

THE COMPANIES ACT 2002

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

LESSO AFRICA COMPANY LIMITED

Incorporated this..... day of..... 2015

Drawn by:-

Zhan Huan Tai
Subscriber
P.O. Box 10848
DAR ES SALAAM

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Said to be true for n
Notary Public & Commissioner
Date: 15/12/2020

entertainment theatres, casinos, tours operators, transporters by sea, land and by air.

(d) To purchase or otherwise or enter into joint venture, acquire mining rights, working and mining grounds, lands, claims either in lands or offshore and anywhere in Tanzania and elsewhere, carry out prospecting, mining, processing and refining of all sort of minerals, develop and maintain mines and claims, act as mineral dealers, buyers, sellers and exporters, agents and brokers of minerals and mineral rights.

(e) To purchase, take on lease or in exchange, acquire by mining set or licenses, concessions, grant, or otherwise, any lands, mines mineral rights, building assessments rights and privileges, machinery, plant, mineral refinery or processing plants and other effects whatsoever in Tanzania, and elsewhere, which the company may from time to time think proper to be acquired for any of its purposes.

(f) To search, research, produce, prospect for gold, ores and minerals, petroleum, gas be it organic or inorganic, in the land, off shores and atmospheric, to mine, produce, refine and deal in the same, grant licenses for mining in or over any lands which may be acquired by the company and to lease or develop and sell such lands for building, mining, refinery, or for agricultural or animal husbandry and fishing.

(g) To carry on the business of mining, smelting and refining activities and as auxiliary thereto, to buy and sell or export minerals of all sorts, gems, ores, base metal, to purchase for use or sell or hire, lease vehicles, plants, machinery and equipment for mines and mineral activities and transportation, to erect or construct buildings, mineral works, tunnels, piers, wharves, docks, ports, railways and roads and all sorts of construction works.

(h) To carry on the business as tanners, dealers, stockiest, importers exporters of hides and skins, textiles of all sort, synthetic leather and rubber products, manufacturers, producers of hides and skin products, dairy farmers, glaziers, breeders of domestic animals and games, dealers in cattle, sheep, horses, pigs, goats, poultry and other animals, feel-mongers, fat, tallow, geese, offal and other animal products, dealers in producers of dairy farm and garden produce of all kinds and in particular milk, cream, butter, fat, cheese, poultry and eggs, yogurt, ice-cream, fruit and vegetables, of preserved meat,

(i) To operate centres for research, collages and schools for training all sort of disciplines including but not limited to engineering be it in civil, mechanical and agro, chemical, aeronautical and electronics,

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Address: Mwanadaminiari, Dar es Salaam
Date: 5/12/2025

- (p) of all sorts domestic or otherwise including the business of manufacture and provision of facilities, tools and equipment for insemination and fertilization, hatching fattening, processing fish, shrimps and livestock and game products.
- (p) To promote and expand the business of hatchery rearing chicks, chickens, ducks, rabbits, turkeys, geese, pigeons, all types of domestic fowls, all tamed wild fowl and small animals.
- (q) To carry on the business as civil engineers, contractors, constructors, builders, architects, quantity surveyors, consultants, valuers, estate developers and managers, decorators, undertaking civil works of all kinds including construction, erection, pulling down, alter, enlarge, structures, buildings, recreation facilities, hotels, road works, bridges, drainage systems, oxidation ponds, dams, reservoirs, water courses, silos, ports, canals, train ways, railways, wharves abattoirs, slaughter houses, freezing houses, warehouses chels, factories, plants, pavements, land reclamation.
- (r) To carry on all or any of the trades or business of millers, merchants, warehousemen, manufacturers preservers, processors, packers, importers, exporters, brokers and dealers of animal foods, cereals, animal feeds ingredients, edible oils, organic fertilizers feather meal and other by-products from slaughter houses and to develop and turn to account any land acquired by or in which the Company is interested, and in particular by preparing the same for farming purpose and planting legumes, cassava and cereals; preparing the same for cultivating, paving, plating, drawing farming, cultivating or letting, and by advancing money to and catering into constructs, arrangements of all kinds with millers, farmer or growers of cereals legumes, cassava and others.
- (s) To do the business of selling, importing, exporting, representation of foreign telecommunication companies, agencies, distribution, maintenance, manufacturing, etc. of telecommunication details, materials, software, telecommunication equipments & accessories plus offering of technical & professional advice and part thereof.
- (t) To carry on the business of refrigeration and cold storage, manufacturers, processors, vendors and dealers in ice and all perishable goods including all kinds of meat, poultry, fish vegetables, fruits and related produce.
- (u) To carry on the business of hotel, restaurant, cafe, tavern, beer-house, refreshment-room and lodging-house keepers, licensed victuallers, wine, beer and spirit merchants, brewers, makers, distillers, importers and manufacturers of a grated, mineral and artificial waters and other drinks, purveyors, caterers for public amusement generally, proprietors of motor


