

THE COMPANIES ACT NO 12 OF 2002
COMPANY LIMITED BY SHARES

MEMORANDUM AND ARTICLES OF
ASSOCIATION
OF

**CHORDWAY AUTOMOBILE
COMPANY LIMITED**

Drawn by: BIN LIU

(Subscriber)

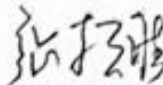
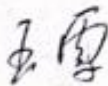
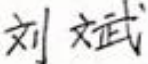
P.O BOX 2588

DAR-ES-SALAAM

THE COMPANIES ACT NO 12 OF 2002
COMPANY LIMITED BY SHARES
MEMORANDUM AND ARTICLES OF ASSOCIATION
OF
CHORDWAY AUTOMOBILE COMPANY LIMITED

1. The name of company is **CHORDWAY AUTOMOBILE COMPANY LIMITED**
2. The registered office of the company is situated in the United Republic of Tanzania.
3. The objects for which company is established are:
 - a) Process and producing automobile accessories like, trailers for trucks
 - b) Buying and Selling automobiles and accessories
 - c) Dealing in processing automobiles parts, accessories Repairing of automobiles
 - d) Maintenance of automobile
4. The liability of the members is limited.
5. The share capital of the company is Tshs 300,000,000 (Three hundred million) in which shares are in terms of 100 Tshs 3,000,000 (Three million) each and the company shall have the power to divide the preferential, deferred, qualified or other special rights, privileges, restrictions or conditions.

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

Name	Description of Subscribers	Contact information	Number of shares taken by each subscriber	Signature of each subscriber
ZHENWEI ZHANG	DIRECTOR	MOBILE : 0696-302-632 Tanzania, Region Dar Es Salaam, District Kinondoni, Ward Msasani, Postal code 14111, SPRINGWAY appartments, 101 kinondoni road nearby International school of Tanganyika	45	
XUE WANG	DIRECTOR	MOBILE : +86-1590-1277-771 China, People's Republic of, BEIJING, 100010,	35	
BIN LIU	DIRECTOR	MOBILE: 0710-562-215 Tanzania, Region Dar Es Salaam, District Kinondoni, Ward Msasani, Postal code 14111, SPRINGWAY appartments, 101 kinondoni road nearby International school of Tanganyika	20	

Signed at Dar es salaam this 21st day of April, 2025

WITNESS to the above Signature:

SIGNATURE: 

POSTAL ADDRESS: 1037 -

QUALIFICATION: ADD



THE COMPANIES ACT NO 12 OF 2002
COMPANY LIMITED BY SHARES
MEMORANDUM AND ARTICLES OF ASSOCIATION
OF
CHORDWAY AUTOMOBILE COMPANY LIMITED

INTERPRETATION

1. In these regulations:

“The “ACT” means the Companies Act, No. 12 of 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.

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 force at the date at which these regulations become binding on the company, shall have the meaning so defined.

Any word importing the singular shall include the plural and vice versa, and words importing the masculine gender shall female, and the word importing person shall include bodies, corporate, partnership, firm, co-operative societies etc.

The regulation of table “A” in the 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 provision herein, and the provision under table “A” the former shall prevail and in addition to substitution shall be the regulation of the company.

PRIVATE COMPANY

2. The company is a private company and accordingly: -

(a) The right to transfer shares is restricted in manner hereinafter prescribed.

(b) The number of members of the company (exclusive of person who are in the employment of the company and of person who have been formerly in the employment of the company were while in such employment to be member of the company) is limited to fifty, provided that where two or more person hold one or more share in the company they shall for the purpose of this regulation be treated as a single member.

(c) Any invitation to the public to subscribe for any shares or debenture of the company is prohibited.

(d) The company shall have not power to issue share warrants to bearer.

MEMBERS

3. The number or member with which the company proposes to be registered is two but directors may from time to time register an increase of members. The subscribers to memorandum of association and such other person as the directors shall be members of the company.

