

THE COMPANIES ACT No. 12 OF 2002

COMPANY LIMITED BY SHARES

Memorandum

And

Articles of Association

Of

KEHAO TIPOO GROUP COMPANY LIMITED

DRAWN BY:

ALFRED OCTAVIAN LYARUU (ADVOCATE)

ALDOA ATTORNEYS

P.O BOX 19927,

DAR-ES-SALAAM

Call: +255714547993

Email: aldoa.attorneys@gmail.com

THE UNITED REPUBLIC OF TANZANIA

CERTIFICATE OF INCORPORATION

NO.....

I HEREBY CERTIFY THAT

KEHAO TIPOO GROUP COMPANY LIMITED

On this day incorporated under the Companies Act, No.12 OF 2002

and that the Company is a Private Company Limited by Shares.

GIVEN under my hand at Dar es Salaam this.....day of..... 2024

.....

Asst. Registrar of Companies

THE COMPANIES ACT No.12 OF 2002

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

KEHAO TIPOO GROUP COMPANY LIMITED

1. The name of the company is **KEHAO TIPOO GROUP COMPANY 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 established are:
 - (a) To engage and or otherwise carry on the business as a general supplier of wholesaler and retailer of hardware and building materials of all kinds and description to be manufacture of blocks, roofing tiles, glass and all prefabricate concrete article. Bakes bricks and tiles of all kind and to be suppliers and the same, to be building material suppliers agents and for cement, water pipes, electrical, equipment and generally to electrical contractors and to carry out all kinds of plumbing works.
 - (b) To carry on the business of importation, manufacturing and sale of building materials.
 - (c) To carry on business in manufacturing, sales and export of wall putty powder, Tile adhesive dry mix mortar and dolomite powder
 - (d) To carry on activities of importation, manufacturing and sale of gypsum power and white cement
 - (e) To carry on activities of manufacturing and selling of washing powder, liquids, and detergents and toilets preparations.
 - (f) To carry activities of manufacturing, sales and import of chemicals.
 - (g) To carry activities of manufacture, import and sale of machinery and equipment
 - (h) To carry activities of manufacturing and sales of polypropylene woven bags.
 - (i) To carry on activities of manufacturing and sale of paintings, varnishes and similar coatings, printing ink
 - (j) To carry on activities of importation and sale of electrical products
 - (k) To carry on activities of importation and sale of motor vehicle spare parts and accessories.

- (l) To carry on activities of construction of buildings, other related civil engineering like construction of roads and railways and other specialized construction activities.
- (m) To carry on activities of transportation by land, water and by air.
- (n) To carry on activities of importation and sale of wearing apparel, footwear and handbags
- (o) To enter into contracts, agreements arrangements, and joint ventures with the Government and any other company for the carrying out by the company or such other companies on behalf of the company of any of the objects for which the company formed.
- (p) To lend money and/or guarantee the performance of the contracts or obligations of any company, firm or person and the payment and repayment of capital and principal or dividends, interest or premium on, any stock or share and security of any company, whether having objects or similar to those of the company or not, and to give all kind of indemnities and to make and receive subvention payments
- (q) To receive money on deposit with or without interest thereon.
- (r) To carry on the business of professional consultation, planning, constructions engineering services, designing, supervision projects of buildings, civil engineering, mechanical engineering, electrical engineering, electronic engineering, chemical engineering, process engineering, agricultural engineering, environment engineering and any other business which seem to the Company worth being carried on.
- (s) To enter into the partnership or any other arrangement for sharing profit, union of interest, cooperation, receptions, reception in concern or otherwise with any person or person's firms or company or corporation carrying on or engaged in or about to carry on or engaged in any business or transaction which the company is authorized to carry on or which may seem to the company capable of being conveniently carried on or which may seem to the company capable of being conveniently carried on connection with above or calculated direct or indirectly to enhance the value of or render profitable any of the company property and/or where by the company will be benefited.
- (t) To enter into the partnership or any other arrangement for sharing profit, union of interest, cooperation, receptions, reception in concern or otherwise with any person or person's firms or company or corporation carrying on or engaged in or about to carry on or engaged in any business or transaction which the company is authorized to carry on or which may seem to the company capable of being conveniently carried on or which may seem to the company capable of being conveniently carried on connection with above or calculated direct or indirectly to enhance the value of or render profitable any of the company property and/or where by the company will be benefited. To acquire and undertake the whole or any part of business goodwill and assets of any person, firm or company carrying on proposing to carry on any of the business which this company is authorized to carry on and part of consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company to acquire interest

