

THE COMPANIES ACT, 2002
(Cap 212 of the Laws of Tanzania)

COMPANY LIMITED BY SHARES

Memorandum

And

**Articles of Association
OF**

**SUNRISE CABLE & ELECTRIC COMPANY
LIMITED**

Incorporated this Day of..... 2025

Drawn By,
WEN JUN YUAN (DIRECTOR)

P.O.Box 10446
Room No.102, first floor ,T G B BuildingCoca
Cola road,Mikocheni B, Kinondoni, DSM, Tanzania.

THE COMPANIES ACT, 2002
COMPANY LIMITED BY SHARES

Memorandum of Association
Of

SUNRISE CABLE & ELECTRIC COMPANY LIMITED

1. The name of the company is **SUNRISE CABLE & ELECTRIC COMPANY LIMITED**
2. The registered office of the company shall be situated in the United Republic of Tanzania.
3. The objects for which the company is established are:-
 - a. 2710 - Manufacture of electric motors, generators, transformers and electricity distribution and control.
 - b. 2731 - Manufacture of fibre optic cables
 - c. 2732 - Manufacture of other electronic and electric wires and cables.
 - d. 2733 - Manufacturing of Wiring devices
 - e. 2740 - Manufacture of electric lighting equipments
 - f. 2220 - Manufacture of plastic products.
 - g. 2720 - Manufacture of batteries and accumulators
 - h. 2790 - Manufacture of other electrical equipments
 - i. 4652 - Wholesale of electronic and telecommunications equipment and parts.
 - j. 4659 - Wholesale of other machinery and equipment
 - k. To deal mainly with import and wholesale and retail trade of all kinds of solar materials including but not limited to solar power, solar cells, solar panels, batteries, lights, bulbs, inventers and other materials of the alike that will be within the capacity of the Company to be either supplied or sold to any individual person, company, partnership etc., within and outside the country.
 - l. To deal mainly with import, supply and selling of electrical materials, cleaning materials and any other materials whatsoever that will be within the

- capacity of the Company to be either supplied or sold to any individual person, company, partnership etc., within and outside the country.
- m. To engage mainly into promotion of tourism and the associated activities such as tour operators, tour Guides provision of Hotel accommodation and transport facilities.
 - n. To carry on the business of carrying and transportation by motor vehicles, shipping or otherwise of passengers and goods of every description and any other logistic related business.
 - o. To engage in selling and or supplying any building materials, road construction materials and any other materials whatsoever that will be within the capacity of the Company to be either supplied or sold to any individual person, company, partnership etc., within and outside the country
 - p. To carry on the business of imports and sale of spare parts, electrical goods or various kinds machinery, computers, calculators metals, refrigerators, air conditioners, cookers, textiles, building materials, industrial goods, gunneries, spares, agricultural machinery all kinds of software, hardware etc.
 - q. To deal with all types of construction including buildings, roads and any other structures and forms of construction.
 - r. To carry on the business of clearing and forwarding.
 - s. To build, construct, alter, improve, enlarge, repair, maintain, develop, demolish, remove or replace and work, manage, carry out or control works of all descriptions, including but not limited to offices, factories, mills, warehouses, shops, stores garages and other buildings, roads, machinery and plant, which may, in the opinion of the Directors of the Company, be likely to advance directly or indirectly the Company's interests; to clear sites for the same; to contribute to, subsidize or otherwise assist in building, construction, alteration, repair, improvement, enlargement, maintenance, development, demolition, removal, replacement, working, management, carrying out or control.
 - t. To carry on the business of drilling water wells, exploration, mining, buying, selling and export of all types of minerals and gemstones both industrial and non industrial.
 - u. To carry on the business of agricultural commodities import and export including distribution.
 - v. To carry on the business of agriculture, animal husbandry, poultry, forestry, mining, bee keeping, hunting, fishing, to import, export, or buy manufacture

and sell the tools or equipments used in the said types of business, to purchase, take on lease or otherwise acquire land, farm or planting and to develop on the said land, farm or plantation by clearing, draining, planting, cultivating or otherwise improving the same.

