

**THE COMPANIES ACT, 2002**

**COMPANY LIMITED BY SHARES**

**MEMORANDUM**

**AND**

**ARTICLES OF ASSOCIATION**

**OF**

**ZHENKUN INVESTMENT COMPANY**

**LIMITED**

Incorporated at this .....day of .....2015

**DRAWING BY:**  
**RAJENDRA PRASAD SUYAL**  
**(SUBSCRIBER)**  
**P.O.BOX 7321**  
**DAR EN SALAAM**

Stamp Duty Sbs. 5000/-  
PAID ON ORIGINAL  
Receipt No. 58420/25/9/015  
Stamp Duty  
[Signature]

THE COMPANIES ACT 2002  
COMPANY LIMITED BY SHARES  
MEMORANDUM OF ASSOCIATION  
OF  
ZHENKUN INVESTMENT COMPANY LIMITED

TANZANIA  
Stamp Duty Sbs. 7500/- Paid  
Receipt No. 58420/25/9/015  
Asst Registrar of Companies  
[Signature]

1. The name of the company is **ZHENKUN INVESTMENT COMPANY LIMITED**
2. The Registered office of the Company will be situated in Tanzania.
3. The objects for which the Company is established are:-
  - (a) To carry on business as proprietors and operators of hotels, restaurants, camps, leisure facilities, motels, conference centers, refreshment and tea rooms, cafes, and milk and snake bars, beerhouses, and lodging housekeepers, wine, beer and spirit merchants and as restaurants caterers and catering contractors, construct, own gambling premises, gaming casinos and to enter into or carry into effect agreements with any government or other authority, supreme, municipal, local or otherwise of with other person or company relating to the operational executive or other field of the Company or the use of immovable property or other facilities at the disposal of the Company or for other purpose for which the Company is equipped or considers necessary, to equip and furnish any property for the purpose of letting it to visitors or guest, whether in rooms suite, tents, chalets, cottages, moveable structures or otherwise.
  - (b) To carry on the business as owners, operators, managers, lessors and keepers of exclusive hunting and tourist clubs, games lodges, game lookouts, hotels, tented camps, hostel, restaurants, cafes, holiday camps, casinos and camping sites for tourists, travellers or otherwise.
  - (c) To carry on the business of pubs, canteen, motels and operate duty free shops, to be importers of spirits, beer, wine, soft drinks, act as general traders, importers and exporters, traders in the wholesale and retail business of goods and merchandise of any description, size and magnitude, general agents for local and overseas principals establish trading outlets for all types of local and imported goods, engaged in the export of all types of merchandise and to generally carry out retail and wholesale business general traders and to be trading agents.
  - (d) To carry on the business of establishing and running hostel, residential development, shops, frames, department stores, yard, parking management and shopping malls of all kinds and description and generally to deal with such activities.

- (e) To carry on the business of hostel, lodge, boarding house, café, tented camps, roadhouse auto-court, motel, and safari or holiday camp keepers.
- (f) To carry on the business of real estate agents, property managers, and realty administrators of buildings, services of letting or valuation, builders, contractors for construction works, renovation, decoration and demolition and to purchase otherwise acquire land for houses, offices, workshops and building premises.
- (g) To carry on the business of real estate affairs, apartment house management apartments renting of real estate leasing of real estate agencies real estate appraisal real estate brokers real estate management rent collection rental of offices real estate renting of apartments renting of flats.
- (h) To act as commission agent for properties owner.
- (i) To discuss property specifics, advise clients or draft documents, to search new homes.
- (j) To engage on commercial real estate properties as handled by real estate agents & brokers from multifamily apartments to office, retail, industrials and institutional properties.
- (k) To carry on the business of management of all kind of construction works and construction management, property management, real estate and any related works thereto.
- (l) To act as estate agents and solicit funds, process sales, purchase, lease and marketing arrangements for all kinds of landed properties.
- (m) To purchase, take on lease and otherwise acquire for investment or resale any estate, land, buildings, easements and other rights and interests in immovable property or any tenure in Tanzania and elsewhere and to sell let or lease exchange or otherwise dispose of or grant rights over any immovable property, belong to the company.
- (n) To carry on the business and act as managers of investments and investment company, business of property managers, developers, real estate agents valuers, decorators, engineers and to generally be able to carry out activities of any description with regards to land, property and real estate, investment in any type of property, buildings, lands, securities, bonds, shares and any property act as a holding company with subsidiaries and invest in any projects as the company may think fit.
- (o) To act as investment company, holding company, factory, finance company and to deal in all types of investment whatsoever. To hold and own shares, land, buildings, shopping malls, residential houses, commercial buildings, invest in securities, bond share, debentures,

options, warrants, convertible stock, promissory notes, bills of exchange, loans, bills, shipping documents, ships, aircraft, self propelling vehicles and all types of property whatsoever.

