

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

**MEMORADUM**

**AND**

**ARTICLES OF ASSOCIATION**

**OF**

**BAI YI INVESTMENT COMPANY LIMITED**

**THIS .....DAY OF.....2025**

**DRAWN BY**  
**NOBILE LAW**  
**P.O BOX 25617**  
**DAR ES SALAAM**  
**TANZANIA**

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

**MEMORANDUM OF ASSOCIATION OF**

**BAI YI INVESTMENT COMPANY LIMITED**

**1. The name of the Company is BAI YI INVESTMENT COMPANY LIMITED**





**2. The registered office of the company will be situated in the United Republic of Tanzania Mainland.**

**3. The Objects for which the Company is established includes but not limited the activities listed below for both importation and exportation;**

- a. To engaged in plastic products, processing production ,sale
- b. To trade as General commercial company
- c. Plastic packing boxes and containers processing production sale import and export
- d. To engage in packaging and printing
- e. To engage in raw material and production
- f. To engage in chemical raw materials and products .
- g. To engage in products processing ,sale
- h. To engage in daily necessitates processing production and sale
- i. To engage in the technology research and development services
- j. To engage in the household appliance
- k. To engage in .Hardware products, processing, production, sales, import and export
- l. To engage in Electronic products, processing, production, sales, import and export
- m. To engage in Paper products.
- n. To engage in Recycling of renewable resources
- o. To engage in Building materials
- p. To engage in Metal materials
- q. To engage in Wholesale of building material
- r. To engage in Technology research and development and services

**4. The Liability of the members is Limited.**

5. The initial share capital of the company is Tanzania shillings One billion, three hundred million, Tanzanian shillings.(1,300,000,000/=) divided into twenty thousand (20,000) Ordinary shares of worth sixty five thousand (65,000/=) each; and the company shall have power to either increase or reduce its capital; and to divide the shares in its capital for the timebeing 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 have several persons whose names and addresses are subscribe are desirous of being formed into a company in pursuance of this memorandum of Association and we agree to take the number of shares in capital of the company set opposite our respective names.

Name,Address and description of subscriber	Number of shares taken	signature
MING JUNXIONG 0743380656 address: Uzbekistan Tashkent Region Yangiyur heen2018315@163.com	40	
LI JICHENG phone number: 13330628246 address: Room 502, Unit 1, Building 3, No. 48, Keji Street, Wusheng County, Sichuan Province,(Email):474117540@qq.com	20	
HONG WEIXIN phone number): 13612400998 (address): Room 2701, Building 4, Shuangyuewan, Anju Road, Jinping District, Shantou City, Guangdong Province,(Email):172815771@qq.com	20	
LI JINCHAI phone number: 13718193682 (address): Li Jinchai, Tangxia Village, Chuannan Township, Duqiao Town, Linhai City, Taizhou City, Zhejiang Province (Email):khakimova23333@mail.ru	20	

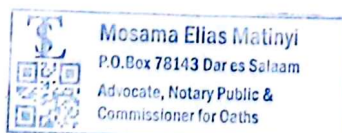
Dated at Dar es Salaam this 13 day of 05 2025

Witness to the above signature

Name Mosama Elias Matinyi

Signature 

Qualification Advocate



**THE COMPANIES ACT 2002**  
**COMPANY LIMITED BY SHARES**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**BAI YI INVESTMENT COMPANY LIMITED**

**PRELIMINARY**

1. In these regulations: -

“The Act” means the Companies Act 2002.

“Company” means **Limited. BAI YI INVESTMENT COMPANY LIMITED**

When any provision of the Act is referred to, the reference is that provision as modified by any law for the time being in force.

Unless the context otherwise requires, the expressions defined in the Act or any statutory modification thereof in the force at the date at which these regulations become binding on the company, shall have the meaning so defined.

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.

**PRIVATE COMPANY**

2. The Company is a Private Company and accordingly: -

- (a) The right to transfer shares is restricted in manner herein after prescribed.
- (b) The number of members of Company (exclusive of persons who are in the employment of the Company and of persons who have been formerly in the employment of the company were while in such employment to be the member of the company) is limited fifty, provided that where two or more persons hold one or more shares in the company jointly they shall for the purpose of this regulation be tested 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

3. The directors may, in their absolute discretion and without assigning any reason therefore, decline to register any transfer of any share, whether or not it is a fully paid share:-

- (i) The Share Capital of the Company is Tanzania Shillings One billion, three hundred million, two hundred twenty-five thousand, five hundred Tanzanian shillings. (TZS 1,300,000,000/=) divided into 20,000 ordinary shares of Tanzania Shillings (TZS 65,000/=) each
- (ii) 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 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.

### LIEN

4. The Company shall have a first and paramount lien on every share for all moneys (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 standing registered in the name of any person for all moneys presently payable by him or his estate to the company; but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article.

