effect in the book containing the minutes of proceeding of the company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favor of or against such resolution.

The demand for a poll may, before the poll is taken, be withdrawn.

- 91.** 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 demanded.
- 92.** In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote
- 93.** A poll demand 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 upon which a poll has been demanded may be proceeded with pending the taking of the poll.
- 94.** 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 instrument in the like form each executed by or on behalf of one or more members

CAPITALIZATION OF RESERVES

- 95.** Any General meeting may resolve that any money, investment, or other asset forming part of the undivided profits of the company standing to the credit of the reserve fund, or any capital redemption reserve fund or in the hands of the company and available for distribution be capitalized and distributed amongst such of the shareholders as would be entitled to receive the same if distributed by way of dividend and in the same pro rata on the footing that they became entitled there to as capital and that all or any part of such capitalized fund be applied on behalf of such shareholder in paying up in full either at par or at such premium as the resolution may provide, any unissued shares or debenture or debenture stock of the company which shall be distributed accordingly or in towards payment of the uncalled liability on any issued share or debenture or debenture stock and such distribution or payment shall be accepted by such shareholders in full satisfaction of their interest in the paid capitalized sum.

ACCOUNTS

- 96.** The profit and loss account shall show, arranged under the most convenient heads, the amount of gross income distinguished the several sources from which it has been derived and the amount of gross expenditure distinguishing the expenses of the establishment, salaries and other like matters, every item of expenditure fairly changeable against years income shall be brought into the account so that a just balance or profit and loss may be laid before the meeting, and in cases where any item of expenditure which may fairness be distributed over several year has been incurred in any one year, the whole amount of such item shall be stated, with the addition of the reason why only a portion of such expenditures is charged against the income of the year.
- 97.** A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the company in general meeting together with a copy of the auditor's report, shall not less than seven 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 shares or debentures.

AUDIT

- 98.** The company shall at each annual general meeting appoint an Auditor or Auditors to hold office until the next annual general meeting.
- 99.** A person or corporation other than the retiring Auditors shall not be capable of being appointed auditor at an Annual General Meeting unless notice of an intention to nominate that person or corporation to the office or Auditor has been given by a member to the company not less than fourteen days before the Annual General Meeting and the company shall send such notice to the retiring Auditor and shall give notice thereof to the members not less than seven days before the Annual General Meeting.
- 100.** The Remuneration of the Auditors shall be fixed by the company in General Meeting.
- 101.** The Auditors shall be entitled to attend any General Meeting of the company at which any accounts which have been examined or reported on by them are to be laid before the company and to make any statement or explanation they desire with respect to the accounts.

WINDING UP

- 102.** With the sanction of an extraordinary resolution of the members any part of the asset of the company, including any share in any share in or security of other companies, maybe divided among the members of the company in species, 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 whereon there is any liability.

ARBITRATION

- 103.** If and whenever any difference shall arise between the company and any members or of their respective representatives touching the construction of any of the Article herein contained or any act or thing made or done or to be done or to be made or done or omitted or in regard to the liabilities and rights arising thereunder or arising out of the relation existing between the parties by reason of these article or of the companies Act, such differences shall, forthwith, be referred to two arbitrators to be appointed by each party in difference, or an umpire, to be chosen by the arbitrators before entering on the consideration of the matters referred to them and every such reference shall be conducted in accordance with the provision of the Law of Arbitration for the time being in force.

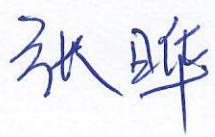
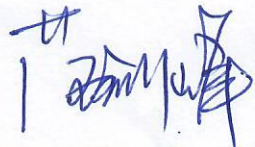


INDEMNITY

- 104.** Subject to the requirement of section 153 of the companies Act, 2002 of the laws of Tanzania, every Director or other officer of the company shall be entitled to be indemnified out of the asset of the company against all losses or liabilities which he may sustain or incur in or about the execution of his duty, and no Director or Officer shall be liable for any loss which may be incurred by the company in the execution of his office or in relation thereto.

NOTICES

- 105.** 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 notice is sent by post, service of the notice shall be deemed to be affected by properly addressing, prepaying, and posting a letter containing the notice, and to have been affected 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 Tanzania at which notices may be given him shall be entitled to have notice given at that address, but otherwise no such member shall be entitled to receive any notice from the company.

WE, the person whose names and addresses are set out in the Articles of association, desire to be formed into a company, in pursuance of this Articles of association, and we respectively agree to take the number of shares in the Capital of the Company set opposite to our respective names.

Name, Address and Description	Number of shares taken	Signature
1. ZHANG, YE P.O.BOX 425 DAR ES SALAAM	250	
2. FAN, JIANFENG P.O.BOX 425 DAR ES SALAAM	250	
3. SELAHATTIN KABIL P.O.BOX 425 DAR ES SALAAM	250	
4. HACER KABIL P.O.BOX 425 DAR ES SALAAM	250	

Dated at Dar es Salaam this 16th day of April 2025

WITNESS to the above signature:

Name: BENSON BENASTO BERNARD

Signature: 

Postal Address: P.O. BOX 6819, DAR ES SALAAM

Qualifications: COMMISSIONER FOR OATHS

