

**THE COMPANIES ACT,
[Act No. 212 of 2002]**

COMPANY LIMITED BY SHARES

Memorandum

and

Articles of Association

of

FERT PRO LIMITED

Incorporated this..... day of..... 2025

Drawn by:-

Prince Mwilwa, Advocate.

SMITH ADVOCATES

Mandela Road, Usa-River

P.O Box 16554

Arusha

**THE COMPANIES ACT,
[Act No. 212 of 2002]**

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF
FERT PRO LIMITED

1. The name of the Company is **FERT PRO LIMITED**
2. The registered office of the company will be situated in the United Republic of Tanzania.
3. The objects for which the company is being established are:-
 - a) To carry on the business of manufacture, imports, exports, distributors, dealers, and agents in agrochemical products, fertilizers and insecticides, manure, pesticides chemical manure including nitrogenous, phosphoric, potassium like urca, ammonium sulphate, ammonium nitro phosphate and other nitrogen allied chemicals, super phosphates, single, double, triple and allied phosphoric manures, potassium manures and granulated manures, mixtures of N.P.K different composition and of different proportions of N.P.K, di-ammonium phosphates, organic manure, potassium chloride, crystals, sodium nitrate, fertilizers, a mixture of calcium nitrate and ammonium nitrate (and) mixture of calcium nitrate and magnesium nitrate and also in all types of liquid and vegetable fertilizers.
 - b) To carry on the business of trading, manufacturing, refining, and preparing all classes and kinds of fertilizers and all classes and kinds of chemicals including petrochemicals and plastics and industrial and other preparations arising from or required in the manufacture of any kind of fertilizers and chemicals and to carry on any operation or processes of mixing, granulating different chemicals or fertilizers.
 - c) To buy, sell, import, export, treat in, and deal in any kind of chemicals, petrochemicals and plastics, fertilizers, or other things which the company is authorized to manufacture and any raw materials required for the manufacturing of any chemicals or fertilizers or other things which this company is authorized to manufacture.
 - d) To carry the business of buyers, sellers, dealers, stockiest, merchants, and distributors of urea and fertilizers like ammonium sulphate, nitrate (double salt), ammonium nitrate, calcium ammonium nitrate, ammonium chloride, superphosphate, urea and other types of fertilizers of synthetics or natural origin containing nitrogen, phosphorus or other compounds, soda ash, pesticides, D.D.T seeds, processed seeds, concentrate for cattle or poultry feed To acquire, take over, promote, establish, engage in and carry the business of profession of farmers, planters, harvesters, sprayers, seed growers, glaziers' breeders of and dealers of livestock, market gardeners, arboriculturists, agriculturalists, horticulturists, floriculturists, dairymen, animal husbandry, vegetable oil extractors, poultry and bee-keepers and any other businesses in connection with floriculture, arboriculture agriculture and horticulture.

- e) To carry on the business of farming, horticulture, floriculture, sericulture dairies, cultivators of all kinds of food grains, seeds, fruits, proprietors of orchard and traders, exporters and sellers of and dealers in products of dairy, farming, horticulture, floriculture, sericulture and pisciculture and fishing and manufacturers of drinks , alcoholic or otherwise including beverages produced from such products or otherwise.
- f) To carry on the business of buying and selling agricultural crops, at wholesale and retail levels.
- g) To carry on the business of farming generally, and the growing of a wide range of crops, including cereals, vegetables and fruits.
- h) To acquire, take-over, promote, establish and carry on all or any of the business of seed crushers and manufacturers and processors of soybeans, linseeds, cottonseeds, groundnuts, sunflowers and any other seeds, mill and render marketable any such oil and to sell, dispose of and deal in any such oil.
- i) To carry on the business of importation and exportation of all agricultural and horticultural produce generally and all products of flora.
- j) To carry out the business of providing consultancy services in the agricultural sector.
- k) To carry on activities that reduce all forms of soil erosion.
- l) To equip and furnish any property for the purpose of letting it to visitors or guests, whether in single rooms, suites, chalets, caravans, movable structures, cottages or otherwise.
- m) To put in place excellent quality control systems to ensure the quality of health sector goods procured throughout entire distribution cycle starting from the point of sourcing till final distribution.
- n) To carry on the business of Occupational Health and Safety risk assessment.
- o) To carry on the business of Emergency Response Team design in health field
- p) To run fitness centres and gymnasiums, health clinics, physiotherapy services, hospitals and all other related services
- q) To carry on the business of manufacturers and dealers of both wholesale and retail, in pharmaceutical, medicinal, chemical, industrial and other preparations and articles, compounds, oils, paints, pigments and varnishes, drugs, dye ware, paint and colour grinders, makers of and dealers in proprietary articles of all kinds, and of electrical, chemical, photographic and scientific apparatus and materials.
- r) To acquire the right and full information as to the processes of manufacturing, and the right to manufacture and deal in, pharmaceutical and preparations of all kinds.
- s) To carry on business of travel agents, tour operators, promoters and managers of clubs and societies (travelling, social, educational, health or otherwise), agents for tour operators of air, sea, land and inland waterway carriage undertakings, road transport owners and hirers, to conduct mountain climbing safaris and other types of safaris and to carry out related activities.

