

**THE COMPANIES ACT 2002**

**COMPANY LIMITED BY SHARES**

**Memorandum**

**And**

**Articles of Association**

**Of**

**RONGCHENG XINYANG SHIP INDUSTRY (TZ) CO.,  
LIMITED**

Incorporated this ..... Day of ..... 2025

**DRAWN BY:**

DEDAN SAMSON KAPONGO (Advocate)

ELEGANCE ATTORNEYS,

CRK Hall, 1<sup>st</sup> Floor, Tabata, Segerea Road.

Mob: 0685106041

Email: *dedankapongo@yahoo.com*

P.O. Box 62070,

DAR ES SALAAM.

**THE COMPANIES ACT 2002, COMPANY LIMITED BY SHARES  
MEMORANDUM OF ASSOCIATION  
OF  
RONGCHENG XINYANG SHIP INDUSTRY (TZ) CO., LIMITED**



1. The name of the Company is **Rongcheng Xinyang Ship Industry (TZ) Co., Limited**
2. The registered office of the company will be situated in Tanzania
3. The Object for which the company is established is: -
  - 3.1 0311 - Marine fishing,
  - 3.2 0312 - Freshwater fishing,
  - 3.3 0321 - Marine aquaculture,
  - 3.4 0312 - Freshwater aquaculture,
  - 3.5 2511 - Manufacture of structural metal products
  - 3.6 3011 - Building of ships and floating structures: -
    - (a) Activities of Ship Design,
    - (b) Activities of Shipbuilding.
  - 3.7 3012 - Building of pleasure and sporting boats
  - 3.8 3099 - Manufacture of other transport equipment n.e.c.: -
    - (a) Activities of Equipment Manufacturing for Mariculture and Marine.
  - 3.9 3311 - Repair of fabricated metal products,
  - 3.10 3312 - Repair of machinery,
  - 3.11 3315 - Repair of transport equipment, except motor vehicles,
  - 3.12 3319 - Repair of other equipment,
  - 3.13 4290 - Construction of other civil engineering projects: -
    - (a) Activities of Offshore Engineering.
  - 3.14 4390 - Other specialized construction activities,
  - 3.15 4610 - Wholesale on a fee or contract basis,
  - 3.16 4659 - Wholesale of other machinery and equipment: -
    - (a) Activities of Ship Sales,
    - (b) Activities of Sales of Water Transportation Equipment Parts,
    - (c) Activities of Equipment Sales for Mariculture and Marine.
  - 3.17 4663 - Wholesale of construction materials, hardware, plumbing and heating equipment and supplies: -
    - (a) Activities of Sales of Construction Reinforcing Steel Products.
  - 3.18 5011 - Sea and coastal passenger water transport,
  - 3.19 5012 - Sea and coastal freight water transport,
  - 3.20 5021 - Inland passenger water transport,
  - 3.21 5022 - Inland freight water transport,
  - 3.22 5222 - Service activities incidental to water transportation,
  - 3.23 5224 - Cargo handling,
  - 3.24 5229 - Other transportation support activities,

- 3.25 7120 - Technical testing and analysis,  
 3.26 7490 - Other professional, scientific and technical activities n.e.c.: -  
 (a) Activities of Import and Export of Marine Technology.

4. The Liability of the members is Limited.
5. The share capital of the company is Tanzania shillings Two Billion and Six Hundred Million (2,600,000,000/=), divided into One Hundred Thousand (100,000) Ordinary shares of Tanzania Shillings Twenty Six Thousand only (26,000/=) each and the company shall have power to increase or decrease its capital and to divide the shares in its capital for the time being into several classes of stock or shares and to attach thereto respectively such preferential, deferred or in accordance with the Articles of Association of the company.

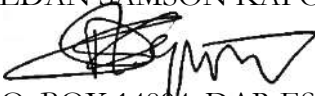
We, the several persons whose names and addresses are subscribed are desirous of being formed into a Company pursuant of this memorandum of Association and we respectively agree to take the number of shares in the capital of the company set opposite our respective names.

