

THE COMPANIES ACT

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

BAIHUI COMPANY LIMITED

Incorporated this day of 2024

Drawn By:
PENINA ERNEST
MAGOMENI USALAMA,
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P.O. Box 10062,
DAR ES SALAAM

THE COMPANIES ACT

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

BAIHUI COMPANY LIMITED

1. The name of the Company is **BAIHUI COMPANY LIMITED**
2. The registered office of the company will be in Tanzania.
3. The objects for which the Company is established are: -
 - a) To carry on the business of own and running hotels, Halls, Lodges, min-lodges, restaurants, cafe, motel, holiday camps, caravan site and house apartments, housekeepers or luxury camping or to undertake at large hotelier business either by building and owning hotels or lodges or its accompanied services or by leasing premises and conducting hotel business, cafe, motel, travel restaurant, beer house and holiday camping therein, also to building, own guest house business
 - b) To purchase or otherwise acquire and undertake wheresoever situate the whole or any part of the business, goodwill, assets and liabilities of any person, firm or company; to acquire an interest in, amalgamate with or enter into partnership with any person, firm or company; to promote, sponsor, establish, constitute, form, participate in, organise, manage, supervise and control any corporation, company, syndicate, fund, trust, institution or business of any nature whatsoever.

- c) To purchase or otherwise acquire and hold, own, license, maintain, work exploit, farm, cultivate, use, develop, improve, sell, let, surrender, exchange, hire, convey or otherwise deal in lands, mines, natural resources, and mineral, timber and water rights, wheresoever situate, and any interest, estate and rights in any real, personal or mixed property and any franchises, rights licences or privileges, and to collect, manage, invest, reinvest, adjust, and in any manner dispose of the income, profits and interest arising therefrom.
- d) To improve, manage, develop, sell, let, exchange, invest, reinvest, settle, grant licences, easements, options, servitudes and other rights over, or otherwise deal with all or any part of the Company's property, undertaking and assets, both present and future, including uncalled capital, and any of the Company's rights, interests and privileges.
- e) To import, export, buy, sell, both wholesale and retail, exchange, barter, let on hire, distribute and otherwise deal in and turn to account, as principal, agent or in any other capacity whatsoever, goods, materials, commodities, produce and merchandise generally in their prepared, manufactured, semi-manufactured and raw states.
- f) To manufacture, construct, assemble, design, repair, refine, develop, alter, convert, refit, prepare, treat, render marketable, process and otherwise produce materials, fuels, chemicals, substances and industrial, commercial and consumer products of all kinds.
- g) To carry on business as financiers, industrialists, financial agents, concessionaires, brokers, merchants, commercial agents, mortgage and bullion brokers and financial agents and advisers and to undertake and carry on and execute all kinds of financial, commercial, trading, manufacturing, industrial and other operations.
- h) To carry on business as air transport contractors both of freight and passengers and to establish, maintain and operate, air lines and communications on scheduled flights and special charter of all kinds and to all places, and to carry on business as proprietors of tourist, travel and other agencies and bureaux, and as designers, manufacturers, testers and repairers of and dealers generally in aircraft of every kind and of and in engines, component parts, spares, supplies, apparatus, fittings, accessories and lubricants and fuels of every description for the use of or connected in any way with aircraft of all kinds.
- i) To carry on the business of establishing and running supermarkets, department stores, shopping malls, provision stores, groceries and shops of all kinds and description and generally to deal with such activities.
- j) To carry on the business of general carriers and forwarding agents, warehousemen, bonded warehousemen, carriers, travel and freight agents and messengers and to acquire all necessary licences and registrations therefor.