GENERAL MEETING

4. The company shall in each year hold a general meeting as its annual general meeting in addition to other meeting in that year, and shall specify the meeting as such in the notice calling it; and not more than fifteen month shall elapse between the date of one annual general meeting of the company and that of the next provided that so long as the company hold its first annual general meeting within eighteen month of incorporation , it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place, as the directors shall appoint.
5. All general meetings other than annual general meetings shall be called extraordinary general meeting.
6. The director may whenever they think fit, convene an extraordinary general meeting and extraordinary general meeting shall also be convened on such requisition, or default, may be convened by such requisitions, as provided by section 133 of the Act. If at any time there are not within Tanzania sufficient director capable of acting to form a quorum, any director or any two members of the company may convene an

extraordinary general meeting in the same manner as nearly as possible as that in which meeting may be convened by the directors.

NOTICE OF GENERAL MEETING

7. Every general meeting shall be called by twenty-one clear day's notice in writing at the least. The notice shall specify the place, the day and hour of meeting and in case of special business, the general nature of the business;
8. Provided that meeting of the company, shall notwithstanding that it is called by shorter notice that specified in this article be deemed to have been duly called if it so agreed: -
 - (a) In the case of a meeting called as the annual general meeting, by all the members entitled to attend and to vote thereat; and
 - (b) In the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being the majority together representation not less than ninety-five percent of the total voting right at that meeting of all the members.
9. Subject to the provision of the articles, the notice shall be given to all the member to all person entitled to a share in a consequence of the death or bankruptcy of a member and to the directors and auditors. The accidental omission to give notice of a meeting to, or the non-receipt to notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETING

10. All business shall be deemed special that is transacted at an extraordinary general meeting and also all that transacted at an annual general meeting with the exception of declaring dividend the consideration of the account balance sheets and the report of the directors and auditors the election in the place of those retiring and appointment of and the fixing of the remuneration of the auditors.
11. No business shall be transacted at any general meeting unless a quorum of member is present at the time when the meeting proceeds to business; two third of the auditors, entitled to vote on the business to be transacted each being a member or a proxy for a member or duly authorized representative of a corporation shall be a quorum.
12. If within half an hour from the time appointed for the meeting quorum is not present or of during the course of meeting a quorum is not present, the meeting 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 director may determine.

13. The chairman, if any of the board of directors or in his absence some other director nominated by the director shall preside as chairman of the general meeting, but if neither the chairman nor such other director (if any) be present within fifteen minutes after the time appointed for the holding of the meeting and willing to act, the director present shall elect one of their number to be chairman of the meeting and if their only one director and willing to act, he shall be chairman.
14. If at any meeting no director is willing to act as chairman or if no director is present within fifteen minutes after the time appointed for holding the meeting the member present shall choose one of their number to be a chairman of the meeting
15. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place, but no business shall be transacted at any adjourned meeting other than the business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more at least seven clear days' notice of the adjourned meeting shall be given specify time and place of the meeting and the general nature of the business to be transacted. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
16. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hand unless a poll is before or on the declaration of the result of the show of hand demand: -
 - (a) By the chairman; or
 - (b) By at least (three) members present in person or by proxy; or
 - (c) By any member or members present in person or by proxy and representing not less than one-tenth of total voting rights of all the members having the right to vote at the meeting.
17. Except as provided in article 18, if a poll is duly demanded it shall be taken by such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
18. In the case of an equality of votes whether on a show of hand or on a poll the chairman of the meeting shall be entitled to a second or casting vote.
19. A poll demand on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demand on any other question shall be taken either

immediately or at such time as the chairman of the meeting directs, and any business other than upon which a poll has been demand may be preceded with pending the taking of the poll.

20. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it, if it had been proceeded at a general meeting at which he was present shall have effect as if it had been passed at a general meeting duly convened and held and consist of several instruments in the like from each executed by or on behalf of one or more member.

VOTE MEMBERS

21. Every member shall have one vote.
22. No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the company have been paid.
23. On a poll vote may be given either personally or by proxy
24. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing or if the appointed is a corporation, either under seal or under the hand of an officer or attorney duly authorized. A proxy need not be a member of the company
25. The instrument appointing the proxy and the power of attorney or other authority, if any under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the company or at such other place within the territory as is specified for that purpose in the notice convening the meeting , not less than 48 hours before the time for holding the meeting of adjourned meeting at which person named in the instrument proposed to vote or in the case of poll not less than 24 hours before the time appointed for the taking of the poll, and in the default the instrument of proxy shall not be treated as valid.
26. A vote given in accordance with the terms of instrument of proxy or poll demanded by proxy, or by the duty authorized representative of a corporation shall be valid notwithstanding the previous determination was received by the authority of the person voting or demanding a poll unless notice of the determination was received by the company at its registered office (or at such other place at which the instrument of proxy was duly deposited) before the commencement of the meeting of adjourned meeting at which the proxy is issued.