- (u) To enter into the partnership or any other arrangement for sharing profit, union of interest, cooperation, reception, reception in concern or otherwise with any person or person's firms or company or corporation carrying on or engaged in or about to carry on or engaged in any business or transaction which the company is authorized to carry on or which may seem to the company capable of being conveniently carried on or which may seem to the company capable of being conveniently carried on connection with above or calculated direct or indirectly to enhance the value of or render profitable any of the company property and/or where by the company will be benefited
- (v) To do all such things as are incidental or conducive to attainment of the above or any of them and exercise of any of the powers of the Company. The objects set forth of this clause shall not accept when the context expressly so require, be in any wise limited or restricted by reference to or inference from the terms of any sub-clause or by the name of the Company. None of such sub clause or order of the words or objects therein specified or objects mentioned in the first sub clause of this clause, but the Company shall have full power to exercises all the powers conferred by any part of this clause in any part of this clause in any part of the world notwithstanding that the business, undertaking, dealt with or performed do not all within the objects of the first sub clause of this clause.

AND IT IS HEREBY DECLARED that the word **COMPANY** in this clause, except where used in reference to this Company shall be deemed to include any partnership or other body of persons, whether domiciled in the United Republic of Tanzania or elsewhere; **AND FURTHER DECLARED** that each of the objects specified in each paragraph and sub-paragraph of this clause shall, except where expressed otherwise in such paragraph, be an independent main object and in no way limited or restricted by reference to or inference from the terms, or any other paragraph, or the name of the Company.

4 The liability of the Members is limited.

5. The share capital of the Company is Tanzania Shillings **One Billion four hundred million (Tsh. 1,400,000,000/=)**, divided into **Ten Thousand (10, 000) Ordinary Shares** of Tanzania Shillings **One hundred and forty Thousand (140,000/=)** each, and the company shall have power to increase its capital and 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 in accordance with the Articles of Association of the company.

WE, the several persons, whose names and addresses are subscribed, desire to be 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.

S/N	NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS/ SHAREHOLDERS	NO. OF SHARES TAKEN	SIGNATURE (S) OF THE SUBSCRIBERS/ SHAREHOLDERS
1.	ZHAI SHAOYING CHINA GARDEN, MSASANI KINONDONI, DAR ES SALAAM	6000	翟少英
2.	ZHAI XU CHINA GARDEN, MSASANI KINONDONI, DAR ES SALAAM	4000	翟旭

Dated at Dar es Salaam this 27TH day of DECEMBER, 2024.

WITNESS TO THE ABOVE SIGNATURES:

Name: ALFRED OCTAVIAN LYARUU

Signature: 

Address: P. O. BOX 19927 DAR ES SALAAM

Qualification: ADVOCATE



THE COMPANIES ACT NO. 12 OF 2002

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

KEHAO TIPOO GROUP COMPANY LIMITED

PRELIMINARY

1. In these Regulations:

“The Act” means the Companies Act;

“The articles” Means the articles of the company;

“Clear days” in relation to the period of a notice means that period excluding the day when the notice is given or on which it is to take effect;

“The holder” in relation to shares means the member whose name is entered in the register of members as the holder of the shares;

“The seal” means the common seal of the company;

“Secretary” means the secretary of the company or any person appointed to perform the duties of the secretary of the company.

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

Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Regulations become binding on the company

2. The regulations contained in Part 1 of Table A shall apply save for regulation 22.

3. The Company is private company and accordingly:

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

(b) The number of members of the Company is limited to fifty as further provided for in the Act.

- (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 bearers.
4. The share Capital of the **Tanzania Shillings One Billion four hundred million (Tsh. 1,400,000,000/=)**, divided into **Ten Thousand (10,000) Ordinary Shares** of Tanzania Shillings **One hundred and forty Thousand (140,000/=) each**.
 5. The directors may, in their absolute discretion and without assigning any reason thereof, decline to register any transferor any share, whether or not it is a fully paid share

TRANSFER OF SHARES

6. The instrument of transfer of any share shall be in any usual form or any other form which the directors may approve and shall be executed by or on behalf of the transferor and, unless the share is fully paid up, by or on behalf of the 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.
7. If the directors refuse to register a transfer, they shall within sixty days after the date on which the transfer was lodged with the company send to the transferee notice of the refusal.
8. The registration of transfers of shares or any transfers of any class of shares may be suspended at such times and for such periods (not exceeding thirty days in any year) as the directors may determine.
9. No fee shall be charged for the registration of any instrument of transfer or other document relating to or affecting title to any share.