- w. To carry out the business of fishing and selling all types of lake and sea products.
- x. To carry on the business of imports of motor vehicles, spare parts, electrical goods or various kinds machinery, computers, calculators metals, refrigerators, air conditioners, cookers, textiles, building materials, industrial good, gunneries, spare, agricultural machinery all kinds of software etc.
- y. To engage in business of repairers of motor or other vehicles, garages, proprietors, job master, merchants, dealers in local and foreign product of all description, and to carry on business of printing books, magazines, newspapers, and other communication media which the company may find advantageous.
- z. To carry on the business of timber merchants, sawmill proprietors, and to buy, sell grow, prepare for markets, import, export and deal in timber and wood of all kinds and to manufacture articles of all kinds in the manufacture of which timber or wood is used and to buy, clear, plant and work timber estates.
- aa. To do all any of the matter hereby authorized in any part of the world either alone or in connection with or by or through factors, trustee and agent.
- bb. To carry on any other business which may seem to the company capable of being carried on in connection with any of the business of the company or calculated directly to enhance the value of or render profitable any of the property or rights.
- cc. It is furthermore expressly declared that the intention is that the objects set forth in each of the foregoing paragraphs of this clause shall be construed in the most liberal way and shall in no way be limited or restricted by reference to any other paragraph or by any inference drawn from the terms of any other paragraph.

4. The liability of the company is Limited.


5. The authorized share capital of the company at the date of registration of this Memorandum of Association is Tanzania shillings Two Billions shillings (Tshs. 2,000,000,000/=) divided into one hundred (100) ordinary shares each of shillings two hundred million only (200,000,000/=), with power for the company to increase or reduce the said capital and to issue any of its capital, original or increased, with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions.

No.	Names, Adress and Description of Subscribers	Number of Shares Taken	Signature
1	ZHONGCAI YUAN P.O.Box 10446	5	Zhongcai Yuan
2	WENJUN YUAN P.O.Box 10446	4	Wenjun Yuan
3	DENGFENG PENG P.O.Box 10446	20	Dengfeng Peng
4	LINYI QIYANG CABLE COMPANY LIMITED P.O.Box 10446	51	ZHONGCAI YUAN Wenjun Yuan WENJUN YUAN Zhongcai Yuan

Dated at Dar Es Salaam this ...30..... Day of JUNE 2025

WITNESS TO THE ABOVE SIGNATURES

Name: OMEGAH Y. SEMI

Signature: 

Postal Adress: 71729

Qualification: COMMISSIONER FOR OATHS



THE COMPANIES ACT, 2002
COMPANY LIMITED BY SHARES

Articles of Association
of
SUNRISE CABLE & ELECTRIC COMPANY LIMITED

Table "A" of the Companies Act shall apply accordingly save where it is otherwise provided in these articles of Association.

1. In these presents, if not inconsistent with the subject or context, the words standing in the first column of the table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof.
 - i. The Act "means Companies Act.
 - ii. The "article" means of the company.
 - iii. "Clear days" in relation to the period of a notice means that period excluding the day when the notice is given or on which it is to take effect.
 - iv. "The holder" in relation to shares means the member whose name is entered in the register of members as the holder of the shares.
 - v. "The seal" mean the common seal of the company.
 - vi. "Secretary" means the secretary of the company or any person appointed to perform the duties of the secretary of the company.
 - vii. "Writing" Unless the contrary intention appears, shall be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these Regulations shall bear the same meaning as in the Act or any statutory modification thereof in force of the date at which these Regulations become binding on the company.

SHARE CAPITAL AND VARIATION OF RIGHTS

2. The share capital of the company at the date of registration of this Articles of Association is Tanzania shillings Two billions only (Tshs.2,000,000,000/=) divided into one hundred (100) ordinary shares each of shillings two hundred million only (200,000,000/=)
3. Subject to the provisions of the Act, and without prejudice to any rights attached to any existing shares, any share may be issued with such rights or restrictions,

whether in regard to dividend, voting, return of capital or otherwise as the company may be ordinary resolution determine.

4. Subject to the provisions of section 61 of the Act, any shares may, with the sanction of an ordinary resolution, be issued on the terms that they are, or at the option of the company are liable, to be redeemed on such terms and in such manner as the company before the issue of the shares may be special resolution determine.
5. If at any time share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, whether or not the company is being wound up, be varied with the consent in writing of the holders of three fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of the class. To every such separate general meeting the provisions of these Regulations relating to general meetings shall apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy one- third of the issued shares of the class and that any holder of shares of the class present in person or proxy may demand a poll.
6. The rights conferred upon the holders of the shares of any class shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking paripassu therewith.
7. The company may exercise the powers of paying commissions conferred by section 56 of the Act Subjects to the provisions of the Act, such commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other.
8. Except as required by law no person shall be recognized by the company as holding any share upon any trust, and the company shall not be bound by or be compelled in any way to recognize (even when having notice thereon any equitable, contingent, future or partial interest in share or any interest in any fractional part of a share or (except as otherwise provided by articles or by law) any other rights or interests in respects of any share except an absolute right to the entirety thereof in the registered holder.