5. The lien hereby conferred shall attach to all shares registered in the name of any person indebted or under liability to the company, whether he/she be the sole registered holder or be one of several joint holders. The company's lien, if any, on a share shall extend to all dividends payable thereon.

### CALLS ON SHARES

6. The Directors may from time to time make calls upon the members in respect of any moneys unpaid on their shares provided that no call shall exceed one-fourth of the nominal amount of the share, or be payable at less than one month notice from the last call; and each member shall (subject to receiving at least fourteen days' notice specifying the times and place of Account) pay to the company at the time or times and place so specified the amount called on his shares. A call may be revoked or postponed as the Directors may determine.

7. All calls 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 installment. Joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof 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 upon the sum from the day appointed for payment thereof to the time of actual payment at such rate not exceeding 10 percent per annum as the Directors may determine, but the Directors shall be at liberty to waive payment of that interest wholly or in part.

8. Any sum which by the terms of issue of 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 purpose of those regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue the same becomes payable, and in case of non-payment, all the relevant provisions of these regulations 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.

#### **FORFEITURE OF SHARES**

9. A forfeiture of shares shall either be way of voluntary surrender or by call. And as a result of unpaid up shares after a call on shares is issued, the Board of Directors may resolve to forfeit the Joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof. unpaid up shares to the Company. And the forfeited shares may either be canceled, reserved or reallocated.

10. When any share has been forfeited an entry shall forthwith be made in the register of members of the company, recording the forfeiture and the date thereof and as soon as shares so forfeited have been sold or otherwise disposed of.

11. The lien offered by Clause 10 of Table „A“ shall attach to fully paid up shares and to all shares registered in the name of any person indebted or under liability to the company, whether he shall be the sole registered holder thereof or one of several joint holders.

12. Any entry in the minute book of the company of the forfeiture of any shares which have been sold to satisfy a lien of the company shall be sufficient evidence as against all persons claiming to be entitled to such shares that the said shares were properly forfeited or sold, and such entry and the receipt of the company for the price of such shares shall constitute a good title of such shares and the name of the purchaser shall be entered in the register as a member of the company, and he shall not be bound to see to the application of the purchase money, nor shall his title to the said shares be affected by irregularity or invalidity in the proceedings in reference to the forfeiture or sale. The remedy, if any of the former holder of such shares and of any person claiming under or through him shall be against the Company and in damages only.

#### **TRANSFER OF SHARES**

13. The Directors may in their direction and without assigning any reason thereof 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.

14. Subject to clause 2 and 3 hereof the right 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 of 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 shares inviting the persons to whom the notice is sent to state within 21 days from the date of such share notice whether he is willing to purchase any, if so what maximum number of such shares. At the expiration of 21 days" notice, the board shall apportion such shares among 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.**

15. 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 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

16 (a) Until otherwise determined by the Company in general meeting the Directors shall be not less than two and not more than seven in number.

(b) The following persons shall be the first Directors to the Company: -

1. **MING JUNXIONG**
2. **LI JICHENG**

17. 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.

18. The quorum of Directors for transacting business shall, unless otherwise fixed by the Directors, be five.

19. 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 dully called and constituted.

20. The Directors may from time to time borrow or raise any money for the purpose of the Company which may exceed the issued share capital of the company.

## BORROWING POWERS

21. 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.

22. 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.

## ALTERATION OF CAPITAL

23. The Company may from time to time by Special Resolution increase the share capital by such sum, to be divided into shares of such amount, as the resolution shall prescribe.





24. 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 shares in the original share capital.

25. 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. The Company may, by special resolution reduce its share capital in any manner and with subject to any incident authorized, and consent required by law.

**NOW THEREFORE** ,We have several persons whose names and addresses are subscribe are desirous of being formed into a company in pursuance of this Articles of Association and we agree to take the number of shares in capital of the company set opposite our respective names.

Name,Address and description of subscriber	Number of shares taken	signature
MING JUNXIONG 0743380656 address: Uzbekistan Tashkent Region Yangiyur heen2018315@163.com	40	
LI JICHENG phone number: 13330628246 address: Room 502, Unit 1, Building 3, No. 48, Keji Street, Wusheng County, Sichuan Province,(Email):474117540@qq.com	20	
HONG WEIXIN phone number): 13612400998 (address): Room 2701, Building 4, Shuangyuewan, Anju Road, Jinping District, Shantou City, Guangdong Province,(Email):172815771@qq.com	20	
LI JINCHAI phone number: 13718193682 (address): Li Jinchai, Tangxia Village, Chuannan Township, Duqiao Town, Linhai City, Taizhou City, Zhejiang Province (Email):khakimova23333@mail.ru	20	

Dated at Dar es Salaam this 13 day of 05 2025

Witness to the above signature

Name Mosama Elias Matinyi

Signature 

Qualification Advocate