and estate

- l) To carry on all or any of the businesses of shippers and ship-owners, ship and boat-builders, charterers, ship managers, wharfingers, lightermen, stevedores, packers, storers, fishermen and trawlers.
- m) To purchase or otherwise acquire, take in exchange, charter, hire, build, construct, repair, own, work, manage, operate and otherwise deal with anyship, boat, barge or other waterborne vessel, hovercraft, balloon, aircraft, helicopter or other flying machine, coach, wagon, carriage (however powered) or other vehicle, or any share or interest therein.
- n) To establish, maintain, and operate sea, air, inland waterway and land transport enterprises (public and private) and all ancillary services.
- o) To carry on business as consulting engineers in all fields including without limitation civil, mechanical, chemical, structural, marine, mining, industrial, aeronautical, electronic and electrical engineering, and to provide architectural, design and other consultancy services of all kinds.
- p) To apply for, register, purchase or otherwise acquire and protect, prolong, and renew, in any part of the world, any intellectual and industrial property and technology of whatsoever kind or nature and licences, protections and concessions therefor, and to use, turn to account, develop, manufacture, experiment upon, test, improve and license the same.
- q) To carry on the business of advisers, consultants, researchers, analysts and brokers of whatsoever kind or nature in all branches of trade, commerce, industry and finance.
- r) To construct, build, acquire, sell, own, lease, let out on hire, administer, operate, repair, equip, furnish, fit out, decorate, execute, improve, alter, maintain, develop, work, manage, carry out, control and otherwise deal with engineering and construction works, buildings, projects, offices and structures and all other works and conveniences of every kind and description both public and private and to contribute to, subsidise, or otherwise assist or take part in the construction, improvement, maintenance, development, working, management planning, carrying out or control thereof.
- s) To charter, sub-charter, take on charter or sub-charter, hire, purchase and work ships and other vessels of any class, motor vehicles or aircraft and to establish and maintain lines or regular services of ships or other vessels, and to enter into contracts for the carriage of mails, passengers, goods and live-stock by any means.
- t) To enter into, take over, negotiate or otherwise acquire, any contract or contracts whatever which the Company may think necessary, desirable or convenient for the purposes of the Company or any of them at such prices and for such consideration, and upon such terms and conditions, and subject to such stipulations and agreements as the company

determine, and at any time and from time to time to vary, modify, alter, or cancel any such contract.

- u) To carry on business as agents, managers, factors or brokers for any other person or persons, firm or company in any part of the world and in particular but without in any way restricting the above powers to act as insurance, shipping, airline, transport and mercantile agents and managers.
- v) To engage in and carry on the business of brokers and dealers in commodities, including contracts for future delivery thereof, of every kind, character, or description whatsoever.
- w) To engage in and carry on the business of brokers and dealers in commodities, including contracts for future delivery thereof, of every kind, character, or description whatsoever.
- x) Subject to the Company obtaining the required licences from the relevant authorities in TANZANIA and other territories and jurisdictions, to carry on the business of borrowing, deposit-taking and banking and dealing in money or securities for money in all its branches including all financial and commercial transactions and other business which now is or at any future time may be carried on in connection therewith.
- y) To receive money, documents, securities or other valuables or property on deposit or for safe custody, transit or otherwise.
- z) To finance the sale of and to sell on hire purchase, credit sale, conditional sale, lease or terms as to deferred payment or otherwise, systems, vehicles, plant, machinery and equipment of every description.
- aa) To acquire, provide and maintain factories, plants, facilities, works, equipment, devices, processes, laboratories, workshops and accommodations of all description for or in relation to any of the objects of the Company.
- bb) To provide or procure the provision of every and any service or facility required by any person, firm or company, and in particular to provide agency, corporate, office and business services to any person, firm or company.
- cc) To carry on business as insurance brokers and agents, and underwriting agents in all classes of insurance and as insurance advisers and consultants, pensions and investment advisers, consultant assessors, average adjusters and mortgage brokers; to carry on the business of an insurance and guarantee company in all its branches.
- dd) To carry on all or any of the businesses of hoteliers and restaurateurs, and proprietors, sponsors and managers of all kinds of sporting, competitive and leisure activities.