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- (aa) To carry on the business as principals or agents, courier services, representatives of local and foreign companies, clearing and forwarding, shippers and shipping agents, insurance agents, estate agents, auctioneers and debt collectors.
- (ab) To purchase or otherwise acquire, for any interest therein, any lands, properties, agricultural estates, farms, ranches and properties of any tenure whatsoever in Tanzania or elsewhere and any estate or interest in any rights connected with such lands and buildings and also to acquire as aforesaid any concessions, machinery and plants of any kind, and or which may be necessary and convenient for the Company's business.
- (ac) To carry on all or any of the business of manufacturers of and dealers in and workers in cement, lime, plasters, whitening, sand, stone, minerals, earth, tiles, artificial stones, bricks, tiles, pipes, pottery, earthenware, hardware, china and builders requisites and conveniences of all kinds and as quarry owners, building, general contractors of all kind and as quarry owners, building, general contractors and carriers.
- (ad) To carry on the business of importers and exporters, wholesalers, retailers, factors, manufacturers, agents and representatives, commission agents, del-credere agents franchise trade, and deal in goods, produce, articles and merchandisc of all and every description.
- (ae) To carry on business as refreshment contractors, restaurant keepers, refreshment room proprietors, hotel keepers, sugar and sweetmeat merchants, farms, dairymen, fruiterers, grocers, provision merchants, bakers and confectioners licensed victuallers and tobacconists.
- (af) To apply for, purchase, or otherwise acquire and protect and renew in any part of the world any patent, patent rights, brevets d'invention trade marks, designs, licenses, concessions, and the like, conferring any exclusive or non-exclusive or limited rights to their use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the company, and to use, exercise, develop, or grant licenses in respect of, or otherwise turn to account the property, rights or information so acquired, and to expend money in experimenting upon, testing or improving any such patent, inventions or rights.
- (ag) To acquire any such shares, stocks, debentures, debenture stock scrips, bonds, notes, securities, obligations, funds or loan by original subscription, tender, purchase, participation in syndicates, exchange or otherwise, and to guarantee the subscription thereof, and to exercise and

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Said Ishtiaq Marvi
 Advocate, Notary Public & Company Secretary

for the _____
 Sign: 
 Date: 5/12/2024

(ap) To do all such acts and things as are incidental or conducive to the attainment of the above objects. It is hereby declared that the word "company" except where used in reference to the Company shall be deemed to include any partnership, or other body of persons whether incorporated or not incorporated and whether not existing or hereinafter to be formed.

(aq) 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 interference drawn from the terms of any other paragraph.

4. The liability of the Members is limited.

5. The Share Capital of the Company is TZS: 1,000,000,000/= (Tanzania Shillings One Billion) divided into 1,000 ordinary shares of TZS: 1,000,000/= each, and the Company shall have powers to increase or reduce the said capital and to divide the shares in the capital for the time being, whether original or increased, in different classes, and to attach thereto respectively and preferential, deferred, qualified or special rights, privileges or conditions and so that unless the conditions of issue shall otherwise expressly declare every issue of shares, whether preference or otherwise, or any such rights, privileges or conditions shall not be altered or modified except in accordance with the Articles of Association registered herewith.