SHARE CERTIFICATES

9. Every member, upon becoming the holder of any shares, shall be entitled without payment to receive within two months after allotment or lodgments of transfer (or within such other period as the conditions of issue shall provide) one certificate for all the shares of each classes held by him and upon transferring a part of his holding of shares of any class, to a certificate for the balance of such

holding) or several certificates after the first such reasonable sum as the directors may determine. Every certificate shall be sealed which it relates and the amount or respective amounts paid thereon. In respect of a more than one certificate and delivery of a certificate for a share to one joint holder shall be sufficient delivery to all joint holders.

10. If a share certificate defaced, worn out, lost or destroyed, it may be renewed on such terms (if any) as to evidence and indemnity and payment of payment of expenses reasonably incurred by the company in investigating evidence as the directors may determine but otherwise free of charge and (in the case of defacement or wearing out) on delivery up of the old certificate.

LIEN

11. The company shall have a first and paramount lien on every share (not being a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect that share; but the directors may at any time declare any share to be wholly or in part exempt from the provisions of this regulation. The company's lien, if any on a share extend to any amounts payable in respect of it.
12. The company may sell, in such manner as the directors determine any shares on which the company has a lien if a sum in respect of which the lien exists is presently payable and is not paid within fourteen clear days after a notice in writing has been given to the share, or the person entitled thereto by reason of the death or bankruptcy of the holder, demanding payment and stating that if the notice is not complied with the shares may be sold.
13. To give effect to any such sale the directors may authorize some person to transfer the shares sold to, or in accordance with the directions of, the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer, and he shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale and subject to a like lien for sums not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares, at the date of the sale.

CALLS ON SHARES

14. Subject to the terms of allotment, the directors may make calls upon the members in respect of any moneys unpaid on their shares (whether in respect of nominal value or premium) and not by the conditions of allotment thereof made payable at fixed times, provided that no call shall exceed one-fourth of the nominal value of the share or be call, and each member shall (subject to receiving at least fourteen clear days notice specifying when and where payment

is to be made) pay to the company as required by the notice the amount called on his shares. A call may be required to be paid by installments. A call may, before receipt by the company of any sum due there under be revoked in whole or part and payment of a call may be postponed in whole or part. A person upon whom a call is made shall remain liable for calls made upon him notwithstanding the subsequent transfer of the shares in respect of which the call was made.

15. A call shall be deemed to have been made at the time when the resolution of the directors authorizing the call was passed.
16. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
17. If a call remains unpaid after it has become due and payable, the person from whom the sum is due shall pay interest on the amount unpaid from the day it become due and payable to the time of actual payment at the rate fixed by the term of allotment of the share or if no rate not exceed five percent per annum as the directors may determine, but the directors may waive payment of such interest wholly or in part.
18. An amount payable in respect of a share on allotment or at any fixed date, whether in respect of nominal value or premium or as an installment of a call, shall be deemed to be call, and if it is not paid the provisions of the articles shall apply as if that amount had become due and payable by virtue of a call.
19. Subject to the terms of allotment, the directors may, on the issue of shares, differentiate between the holders as to the amount of calls to be paid and the times of payment.
20. The directors may if they think fit, receive from any member willing to advance the same, all or any part of the moneys un-called and unpaid upon any shares held by him, and upon all or any the moneys so advanced may (until the same would, but for such advance become (payable) pay interest at such rate not exceeding (unless the company in general meeting shall otherwise direct) six per cent per annum, as may be agreed upon between the directors and the members paying such sum in advance.

TRANSFER OF SHARES

21. Subject to the restrictions of these presents, all transfers of shares may be affected by transfer in writing in the usual common form or in any other form in writing under hand approved by the Directors.
22. The instrument of transfer of a share shall be in writing and shall be signed by or on behalf of the transferor and transferee, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in

the Register of Members in respect thereof, provided that the Directors may dispense with the execution of the instrument of transfer by the transferee in any case in which they think fit in their discretion so to do.

23. The company is a private company and accordingly the right to transfer shares is restricted in manner hereinafter prescribed:-
 - a. The number of members of the company is limited to fifty as further provided for in the Act,
 - b. Any invitation to the public to subscribe for any shares or debenture of the public is prohibited,
 - c. The company shall not have power to issue share warrants to bearer.
24. The directors may, in their absolute discretion and without assigning any reason therefore, decline to register any transfer of any share, whether or not it is a fully paid share.
25. If the directors refuse to register transfers they shall within sixty days after the date on which transfer was lodge with the company send to the transferee notice of the refusal.
26. The registration of transfers of shares or any transfers of any class of shares may be suspended at such times and of such periods (not exceeding thirty days in any year) the directors may determine.