- ee) To carry on business as farmers, graziers, dealers in and breeders of livestock, horticulturists and market gardeners.
- ff) To carry on all or any of the businesses of printers, publishers, designers, draughtsmen, journalists, press and literary agents, tourist and travel agents, advertisers, advertising and marketing agents and contractors, personal and promotional representatives, artists, sculptors, decorators, illustrators, photographers, film makers, producers and distributors, publicity agents and display contractors.
- gg) To establish and carry on institutions of education, training instruction and of research and to provide for the giving and holding of lectures, scholarships, awards, exhibitions, classes and meetings for the promotion and advancement of education or the dissemination of knowledge generally.
- hh) To carry on all or any of the businesses usually carried on by land investment, land development, and mortgage, property development and real estate companies in all their branches.
- ii) To develop, improve and utilize any land within TANZANIA or elsewhere acquired by the Company, or in which the Company is directly or indirectly interested, and lay out and prepare the same for building purposes, construct, alter, pull down, decorate, maintain, fit up and improve buildings, roads, and conveniences, and to plant, pave, drain, maintain, let on building lease or building agreement any such land, and advance money to, enter into contracts and arrangements of all kinds with builders and tenants of and other parties interested in any such land.
- jj) To vest properties in trustees or undertake and execute any trusts the undertaking whereof may seem desirable and also to undertake on such terms as shall be thought expedient the office of executor, administrator, depositary, custodian, secretary, transfer agents, treasurer or registrar and to keep for any company, government, authority or body any register relating to any stocks, funds, shares or securities or to undertake any duties in relation to the registration of transfers, the issue of certificates or otherwise.
- kk) To promote any company for the purpose of acquiring all or any of the property or liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company, or to enhance the value of or render more profitable any property, assets or business of the Company, or of any company in which the Company is interested, or for any other purpose which may seem, directly or indirectly, calculated to benefit the Company.
- ll) To procure the Company to be registered or recognised in any foreign country, colony, dependency or place, and to apply for obtain any legislative, municipal or other Acts or authorisations to enable the Company to carry any of its objects into effect, or to effect any

modification of the Company's constitution, or for any other purposes which may seem expedient, and to oppose any proceedings or applications which may seem calculated, directly or indirectly, to prejudice the Company's interests.

- mm) To acquire by licence, lease or in any other lawful manner, the exclusive or other right or licence to manufacture, distribute, sell and generally deal in appliances, forms, equipment, devices, tools, machinery and any and all kinds of products and articles of any character or description whether patented or otherwise; to sub-license or grant to any other corporation or any organization or person the right or licence to manufacture, distribute, use, sell and generally deal in any articles or things.
- nn) To carry on the business of an investment trust company.
- oo) To maintain with and for customers accounts with respect to securities and/or commodities of any kind, character or description whatsoever, including margin accounts, and to do anything incidental to the maintenance of such accounts.
- pp) To make and issue any and all trust, depositary, interim and other receipts and certificates of deposit or any securities or interests therein.
- qq) To act on its own behalf and on behalf of importers, exporters and manufacturers in connection with the inspection, surveying, testing and weighing measuring of merchandise of all description.
- rr) To carry on any other business or activity and do any act or thing which in the opinion of the Company is or may be capable of being conveniently carried on or done in connection with any of the above objects, or likely directly or indirectly to enhance the value of or render more profitable all or any part of the Company's property or assets or otherwise to advance the interests of the Company or its Members.
- ss) To enter into any commercial or other arrangements with any government, authority, corporation, company or person and to obtain or enter into any legislation, orders, charters, contracts, decrees, rights, privileges, licences, franchises, permits and concessions for any purpose and to carry out, exercise and comply with the same and to make, execute, enter into, commence, carry on, prosecute and defend all steps, contracts, arrangements, negotiations, legal and other proceedings, compromises, arrangements and schemes and to do all other acts, matters and things which shall at any time appear conducive or expedient for the advantage or protection of the Company.
- tt) To take out insurance in respect of any and all insurable risks which may affect the Company or any other company or person and to effect insurance and to pay the premiums therefor in respect of the life of any person and to effect re-insurance and counter-insurance.

- uu) To lend and advance money and grant and provide credit and financial or other accommodation to any person, firm or company.
- vv) To borrow or raise money in such manner as the Company shall think fit and in particular by the issue, whether at par or at a premium or discount and for such consideration as the Company may think fit, of bonds, debentures or debenture stock (payable to bearer or otherwise), mortgages or charges, perpetual or otherwise, and if the Company thinks fit charged upon all or any of the Company's property, both present and future, and undertaking including its uncalled capital and further, if so thought fit, convertible into any stock or shares of the Company of any other company, and collaterally or further to secure any obligations of the Company by a trust deed or other assurance.
- ww) To draw, make, accept, endorse, negotiate, discount, execute, issue, purchase or otherwise acquire, exchange, surrender, convert, make advances upon, hold, charge, sell and otherwise deal in bills of exchange, cheques, promissory notes, and other negotiable instruments and bills of lading, warrants, and other instruments relating to goods.
- xx) To give any remuneration or other compensation or reward (in cash or securities or in any other manner the Directors may think fit) to any person for services rendered or to be rendered in the conduct or course of the Company's business or in placing or procuring subscriptions of or otherwise assisting in the issue of any securities of the Company or any other company formed or promoted by the Company or in which the Company may be interested or in or about the formation or promotion of the Company or any other company as aforesaid.
- yy) To distribute, either upon a distribution of assets or division of profits, among the Members of the Company in specie or in kind any property of the Company, and in particular any shares, debentures or securities of other companies belonging to the Company, or of which the Company may have the power of disposing, save that no distribution amounting to a

reduction of capital be made except with the sanction (if any) for the time being required by law.