Certified True Copy of the Original
Said ISMAIL HARIZA
Advocate, Notary Public & Commissioner
for O.G.O.S.
Date: 5/12/2025

5000/-
58461-28/9/2015
[Signature]

THE COMPANY ACT 2002
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
LESSO AFRICA COMPANY LIMITED

TABLE A EXCLUDE

1. The regulations in table A in the First Schedule to the Company Act 2002 shall not apply to the Company, except so far as the same are repeated or contained in these Articles, and in case of conflict between table "A" and in these regulations, the regulations in table "A" shall prevail.

INTERPRETATION

In these Articles, unless the subject or context otherwise requires, 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:

WORDS AND MEANINGS

"Articles": these Articles of Association as originally framed or as altered from time to time by special Resolution;

"A Shareholder": any holder from time to time of the Shares;

"The Directors": the directors for the time being of the Company present at a duly convened meeting of the directors at which a quorum is present;

"The Office": the registered office for the time being of the Company;

"The Act": the companies Act 2002 and every statutory modification and reenactment thereof for the time being in force;

2. The Company is a Private company and accordingly: no invitation or offer shall be made to the public (whether for cash or otherwise) to subscribe for any shares in or debentures of the Company, nor shall the company allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the

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Receipt No. 58461-28/9/2015
[Signature]




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for Oaths
Sign: [Signature]
Date: 5/2/2022

- be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise, as the company may from time to time by ordinary resolution determine.
8. Subject to the provisions of Companies Act 2002, any preference shares may, with the section 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 by Special Resolution determine.
9. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed not to be varied by the creation or issued of further shares ranking *pari-passu* therewith.
10. If at any time the 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 be varied with the consent in writing of the holders of the three-fourths of the issued shares of that class, or with the sanction of an extraordinary resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate meeting the provisions of this articles relating to general meetings shall mutatis apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy one-third of the issue shares of the class and that any holder of shares of the class present in person or by proxy may demand a poll.
11. Every person whose name is entered as a member in the register shall, without payment, be entitled to one certificate under the common seal of the Company specifying the share or shares held by him and the amount paid up thereon, provided that in respect of a share or shares held jointly by several persons the company shall be bound to issue more than one certificate, and delivery of certificate of a share to one of several jointly holders shall be sufficient delivery to all.
12. If a share certificate is defaced, lost, or destroyed, it may be renewed on payment of such fee, if any, not exceeding one hundred shillings, and on such terms, if any, as to evidence and indemnity as the directors think fit.
13. The Company shall have a lien on every share for all moneys (whether present payable or not) called or payable at a fixed time in respect of that share, and the company shall also have a lien on all shares standing registered in the name of a single person for all moneys presently payable by him or his estate to the Company, but the directors may at any time declare any share to be wholly or in

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 Said Ismail Hativa
 Advocate, Notary Public & Commissioner
 for Ombudsman
 Date: 5/12/2020

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESS AND OCCUPATION OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE OF SUBSCRIBER
Mr. Zhang Hong (Businessman) P.O Box 10848 DAR ES SALAAM	400	
Mr. Zhan Huan Tai (Businessman) P.O Box 10848 DAR ES SALAAM	300	
Mrs. Ma Chujuan (Businessman) Plot no.112; Hengsha Street; Huangpu District, Guangshou City; Guangdong -CHINA	300	

Dated this 18th day of SEPTEMBER 2015

WITNESS TO THE ABOVE SIGNATURES:

SIGNATURE : 

POSTAL ADDRESS : P.O. Box 71357

QUALIFICATIONS : DAR ES SALAAM
ADVOCATE



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Said Ismail Hatwa
Advocate, Notary Public & Commissioner
for Oaths
Sign: _____
Date: _____

account of the amount of the share, or by way of premium, as if the same has become payable by virtue of a call duly made and notified.

21. The directors may make arrangements on the issue of shares for a difference between the holders in the amount of calls to be paid and in the times of payment.

22. The directors may, if they think fit, receive from any member willing to advance the same all or any part of the moneys uncalled and unpaid upon any shares held by him; and upon all or any of the moneys so advanced may (until the same would, but for such advance, become presently payable) pay interest at such rate (not exceeding, without the sanction of any Company in general meeting, the bank rate existing from time to time as may be agreed upon between the member paying the sum in advance and the directors).