- t) To carry on any trade or business within the tourism industry including camps, tented sites, proprietors of lodges, restaurants operations, hoteliers, motel, holiday camp, leisure centre, caravan sites, apartment houses, refreshment and tea rooms, wine bars, caterers, fast food outlets, cafés, snack bars and coffee shops and bars.
- u) To carry on the manufacture and sale of medicines and preparations, and generally to carry on the business of manufactures, buyers, and sellers of and dealers in all kinds of medicines, medical preparations and whatsoever.
- v) To carry on all or any of the business of chemists, druggists, and chemical manufacturers of all kinds.
- w) To manufacture, import, sell, stock, and deal in all kinds of acids, chemicals heavy or light, perfumery and cosmetic products, drugs, disinfectants, insecticides, toilet and medicinal preparations, soaps, inks, polishes and allied products and by-products of all kinds and descriptions.
- x) To carry on the business of manufacturers and importers or exporters of and dealers in anatomical, orthopaedic and surgical appliances and apparatus of all kinds.
- y) To carry on the business of artificial eye and limb makers, corset makers, stay makers, bandage makers, crutch, chair and stretcher makers, carriage makers, ambulance makers chemists and providers of all requisites for hospitals, patients, and invalids.
- z) To carry on the business of a store-keeper in all its branches, and in particular to buy, sell, manufacture and deal in goods, stores, consumable articles, chattels and effects of all kinds, both wholesale and retail.
- aa) To buy, sell, manufacture, repair, alter and exchange, refine, manipulate, let on hire, import, export, and deal in all kinds of substances, articles, apparatus, plant, machinery, appliances, tools, commodities and things which may be required for the purposes of any of the business of the business of the Company or commonly supplied or dealt in by persons engaged in any such businesses, or which may seem capable of being profitably dealt with in connection with any of the said business.
- bb) To buy, sell, supply, store, stock, maintain, or otherwise deal in all kinds and varieties of generic and patent/ non-patent medicines, drugs, mixtures, formulations, tablets, pills, powers, pharmaceuticals and medical products, needles, syringes, injectibles, vaccines, sera, immunogens, phylacogens, chemicals and surgical dressings, kits and instruments and to takeover/ establish/operate and maintain diagnosis centres.
- cc) To set up hospitals, nursing homes and healthcare centres and provide, encourage, initiate or promote facilities for the discovery, improvement or development of new methods of diagnosis, understanding and prevention and prevention and treatment of diseases and to undertake designing and construction of Hospitals and/or other buildings for Government, or for any other person including local authorities, corporations, societies, trusts, companies, firms and other persons.
- dd) To set up pharmaceuticals and chemical manufacturing facilities such as factories, refineries, distilleries, for the purpose of manufacturing the product of the Company.