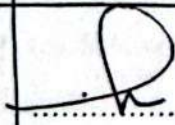
- zz) To pay all or any expenses of, incidental to, or incurred in connection with, the formation, promotion, registration, incorporation and advertising of or raising money for the Company, or to contract with any company to pay the same.
- aaa) To grant or procure pensions, allowances, gratuities and other payments and benefits of whatsoever nature to or for any person and to make payments towards insurances or other arrangements likely to benefit any person or advance the interests of the Company or its Members, and to subscribe, guarantee or pay money for any purpose likely, directly or indirectly, to further the interests of the Company or of its Members or for any national, charitable, benevolent, educational, social, public, general or useful object.
- bbb) To cease carrying on and to wind up any business or activity of the Company, and to cancel any registration of and to wind up and procure the dissolution of the Company in any territory.
- ccc) To appoint agents, experts and attorneys to do any and all of the above matters and things on behalf of the Company or any thing or matter for which the Company acts as agent or is in any other way whatsoever interested or concerned in any part of the world.
- ddd) To do all and any of the above matters or things in any part of the world and whether as principal, agent, contractor, trustee or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others, and generally upon such terms and in such manner and for such consideration and security (if any) as the Company shall think fit including the issue and allotment of securities of the Company in payment or part payment for any property acquired by the Company of any services rendered to the Company or as security for any obligation or amount (even if less than the nominal amount of such securities) or for any other purpose.
- eee) To do all such acts or things as are incidental or conducive to the attainment of the above objects or any of them.

- nn) To subscribe for, purchase or acquire and hold any shares, stock, debenture, debenture stocks, bonds, mortgages, obligations and other securities in any firm, company, association or corporation by paying thereof in cash or by the issue of any shares, stocks or obligations of the Company.
- oo) To distribute any part of the property of the Company in species~ among the members.
- pp) To sell or otherwise dispose of the whole or any part of the business, undertaking or property of the Company or any part thereof for such consideration as the Company may think fit and in particular for shares, debentures or securities of any person or company purchasing the same.
- qq) To procure the Company to be registered or recognized in or under the laws of any country or place outside Tanzania.
- rr) To carry on the business of contractors, civil and mechanical engineering and building constructions of all types.
- ss) To do all or any of the above things in any part of the world either as principals, agents, trustees, contractors or otherwise and either alone or in conjunction with others and either by or through agents sub-contractors, trustees or by means of any subsidiary or auxiliary company or in any way whatsoever that may appear to be to the advantage of the Company.

AND IT is hereby declared that the objects set forth in any sub - clauses shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except when the context expressly so requires, be in any way limited or restricted by reference or inference from any other object or objects set forth in such sub - clause or from the terms of any other sub - clause or by the name of the Company.

Non of such sub - clause or the objects therein specified or the powers thereby conferred shall be deemed subsidiary to the objects or powers thereby conferred shall be deemed subsidiary to the objects or powers mentioned in any other sub - clause but the company shall have the powers to achieve all or any of the objects conferred by and provided in any one or more of the said sub - clauses.

- 4. The liability of the members is limited.
- 5. The share capital of the Company is One Bilioni only (1,000,000,000/=) divided into One hundred (100) ordinary shares equal to the value of Ten Milioni (10,000,000/=) of Tanzanian shilling Each.