CORPORATIONS ACTING BY REPRESENTATION AT MEETING

27. Any corporation which is a member of the company may by resolution of its directors or other governing body authorize such person as it thinks fit to act as its representative at any meeting of the company, and the person so authorized shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the company.

DIRECTORS

28. The number of directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum of association or a majority of them and until such determination the signatories to the memorandum of association shall be first directors. Unless otherwise determined by the ordinary resolution, the number of directors shall not less than two.
29. The remuneration of the directors shall from time to time be determined by the company in general meeting, such remuneration shall be deemed to accrue from day to day. The directors shall also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the directors or any committee of the directors or general meetings of the company or in connection with the business of the company.
30. Any director, who devotes special attention to the business of the company, which in the opinion of the board are outside the scope of the ordinary duties of a director, may be paid such extra remuneration by way of salary or otherwise as the body may determine which shall be charged as part of the company's ordinary working expenses.
31. The following persons shall be first directors of the company: -
 - 1) ZHENWEI ZHANG
 - 2) WANG XUE
 - 3) BIN LIU

BORROWING POWERS

32. The director may exercise all the power of the company to borrow money, and to mortgage or charge its undertaking and property, or any 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 any third party.

POWERS AND DUTIES OF DIRECTORS

33. Subject to the provision of the act, the memorandum and the articles and to any directors given by special resolution, the directors, who may exercise all the powers of the company shall manage the business of the company. No alteration of the memorandum or articles and such directions shall invalidate and prior of the directors, which would otherwise have been valid. The powers given by this article shall not be limited by any special power given to the directors by the articles and a meeting for directors at which a quorum is present may exercise all powers exercisable by the directors.
34. The directors may by power of attorney appoint any person to be the attorney or agent of the company for such purposes and on such conditions as they determine, including authority for the attorney or agent to delegate all or any of his powers.
35. All cheques, promissory notes, drafts, bills of exchange and other negotiable instrument, and all receipt of moneys paid to the company shall be signed, drawn, accepted, endorsed, or otherwise executed as the case may be, in such manner as the directors shall from time to time by resolution determine.
36. The directors shall cause minutes to be made in books provided for the purpose: -
 - (a) of all appointment of officers made by the directors
 - (b) of the names of the directors present at each meeting of the directors and of any committees of the directors.
 - (c) of all resolution and proceedings at all meetings of the company, and of the directors, and of committees of directors.

DISQUALIFICATION OF DIRECTORS

37. The officer of director shall be vacated if the directors: -
 - (a) Without the consent of the company in general meeting holds any other office of profit under the company or
 - (b) Because bankrupt or makes any arrangement of composition with his creditors general or:
 - (c) Ceases to be director by virtue of any provision of the act or becomes prohibited by law from being a director or:
 - (d) Becomes of unsound mind; or
 - (e) Resigns his office by notice in writing to the company
 - (f) Is directly or indirectly interested in any with the company and fails to declare the nature of his interest in manner required by the act.