TRANSFER AND TRANSMISSION

23. Subject to the provisions hereinafter contained shares in the Company shall be transferable by written instrument in the common form signed by both 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.

24. The Directors may, in their absolute discretion, and without assigning any reason therefore decline to register any transfer of shares to any person whom they do not approve not being already a member of the Company and may also decline to register any transfer of shares on which the Company has taken. The directors may also suspend the registration of transfers during the fourteen days immediately preceding the ordinary general meeting in each year. The directors may decline to recognize any instrument of transfer unless:-

(a) A fee not exceeding shillings two hundred and fifty is paid to the Company in respect thereof; and

(b) The instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the directors may reasonably require showing the right of the transferor to make the transfer.

If the directors refuse to register a transfer of any shares, they shall within two months after the date on which the transfer was lodged with the Company send to the transferee notice of the refusal.

25. The personal representatives of a deceased sole holder of share shall be the only persons recognized by the Company as having any title to the share. In the case of share registers in the names of two or more holders, the survivors or survivor,

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for O-105
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Date: 5/12/2022

the purchaser in the register of members as holder by transfer of the shares purchased by him.

31. In the event of the whole of the said shares not being purchased under article 28 the vendor may, at any time within six calendar months after the expiration of the said twenty-one days, transfer the shares not sold to any person (subject to article 17) and at any price.

32. Article 25, 26, 27, 28 and 29 hereof shall not apply to a transfer to a person who is already a member of the Company, nor to a transfer merely for the purpose of effecting the appointment of new trustees, nor to a transfer by persons representing to a legatee under the will of, or to the husband, wife or next of kin of, a deceased member, nor to a transfer by trustee to a beneficiary, provided that it is proved to the satisfaction of the board that the transfer bona fide falls within one of these exceptions.

FORFEITURE OF SHARES AND EXPROPRIATION OF SMALL HOLDINGS

33. If a member fails to pay any call or installment of a call, on the day appointed for payment thereof, the directors may (any time thereafter during such time as any part of such call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued).

34. The notice shall name a further day (not earlier than the expiration of fourteen days from the date of the notice) on or before which the payment required by the notice is to be made, and shall state that in the event of non-payment at or before the time appointed the shares in respect of which the call was made will be liable to be forfeited.

35. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which such notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the directors to that effect and such forfeiture shall extend to any dividends in respect of any share so forfeited not actually paid at the date of the said notice.

36. A forfeiture share may be sold or otherwise disposed of on such terms and in such manner as the directors think fit, and at any time before a sale or disposition the forfeiture may be cancelled on such terms as the directors think fit.

37. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall notwithstanding, remain liable to pay to the Company all moneys which, at the date of the forfeiture, were presently


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for District
Sign: 
Date: 01/12/2020

- 54. If there is no such chairman, or if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as chairman, the members present shall choose some one of their number to be chairman,
- 55. 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 left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 56. 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 shown of hands) demanded by at least one member entitled to vote present in person or by proxy; and unless a poll is 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, and an entry to that effect in the minute book shall be conclusive evidence of the fact, without proof of the number of proportion of the votes recorded in favor of, or against, such resolution.
- 57. If a poll is duly demanded it shall be taken in sum manner as the Chairman directs, and the result of the poll shall be deemed to be a resolution of the meeting at which the poll was demanded.
- 58. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
- 59. A poll demanded on the election of a chairman or in a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of meeting directs.
- 60. Any ordinary resolution of the Company determined on without any general meeting and evidenced by writing under the hands of all the directors or a sole director and of members of the Company holding three-fourths of the issued shares of the Company shall be as valid and effectual as an ordinary resolution duly passed at a general meeting of the Company duly convened and held.
- 61. On a show of hands every member present in person shall have one vote. On a poll every member shall have one vote for each share of which he is the holder.

VOTES OF MEMBERS

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 Statute in Force
 for the State of
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70. 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 and the person so authorized shall be entitled to exercise the same powers on behalf of the corporation which the represents as that corporation could exercise if it were an individual member of the Company.