S/NO	NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBES	SIGNATURE OF THE SUBSCRIBES
1	CHUNYU ZHAO P.O.BOX 61061 , DAR ES SALAAM TANZANIA MOBILE: 0763 300090 DIRECTOR	45	赵春雨
2	MINGFANG HUANG PHONE: 0766769983 P.O.BOX 61061 DAR ES SALAAM DIRECTOR	45	黄明芳
3	GASPER LEONARD MAKYAO PHONE: 0719588902 P.O.BOX 61061 DAR ES SALAAM DIRECTOR	5	

Date at this days of 2024

WITNESS TO THE ABOVE SIGNATURE

NAMES: PENINA ERNEST
SIGNATURE: 
POST ADDRESS
QUALIFICATION: ADVOCATE



**THE COMPANIES ACT (CAP. 212 R.E. 2002)
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION**

OF

BAIHUI COMPANY LIMITED

PRELIMINARY

1. The Regulations contained in the Table "A" in the First Schedule to the Companies Act (Cap. 212 R.E. 2002) (such Table being hereinafter called "Table A", shall apply to the company save in so far as they are excluded or varied hereby. Clauses 11, 28,69,70,72, 78, and 102 shall not apply to this Company but in lieu thereof, and in addition to the remaining clauses of Table "A" the following shall be the regulations of the Company.

PRIVATE COMPANY

2. The Company shall be a private Company and accordingly the following provisions shall have effect: -
 - (a) The Company shall not offer any of its shares or debenture to the public for subscription.
 - (b) The number of the members of the Company (exclusive of persons who are in the employment of the Company and of persons who, having been formerly in the employment of the company were, while in such employment and have continued after the determination of such employment to be members of the Company) shall not at any time exceed fifty.
 - (c) The transfer of shares in the company shall be restricted in the manner hereinafter provided.
3. The Company shall be entitled to treat the person whose name appears upon the Register in respect of any shares as the absolute owner thereof and shall not be under any obligation to recognize any trust or equitable claim to or partial interest in such share whether or not it shall have express or other notice thereof.

4. The Company may pay a commission to any person in consideration of his subscribe whether absolutely or conditionally for any shares in the Company or for procuring or agreeing to procure subscriptions whether absolute or conditional for any shares in the amount of shares subscribed or agreed to be subscribed or the subscription whereof is procured or agreed to be procured.

SHARES

5. The shares shall be under the control of the Directors who may allot and dispose of or grant options over the same to such persons as the Directors may find it. Shares may be issued at par or at a premium and the Directors may at any time in their absolute discretion refuse to register any transfer of shares. Clause 19 of Table "A" shall be modified accordingly.
6. Any member or other person (hereinafter called the Holder) desiring to dispose of any share shall intimate to the Secretary the number of such shares and the price at which he is willing to sell the same, and the Secretary shall then inform all other members of the proposed sale and offer the said shares to the other members at the price named. Any member desiring to purchase shall notify the Secretary in writing within one month from the date of such offer, of the number of shares which he is willing to purchase and, at the expiration of the said period, the Secretary shall give notice to the Holder of the number of shares which Members of the Company are willing to purchase and shall allocate those shares to or amongst the Member or Members who shall have expressed his or their willingness to purchase as aforesaid and, if more than one as far as may be prorated according to the number of shares held by them respectively provided that no member shall be obliged to take more than the number of shares notified by him as aforesaid. Upon such allocation being made the Holder shall be bound, on payment of the price to transfer the share to the purchaser or purchasers and if he shall make default in so doing, the Secretary may receive and give a good discharge for the purchase money on behalf of the holder and may enter the name of the Purchaser in the Register of members as holder by transfer of the shares purchased by him.

CALLS ON SHARES

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

FORFEITURE OF SHARES

8. When any shares have been forfeited an entry shall forthwith be made in the Register of Members of the Company recording the forfeiture and the date thereof and as soon as the shares so forfeited have been sold or otherwise disposed of an entry shall be made of the manner and date of the same or disposal thereof.

- a. The lien conferred by Clause 7 of Table "A" shall attach to fully paid up shares and to all shares registered in the name of any person indebted or under liability to the Company whether he shall be the sole registered holder thereof or one of several joint holders.
- b. Any entry in the Minute Book of the Company of the forfeiture of any shares or that any shares have been sold to satisfy a lien of the Company shall be sufficient evidence as against all persons claiming to be entitled to such shares that the said shares were properly forfeited or sold, and such entry and the receipt of the Company for the price of such shares shall constitute a good title to such shares and the name of the purchaser shall be entered in the Register as a member of the Company and he shall not be bound to see to the application of the purchase money and the said shares shall not be affected by irregularity or invalidity in the proceedings in reference to the forfeiture or sale. The remedy, if any, of the former holder of such shares and of any person claiming under or through him shall be against the Company and in damages only.

