

THE COMPANIES ACT, (Cap 212)

COMPANY LIMITED BY SHARES

MEMORANDUM AND ARTICLE OF

ASSOCIATION OF

ORIENT TRAIL INVESTMENT LIMITED

Drawn by:

MIGUU INSIGHT ATTORNEY

P. o. Box 7712,
DAR ES SALAAM

THE COMPANIES ACT 2002

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF ORIENT TRAIL INVESTMENT LIMITED

1. The name of the Company is **ORIENT TRAIL INVESTMENT LIMITED**
2. The registered office of the Company will be situated in Tanzania.
3. The objects for which the Company is established are:
 - 3.1. To manage, improve, develop, hold or acquire by purchase, lease, exchange or otherwise and to sell, alienate, dispose of lands, estates, buildings, easements, flats, garages, houses, halls, godowns, mills, tenements, factories, chawls, dwelling houses or other landed properties of any tenure or description and any estate or interest therein or rights connected therewith and to turn the same to accounts as may be expedient and in particular by laying out and preparing building sites by planting, paving, draining and cultivating land and by demolishing, constructing, reconstructing, altering, improving, decorating, furnishing, maintaining, administering, equipping the same and to do various types of construction of buildings, houses, garages, halls, flats, office premises, shops, residential accommodation, cinema halls, restaurants, hotels, clubs, godowns, warehouses, mills, factories, chawls, dwelling houses, bridges, dams, offshore platforms, canals, reservoirs, irrigations, reclamations, embankment, roads, tracks, highways, tunnels, ropeways, or other landed properties and construction jobs, works, and convenience of all kinds by consolidating, connecting and subdividing properties by leasing or otherwise and disposing the same.

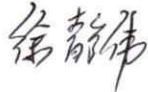

- 3.2.** To acquire or carry the business of providing heat and cold treatment of iron, steel (including alloy steel) and metal foundries, processors, turners, forgers, drawers, rollers and re-rollers of steel shaftings, bars, rods, etc., in different shapes and sizes from scraps, billets, ingots including wire, nails, screws, metal hinges, plates, sheets, strips, hoops, rounds, circles, angles and to alloy steel, stainless steel, any other products from steel, brass, copper, lead, zinc, nickel and any other ferrous and non-ferrous metals of all sizes, specification and description including ingot casting in electric and furnace.
- 3.3.** To carry on the business of construction and engineering in all its branches, including but not limited to the construction, renovation, and maintenance of residential, commercial, industrial, and infrastructural projects.
- 3.4.** To undertake civil engineering works, such as the construction of roads, bridges, dams, tunnels, railways, and other public and private infrastructure projects, and construction-related services, including project management, architectural design, structural engineering, surveying, and consultancy services.
- 3.5.** To engage in environmentally sustainable construction practices by adopting green building techniques, energy-efficient designs, and eco-friendly materials.
- 3.6.** To carry out demolition, reconstruction, and remodeling activities, and to act as contractors or subcontractors in such projects.
- 3.7.** To undertake the installation and maintenance of mechanical, electrical, and plumbing (MEP) systems and other related services in construction projects.
- 3.8.** To carry on the business of processing, manufacturing, distributorship, agency, broker, factors, stockiest, importer and otherwise deal in all kinds

- of organic and inorganic foods products and drinking products, mineral water, soft drinks, aerated mineral water, fruit drinks, artificial flavoured drinks, condensed milk and drinking products of all kinds and other consumable provision of every description for human consumption.
- 3.9.** To purchase or otherwise acquire and hold, in any manner and upon any terms, and to underwrite and deal in or upon the security of, shares, stocks, debentures, debenture stock, annuities, bonds, notes, mortgages, obligations, securities, foreign exchange, foreign currency deposits, bullion and commodities, and from time to time to vary any of the same, and to exercise and enforce all rights and powers incidental to the Company's interest therein, and to invest or deal with the moneys of the Company not immediately required for its operations in such manner as the Company may think fit.
- 3.10.** 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.
- 3.11.** 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.
- 3.12.** 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.
- 3.13.** 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.
- 3.14.** 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 may determine, and at any time and from time to time to vary, modify, alter, or cancel any such contract.
- 3.15.** 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.
- 3.16.** 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.
- 3.17.** 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.
- 3.18.** 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.

- 3.19.** 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.
- 3.20.** To develop, improve and utilize any land 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.
- 3.21.** And it is hereby declared that, in the interpretation of this clause the powers conferred on the company by any paragraph, shall not be restricted by reference to any other paragraph, or to the name of the company, or by the juxtaposition of two or more objects and that in the event of any ambiguity, this clause and every paragraph thereof shall be constructed in such a way to widen, and not to restrict the powers of the company.
- 4.** The liability of the members is limited.
- 5.** The nominal capital of the company is shillings One hundred million (**Tshs.100,000,000/=**) only, divided into one hundred (**100**) Ordinary Shares of shillings one million (**Tshs.1,000,000/=**) each with power for the company to increase or reduce the said nominal capital and to alter the rights,privileges or conditions as the company may determine.