- (p) To deal in opening and running leisure parks, play grounds, adventure safaris (trips) sports events, clubs organisation and management, organising sports, galas competition, gymnasium centres, Arobics steps classes, fitness fit, jogging, weightlifting clubs and all sorts of sport within. To engage in and or otherwise carry on the business of body fitness training club especially gymnasium, health clinics, day care centres and healthcare.
- (q) To carry on the business of manufacturing and bottling of alcoholic beverages, Selling and being of alcoholic and non alcoholic beverages, importation, Exportation and selling wine and spirits, Improve, treat, preserver, fine aerated, miheralizes, bottle can and otherwise deal in minerals, aerated water, juice and other liquids of every description.
- (r) To carry on the business of distributing, supplying, wholesale and retail tot paks, of beers, wine spirits, spirit merchants, brewers, maltsters, distillers, mineral water, soft drinks, like soda, ice cream, to run hotels, restaurants, refreshment and tea rooms, marquees, hotel management. Safari and holiday camps. Snacks, bar, tavern, beer house, and lodging housekeepers, and to provide food and catering services to individuals, private and public institutions and to industrial and business concerns, also to provide variety of services and products to guest, tourist and hoteliers related to activities marine parks.
- (s) To carry on the business of manufacturing and supply of all kinds of alcoholic spirits, wine, artificial and natural, bottled water and other non alcoholic drinks, fruit juices, and other consumable liquids of whatever description, tooth paste, tooth brush, to pack and sell the same by whole sale or retail locally and to export the same to different
- (t) To carry on all or any of the business of transport, carriage and haulage contractors, owners and charter of road vehicles, aircraft and ships and boats of every description and carriers of goods and passenger by road, rail, water or air and to establish, acquire, maintain and operate transport service of every description both public and private and all services ancillary thereto and for such purposes or as independent undertakings to purchase, take in exchange, charter, hire, build, contract or otherwise acquire and to own, operate, work, manage, maintain, repair, service and deal with and in road vehicles, aircraft and vessels of every supplies therefore and to conduct any such business within the country or any other state in Africa or Europe or Asia and or any other foreign country.
- (u) To promote tourism in Tanzania and elsewhere in Africa, to carry on business of travel and tourist agents and tour operators, to promote facilitate traveling to organize hunting, tented-camps, fishing and diving

expeditions, safari promoters and undertakers generally and in particular to arrange and manager hunting safaris, photo safaris adventure tours, fishing trips, handling of game trophies and animal skins, catching, harbouring, transporting, wildlife and marine products of all kind.

- (v) To provide the business of tour operators, tourist agents and to facilitate packaged safaris for hunters and other tourists and travelers by way of through tickets, travel facilities and equipments, sleeping cars or berths, reserved places, hotel, lodging or camping accommodation and by way of provision of other conveniences such as hunting or tour guides, inquiry bureaus, communication facilities, baggage transport or otherwise.
- (w) To carry on business as safari contractors, organizers and operators and to equip, organize and arrange hunting, photographic, cinematic exploration and cinematographic expeditions and generally to organize and provide facilities for tourist safari adventures of every kind including but not limited to game. Fishing river canoeing, kayaking, and other safaris and expeditions of ever description. Photographers, suppliers and caterers for hunting, fishing, photographic, sight seeing and other expeditions whatsoever.
- (x) To carry on the business of big game hunter, trapping and collection of Wild, live birds for sale and export within outside Tanzania, to sell, improved export, and imports, prepare, deal and trade in carvings, painting, curios, export, and provide game sanctuary facilities and to organize of safaris and expeditions. Discover, hunt, shoot, photograph, capture animals, birds, game and fish of all kinds including reptiles, marine products, pottery crafts, crustacean, salt, mangrove sea shells, groceries, vegetables, cereals goods, fruits and all allied products of every description.
- (y) To carry on the business of clearing and forwarding agents, commission agents, transporters, freighters, haulers, customs bonded warehouse and godown keepers, cargo and travel agents, insurance agents, tourist agents, manufacturers' representatives, road contractors, cargo superintendents, packers, machinery haulage specialists, warehousemen, engineers, electricians, motor cars, cabs, omnibus, lorries, oil tank and coach proprietors and transporters, civil transport contractor and transporters by any means of conveyance of people and goods in Tanzania and the neighboring countries and in such other place or places as may from time to time be determined by the company, engage in and or otherwise carry on the business as transporters and transport agents, fright forwarders.
- (z) To carry on the business of logistic, cargo agent, commission agents, travel agents, land and estate agents, manufacturing agents, court brokers insurance agents, auctioneers and distributors agents.