DIRECTORS

71. The first directors shall be not less than two in number and shall be appointed by the subscribers to the Memorandum of Association. Unless and until otherwise determined by the Company by ordinary resolution the number of directors shall not be less than two.

72. The names of the first directors of the Company are as follows:

1. Mr. Zhang Hong
2. Mr. Zhan Huan Tai
3. Mrs. Ma Chujuan

73. (1) the remuneration of the Directors shall from time to time be determined by the Company in General Meeting.

(2) In addition to their usual remuneration the directors shall also be paid such traveling, hotel and other expenses as may reasonably be incurred by them in the exercise of their duties, including any such expenses incurred in connection with their attendance at meetings of director.

74. Any director any in writing appoint any person, who is approved by the majority of the directors, to be alternate to act in his place at any meeting of the directors to which he is unable to be present. Every such alternate shall be entitled to notice of meetings of the directors and to attend and vote there at as a director when the person appointing him is not personally present, and where he is a director, to have a separate vote on behalf of the director he is representing in addition to his own vote. A director may at any time in writing revoke the appointment of an alternate appointed by him. Every such alternate shall be an officer of the Company and shall not be deemed to be the agent of the director remunerating him. The remuneration of such alternate shall be payable out of the remuneration payable to the director appointing him, and the proportion thereof shall be agreed between them. An alternate director need not hold any share qualification.

resolutions, and a copy of the register of directors and notification of any changes therein.

81. The directors shall cause minutes to be made in the books provided 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 Directors;
- (c) Of all resolutions and proceedings at all meetings of the company, and of the directors, and of committees of directors and every director present at any meeting of directors or committee of directors shall sign his name in a book to be kept for that purpose.

DISQUALIFICATION OF DIRECTORS

82. The office of a Director shall be vacated, if the director:-

- (a) Resigns his office by notice in writing to the Company; or
- (b) Becomes bankrupt in this Territory or in any other territory which is declared to be a reciprocating territory under section 147 of the bankruptcy ordinance; or
- (c) Is found lunatic or becomes unsound mind; or
- (d) Is punished with imprisonment for a term exceeding six months without the option of fine; or
- (e) Is requested in writing by all his co-directors to resign.

83. Any director or any Company of firm of which a director is a member, may enter into contracts with the Company and any director may vote as a director or shareholder in respect of such contract and retain for his own use profits made by him under any such contract, provided always that unless he be at the time sole director he must disclose his interest to his co-directors before the contract is entered into by the directors, and if he be at the time sole directors be interested contract the contract must be entered into by the Company in general meeting, and before the contract is entered into, the director or directors must disclose his or their interest to the meeting.

PROCEEDINGS OF DIRECTORS

84. The Directors may meet together for the dispatch of, adjourn and otherwise regulate their meetings, as they think fit, question arising at any meeting shall be decided by a majority of votes. In case of any equality of votes the chairman

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for O-18
Signature: *[Signature]*
Date: 5/12/2007

SECRETARY

93. 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.
94. No person shall be appointed or hold office as a Secretary who is:-
- (a) the sole director of the Company; or
 - (b) a corporation the sole director of which is the sole director of the Company; or
 - (c) the sole director of a corporation which is the sole director of the Company
95. A provision of the Companies Act 2002 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 the same person acting both as director and as, or in place of the secretary.

THE SEAL

96. The Director shall provide for the safe custody of the seal, which shall only be used by the authority of the directors or of a committee of the directors or of a committee of the directors authorized by the directors in that behalf, and every instrument to which the Seal Secretary or by a second director or by some other person appointed by the directors for the purpose but so that the directors may be resolution determine, either generally or in any particular case, that the signature of any director may be affixed by some mechanical means to be specified in such resolution, provided that the use of such means is by such resolution restricted to certificates which have first been approved for sealing by the Auditors, Transfer Agents, Transfer Agent or Bankers of the company in writing.

DIVIDENDS AND RESERVE

97. The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the directors.
98. The directors may from time to time pay to the members such interim dividends as appear to the directors to be justified by the profits of the Company.
99. No dividends shall be paid otherwise than out of profits.
100. Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid on the shares, but if and so long as nothing is paid up on any of shares in the Company dividends may be declared and paid according to the amount of the shares. No amount paid on a share in advance of call shall, while carrying interest, be treated for purpose of this article as paid on the share.