**Names, Address and Description of Subscriber**

Name, Address and Description of Subscriber	Number of Shares taken	Signature and/or Company Stamp
<b>1. Rongcheng Xinyang Ship Industry Co., Ltd</b>  Caodaozhai Village, Lidao Town, RONGCHENG, CHINA. Email: <a href="mailto:184471762@qq.com">184471762@qq.com</a>	10,000	
<b>2. MWINYI HASSAN SHAABAN</b> P.O. BOX 999, DAR ES SALAAM Email: <a href="mailto:cobubu30@gmail.com">cobubu30@gmail.com</a>	10,000	
<b>3. XU YUAN</b> Shandong, CHINA. Email: <a href="mailto:2239742794@qq.com">2239742794@qq.com</a>	40,000	
<b>4. LUO XIANBING</b> Jiangsu, CHINA. Email: <a href="mailto:403961183@qq.com">403961183@qq.com</a>	40,000	

Signed and Dated this 9<sup>th</sup> day of March 2025

**WITNESS TO THE ABOVE SIGNATURE:**

Name: DEDAN SAMSON KAPONGO  
 Signature:   
 Address: P.O. BOX 14894, DAR ES SALAAM  
 Qualification: **NOTARY PUBLIC/ADVOCATE.**



**THE COMPANIES ACT 2002**  
**COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION**  
**OF**  
**RONGCHENG XINYANG SHIP INDUSTRY (TZ) CO., LIMITED**

**PRELIMINARY**

1. The Regulation contained in PART II of the first schedule to the Companies Act 2002 shall not apply to this Company except in so far as the same are repeated or contained in these Articles.
2. In this regulation: -
  - a. Words denoting the singular number shall include the plural number and vice versa;
  - b. Words denoting the masculine gender shall include the feminine gender;
  - c. Words denoting persons shall include corporations;
  - d. The word "Company" shall mean **"Rongcheng Xinyang Ship Industry (TZ) Co., Limited"**
  - e. "Limited" shall mean company limited by shares
  - f. "Month" shall mean a calendar month;
  - g. "Dividend" shall include bonus;
  - h. "A Director" shall include Alternate Director;
  - i. "The Directors" shall include, the directors for the time being of the Company, and "the Board" shall mean the Directors or any of them acting as the member of the Board of the Company;
  - j. "Paid-up" shall include credited as paid up;
  - k. "Tanzania" means the Mainland of the United Republic of Tanzania.
  - l. "The Secretary" shall mean the Company Secretary or any person appointed by the Board to perform the duties of Company Secretary;
  - m. "The Seal" means the Common Seal of the Company
  - n. "The Act" shall mean the Companies Act (Cap. 212) or any statutory re-enactment of modification thereof for the time being in force, and reference to any section or provision

of the Act shall include a reference of any statutory re-enactment or modification of such section or provision for the time being in force;

- o.** "The Register" shall mean the Register of Members of the Company.
  - p.** Expressions in these regulations referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, telex, telefax, cables and other modes of representing or reproducing words in a visible form.
  - q.** 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 at the date at which these regulations become binding on the Company.
  - r.** "Proxy" shall include attorney duly under the power of Attorney.
3. The Company is a private Company and accordingly:
- a.** The right to transfer shares is restricted in manner hereafter prescribed.
  - b.** The members of the company (exclusive of persons who are in the employment of the company while in such employment and have continued after the determination of such employment to be members of the company) is limited to fifty; PROVIDED THAT where two or more persons hold one or more shares in the company jointly, they shall for the purpose of this Articles be treated as a single member.
  - c.** Any invitation to the public to subscribe for any shares or debentures of the company is prohibited.
  - d.** The company shall not have power to issue share warrants to bearer.

#### **SHARE CAPITAL AND VARIATION OF RIGHTS**

4. The directors may, in their absolute discretion and without assigning any reasons, therefore, decline to register any transfer of any share, whether or not it is a fully paid share.
- a.** The authorized share capital of the company is Tanzania shillings TWO BILLION AND SIX HUNDRED MILLION (2,600,000,000/=), divided into ONE HUNDRED THOUSAND (100,000) Ordinary shares of Tanzania Shillings TWENTY-SIX THOUSAND only (26,000/=).
  - b.** Subject to the provisions, if any, in that behalf of memorandum of association and without prejudice to any special rights previous conferred on the holders of existing shares, any shares may be issued with such preferred, deferred or other special rights or such restrictions whether in regard to the dividend, voting, return of share capital or

otherwise, as the company may from time to time by special resolution, be issued on the terms that it is or at the option of the company is liable to be redeemed.