- (aa) To carry on the business of warehouse, inland container depot and storage of goods, wares and merchandise of every kind and description and whatsoever.
- (bb) To carry on the business as general buyers, exporters of agricultural crops, aquaculture and products, such as coffee, tea, sisal, cotton, beans, cashewnuts, cereals, peanuts, cowpeas, yellow gramm green monks and to be general suppliers in local and export markets, to be general bakers and confectioners and generally to be traders and manufacturers of the above.
- (cc) To acquire land by purchasing, lease or otherwise for livestock and agricultural use and other investments purposes, and develop the land into livestock keeping chicken, broiler, farming or animal fattening farms, paddy rice farms, wheat farms, cotton farm, sesame seed farms, aloe Vera plantations, oil palm plantations, coconut plantations, cashew nuts plantations, and into any other crop farms and plantations and engage in livestock processing to produce export quality meat and other various livestock products, and engage in agro-processing to produce export quality rice, cotton lint, edible oils, all kinds of flours, cashew nuts, beekeeping, bio-fuels, and any other product from the farms, the plantations and from any other crop.
- (dd) To carry on the business of fumigators, pests control, vacuum cleaners, steam cleaners, carpet cleaners, window shop, officer, club hotel, theatre cleaners vermin and insects destroyers and generally to undertake cleaning and fumigation of any kind.
- (ee) To carry on the business and trade as bakers and confectioners, to own, manage, run a bakery and deal in the selling and distribution of all types of baked foods, break, cakes, pies, meat, to trade as manufacturers of ice cream, proprietors of restaurants, hotels, refreshments and cold room, café, milk and snack bars and to del in all types of beverages and render catering services.
- (ff) To carry on the business of miners and mining in all their branches and for the said purpose to peg, purchase, take on lease, or exchange or otherwise acquire concessions, grants, easements, options, claims, properties, cassettes- and effects supposed to contain minerals, gems, diamonds, or other precious stones, and any interest therein, and to explore, mine, work, excise develop and turn to account mines and mining rights and any undertaking connected therewith.
- (gg) To carry on the business as traders, suppliers, general merchants, importers, exporters, stockists, wholesalers, retailers and dealers in all types of electric and electrical goods, hardware, building materials, spare parts and maintenance, tyres, tubes, tools and accessories for all types of automotive, motor vehicles, agricultural machinery, implements, equipment of all kinds of industrial projects machinery and equipment, timber, fishing gears, paints, corrugated iron sheets,

hinges, screws, iron mongery, all kinds of ready made garments and used clothes, all types of leather goods, tiles, shoes, bags and other similar goods

- (hh) To carry on the business as consultants, commission agents, court brokers, debt collectors, revenue collector, public auctioneers, insurance agents, general brokers, importers, exporters, manufacturers representatives, land and estate agents, technical advisors, clearing and forwarding agents, and all businesses and trades incidental or similar thereto or required to be or capable of being carried on in conjunction therewith.
- (ii) To carry on the business of supplying of stationery, office equipment, writing materials, teaching aids and other educational establishment and as agents, school uniforms and stationers in all their business and to buy and sell stationery, office requirements and equipment, all types of books, sundry goods and to act as general merchants and commission agents of print and bind and manufacture stationers and other requirements.
- (jj) To act as project and development consultants, commercial, logistical, environmental and statistical analysts, principal and/or agent, managers, directors, sales and marketing, business consultants and as personnel, research, training, technical and general consultants and advisers to and for any undertaking or enterprise and to direct the management of the property and estates of government, consumers, corporations, foundations, organizations, hospitals co-operatives, funding agents and any institution whatsoever.
- (kk) To carry on business of entertainment, advertising media, outdoor and indoor Music concert, festival, music solution, Sports management, music production, music promotion, printing, media communication and consultancy advertising agents, public relations consultants and sale promotion consultant, in all their aspects and to advise on publicity, sales promotion, staff relations, industrial relation, press and community relations, music solution, promotion culture and traditional. To conduct and advise on market research, publicity projects, advertising campaigns, exhibitions, trade fairs, displays, film shows, radio and television programmes, corporate sponsorship, printing of marketing material, and also to carry on the business of investment advisers, market research and to act as intermediaries in the introduction of sellers, purchasers and partners.
- (ll) To carry on the business of dealing in importing, exporting, marketing, manufacturing stocking, buying, selling whether by wholesale or retail of various categories of goods and merchandise, and to act as insurance agents, commission agents, brokers and manufacturers, representatives in all fields. To be agent of foreign company and to establish business enterprises whether small scale, industries and generally deal in all

kinds of general merchants and to import, export and all either by merchandise and articles of all description.