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.

Name, addresses and occupation of subscribers	Numbers of shares taken	Signature of subscribers
XU JINGWEI P. O Box 7445 Dar es salaam	60	
LING SHAOPENG P. O Box 7445 Dar es salaam	40	

Dated at Dar es Salaam this 7th day of March, 2025

WITNESS to the above Signatures:

BEFORE ME:

Name: ELIZABETH ALFREDY CHIBAGO

Signature: 

Address: - P. O. Box 7712 DSM

Qualification: ADVOCATE



THE COMPANIES ACT 2002
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION OF ORIENT TRAIL
INVESTMENT LIMITED

PRELIMINARY

1. In these regulations: -

"**The Act**" means the Companies Act 2002.

"**The Seal**" means the common Seal of the Company.

"**Secretary**" means any person appointed to perform the duties of the Secretary of the Company.

Expressions referring to writing shall unless the contrary intention appears, be construed as including references to printing, lithography and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Company Act 2002 or any statutory modification thereof in force at the date at which these articles become binding upon the Company.

Any words importing the singular shall include the plural and vice versa, and words importing the masculine gender shall include females, and the words importing persons shall include bodies corporate, partnership, firms, cooperatives, societies, etc.

The regulations of Table "A" in the First Schedule to the Companies Act (hereinafter called Table "A") shall apply to the Company, save in so far as they are varied or excluded hereby, but in case of any conflict between the provisions herein, and the provisions under Table "A", the former shall prevail; and addition to substitution for or modification of the provisions of Table "A" the following shall be regulations of the Company.

PRIVATE COMPANY

2. The Company is a Private Company and accordingly: -
 - i) The right to transfer shares is restricted in manner hereinafter prescribed.
 - ii) The number of 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) 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 Article be treated as a single member.
 - iii) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.
 - iv) The Company shall not have power to issue shares and warrants to bearer.

SHARE CAPITAL

3. The Share Capital of the Company at the date of registration of these Articles is **Tshs. 100,000,000/=** divided into **100** ordinary shares worth **Tshs. 1,000,000** each.

TRANSFER OF SHARES

4. The Directors may in their direction and without assigning any reason there of refuse to register the transfer of any share to any person who it shall in their opinion be undesirable for any reason whatsoever to admit to membership.
5. Subject to clauses 2 and 3 hereof the right of members to transfer their shares shall be restricted as follows;
 - (a) No share shall be transferred to a person who is not a member so long as any member or any person selected by the Directors as one who it is desirable in the interest of the Company to admit to membership.
 - (b) Every shareholder or trustee in bankruptcy, or any person who may desire to sell or transfer any such shares and every personal representative of a deceased shareholder shall give notice in writing to the Directors that he desires to make such sale or transfer. Such notice shall constitute the Board of Directors of the Company as his agent for the sale of the said shares to any member or members of the company at the price to be agreed upon between the party giving such notice the party and the board, or in case of difference to be determined by the Auditor of the Company.
 - (c) Upon price of such shares being agreed on a determined as per clause (b) above, the board shall forthwith give notice to such of the shareholders other than the shareholders desiring to sell or transfer the said shares, stating the number and price of such share inviting the person to whom notice is sent to state within 21 days from the date of such notice whether he is willing to purchase any, if so what maximum number of such shares. At the expiration of such days 21 notice the board shall apportion such shares amongst the shareholders (if more than one) who shall have expressed their

desire to purchase number of shares already held by them respectively, or if there be only one such shareholder, that the whole of such shares shall be sold to him, provided no shareholder shall be obliged to take more than the maximum number of such shares stated in his answer to the said notice.

(d) Upon such apportionment being made or such one shareholder notifying his intention to purchase, as the case may be, the party desiring to sell or transfer such shares shall be bound upon payment of the said price to transfer the shares to the respective shareholders or to single shareholder who shall have agreed to purchase the same.

GENERAL MEETINGS: NOTICE OF GENERAL MEETING AND PROCEEDINGS OF THE GENERAL MEETINGS.

6. The regulation of Companies Act shall apply to the following variations:-

(a) A General Meeting, Ordinary or Extraordinary may with the consent in writing of all members, be convened on a shorter notice than seven days or without notice.

(b) Two members, present either personally or by proxy shall form a quorum.

