

THE COMPANIES ACT 2002

COMPANY LIMITED BY SHARES

M E M O R A N D U M

AND

ARTICLES OF ASSOCIATION

OF

CREATUN TRADING LIMITED

(A PRIVATE COMPANY)

INCORPORATED AS OF THIS DAY OF , 2024

DRAWN BY:

**Kings Law Chambers,
Haidery Plaza,
3rd Floor, Suite 3 LD
Kisutu Street/Upanga Road.
P. O. Box 32196,
Dar es salaam.**

THE COMPANIES ACT No. 12 OF 2002

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

CREATUN TRADING LIMITED


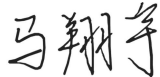
1. The name of the Company is **CREATUN TRADING LIMITED**.
2. The registered office of the Company will be situated in the mainland Tanzania,
3. The objects for which the Company is formed are (and it is expressly declared that the several sub-clauses of this clause and all the powers thereof are to be cumulative and in no case is the generality of any one sub-clause nor is any general expression in any sub-clause to be narrowed or restricted by any particularity of expression in the same sub-clause or by the application of any rule of construction *ejusdem generis* or otherwise).
 - (a) The principal line of business of the company shall be to run any kind of investment, general business or any kind of enterprise which in any time owned or obtained by the company, either direct or through the services of whatever administrators or specialists, always with the purpose of distribution of the risk of investments and the offer to its members, the benefits of the management of the property invested and to take whatever measures and to carry out whatever business they consider useful to the expedite and developing the pursuit and the purposes as leading general business & investment company in all the extent which is allowed by whatever law which has application and at its discreet /circumspect facility to convert, substitute and to liquefy and to convert into cash any such investment in such a way they should judge right
 - (b) To carry on the business of services legally permissible, sale, purchase, import, export and to act as general traders, general order suppliers of road signs, road marking, thermoplastic materials, guard rail, road stud and products commodities, material legally permissible in any form or shape, manufactured, semi manufactured, raw materials supplied by any company, firm, association of persons, body, whether incorporated or not, individuals, government.
 - (c) To carry on business as traders, merchants, manufactures, representatives, commission agents, importers, exporters, warehouse, shipping and forwarding agents, packers, carriers and freight contractors and to import, export, buy, sell barter, exchange, store, pack, ship transport and otherwise deal with foodstuff and consumable goods and articles of every description, household goods and textiles, metals, wood, plastic, paper and paper products, timber, articles and things manufactured therefrom, clothing, footwear, electrical apparatus and equipment, machinery tools and materials, articles, merchandise, commodities, motor vehicles, spares, industrial machinery and goods of every description.

company shall have the power to exercise all or any of the powers conferred by any part of business undertaking, property, or acts proposed to be transacted, acquired, dealt with or performed do not fall within the objects of the first sub-clause of this clause.

AND it is hereby declared that the word “Company” in this clause shall be deemed to indulge any partnership or other body of persons,

4. The Liability of the member is limited.
5. The Share Capital of the Company is **Tanzanian Shillings Twenty Million (T.shs. 20,000,000/=)** divided into **One Hundred (100)** Ordinary Shares of **Tanzanian Shillings Two Hundred Thousand (T.shs. 200,000/=)** each with such rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company, and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company.

WE, the several persons, whose names and addresses are subscribed below, 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, POSTAL ADDRESSES & OCCUPATION OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE OF SUBSCRIBERS
1. YUN LIPING ENTREPRENEUR P.O. BOX 32196 DAR ES SALAAM SHAANXI, CHINA	90	
2. MA XIANGYU BUSINESSMAN P.O. BOX 32196, DAR ES SALAAM. SHAANXI, CHINA	10	
Total Number of Shares	ONE HUNDRED (100)	

DATED as of this 18th day of January, 2024

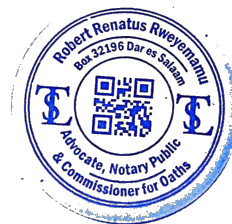
WITNESS to the above signatures:

Name: ROBERT RENATUS RWEYEMAMU

Signature: _____

Address: 32196 DAR ES SALAAM

Occupation: ADVOCATE & NOTARY PUBLIC



THE COMPANIES ACT 2002

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

CREATUN TRADING LIMITED

TABLE A

1. The regulations in Table A in the First Schedule to the Companies Act 2002 shall not apply to the Company save if the same is repeated or contained in these Articles.

INTERPRETATION

2. In these Articles unless the context otherwise requires, expressions defined in the Companies Act 2002 shall have the meanings so defined and 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, namely:

<u>Words</u>	<u>Meanings</u>
“Act”	the Companies Act 2002 or any statutory re-enactment or modification thereof for the time being in force, and reference to any section or provisions of the Act shall include reference to any statutory re-enactment or modification of such section or provision for the time being in force;
“Articles”	these Articles of Association of CREATUN TRADING LIMITED ;
“Auditors”	the duly appointed auditors of the Company from time to time;
“Board”	the board of Directors of the Company or the Directors present at a duly convened meeting of Directors at which quorum has been attained;
“Chairman”	the Chairman of the Company;
“Company”	means CREATUN TRADING LIMITED ;
“Directors”	the Directors for the time being of the Company or if there be only one Director then such one Director;
“Dividends”	any distribution (whether in cash or property, and whether made

88. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal, or revocation of the instrument of proxy or of the authority under which it was executed, or the transfer of the share in respect of which the instrument of proxy is given, provided that no information in writing of such death, insanity, revocation or transfer shall have been received by the Company at the Office before the commencement of the meeting or adjourned meeting, or the taking of the poll, at which the instrument of proxy is used.
89. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
90. A resolution in relation to any of the following shall require the approval of Members representing at least seventy five per cent. (75%) of the share capital of the Company:
- (a) the adoption of any change to the Articles of Association of the Company, other than a change of name of the Company (which shall be decided by the Board);
 - (d) the consolidation or amalgamation of the Company.

DIRECTORS



91. Unless and until otherwise from time to time determined by a special resolution of the Company, the number of Directors (excluding alternate directors) shall not be less than two and not more than eight 8 in number. If at any time the number of Directors falls below the minimum number fixed by or in accordance with these Articles, the remaining Directors may act for the purpose of convening a general meeting or for the purpose of bringing the number of Directors to such minimum, and for no other purpose. The remuneration of the Directors shall from time to time be determined by the Board.

The first Directors of the Company are:

1. **YUN LIPING**
2. **MA XIANGYU**

92. Unless otherwise determined by the Company in a General Meeting, the Board shall appoint the Chairman of the Board and the Board shall fix his remuneration. The Chairman of the Board shall also be the Chairman of the General Meeting of the Company.
93. Each Director shall have the power to appoint an alternate Director to act in his place and may at his discretion, remove such alternate Director. A person so appointed shall be subject in all respects to the terms and conditions existing in respect of Directors and each alternate Director, while so acting shall exercise and discharge all functions, powers and duties as a Director of his appointer in such appointer's absence. An acting Director shall *ipso facto* cease to be an alternate Director if his appointer ceases, for any reason, to be a Director: Provided that if any Director retires by rotation or otherwise but is re-elected at the same meeting, any appointment made by him pursuant to this Article which was in force immediately before his retirement shall remain in force as though he had not retired.
94. All appointments and removals of an alternate Director shall be effected by instrument in writing delivered at the Office and signed by the appointer. A Director exercising the

other officer shall be liable for any loss which may be incurred by the Company in execution or in which he is acquitted or in connection with any application under Section 481 of the Act in which relief is granted to him by the court.

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