- ee) To establish Warehouses, Storage, Storage rooms, Godowns, and Cold storage facilities for providing safe and convenient places for storage of medicines, surgical products and other medical and Para-medical products of all kinds and description.
- ff) To carry on the business of investment, financial and management consultants, stockholders and market analysts.
- gg) To borrow or raise money in such manner as the company shall deem fit and in particular by the issue of debentures.
- hh) To carry on the business of real estate agents, property managers, and real administrators of buildings, services of letting or valuation, builders, contractors for constructions works, renovation, decoration and demolition and to purchase otherwise acquire land for houses, workshops and building premises.
- ii) To carry on the business of importers, exporters, general merchants, general store-keepers, universal providers, wholesale and/or retail traders, dealers of weighing scales, technology equipment's, lab equipment's, solar technology, hardware, wood technology and timber, paints, glassware, crockery, cutlery, ironmongery, turners and fitters and other household fitting and equipment's, other articles and commodities of personal, household use and consumption provisions, textiles, groceries, medicines and drugs, chemical, surgical option, photographic and other instruments, apparatus, and materials, motor vehicles, automobiles and generally in all manufactured goods of all types and merchandise of all kinds.
- jj) To carry on the business of investing in agriculture production, beekeeping production, forest production, fishing and fish production, livestock production, chicken production and become dealers in general food processors, packers and suppliers, wood works and seller, edible oil processors, fruits processors and exporter of food varieties, honey, edible oil, fresh fruits and vegetables.
- kk) To carry on the business of stationeries, printers, lithographers, stereotypes, electrotypes, engraves, photographic, photo lithographers, typesetting machine operators, die sinker, envelop markers, book binders, accounts book manufactures, paper makers, box markers and to deal in manufacture of and sell by wholesale or retail of school materials, bookshops and secretarial services.
- ll) To establish and carry on the business of ranching and keeping cattle, sheep, goats, poultry, bee products, game, fish and other livestock of every description, and to sell, breed, export, import, improve, prepare, deal and trade in stocks of every description whether live or dead and generally to carry on the business as fisherman, cow keeper, farmer, millers, beekeeper, gardeners and market promoters.
- mm) To carry on the business of services and consultancy in all types of information technology, computer systems, conference systems, telecommunication systems, courier services security systems and services, public address systems, data communication and to train, research, install and offer sale services of electronic systems, voice and data networks and any other systems or components which the company may think fit, necessary and incidental to this business.

nn)To transact or carry on all kinds of Agency business and in particular in relation to the investment of money, the sale of property, and the collection and receipt of money.

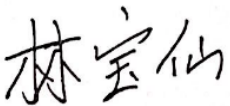
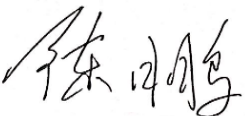
oo)To do all other things as may be deemed incidental or conducive to the attainment of the objects or any of them.

pp)To carry any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on by the company in connection with the above business or the general business of the company.

4. The liability of the members is limited.

5. The authorized share capital of the company is **Tanzania Shillings 800,000,000/=** divided into **100 shares** of Tanzania Shillings **Tshs. 8,000,000/=each**, with power for the company to increase or to reduce the said share capital and to issue any part of its capital, original or increased, with or without any preference, priority or special privilege, or subject to any postponement of rights or to any conditions or restrictions; and so that unless the conditions of issue shall otherwise expressly declare, every issue of shares, whether declared to be preferential or otherwise, shall be subject to the power herein before contained.

We, the several persons whose names, addresses and descriptions 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 opposite our respective names.

| NAME, ADDRESS & OCCUPATION OF SUBSCRIBER | NUMBER OF SHARES TAKEN | SIGNATURE OF SUBSCRIBER |
|--|------------------------|---|
| BAOXIN LIN Fuzhou, Fujian CHINA BUSINESSWOMAN | 60 |  |
| PENG CHEN Fuzhou, Fujian CHINA BUSINESSMAN | 40 |  |

Dated at **PWANI** this **18TH** day of **APRIL, 2025**

WITNESSED TO THE ABOVE SIGNATURES: -

NAME: AYUBU WILLIAM LAZARO

SIGNATURE: 



POSTAL ADDRESS: P.O. BOX 2613 DODOMA

QUALIFICATION: ADVOCATE/COMMISSIONER FOR OATH/NOTARY PUBLIC

THE COMPANIES ACT,
[Act No. 212 of 2002]

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF
FERT PRO LIMITED

APPLICATION OF TABLE "A"

1. Subject as hereinafter provided, the regulations contained in Part 1 of Table "A" in the Companies Act, Act No. 212 of 2002 which shall be referred hereinafter as the ((Act) shall apply to the company same for regulation 22.