(c) Any ordinary resolution of the company determined without any general meeting and evidenced by writing under the hands of majority of the Directors and of the members of the company holding three - fourths of the issued shares of the company shall be valid and effectual as an ordinary resolution duly passed at a general meeting of the company.

DIRECTORS.

7. (a). Until otherwise determined by the company in General Meeting the Directors shall not be less than two and not more than six in number.

- b. There shall be Chairman of the Board of Directors whose qualification; remunerations, terms and conditions of service shall be determined by the Directors of the Company by vote of simple Majority.
- c. The following persons shall be the first Directors of the company:
 - 1. **XU JINGWEI**
 - 2. **LING SHAOPENG**
- 8. The shareholding qualification for Directors may be fixed by the company in General Meeting, and unless and until so fixed no qualification shall be required.
- 9. The quorum of Directors for transacting business shall, unless otherwise fixed by the Directors, be two.
- 10. A resolution in writing signed by all the Directors then in Tanzania shall be as valid and effectual as if it had been passed at a meeting of Directors duly called and constituted.
- 11. The Directors may from time to time borrow or raise any money for the purposes of the Company, which may exceed the issued share capital of the company.

BORROWING POWERS

- 12. The Directors may from time to time in their discretion raise or borrow for the purpose of any Company's business such sum or sums of money as they think fit.
- 13. The Directors 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 or future including its uncalled capital for the time being, or by the issue at such price as they may think fit, of bonds or debentures either charged upon the whole or any part of the property and assets of the company or not so charged or in such other way as the Directors may think expedient.

VOTE OF MEMBERS

14. On a show of hands every member present in person shall have one vote. On a roll every member shall have one vote only for the shares of which he is holder.

15. No member shall be entitled to vote at any general meeting unless all calls or other sums presently by him in respect of shares in the Company have been paid.

DISQUALIFICATION OF DIRECTORS

16. The office of a Director shall be vacated if the Director;

(a) Becomes bankrupt; or

(b) Is found to be a lunatic or becomes of unsound mind; or

(c) Resigns his office by notice in writing to the Company;

(d) Abstains himself from meetings of the directors for a period of six months without special leave of absence from the other Directors.

SEAL

17. The Directors shall provide for the safe custody of the Seal. The Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors and in the presence of at least two Directors or a Director and Secretary or other person as aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.

AUDIT

18. Auditors shall be appointed and their duties regulated in accordance with the law for the time being governing the business of auditors, specifically of a company like this;

ALTERNATE DIRECTORS

19. Any director shall have power to nominate any person to act or attend as alternate Director during his absence or during his inability so to act. Such Director shall be subject in all respects to the terms and conditions existing with reference to the other Directors and such Alternate Director shall exercise and discharge all the duties of Director whom he represents.

20. Unless otherwise decided by the Directors the quorum necessary to transact business of the Directors shall be two Directors personally present.

SECRETARY

21. The Secretary shall be appointed by the Board for such terms at such remuneration and upon such condition as it may think fit, and any Secretary so appointed may be removed by the Board.

WINDING UP

22. With the sanction of a special resolution of the shareholders any part of the assets of the Company including any shares in other Companies may be divided between the members of the Company in special 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 whereupon there is any liability.

ALTERATION OR ADDITION

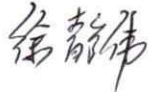

23. Subject to the provisions of the Act and to those contained in the Memorandum of Association the Company may by Special Resolution make alteration or addition so made shall be as valid and effectual as if originally contained in those articles and be subject in like manner to alteration by Special Resolution.

INDEMNITY

24. Every Director, Managing Director, Agent, Auditor, Secretary and other Officer for the time being of the Company shall be indemnified out of the Assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgment is given in his favor or in which he is acquitted or is in connection with any application in which relief is granted to him by the Court.

ARBITRATION

25. If and whenever any dispute or difference shall arise between the Company and any of the members or their respective representatives touching upon the construction or meaning of any of the Articles herein contained or any act matter or thing made or done or omitted to be done or with regard to the rights or liabilities arising here under or arising out of the relation existing between the parties by reasons of these Articles or the Act, such differences shall (unless a sole arbitrator be agreed upon) forthwith be referred to the arbitration of three (3) arbitrators, one to be appointed by each party and the third to be appointed by the first two or, in the event of failure to agree within (Cap. 15) or any than existing statutory modifications or re-enactment thereof shall apply.

Name, addresses and occupation of subscribers	Numbers of shares taken	Signature of subscribers
XU JINGWEI P. O Box 7445 Dar es salaam	60	
LING SHAOPENG P. O Box 7445 Dar es salaam	40	

Dated at Dar es Salaam this 7th day of March, 2025

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Address: - P. O. Box 7712 DSM

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