5. The company may pay to any persona having a commission consideration of this subscribing or agreeing to subscribe, whether absolute or conditionally or procuring or agreeing to produce subscriptions, whether absolute or conditionally, for any share in the company.

PROVIDED THAT such commission shall not exceed five percent of the price at which such shares are issued or an amount equivalent to such percentage; and the requirement of section 56 of the Companies Act shall be observed.

#### **LIEN**

6. The Company shall have a first and paramount lien on every share (not being a fully paid share) for all money (whether presently payable or not) called or payable at a fixed time in respect of that share, and the company shall also have a first and paramount lien on all shares (other than fully paid shares) standing registered in the name of a single person for all moneys presently payable by him or his estate to the Company, but Directors may at any time declare any share to be wholly or in party exempt from the provisions of this Article. The Company's lien (if any) on a share shall extend to all dividends payable thereon.

#### **CALLS ON SHARES**

7. The Directors may from time to time make calls upon the Members in respect of any money unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times provided that no call shall be payable at less than one month from the date fixed for payment of the past preceding call and each member shall (subject to receiving at least fourteen days' notice specifying the time or times and place of payment) pay to the Company at the time or times and places so specified the amount called on his shares. A call may be revoked or postponed as the Directors may determine.
8. A call shall be deemed to have been made at the time when the resolution of the Directors authorizing the call was passed and may be required to be paid by installments.
9. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
10. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at such rate not exceeding 5 per

centum per annum as the Directors may determine, but the Directors shall be at liberty to waive payment of such interest wholly or in part.

11. Any sum which, by the terms of issue of a share, becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these Articles, be deemed to be a call duly made and payable on the date on which, in case of non-payment, all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
12. The Director may, on the issue of shares, differentiate between the holders as to the amount of calls to be paid and the time of payment.
13. The Directors may, if they think fit, receive from any member willing to advance the same, all or any part of the money 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 payable) pay interest at such rate not exceeding (unless the company in General Meeting shall otherwise direct) 5 per centum per annum, as may be agreed upon between the Directors and the member paying such sum in advance.
14. No members shall be entitled to receive any dividend or to exercise any privilege as a member, until he shall have paid all the calls for the time being due and payable on every share held by him. Whether alone or jointly with any other person together with interest and expenses thereon (if any).

### **TRANSFER OF SHARES**

15. All transfers of shares may be affected by transfer in writing in usual common form under hand only.
16. The instrument of transfer of a share 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 in respect thereof.
17. The Directors may, in their absolute discretion, and without specifying any ground, refuse to register a transfer of any share to any person whom in its opinion is undesirable to the interests of the Company to admit to membership. No transfer shall be registered if by reason thereof the number of members would exceed the limit hereinbefore prescribed. Acceptance or refusal to register a transfer will be by simple majority of the Directors save for the veto powers hereby

being conferred to any of the first directors of the Company. Provided that the power of veto cannot be exercised in the case of transmission of shares.

18. The Directors may refuse to register any transfer of a share where the company has a lien on the share.
19. If the Directors refuse to register a transfer, 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. Where such refusal has been exercised, the shares will be valued by a competent auditor chosen by the Directors and the shares bought by the first directors.
20. The Directors may decline to recognize any instrument of transfer unless the instrument of the transfer is deposited at the office or such other place as the Directors may appoint, accompanied by the certificate of the shares to which it relates, and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer.

#### **INCREASE OF CAPITAL**

21. The company may from time to time by ordinary resolution increase the share capital by such sums, to be divided into shares of such amount, as the resolution shall prescribe. The existing members shall have the first option to subscribe into any increase in the capital of the company.
22. The company, by the resolution increasing the capital may direct that the new shares or any of them be offered in the instance either at par or at a premium or at a discount to all the holders for the time being of shares of any class or classes in proportion to the number of such shares held by them respectively or may make any other provisions as to the issue of the new shares. In default of any such direction or so far as the same shall not extend the new shares shall be at the disposal of the Board, which may offer, allot, grant options over or otherwise dispose of them to such persons and on such terms as shall think fit.
23. Unless otherwise stated the terms of the issue of the new shares shall be subject to the same provisions with reference to the payment of calls, lien transfer, transmission, forfeiture, and otherwise as the original capital.