TRANSMISSION OF SHARES

27. No fee shall be charged for the registration of any instrument of transfer or other document relating to or affecting title to any share.
28. In case of the death of a member, the survivor of survivors where the deceased was a joint holder, and the personal representatives of the deceased where he was a sole holder or the only survivor of joint holders, shall be the only persons recognized by the company as having any title to his interest in the shares; but nothing herein contained shall release the estate of a deceased member from any liability in respect of any share which had been jointly held by him.
29. A person becoming entitled to a share in consequence of the death or bankruptcy of, a member may, upon such evidence being produced as may properly be required by the directors and subject as hereinafter provided, either elect by notice to the company to be registered as holder of the share, or elect to have same person nominated by him registered by him registered as the transferee in which case he shall execute the appropriate instrument of transfer.

30. All the articles relating to the right to transfer of shares shall apply to any such notice or transfer as if it were an instrument of transfer executed by the member and the death or bankruptcy of the member had not occurred.
31. A person becoming entitled to a share by reason of the death or bankruptcy of the holder shall have the rights to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as the holder of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company.

FORFEITURE OF SHARES

32. If call remains unpaid after it has become due and payable, the directors may give to the person from whom it is due not less than fourteen clear days notice requiring payment of the amount unpaid, together with any interest which may have accrued. The notice shall name the place where payment is to be made and shall state that if the notice is not complied with, the shares in respect of which the call was made will be liable to be forfeited.
33. If the notice is not complied with, any share in respect of which it was given may, before the payment required by the notice has been made, be forfeited by a resolution of the directors to that effect and the forfeiture shall include all dividends or other moneys payable in respect of the forfeiture shares and not paid before the forfeiture.
34. Subject to the provisions of this Act, a forfeited share may be sold, re-allotted or otherwise disposed of on such terms and in such manner as the directors determine either to the person who was before the forfeiture the holder or to any other person, and at any time before a sale, re-allotment or other disposition the forfeiture may be cancelled on such terms as the directors think fit. Where for the purposes of its disposal a forfeited share is to be transferred to any person, the directors may authorize some person to execute an instrument of transfer of the share in question.
35. A person any of whose shares have been forfeited shall cease to be a member in respect of the forfeited shares and shall surrender to the company of cancellation the certificate for the shares forfeited, but shall remain liable to the company for all moneys which, at the date of forfeiture, were payable by him to the company in respect of the shares, but his liability shall cease if and when the company shall have received payment wholly or in part or enforce payment without any allowance for the value of the shares at the time of forfeiture or for any consideration received on their disposal.
36. A statutory declaration by a director or the secretary that a share has been forfeited on a date stated in the declaration shall be conclusive evidence of the facts stated therein as the execution of an instrument of transfer if necessary)

constitute a good title to the share, and the person to whom the share is disposed of shall not be bound to see to the application of the consideration, if any, nor shall his title to share be effected by any irregularity or invalidity of the proceedings in reference to the forfeiture or disposal of the share.

INCREASE OF CAPITAL

37. The Company may from time to time by Ordinary Resolution increase its share capital by such sum to be divided into shares of such amount as the resolution shall prescribe.
38. The Company may by Ordinary Resolution direct that the new shares, or any of them shall be offered in the first instance, either at par or at a premium, to the then Members or to the holders of any class of shares for the time being, in proportion to the number of shares or shares of the class or group held by them respectively, or make any other provisions as to the issue of the new shares.
39. All new shares shall be subject to the provisions of these presents with reference to payment of calls, lien, transfer, transmission, and forfeiture, unless otherwise provided in accordance with the powers contained in these presents, shall be Ordinary Shares.

ALTERATION OF CAPITAL

40. The company may by ordinary resolution:-
 - a. Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares,
 - b. Sub-divide its existing shares, or any of them, into shares of smaller amount than is fixed by the memorandum of association.
 - c. Cancel shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by amount of the shares so cancelled,
 - d. Reduce its capital or any capital redemption reserve fund or any share premium account in any manner authorized by the Act.
41. Whether as result of a consolidation of shares any members would become entitled for fractions of a share, the directors may, on behalf of those members, sell the shares representing the fractions for the best price reasonably obtainable to any person including subject to the provisions of this Act, the company) and distribute the net proceeds of sale in due proportion among those members, and the directors may authorize some person to execute an instrument of transfer of the shares to or in accordance with the directions of the purchaser. The transferee shall not be bound to see to the application of the purchase money or shall his title to the share be effected by any irregularity in or invalidity of the proceedings in reference to the sale.

GENERAL MEETINGS

42. The company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices 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.
43. All general meetings other than annual general meetings shall be called extraordinary general meetings.
44. The Directors may, whenever they think fit, call an extraordinary general meeting, and extraordinary general meetings shall also be convened by such requisiteness, as provided by section 134 of the Act. If at any time there are not within the Territory sufficient directors to call the meeting, any director or any two members of the company may call the meeting in the same manner as nearly as possible as that in which meetings may be convened by the directors.