38. A director shall not vote in respect of any contract in which he is interested or any matter arising thereat, and if he does so vote shall not be counted.
39. The company may by ordinary resolution appoint a person who is willing to act as director to fill a vacancy or be an additional director.
40. The directors may appoint a person who is to act to be director, either to fill a vacancy or as an additional director, but so that the total number of directors shall not at any time exceed the number fixed by or in accordance with these articles. Any director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election.
41. The company may by ordinary resolution, of which special notice had been given in accordance with section 144 of the act, remove any director before the expiration of his period of office notwithstanding anything in the article or without prejudice to any claim such director may have for damages for breach of any contract of services between him and the company.
42. The company may by ordinary resolution appoint another person in place of a director removed from office under the immediately preceding article. Without prejudice to the powers of the directors under article 40 the company in general meeting may appoint any person to be a director either to fill a vacancy or as an ordinary director.
43. Subject to the provisions of the articles, the directors may regulate their meeting as they think fit. Questions arising at a meeting shall be decided by a majority of vote. In case of an equality of votes, the chairman shall have a second or casting vote. A director may, and the secretary at the request of a director shall, call a meeting of directors. It shall not be necessary to give notice of a meeting of directors to any directors who are absent from Tanzania.
44. The continuing director may act notwithstanding any vacancy but, if and so long as their number is reduced below the number fixed by or pursuant to the articles for the purpose of increasing the number of directors to that number, or summoning a general meeting of the company, but for no other purpose.
45. The director may appoint one of their numbers to be the chairman of the board of directors and determine the period of which he is to hold office.
46. Unless he is unwilling to do so, the director so appointed shall preside at every meeting of directors at which he is present. But if no such chairman is not present within five minutes

after the time appointed for holding the same, the directors present may choose one of their number to be chairman of the meeting.

47. The directors may delegate any of their powers to any committee consisting of one or more directors; any committees so formed shall in the exercise of the power to do any such regulations, the proceedings of committee with two or more members shall be governed by the article regulating the proceedings of directors so far as they are capable of applying.
48. All act done by a meeting of the directors or of a committee of directors or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such director, or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as if every such person had been duly appointed and was qualified and continued to be a director and was entitled to vote.
49. A resolution in writing signed by all the directors entitled to receive notice of a meeting of the directors, or of a committee of directors, shall be as valid and effectual as if it had been passed at a meeting of the directors or (as the case may be) a committee of directors duly convened and held, and may consist of several documents in the like for each signed by one or more directors.
50. The directors may in their discretion and without assigning any reason thereof refuse to register the transfer of any share to any person who it shall in either opinion be undesirable for any reason whatsoever to admit to membership.
51. Subject to clauses 2 and 3 thereof the right to member to transfer their shares shall be restricted as follows:
 - (a) No share shall be transfer to a person who is not a member so long as any member of any person selected by the directors as no who it is desirable in the interest of the company to admin to membership.
 - (b) Every shareholder or trustee in bankruptcy, or any person who may desire to sell or transfer any such shares and every who may desire to sell or transfer any such share and every person representatives of 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 member as his agent for the price to be agreed upon between the party giving such notice the party and board, or in case of difference to be determined by the auditor of the company.

(c) Upon price of such share 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 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 the such shareholder shall be obliged to take more than the maximum number of such shares in his answer to said notice.

(d) Upon such appointment being such one shareholder notify 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 too single shareholders who shall agree to purchase the same.

SECRETARY

52. The secretary shall be appointed by the directors for such term, at such remuneration upon such conditions as they may think fit: and any secretary so appointed may be removed by them.
53. A provision of the Act or these articles requiring or authorizing a thing to be done by or to the director and the secretary shall not be satisfied by it being done by or to the same person acting both as director as and as, or in place of the secretary.

THE SEAL

54. The seal shall only be used by the authority of the director or of a committee of the directors authorized by the directors. The directors may determine who shall sign any instrument to which the seal is affixed unless otherwise so determine it shall be signed by director and by the secretary or by a second director.
55. The directors shall cause proper books of account to be kept with respect to:
 - (a) All sums of money receive and expended by the company and matters in respect to which the receipt and expenditure takes place;
 - (b) All sales and purchase of goods by the company; and
 - (c) The assets and liabilities of the company
56. Properly books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and air view of the state of the company's affairs and the explain its transactions.

57. The books of account shall be kept at the registered officer of the company, or subject to section 151(4) of the Act, such other place or places as the directors think fit, and shall always be open to the inspection of the directors.
58. No number shall (as such) have right of inspecting any accounting records or other books or document of the company excepts as conferred by statute or authorized by the directories or by ordinary resolution of the company.
59. The directors shall from time to time in accordance with section 153,155 and 150 of the Act cause to be prepared and to be laid before the company in general meeting, such profit and loss accounts, balance sheets, groups accounts (if any) and report as are referred to in those sections.
60. In accordance with section 164 of the act, the copy of the company's annual accounts to be laid before the company in general meeting together with a copy of the directors' report and the auditors shall not less than twenty-one days before the state of the meeting be sent to every member of. And very holder of debentured of, the company. Provided that this regulation shall not require a copy of those documents to be sent to any person of whose address the company is not aware to more than one of the joint holder of any debentures.