INTERPRETATION

2. In these Articles unless the context otherwise requires:

- (a) **"Articles"** Means these Articles of Association of **FERT PRO LIMITED**
- (b) **"Board"** Means the Board of Directors of the Company or the Directors present at a duly convened meeting of Directors at which a quorum has been attained
- (c) **"Company"** Shall mean **FERT PRO LIMITED**
- (d) **"Clear days"** In relation to the period of a notice means that a period excluding the day when the notice is given or deemed to be and the day for which is given or which it is to take effect.
- (e) **"Directors"** Shall mean the Directors for the time being of the Company or if there only be one Director then such one Director.
- (f) **"Member"** Shall mean a registered shareholder in the Company.
- (g) **"Month "** Shall mean a calendar month.
- (h) **"Office"** Shall mean the registered office of the Company.
- (i) **"The Act"** Shall mean the **COMPANIES ACT (ACT NO. 212 OF 2002)** or any statutory 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;
- (j) **"The Seal"** Shall mean the Common Seal of the Company;
- (k) **"The Board"** Shall mean the Board of Directors of the Company

- (l) **“Secretary”** Shall mean any person appointed to perform the duties of Secretary of the Company.
- (m) **“In writing”** Shall include printing and lithography and any other mode or modes of representing or producing words in a visible form.
or
“written”
- (n) **“Office”** Shall mean the registered office of the Company
- (o) Words importing any gender include other genders and words in the singular include the plural, and vice versa, and words importing a person shall include a body corporate.

PRIVATE COMPANY

3. The Company has been formed as a private company, and accordingly: -

(a) The number of members of the company (not including persons who are in the employment of the Company, and 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;

(b) Any invitation to the public to subscribe for any shares or debentures of the company is prohibited;

4. The right to transfer shares is restricted in the manner hereinafter provided in these articles.

SHARES

5. The Share capital of the Company is **Tanzania Shillings 800,000,000/=** divided **into 100 shares** of Tanzania Shillings **Tshs. 8,000,000/=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.

6. Subject to the provisions, if any, in that behalf of the Memorandum of Association, and without prejudice to any special rights previously conferred on the holders of existing shares, any share may be issued with such preferred, deferred or other special rights or such restriction, whether in regard to dividend, voting, return of share capital or otherwise, as the Company may from time to time by special resolution determine, and any preference share or ordinary share may, with the sanction of a special resolution, be issued on the terms that it is, or at the option of the Company is liable to be redeemed.

7. The instrument of transfer of any share shall be executed by or on behalf of the transferor and transferee and, the transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

8. Subject to such restriction in these regulations as may be applicable, any member may transfer all or any of his shares by instrument in writing in any usual or common or any other form which the Directors may approve before the Notary Public, provided that the members of the company then present shall have the right of pre-emption in transfer by purchase.
9. The Directors may decline to register the transfer of a share to a person of whom they shall not approve, and they may also decline to register the transfer of a share on which the company has a lien.
10. If the Directors refuse to register a transfer they shall within two months after the date of which the transfer was lodged with the Company send to the transferee notice of the refusal.

TRANSMISSION OF SHARES

11. In the case of death of a member the survivor or survivors where the deceased was a joint holder, and the legal personal representatives of the deceased where he was a sole holder, shall be the only persons recognized by the Company as having title to his interest in the shares but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share which he has been jointly held by him with other persons.
12. Any persons becoming entitled to a share in the consequence of death or bankruptcy of a member may upon such evidence being produced as may from time to time properly be required by the Directors and subject as hereinafter provided, elect either to be registered himself as holder of the share or to have some person nominated by him registered as a transferee thereof, but the Directors will, in either case, have the same right to decline or suspend registration as they would have in the case of a transfer of the share by that member before his death or bankruptcy.