NOTICE OF GENERAL MEETINGS

45. Every general meeting shall be called by twenty-one clear days notice in writing. The notice shall specify the time and place of the meeting and general nature of the business and in the case of an annual general meeting, shall specify the meeting as such; Provided that a meeting of the company may be called by shorter notice if it is so agreed:-
 - A. In the case of an annual general meeting, by all the members entitled to attend and vote thereat and
 - B. In the case of another meeting by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than 95 per cent in nominal value of the shares giving that right.
46. Subject to the provisions of the articles and to any restrictions imposed on any shares, the notice shall be given to all the members, to all persons entitled to a share in consequence of the death or bankruptcy of a member and to the directors and auditors. The accidental omissions to give notice of a meeting to, or the non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at the meeting.

PROCEEDINGS AT GENERAL MEETINGS

47. All business shall be deemed special that is transacted at an extra ordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts,

and the reports of the directors, H'8 election of directors in the place of those retiring and the appointment of and the fixing of the remuneration of, the auditors.

48. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the proceeds to business: two persons entitled to vote on the business to be transacted, each being a member or a proxy for a member or a duly authorized representative of a corporation, shall be quorum.
49. If within half an hour from the time appointed for the meeting a quorum is not present, or if during the course of a meeting a quorum ceases to be 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 such other time and place as the directors may determine.
50. 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 do so, he shall be chairman.
51. 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 and willing to act, he shall be chairman.
52. A director shall, notwithstanding that he is not a member, be entitled to attend and speak at a general meeting and at any separate meeting of the holders of any class of shares in the company.
53. The chairman may, with the consent of any meeting at which a 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 an adjourned meeting.
54. 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 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 two members having the right to vote at the meeting; or

- c. By a member or members holding shares conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than once- tenth of the total sum paid up on all the shares conferring that right;
 - d. By a member or members holding shares conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one- tenth of the total sum paid up on all the shares conferring that right; and a demand by a person as proxy for a member shall be the same as a demand by the member.
55. Unless a poll be so demanded, a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be evidence of that fact.
56. The demand for a poll may, before the poll is taken, be withdrawn.
57. Except as provided in article 54, if a poll is duly demanded 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.
58. In 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 casting vote in addition to any other vote he may have.
59. A poll demanded 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 not being more than thirty days after the poll is demanded as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be preceded with pending him taking of the poll.
60. 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 duly convened and held, and may consist of several instruments in the like form each executed by or on behalf of one or more members.

VOTES OF MEMBERS

61. Subject to any rights or restrictions attached to any share or class or classes of shares, on a show of hands every member (being an individual) present in person or (being a corporation) present by a duly authorized representative, not being himself a member entitled to vote, and on a poll every member shall have one vote for each share of which he is the holder.

62. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion for the votes of the other joint holders; and for this purpose seniority shall be determine by the order in which the names stand in the register of members.
63. A member in respect of whose estate a manager as been appointed under section 26 of the Mental Disease Ordinance, may vote, whether on a show of hands or non a poll, by his manager, and any such manager may, on a poll, vote by proxy.
64. No member shall be entitled to vote at a general meeting or at a separate meeting of the holders of any class of shares in the company unless all calls or other sums presently payable by him in respect of shares in the company have been paid.
65. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote disallowed at such meeting shall be valid for all purposes. Any objection made in due time shall be referred to the chairman of the meeting, whose decision shall be final and conclusive.
66. Poll votes may be given either personally or by proxy. A member may appoint more than one proxy attend on the same occasion.
67. The instrument appointing proxy shall be in writing executed by or on behalf of the appointer or of his attorney duly authorized in writing, or, if the appointer is a corporation.
68. The instrument appointing a proxy and any authority under which it is executed a copy of that authority certified notary or in such other manner as approved by the directors shall be deposited at the registered office of the company or at such other place within the Tanzania as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, an in default the instrument of proxy shall not be treated as valid.
69. An instrument appointing a proxy shall be in the following from or a form as near there to as circumstances admit
- “ Limited
we.....of.....being A member/members of the
above named company, herebyappointofor
failing him.....of..... As 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 theday of.....and at any adjournment thereof.

Signed thisday of..... 20.....”

70. 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 there to as circumstance admit near there to as circumstances admit.

“ Limited
we.....of.....being A member/members of the
above named company, hereby appointofor
failing him.....of..... As 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 theday
of.....and at any adjournment thereof.

Signed thisday of..... 20.....”

This form is to be used in favour of/ against resolutions (1/2/3 etc) unless otherwise instructed, the proxy will vote as he thinks fit or abstain from voting.

71. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
72. A vote given in accordance with the terms of an instrument of proxy, or by the duly authorized representative of a corporation shall be valid notwithstanding the previous determination was received by the company at its registered office (or at such other place at which the instrument or proxy was duly deposited) before the commencement of the meeting or adjourned meeting at which the proxy is used.

CORPORATIONS ACTING BY REPRESENTATIVE AT MEETINGS

73. Any corporation which is a member of the company may by resolution of its directors or other governing body authorize such person as it thinks fit to act as its representative at any meeting of the company or of any class of members of the company, and the person so authorized shall be entitled to exercise the same power on behalf of the corporation which he represents as the corporation could exercise if were an individual member of the company.

DIRECTOR

74. The number of the directors and the names 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 not be subject to any maximum but shall be not less than two.
75. 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.
76. Subject to the provisions of the Act, the memorandum and the articles and to any directors given by special resolution, the business of the company shall be managed by the directors, who may exercise all the powers of the company. No alteration of the memorandum or articles and no such directions shall invalidate any prior act of the directors which would otherwise have been valid. The powers given this article shall not be limited by any special power. Given to the directors by the directors by the articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the director.
77. The directors may by power of attorney appoint any person to be the attorney or agent of the company for such purposes and on such conditions as they determine, including authority for the attorney or agent to delegate all or any of his powers.
78. The directors may exercise all the powers of the company to borrow money, and to mortgage or charge its under taking, property and uncalled capital, or any party 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.
79. The company may exercise the powers conferred upon the company by sections 124 to 127 of the Art with regard to the keeping of a branch register, and the directors may (subject to the provisions of those sections) make and vary such regulations as they may think fit respecting the keeping of any such register.

DIRECTOR'S APPOINTMENTS AND INTERESTS

80. The directors may appoint one or more of their number to the office of managing director or to any other executive office under the company and may enter into an agreement or arrangement with any director for his employment by the company or for the provision by him of any service outside the scope of the ordinary duties of a director. Any appointment of a director to an executive shall terminate if he ceases to be a director, but without prejudice to any claim to damages for breach of the contract of service between the director and the

company. A managing director and a director holding any other executive office shall not be subject to retirement by rotation.

81. A director who is in any way, whether directly, interested in a contract or proposed contract with the company shall declare the nature of his interest. It a meeting of the directors in accordance with section 209 of the Act.
82. Subject to the provisions for the Act, and provided that he has disclosed to the directors the nature and extent of any material interest of his, a director notwithstanding his office
 - a. May be a party to, or otherwise interested in, any transaction or arrangement with the company or in which the company is otherwise interested;
 - b. May be a director or other office of, or employed by, or a part to any transaction or arrangement with the company may interested;
 - c. Shall not, by reason of his office, be reason of his office, be accountable to the company for any benefit which he derives from any such office or employment remuneration or other benefits received by him as a directors or office of, or from his interest in, such other company unless the company otherwise directs. Provided that nothing herein contained shall authorize a director his firm to act as auditor to the company.
83. For the purposes of notice given to the directors;
 - a. A general notice given to the director is to be regarded as having an interest of the nature and extend specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has interest in such transaction of the nature and extend specified; and
 - b. An interest of which a director has no knowledge and of which it is reasonable to expect him to have knowledge shall not be treated as an interest of his.
84. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed in such manner as the director shall from time to time by resolution determine.

MINUTES

85. The directors shall cause minutes to be made in books kept for the purpose-
 - a. Of all appointments of officers made by the directors;
 - b. Of the names of the directors present at each meeting of the directors and of any committee of the directors;
 - c. Of all resolutions and proceedings at all meetings of the company, of the holders of any class of shares in the company, and of the directors and of committees of directors.

REMUNERATION AND EXPENSES, GRATUITIES AND PENSIONS

86. The remuneration of the directors shall be determined by ordinary resolution of the company and, unless the resolution otherwise provides such remuneration shall be deemed to accrue from day. The directors may also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the directors or any committee of the directors or any committee of the directors VI general meetings or separate meetings of the holders of any class of shares or of debentures of the company or otherwise in connection with the business of the company.
87. The directors on behalf of the company may pay a gratuity or pension or allowance on retirement to any director who had held any other salaries office or place of Profit with the company or to his widow or dependants and may make contributions to any fund and pay premiums for the purchase or provisions of any such gratuity, pension or allowance.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

88. The office director shall be vacated if the director.
- a. ceases to be a director by virtue of any provision of h-Act or he becomes prohibited by law from being a director;
 - b. Becomes bankrupt or makes any arrangemen
 - c. Becomes of unsound mind; or
 - d. Resigns his office by notice in writing to the company; or
 - e. Shall for more than six consecutive months have been absent without permission of the directors from meetings of the directors held during that period and the directors resolve that his office be vacated.