AUDIT

61. Auditors shall be appointed and their duties regulated in accordance with sections 170 to 179 of the Act.
62. Any notice shall be given or by any person pursuant to the articles shall be in writing and calling a meeting of directors. The company may give any notice to a member either personally or by sending it by post in a prepares envelope addressed to member at his registered address, or by leaving it at that address. Where a notice is sent by post, service of the notice shall be deemed to be affected by properly addressing, prepaying and posting a letter containing the notice, and to been affected at the expiration of seventy-two hours after a letter containing the same was posted. A member whose registered address is not within the Tanzania and who gives to the company an address within Tanzania at which notices may be given him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the company.

NOTICES

63. A notice may be given by the company to any member either personally or by sending it by post to him or to his registered address or (if registered address in Tanzania, to the address, if any, within (Tanzania) supplied by him to the company.
64. If any member has no registered address in Tanzania and has not supplied to the company an address within The United Republic of Tanzania for the giving of notices to him, a notice addressed to him, and displayed in the registered office of the company, shall be deemed to be duly given on the day on which it is so displayed.
65. A notice may be given by the company to the joint holders of a share by giving the notice to the joint holder named first in the register in respect of share.
66. A notice may be given by the company to the person entitled to share in consequence of the death or bankrupt of a member by sending it thorough the representative of the deceased to them by name, or by the title of representative of the deceased, or trustees of the bankrupt or by any like description, at the address.
67. Notice of any general meeting shall be given in the same manner herein before authorized to every member of the company except those members who (having no registered address within the United Republic of Tanzania) have not supplied to the company an address within the United Republic of Tanzania.
68. If the company shall be wound up, the liquidator may , with the sanction of any extraordinary resolution of the company and any other sanction requires by the companies 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 same kind or not) and any, for such purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how such decision shall be carried out as between the members or different classes of members. The liquidator, with the like sanction shall fit, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

LIEN

69. 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 at that share and the company's lien, if any a on a share extend to all dividends payable thereon.

INDEMITY

70. The Directors, Auditors and Secretary and other officers for the time being acting in relation to any of the officers of the company, shall be indemnified out of its assets Against all costs, charges, expenses losses and liabilities sustained or incurred by the conduct of the company's business or in the discharge of his duties.

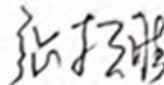
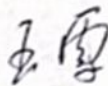
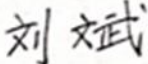
WINDING UP

With the sanction of special resolution of shareholders any party of the assets of the Company including any shares in other companies may be divided between the members of the company in specie or may be vested in Trustees for the benefit of such members and the liquidation of the company may be closed and the company dissolve but so that no member shall be compelled to accept any shares whereupon there is any liability.

ARBITRATION

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 the rights or liabilities arising here under or arising out of the relation existing between the parties by reason of these articles of the Act, such differences shall unless a sole arbitrators, one in the event of failure to agree within or any then existing statutory modifications or re-enactment there of shall apply.

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

Name	Description of Subscribers	Contact information	Number of shares taken by each subscriber	Signature of each subscriber
ZHENWEI ZHANG	DIRECTOR	MOBILE : 0696-302-632 Tanzania, Region Dar Es Salaam, District Kinondoni, Ward Msasani, Postal code 14111, SPRINGWAY appartments, 101 kinondoni road nearby International school of Tanganyika	45	
XUE WANG	DIRECTOR	MOBILE : +86-1590-1277-771 China, People's Republic of, BEIJING, 100010,	35	
BIN LIU	DIRECTOR	MOBILE: 0710-562-215 Tanzania, Region Dar Es Salaam, District Kinondoni, Ward Msasani, Postal code 14111, SPRINGWAY appartments, 101 kinondoni road nearby International school of Tanganyika	20	

Signed at Dar es salaam this 8th day of April, 2025

WITNESS to the above Signature:

SIGNATURE: 

POSTAL ADDRESS: 1037 - 

QUALIFICATION: A.D.V.D. 