#### **ALTERATION OF CAPITAL**

24. 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; or

- (b) Sub-divide its existing shares or any of them, into shares of smaller amount than is fixed by the Memorandum of Association subject, nevertheless, to the provisions of Sections of the Act 2002.
  - (c) Cancel any 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 capital by the amount of shares so cancelled.
  - (d) Issue any preference, cumulative or redeemable shares.
25. The Company may by special Resolution reduce its share capital and any capital redemption fund in any manner and subject to any incident authorized and consent required by law.

### **GENERAL MEETINGS**

26. A general meeting shall be held once in every calendar year (not being more fifteen months after the holding of the preceding General Meeting) at such time and place as may be determined by directors. In default of general meeting so held, a general meeting may be convened by any one member in the same manner as nearly as possible as that in which meetings are to be convened by the directors.
27. All general meetings other than the annual General meeting shall be called Extra Ordinary General Meetings.
28. The directors may, whenever they seem fit, Convene an extra ordinary General Meeting and extra-ordinary general meetings shall also be convened on such requisition, or, in default may be convened by such requisition as provided by section 134 of the act.
29. 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 the 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 shorted notice if it is so agreed:-
- a. In the case of annual general meeting, by all members entitled to attend and vote thereafter and;
  - b. In case of any other Meeting by a majority in number of the members having right to attend and vote at the meeting , being a majority together holding not less than 95 per cent in nominal value of shares giving that right
30. The accidental omission to give notice of a meeting to or the non-receipt of notice of meeting by any member shall not invalidate the proceedings at any meeting.

31. Subject to the provisions of the act, a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings shall be as valid and effective as if the same had been passed at a general meeting of a company duly convened and held

#### **PROCEEDINGS AT GENERAL MEETINGS**

32. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all business that is transacted at an ordinary general meeting, with the exception of the declaration and sanctioning of a dividend, the consideration of the accounts, balance sheet and the ordinary report of the Directors and Auditors, the election of Directors and other officers in the place of those retiring by rotation, and the appointment and fixing of the remuneration of the Auditors.
33. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided two third of the members personally present shall be a quorum. For the purpose of this Article a corporation, being a member, shall be deemed to be personally present if represented by proxy.
34. Declaration or result of the show of hands, demanded by a member present in person or by proxy and entitled to vote, and, unless a poll is so demanded, a declaration by the Chairman that a resolution has a show of hands, been carried, or carried unanimously, or by a particular majority or not carried by a particular majority, or lost, and an entry to that effect in the proceedings of the company, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favor of or against such resolution.
35. 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 is demanded. A demand for a poll may be withdrawn at any time before the next business is proceeded with.
36. 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.
37. A poll demanded on the election of a Chairman or on 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, not being more than fourteen days from the date of the meeting.

38. A demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

### **BOARD OF DIRECTORES**

39. Until otherwise determined by the Company in General Meeting the number of the Directors shall not be less than two or more than five. The first Directors of the Company shall be;

- 1) **XU YUAN**
- 2) **LUO XIANBING**

40. There shall be no share qualification for a Director.
41. It is herein resolved that Mr. LUO XIANBING, unless he is not capable of being the company director by any reason whatsoever, he shall have a casting vote or veto power over all the director in decision making.
42. It is further resolved that Mr. MWINYI HASSAN SHAABAN shall not have the right to be appointed as the company Director and in any meeting, he shall not have power to decide any matter in relation to the company.
43. The remuneration of the Directors shall from time to time be determined by the company in General Meeting.
44. The Directors shall be entitled to be repaid all travelling, hotel and other expenses incurred by them in and about the business of the company, including Board sitting allowances and also their expenses of travelling to and from Board and Committee meetings or General Meetings.
45. If any Director, being willing, shall be called upon to perform extra services for the purposes of the company, the company shall remunerate such Director by a fixed sum of percentage of profits, or otherwise, as may be determined by the Board, and such remuneration may be either in addition to, or in substitution for, his remuneration above provided.

### **BORROWING POWERS**

46. The Directors may exercise all the powers of the company to borrow money and to mortgage or charge its undertaking, property and uncalled capital or any part 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.

## **POWERS OF DIRECTORS**

47. The business of the company shall be managed by the Directors, who may pay all expenses incurred in getting up and registering the company, and may exercise all such powers of the company as are not by the Statutes 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 Statutes, and to such regulations, as may be prescribed by Extraordinary Resolution of 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 regulations had not been made. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Board by any other Article.
  