APPOINTMENT AND RETIREMENT OF DIRECTORS

89. The company may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or to be an additional director.
90. The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the total number of directors does not exceed the number fixed by or in accordance with these articles, A director so appointed shall hold office only until the next following annual general meeting, and shall they be eligible for re-election.
91. The company may by ordinary resolution, of which special notice has been given in accordance with section 144 of the act, remove any director before the expiration of his period of office notwithstanding anything in these articles or in any agreement between the company and the director. Such removal shall be without prejudice to any claim the director may have for damages for breach of any service contract with the company.

92. The company may by ordinary resolution appoint another person in place of a director removed from office under the immediately preceding regulation, and without prejudice to the powers of the directors under article 85 the company may by ordinary resolution appoint any person to be a director either to fill a vacancy or as an additional director.

PROCEEDINGS OF DIRECTORS

93. Subject to the provisions of the articles, the directors 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 directors may, and the secretary at the request of a director shall, call a meeting of the directors, it shall not be necessary to give of a meeting directors to any director who is absent from the Tanzania.
94. The quorum necessary for the transaction of the business of the directors may be fixed by the directors and unless so fixed shall be two.
95. The continuing directors may act notwithstanding any vacancy in their number, but, if their number is reduced below the number fixed as the necessary quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.
96. The directors may appoint one of their numbers 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 some the director so appointed shall preside at every meeting of directors as 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, directors present may choose one of their number to be chairman of the meeting.

97. The directors may delegate any of their powers to any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the directors. Subject to any such regulations, the proceedings of a committee with two or more members shall be governed by articles regulating the proceedings of directors so far as they are capable of applying.
98. All acts done by a meeting or of a committee of directors or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such director, or that any of them were disqualified from holding office, or had 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.

99. A resolution in writing, signed by all the directors 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,
100. Save as otherwise provided in the articles, a director shall not vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in conflicts or may conflict with the interests of the company, Subject to and in accordance with the provisions of the Act, an interest of a person who is connected with a director shall be treated as an interest of the director.
101. A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.
102. The company may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the articles prohibiting a director from voting at a meeting of directors or of a committee of directors.
103. Where proposals are under consideration concerning the appointment of two or more directors to offices or employment with the company or anybody corporate in which the company is interested, the proposals may be divided and considered in relation to each director separately and (provided he is not for another reason precluded from voting) each of the directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except resolution concerning own appointment.
104. If a question arises at a meeting of directors or of a committee of directors as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any director other than himself shall be final and conclusive.

SECRETARY

105. 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.
106. A provision of the Act or these Regulations requiring or authorizing a thing to be done by or to a director and the secretary shall not be satisfied by its being done by or to by or to the same person acting both as director and as, or in place of, the secretary.

THE SEAL

107. The seal shall only be used by the authority of the directors or of a committee of the directors authorized by the directors, the directors may satisfied by is being done by or to the same person acting both as director and as or in place of, the secretary.

DIVIDED AND RESERVE

108. Subject to section 180 of the Act, the company may by ordinary resolution declare divided in accordance with the respective rights of the members, but no divided shall exceed the amount recommended by the directors.
109. Subject to the provisions of the Act, the directors may from time to time pay to the members such interim dividends as the directors to the justified by the profits of the company available for distribution.
110. The directors many, before recommending any dividend, set aside out of the profits of the company such sums as they proper as a reserve or reserves which shall, at the direction of the directors, be applicable for any purpose to which the profits of the company may be properly applied, and pending such application may; at the like discretion either be employed in the business of the company or be invested in such investments other than shares of the company as the directors may from time to time think fit. The directors may also without placing the same to the reserve carry forward and any profits which they may think prudent.
111. Except as otherwise provided by the rights attached to shares, all dividends shall be declared and paid according to the amount paid on the shares in respect of which the divided is paid. Al divided shall be apportioned and paid proportionately to the amounts paid on the shares during any portion or portions of the period in respect of which the divided is paid; but if any share is issued on terms providing that is shall rank for divided as from a particular date, that share shall rank for dividend according.
112. Any general meeting declaring a dividend may, upon the recommendation of the directors, direct payment such dividend wholly or partly by the distribution of assets and, where any difficult arises in regard to the distribution, the directors may settle the same, and in particular may issue fraction certificates and fix them.
113. The books of account shall be kept at the registered office of the company or subject to section 151(4)of the Act, at such other place or places as the directors think fit, and shall always be open to the inspection of the directors.