BORROWING POWERS

9. The Directors may raise or borrow for the purpose of the company's business such sums of money as they think fit and may secure the repayment of or raise any such sum or sums as aforesaid by mortgage or charge upon the whole or any part of the property and assets of the company, present and future, including its uncalled or unissued capital or by the issue at such price as they think fit of bonds or debentures, either charged upon the whole or any part of the property and assets of the Company, present and future, including its uncalled or unissued capital, or not so charged, or in such other way as the Directors may think expedient.
10. A Register of the holders of the debentures of the Company shall be kept at the Registered Office of the Company and shall be open to the inspection of registered holders of such debentures and of any member of the company, subject to such restrictions as the Company in General Meeting may from time to time impose. The Directors may close such Register for such a period or periods as they may think fit, not exceeding in the aggregate thirty days in each year.

MEETINGS

11. The quorum for the transaction of business at any General Meetings shall be two thirds of the members personally present or represented by proxy, and clause 45 of Table "A" shall be modified accordingly.

VOTES OF MEMBERS

12. On a show of hands every member entitled to vote present in person should have one vote for each share of which he is the holder.

DIRECTORS

13. The number of Directors shall be not less than two and not more than ten.

14. The first Directors of the Company are:

- i. MINGFANG HUANG
- ii. GASPER LEONARD/MAKYAO
- iii. CHUNYU ZHAO

A Director shall not require any share qualification.

15. The quorum of Directors for transacting business shall, unless otherwise fixed by the Directors, be two.
16. A memorandum in writing signed by all the Directors for the time being and pasted in or attached to the Minute Book shall be as effective for all purpose as a resolution of the Directors passed at a meeting duly convened, held and constituted.
17. A Director may, in addition to his directorship, be employed by and may hold any office or place of profit or otherwise under the Company (except that of Audit) on such terms as to remuneration and otherwise at the Directors may arrange. A Director of the Company may also accept office as a Director of any Company promoted by the Company or which the Company is interested and may subscribe for or otherwise acquire shares in such company and shall not be accountable for any benefits received by him as a Director or member of such company. A Director may act by himself or his firm in a professional capacity for the Company and he or his firm shall be entitled to remuneration for his services as if he were not a Director.
18. A Director intending Director shall not be disqualified by his office from entering into a contract or agreement with the company either as Vendor, Purchaser, Manager, agent, broker or otherwise and no such contract or arrangement entered into by or on behalf of the company with any person, firm or company in which any Director shall be in any way interested, shall be avoided, nor shall any Director holding such office or so

contracting or being so interested be liable to account to the Company for any profit realized by any such contract or arrangement by reason of such Director holding the office of Director or of the Fiduciary relation thereby established . Any Director so contracting or being so interested as aforesaid shall disclose at the Board Meeting at which the contract or arrangement is determined upon the nature of his interest then exists, or in any other case at the first Board Meeting after acquisition of his interest and a Director shall not as a Director vote in respect of any contract or arrangement in which he is so interested as aforesaid and if he does so his vote shall not be counted but this prohibition shall not apply to any contract by or on behalf of the company to give to the Directors or any of them any security by way of indemnity or advances or to a settlement or set-off of cross -claims. A General notice that a Director is a member of any specified firm or company and is to be regarded as interested in any transaction with the said firm or company shall be sufficient disclosure under this clause and after such general notice it shall not be necessary to give any special notice relating to any particular transaction with such firm company as aforesaid.

ALTERNATE DIRECTORS

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

The Director shall provide for the safe Custody of the seal of the Company, and the Seal shall only be used by the authority of the Directors or of a committee of Directors authorized by the Directors in that behalf, and every instrument to which the Seal shall affixed shall signed by a Director and countersigned by the Secretary or a Second Director or by some other person appointed by the Directors for the purpose.

DISQUALIFICATION OF DIRECTORS

21. The Office of Director shall be vacated: -
 - (a) If he becomes bankrupt or insolvent or compounds with his creditors.

- (b) If he becomes prohibited from being a Director by order made under section 213 or 269 of the Act.
- (c) If he becomes of unsound mind or be found lunatic.
- (d) If he gives the Secretary notice in writing that he resigns his office.
- (e) If the company by extraordinary resolution resolves to determine his appointment as Director.