- (mm) To carry on the business as manufacturers, principals or agents representatives of importing, exporting, buying, selling, distributing of new and used motor vehicles, bikes, cars, trucks, lorries or other vehicles, motor vehicles spares and parts of all descriptions, railway, fuel and other oils, petroleum of all kinds, tyres and tubes, batteries, battery solution and other spares, accessories, motor cycles, bicycles, tractors, mining equipments, fishing gears, agricultural and industrial machinery and equipments, new and second hand spare parts and accessories and generally to deal in all types of motor spare parts and industrial and agricultural machinery and parts, electronic goods and accessories thereof.
- (nn) To purchase or acquire freehold, leasehold or other immovable property and movable property generally and also rights, privileges and easements over or in respect of any property movable or immovable, and to pay for the same in cash or in any other manner agreed upon, and to take over and assume liabilities for payments of all moneys owing whatsoever under and by virtue of any mortgages, charges or other existing and charged upon any and all such property as may be purchased at any time by the Company from any Government, person, firm or company and to do all things and execute such documents and deeds as may be necessary to that end.
- (oo) To advance money to any person or persons or corporations, either with or without interest upon the security of freehold or leasehold property by way of mortgage, or upon marketable security and in particular to advance money to shareholders in the company, and others, upon the security of or for the purpose of enabling the person borrowing the same to effect or purchase, or enlarge or repair any house of building or to purchase the free simple or any term or terms of years of any property in Tanzania, or elsewhere upon such terms, and conditions as the Company may think fit.
- (pp) To purchase, take or lease or in exchange, hire or otherwise acquire and hold any staté or interest in any lands buildings, casements, rights, licenses secret processes, machinery, plants, stock, in trade and real or personal property of any kind.
- (qq) To accept payment for any property or rights sold or otherwise disposed or dealt with by the company either in cash, by installment or otherwise or in fully or partly paid up shares of the company or corporation, with or without deferred or preferred or guaranteed rights.
- (rr) 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.

- (ss) To act as agents for the sale and purchase of any stocks shares or securities or for any other monetary or mercantile transactions.
- (tt) To act as executors and trustees of wills and settlements made by customers and others and undertake and execute trusts of all kinds.
- (uu) To do all or any of the above things in any part of the world and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others and either or though agents, sub-contractors, trustees and otherwise.
- (vv) To remunerate any person, firm or company rendering services to this company, whether by cash payments or by allotment to him or them of shares or securities of the Company credited and paid in full or in part, otherwise.
- (ww) To accept for safe custody and keep for customers of the company all kinds of securities valuables and things.
- (xx) To lend money on any terms that may thought fit, and particularly to customers or other person or corporations having dealing with societies and to give any guarantees that may be expedient.
- (yy) To advance money to shareholders in the company, and other to the purpose of enabling the person borrowing the same erect or purchase, or enlarge or repair any house or building or to purchase the fee simple or any less estate or interest in, or to take a demise for any term or terms of years of any freehold or leasehold property upon such terms and conditions as the company may think fit.
- (zz) To invest and deal with the moneys of the Company not immediately required, upon such securities and in such manner as may from time to time be determined.
- (aaa) To distribute among the members in pieces any property of the company, or any proceeds of sale or disposal of any property of the company.
- (bbb) To draw, make, accept, endorse, discount execute and issue promissory notes, bills of lading, warrants, debentures and negotiable or transferable instruments.
- (ccc) To act as agents or brokers, and as trustees for any person firm or company, and to undertake and perform sub-contracts and also to act in any other business of the company through or by means of agents, brokers, sub-contractors or others.
- (ddd) To take or otherwise and hold shares in any other company having objects altogether or in part similar to this company, or carrying on any

business capable of being conducted so as directly or indirectly to benefit the company.




- (eee) 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.

That the meaning of any general word or words in any paragraph of this clause shall not be restricted by being construed ejusdem generis with any particular word or words in the same paragraph.

4. The Liability of the Members is Limited.
5. The capital of the Company is Shillings 500,000,000/= divided into 100 shares of Shillings 5,000,000/= each.

The Company shall have powers to increase 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 special rights, privileges, or conditions as may be determined by 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, 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, Addresses, and Description of Subscribers.	Number of shares taken by each Subscriber	Signature
DENG JIAYOU P.O.BOX 7321 DAR ES SALAAM	65	
RAJENDRA PRASAD SUYAL P.O.BOX 7321 DAR ES SALAAM	30	
MURAD SAID SALIM P.O.BOX 7321 DAR ES SALAAM	5	

Dated at Dar this 20 day of Sept. 2015

Witness to the above signature:

Name :

Postal Address :

Qualification :