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Said Public & Commissioner
Associate, Notary for Oaths
Signature: 
Date: 5/12/2025

108. A copy of every balance sheet (including every document required by the law to be annexed thereto) which is to be laid before the company in (General meeting before the date of the meeting together either a copy of the auditors report, shall not less than twenty one days be sent to every member of, and every holder of debentures of, the company and to every person registered under regulation 19. Provided that the regulation shall not require a copy of those documents to be sent to any member 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

109. The Company is general meeting may upon the recommendation of the directors resolve that the desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution, and accordingly that such sum be set free for distribution amongst the members who would have been entitled there to distributed by law of dividend and in the same proportions on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or paying up in full unused shares or debentures of the Company to be allotted and distributed, credited as fully paid up to and amongst such members in the proportion aforesaid, or partly in the one way and partly in the other, and the directors shall give effect to such resolution.

Provided that a share premium account and capital redemption reserve fund may, for the purpose of this regulation, only be applied in the paying up of unused shares to be issued to members of the Company as fully paid bonus shares.

110. Whenever such resolution as aforesaid shall have been passed the directors shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares or debentures if any, and generally shall do all acts and things to give effect thereto, with full power to the directors becoming distributable in rations, and also to authorise any person to enter on behalf of all members entitled thereto into an agreement with the company providing for the allotment to them respectively, credited as fully paid up, of any other shares or debentures to which they may be entitled up on such capitalization, or (as the case may require) for the payment up by the Company or their behalf, by the application thereto of their respective proportions of the profits of the resolved to be capitalized of the amounts or any part of the amounts remaining unpaid on their existing shares, and may agreement made under such authority shall be effectively and binding on all such members.

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Said Ismail Han'za
Advocate, Notary Public & Commissioner
for O. S. S.
Sign: 
Date: 5/12/2025

118. Notice of any general meeting shall be given in the same manner heretofore authorized to (a) every member of the Company except those members who (having no registered address within the United Republic of Tanzania) have not supplied to the Company an address within the United Republic of Tanzania for the giving of notices to them, (b) every person entitled to share in consequence of death or bankruptcy of a member, who, but for his death or bankruptcy, would be entitled to receive notice of the meeting and (c) the auditors for the time being of the company. No other person shall be entitled to receive notices of general meetings.

WINDING UP

119. If the Company shall be wound up, the liquidator may, with the sanction of an extraordinary resolution of the Company and any other sanction required by the Companies Act 2002 divide amongst the members in specie or kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may, for such purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how such decision shall be carried out as between the members or different classes of members. The liquidator may, with sanction, vest the whole or any part of the assets in trustees up on such trusts for the benefit of the contributors as the liquidator, with the like sanction shall think fit, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.


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Said Ismail HATYIA
Advocate, Notary Public & Commissioner
for O.G.P.S.
Signature: 
Date: 5/12/2023

INDEMNITY

120. Subject to the provision of the Companies; At 2002 every director, managing director, agent, auditor, secretary and other officer for the time being of the Company shall be indemnified any proceedings, whether civil or criminal, in which judgment is given in his favor or in which he is acquitted.

NAMES, ADDRESS AND OCCUPATION OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE OF SUBSCRIBER
Mr. Zhang Hong (Businessman) P.O Box 10848 DAR ES SALAAM	400	
Mr. Zhan Huan Tai (Businessman) P.O Box 10848 DAR ES SALAAM	300	
Mrs. Ma Chunjuan (Businessman) Plot no.112; Hengsha Street; Huangpu District, Guangzhou City; Guangdong -CHINA	300	

Dated this 08TH day of SEPTEMBER 2015

WITNESS TO THE ABOVE SIGNATURES:

SIGNATURE :

POSTAL ADDRESS : P.O. BOX 7137

QUALIFICATIONS : DAR ES SALAAM

ADVO. C. A. T. E.



Certified True Copy of the Original
 Said (S) Full Name
 Advocate, Notary Public & Commissioner
 for the
 Sign:
 Date: 08/09/2015