114. No member shall (as such) have any right of inspecting any accounting record or others book or document of the company except as conferred by statute of authorized by directors or by ordinary resolution of the company.
115. The directors shall, in accordance with section 153, 155 and 159 of the Act, cause to be prepared and to be laid before the company in general meeting such profit and loss account balance sheets, cash flow statement, group ing to account (if any) and report as are referred to in those section.
116. In accordance with section 163 of the Act, the copy of the company annual account to be laid before the company in general meeting together with a copy of the director's report and the auditor's report shall not less than twenty - one 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 required a copy of those document 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.

CAPITALIZATION OF PROFITS

117. The directors may, with the authority of an ordinary resolution of the company:
- a. Resolve toe credit of capitalize any part of the amount for the time being standing to the credit of any of the company's reserve account or otherwise available for distribution, and that such sum be capitalized to the members who would be been entitled to it were distributed by way of divided and l the same proportions and apply such sum either in or towards paying up in full in issued shares of debentures of the company to the allotted and distributed.
 - b. Make such provision of fraction certificated or by payment in cash or otherwise as they think fit for the case shares or debentures becoming distributable in fraction, and authorize any person to enter on behalf of all the members entitled there to into an agreement with the company providing for the allotment to them respectively, credited as full paid up, of any shares or debentures to which they are entitled upon such capitalization, and any agreement made under such authority shall be effective and binding on all such members.

AUDIT

118. Auditors shall be appointed and their duties regulated in accordance with section 170 of the Act.

NOTICE

119. 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 wither personal or by sending to by post in a prepaid, envelop addressed to the member at his registered address, or by leaving it at that address. Where a notice is sent by post, service of the notice shall be deemed to be effected by to properly addressing, preparing and posting a letter containing the notice, and to have been effected at the expiration of (seventy - t w o hours after the letter containing the same was posted. A member whose registered address in not within the Tanzania and who give to the company and address within the Tanzania at which notices may be given him shall entitled to receive any notice from the company.

120. A notice may be given by the company to the joint holders of a share by giving the notice to the joint holder first name in the register of member in respect of the share.
121. A notice may be given by the company to the persons entitled to a share in consequence of the death or bankruptcy of a member by sending or delivering it, in any manner authorized by the articles, addressed to them by name, or by the title of representatives of the deceased, or trustee of the bankrupt, or by like description, at the address, if any within the Tanzania supplied for the purpose by the persons claiming to be so entitled. Until such an address has been supplied, a notice may be given kin any manner in which given if the death or bankruptcy had not occurred.
122. A member present, either in person or by proxy, at any meeting of the company or of the holder of any class of shares in the company shall be deemed to have received purpose for which it was called.

WINDING UP

123. If the company is would up the liquidator may, with sanction of a special resolution of the company and other sanction required by the Act divide amongst the members in specie the whole or any part of the assets of the company and may, fort at purpose, set such value as he deems fair upon any property to be divided and may determine how such division shall be carried out as between the members or different classes of members.
124. The liquidator may, with the like sanction, vest the whole or any part of stage liquidator, with the like sanction, shall determine, but no member shall be compelled to accept any shares or other securities upon which there is a liability.

INDEMNITY

125. Subject to the provision of the Act, but without prejudice to any indemnity to which a director may otherwise be entitled, ever director or other

officer or auditor of the company shall be indemnified out 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 favour or in which he is acquitted or in connection with any application under section 481 of the Act in which relief is granted to him by the court from liability for negligence, default breach of duty or breach of trust in relation to the affairs of the company.

ARBITRATION

126. Whenever there shall be an equality of votes among the members of the company and the directors on the one hand, and any of the members or their representatives on the other hand or between any members or class of member with regard to anything done, executed, omitted or suffered in pursuant of these present or the Companies Act or with regard to any breach or alleged breach or otherwise relating to these present or to any of the affairs of the company every such different of opinion shall be referred to decision of two arbitrators one to be appointed by each of the parties in difference and any such reference shall be subject to all the provisions of the time being in force in Tanzania.

No.	Names, Adress and Description of Subscribers	Number of Shares Taken	Signature
1	ZHONGCAI YUAN P.O.Box 10446	5	Zhongcai Yuan
2	WENJUN YUAN P.O.Box 10446	4	Wenjun Yuan
3	DENGFENG PENG P.O.Box 10446	20	Dengfeng Peng
4	LINYI QIYANG CABLE COMPANY LIMITED P.O.Box 10446	51	ZHONGCAI YUAN Wenjun Yuan WENJUN YUAN Zhongcai Yuan

Dated at Dar Es Salaam this 30th Day of JUNE 2025

WITNESS TO THE ABOVE SIGNATURES

Name: OMEGAH YUSEM
Signature: [Handwritten Signature]
Postal Adress: 71729 Dar es Salaam
Qualification: COMMISSIONER FOR OATHS