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

22. POWERS AND DUTIES OF DIRECTORS

1. The business of the company shall be managed by the Directors, who may pay all expenses incurred in setting up and registering the company and any exercise all such powers of the company as are not, by the Act, or by these Articles required to be exercised by the company in General Meeting, subject nevertheless to any regulations of these Articles, to the provisions of the Act, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed the company in General Meeting, but no regulation made by the Company in general Meeting shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.
2. The Board Directors may from time to time entrust to and confer upon the Managing Director or Manager all or any of the powers of Directors (except the power to make calls, forfeit shares or issue debentures) as they may see fit, but the excises of all powers by their Managing Director or Manager shall be subject to such regulations and restriction as the Directors may from time to time make and impose, and the said powers may at any time be withdrawn, revoked or varied.
3. The Board of Directors shall cause minutes to be made in books provided for the purpose to record: -
 - (a) The names of the Directors present at each meeting of the Directors and of any committee of directors, and every such Director present at any meeting of Directors of Committee of Directors shall sign against his name in a book to be kept for that purpose.
 - (b) All resolutions and proceedings at all meetings of the Company and of the Directors and committees of Directors.
 - (c) All appointments of officers made by the Directors:

MANAGING DIRECTOR

23 . The Directors may from time to time entrust to or confer upon the Managing Director or Manager all or any of the powers of the Directors (excepting the power to make calls, forfeit shares or issue debentures) that they may think fit but the exercise of all powers by the Managing Director or Manager shall be subject to such regulations and restrictions as the Directors may from time to time make and impose and the said powers may at any time be withdrawn, revoked or varied.

24. SECRETARY

- 1 .The Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may see fit, and they remove any Secretary so appointed.
- 2 No person shall be appointed or hold office as 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
- 3 A provision of 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 the same person acting both as Director and as or in place of the Secretary.

CAPITALISATION OF RESERVES

25. Any General meeting may resolve that any money, investments, or other assets forming part of the undivided profits of the Company standing to the credit of the reserve fund, or any capital redemption reserve founder in hands of the company and available for distribution be capitalized and distributed amongst such of the shareholders as would be entitled to receive the same if distributed by way of dividend and in the same if distributed by way of dividend and in the same proportions on the footing that they become entitled thereto as capital and that all or any part of such capitalized fund be applied on behalf of such shareholders in paying up in full either at par or at such premium as the resolution may provide any un issued shares or debentures or debenture stock of the company which shall be distributed accordingly or in or towards payment of the uncalled liability on any issued shares or debentures or debenture stock, and that such distribution or payment shall be accepted by such shareholders in full satisfaction of their interest in the said capitalized sum.

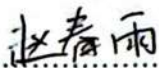
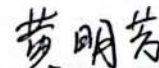

WINDING UP

26. With the sanction of an Extraordinary Resolution of the members any part of the assets of the Company including any shares in or securities of other companies may be divided among the members of the Company in species or may be vested in trustees for the benefit of such members, and the liquidation of the Company may be closed and the Company dissolved but so that no member shall be compelled to accept any shares whereon there is any liability.

INDEMNITY


27. Subject to the requirement of Section 153 of the Companies Act, Cap. 212 of the Revised Laws of Tanzania, every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of his duty, and no Director or other officer shall be liable for any loss which may be incurred by the Company in the execution of his office or in relation thereto.

We, the person whose names and addresses are subscriber defined to be formed into company in pursuant of this memorandum of Association and we respectively agree to take the number of share in the capital of the company set opposite are respective Names

S/NO	NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBES	SIGNATURE OF THE SUBSCRIBES
1	CHUNYU ZHAO P.O.BOX 61061 , DAR ES SALAAM TANZANIA MOBILE: 0763 300090 DIRECTOR	45	
2	MINGFANG HUANG PHONE: 0766769983 P.O.BOX 61061 DAR ES SALAAM DIRECTOR	45	
3	GASPER LEONARD MAKYAO PHONE: 0719588902 P.O.BOX 61061 DAR ES SALAAM DIRECTOR	5	

Date at this.....days of2024

WITNESS TO THE ABOVE SIGNATURE

NAMES: PENINA
SIGNATURE: 
POST ADDRESS
QUALIFICATION: ADVOCATE