48. The Directors may arrange that any branch of the business carried on by the Company or any other business in which the Company may be interested shall be carried on by or through one or more subsidiary companies, and they may on behalf of the company make such arrangements as they think advisable for taking the profits or bearing the loss of any branch or business so carried on or for financing, assisting or subsidizing any such subsidiary company or guaranteeing its contract, obligation or liabilities, and it may appoint, remove and re-appoint any persons (whether members of its own body or not) to act as directors or managing directors or managers of any such company or any other company in which the company may be interested and may determine the remuneration (whether by way of salary, commission or profits or otherwise) of any person so appointed and any Directors of the company may retain any remuneration so payable to them.
  
49. The Directors may from time to time and at any time by power of attorney under the seal appoint any company, firm or person or any fluctuating body of persons, whether nominated directly or indirectly by the Board, to be the attorney or attorneys of the company for such purposes and with such powers, authorities and discretion (not exceeding those vested in or exercisable by the Board under these Articles) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board may think fit and may also authorize any such attorney to sub-delegate all or any of the powers, authorities and discretion vested in him.

50. The Directors shall cause minutes to be made in books provided for the purpose of: -
- (a) All appointments of officers made by the Directors
  - (b) All the names of the Directors present at each meeting of the Directors and of any committee of Directors; and
  - (c) All resolutions and proceedings of General Meetings and of meetings of the Directors and Committees.
51. The Director on behalf of the company may pay a gratuity or pension or allowance on retirement to any director who has held any other salaries office or place of profit with the company or to his widow or dependents and may make contributions to any fund and pay premiums for the purchase of provisions of any such gratuity, pension or allowance.

#### **SECRETARY**

52. The secretary should be appointed by the directors for such term, at such remuneration and upon such condition as they may see fit, they may remove any secretary so appointed.
53. No person shall be appointed to hold office as a secretary who is
- a. The sole director of the company
  - 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
54. 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 the same person acting both as director and as or in place of the secretary.

#### **SEAL**

55. The seal shall not be affixed to any instrument except by the authority of a resolution of the Directors and shall be so affixed in the presence of at least one Director and the Secretary or some other person approved by the Directors, both of whom shall sign every instrument to which the seal is so affixed in their presence.

#### **WINDING UP**

56. 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 Act, if any, and having due regard to the respective rights of the holders of different classes of shares to which special rights





are attached, divided amongst the members in specie or kind the whole or any part of the assets of the company and may for such purposes set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.

### INDEMNITY

57. Save and except so far as the provisions of this Article shall be avoided by any provisions of the Statutes, the Directors, Auditors and Secretary and other officers for the time being acting for the company and the trustees, if any, for the time being acting in relation to any of the officers of the company shall be indemnified out of its assets against all costs, charges, expenses, losses and liabilities sustained or incurred by him in the conduct of the company's business or in the discharge of his duties.

We, the several persons whose names and addresses are subscribed are desirous of being formed into a Company bounded by this Articles 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 Description of Subscriber

Name, Address and Description of Subscriber	Number of Shares taken	Signature and/or Company Stamp
<b>1. Rongcheng Xinyang Ship Industry Co., Ltd</b>  Caodaozhai Village, Lidao Town, RONGCHENG, CHINA. Email: <a href="mailto:184471762@qq.com">184471762@qq.com</a>	10,000	
<b>2. MWINYI HASSAN SHAABAN</b> P.O. BOX 999, DAR ES SALAAM Email: <a href="mailto:colubu30@gmail.com">colubu30@gmail.com</a>	10,000	
<b>3. XU YUAN</b> Shandong, CHINA. Email: <a href="mailto:2239742794@qq.com">2239742794@qq.com</a>	40,000	
<b>4. LUO XIANBING</b> Jiangsu, CHINA. Email: <a href="mailto:403961183@qq.com">403961183@qq.com</a>	40,000	

Signed and Dated this 9<sup>th</sup> day of March 2025

#### WITNESS TO THE ABOVE SIGNATURE:

Name: DEDAN SAMSON KAPONGO

Signature:




Address: P.O. BOX 14894, DAR ES SALAAM

Qualification: **NOTARY PUBLIC/ADVOCATE**