ALTERATION OF CAPITAL

13. The Company may from time to time by ordinary resolution increase the share capital by such sum to be divided into shares of such amount, as the resolution shall prescribe but such increase in value of the shares shall not affect the number of shares initially taken up by the subscribers to the Memorandum of the Company.
14. 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;
 - (b) Sub-divide existing shares, or any of them into shares of smaller amount than is fixed by the Memorandum of Association.

GENERAL MEETINGS

15. The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meeting in that year, and shall specify the meeting as such in the

notice calling it and not more than fifteen months shall elapse between the date of one annual general meeting and that of the next. Provided that so long as the company hold its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of incorporation or in the following year. The annual general meeting shall be held at such time and place, as the Directors shall appoint.

16. All general meetings other than annual general meetings shall be called extraordinary general meetings.
17. The Directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall be convened on such requisition, as provided for in the Act.
18. An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty one days' notice in writing at the least, and a meeting or a meeting for the passing of an ordinary resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day for which it is given, and shall be given, in a manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in a general meeting, to such other persons as are, under the regulations of the company, entitled to receive such notices from the company.

PROCEEDINGS AT GENERAL MEETINGS

19. All business shall be deemed special that is transacted at an annual general meeting and also that is transacted at any general meeting, with the exception of declaring a dividend, the consideration of accounts, balance sheets and the reports of the Directors and auditors, the election of Directors in the place of those retiring and the appointment of, and fixing, the remuneration of the auditors.
20. Two members, either present in person or by proxy shall constitute a quorum.
21. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon requisition of members shall be dissolved, in any case it shall stand adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the Directors may determine.
22. The Chairman, if any, of the board of Directors shall preside as chairman of every general meeting of the company, or if there is no such chairman or if he shall not be present within fifteen minutes after the time appointed for the holding of the general meeting or is unwilling to act the Directors present shall elect one of their member to be chairman of the meeting.

DIRECTORS

23. Unless determined by the Company in general meeting the Directors shall not be less than two and not more than ten in number.

24. The following persons shall be first Directors to the Company:-

1. **BAOXIAN LIN**
2. **PENG CHEN**

25. The shareholding qualifications for Directors may be fixed by the Company in general meeting and unless and until so fixed no qualification shall be required.

26. The quorum of Directors, for transacting business shall unless otherwise fixed, by Directors, be three.

27. A resolution in writing signed by all Directors then in Tanzania shall be valid and effectual as if it had been passed at a meeting of Directors duly called and constituted.

28. The Directors may from time to time borrow; raise moneys for the purpose of the Company which may exceed the issued share capital of the Company.

BORROWING POWERS

29. The Directors may exercise all powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital or 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 AND DUTIES OF DIRECTORS

30. The business of the Company shall be managed by the Directors, who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not by the Act, or by these regulations, required to be exercised by the Company in general meeting; subject nevertheless, to any of these regulations, to the provisions of the Act and to such regulations being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by 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 that regulation had not been made.

31. The Directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purpose and with such powers, authorities and discretion (not exceeding, those vested in or exercisable by the Directors under these regulations) and for such period and subject to such conditions as they may think fit.

DISQUALIFICATION OF DIRECTORS

32. The office of director shall be vacated if the director:

- (a) Resigns;
- (b) Becomes of unsound mind
- (c) Becomes prohibited from being a director by reason of any Court Order;

- (d) Dies;
- (e) In case of a life director, ceases to be a member of the Company;
- (f) Is voted out of office by an ordinary resolution in General Meeting;
- (g) Is prohibited from acting as a director by the provisions of the Act.

MANAGING DIRECTOR

33. The Directors may from time to time appoint a Managing Director who may not necessarily be out of their body for such a period and on such terms as they think fit, and subject to the terms of agreement entered into in any such particular case, may revoke such an appointment.
34. A Managing Director shall receive such remuneration as the Directors may determine.

SECRETARY

35. The Directors shall appoint a Secretary of the Company on such terms, at such remuneration and upon such conditions, as they may think fit; and the Secretary appointed may be removed by them.

THE SEAL

36. The Directors shall provide for the safe custody of the seal, which shall only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors in that behalf, and every instrument shall be countersigned by the Secretary or by a second director or by some other person appointed by the Directors for the purpose.

ACCOUNTS

37. The Directors shall cause true accounts to be kept:
- (a) of the assets and liabilities of the Company;
 - (b) Of all sums of money received and expended by the Company and the manner in respect of which receipts and expenditures take place. The books of accounts shall be always open for the inspection of the Directors and shall be kept at a place decided by the Directors.
38. The Directors shall from time to time determine whether in any particular case or cases or generally and to what extent and at what time and place and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of the members and no member (not being a director) shall have any right of inspecting any book or documents of the Company except as conferred by statute or authorised by the Directors.

AUDIT

39. Once at least in every year the accounts of the Company shall be examined and the correctness of the balance sheet ascertained by an auditor.
40. The Directors shall appoint the first auditor who will hold office until the first annual general meeting.

41. The Directors may fill up any casual vacancy in the office of auditor.
42. The remuneration of the auditor shall be fixed by the Company in general meeting; except that the remuneration of any auditor appointed by the Directors may be fixed by the Directors.

CAPITALIZATION OF PROFITS

43. The Company in general meeting may upon the recommendation of the Directors resolve that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution, and accordingly that such sum be set free for distribution amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions on condition that the same shall not be paid in cash but be applied either in or toward paying up any amounts for the time being unpaid or any shares held by such members respectively.

NOTICES

44. A notice may be given by the Company to any member either personally or by sending it by post to him at his registered address, and/or if he has no registered address, to his last known address, if any, supplied by him or her to the Company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to have been effective if the notice was posted.
45. Notice of every general meeting shall be given in any manner herein before authorized to every member at his or her registered address or last known address.
46. Every person upon whom the ownership of a share devolves by reason of his being a legal personal representative of a trustee or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting; and the auditor for the time being of the Company.

WINDING UP

47. 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, divide amongst the members in specie or kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may for such purposes set such value as he may determine how such division shall be carried out as between the members or different classes of members. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefits of the contributors as the liquidator, with the like sanction, shall think fit, but so that no member shall be compelled to accept any shares or other securities where there is any liability.

INDEMNITY

48. 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 favour or in which he is acquitted or in connection with an application under the COMPANIES ACT in which relief is granted to him by the Court.

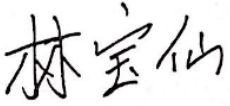
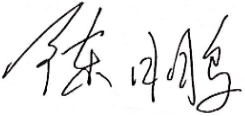
ALTERATIONS OR ADDITIONS

49. Subject to the provisions of the Act and to those contained in the Memorandum of Association, the Company may by special resolution make alterations or additions to the Articles of Association and any such alterations or addition as made shall be as valid and effectual as if originally contained in these Articles and be subject in like manner to alteration by Special Resolution.

ARBITRATION

50. If and whenever any dispute or difference shall arise between the Company and any of the members of their respective representative 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 there under or arising out of the relation existing between the parties by reason 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 thirty (30) days the procedure laid down in the Arbitration Act Cap 15 or any enactment replacing the Arbitration Act.

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

| NAME, ADDRESS & OCCUPATION OF SUBSCRIBER | NUMBER OF SHARES TAKEN | SIGNATURE OF SUBSCRIBER |
|--|------------------------|---|
| BAOXIN LIN Fuzhou, Fujian CHINA BUSINESSWOMAN | 60 |  |
| PENG CHEN Fuzhou, Fujian CHINA BUSINESSMAN | 40 |  |

Dated at **PWANI** this **18TH** day of **APRIL, 2025**

WITNESSED TO THE ABOVE SIGNATURES: -

NAME: AYUBU WILLIAM LAZARO

SIGNATURE:




POSTAL ADDRESS: P.O. BOX 2613 DODOMA

QUALIFICATION: ADVOCATE/COMMISSIONER FOR OATH/NOTARY PUBLIC