TRANSMISSION OF SHARES

10. In case of the death of a member, the survivor or survivors where the deceased was a joint holder, and the personal representatives of the deceased where he was a sole holder or the only survivor of joint holders, shall be the only persons recognized by the company as having any title to his interest in the shares; but nothing herein contained shall release the estate of a deceased member from any liability in respect of any share which had been jointly held by him.
11. A person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence being produced as may properly be required by the directors and subject as hereinafter provided, either elect by notice to the company to be registered as holder of the share, or elect to have some person nominated by him registered as the transferee in which case he shall execute the appropriate instrument of transfer. All the articles relating to the right to transfer of shares shall apply to any such notice or transfer as if it were an instrument of transfer executed by the member and the death or bankruptcy of the member had not occurred.
12. A person becoming entitled to a share by reason of the death or bankruptcy of the holder shall have the rights to which he would be entitled as if he were the registered holder of

the share, except that he shall not, before being registered as the holder of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company.

ALTERATION OF CAPITAL

13. The company may by ordinary resolution: -
- (a) increase its share capital by new shares of such amount, as the resolution prescribes;
 - (b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
 - (c) subject to the provisions of section 65(1)(d) of the Act, sub-divide its existing shares, or any of them, into shares of smaller amount than is fixed by the memorandum of association;
 - (d) Cancel shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.
14. Subject to the provisions of the Act, the company may by special resolution reduce its share capital, any capital redemption reserve fund or any share premium account in any way.

GENERAL MEETINGS

15. The company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen days shall elapse between the date of one annual general meeting of the company and that of the next.
16. All general meetings other than annual general meetings shall be called extraordinary general meetings.
17. The directors may, whenever they think fit, call an extraordinary general meeting and extraordinary general meetings shall also be convened on such requisitions, or, in default, may be convened by such requisitions, as provided by section 134 of the Act. If at any time there are not within the Territory sufficient directors to call the meeting, any director or any two members of the company may call the meeting in the same manner as nearly as possible as that in which meetings may be convened by the directors.

NOTICE OF GENERAL MEETINGS

18. Every general meeting shall be called by twenty-one clear days' notice in writing. The notice shall specify the time and place of the meeting and the general nature of the business and, in the case of an annual general meeting, shall specify the meeting as such;
- Provided that a meeting of the company may be called by shorter notice if it is so agreed.
- (a) in the case of an annual general meeting, by all the members entitled to attend and 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 a majority together holding not less than 95 per cent in nominal value of the shares giving that right.

19. Subject to the provisions of the articles and to any restrictions imposed on any shares, the notice shall be given to all the members, to all persons entitled to a share in consequence of the death or bankruptcy of a member and to the directors and auditors. The accidental omissions to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at the meeting.

VOTES OF MEMBERS

20. Subject to any rights or restrictions attached to any share or class or classes of shares, on a show of hands every member (being an individual) present in person or (being a corporation) present by a duly authorized representative, not being himself, a member entitled to vote, and on a poll every member shall have one vote for each share of which he is the holder.

21. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose, seniority shall be determined by the order in which the names stand in the register of members.

22. A member in respect of whose estate a manager has been appointed under section 26 of the Mental Disease Act, may vote, whether on a show of hands or on a poll, by his manager, and any such manager may, on a poll, vote by proxy.

23. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any objection made in due time shall be referred to the chairman of the meeting, whose decision shall be final and conclusive.

24. On a poll vote may be given either personally or by proxy. A Member may appoint more than one proxy to attend on the same occasion.

25. The instrument appointing proxy shall be in writing executed by or on behalf of the appointer of his attorney duly authorized in writing, or, if the appointer 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.

26. The instrument appointing a proxy and any authority under which it is executed a copy of that authority certified notarial or in such other manner as approved by the directors

shall be deposited at the registered office of the company or at such other place within Tanzania as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and the default the instrument of proxy shall not be treated as valid.

27. An instrument appointing a proxy shall be in the following form or a form is near thereto as circumstances admit.

KEHAO TIPOO GROUP COMPANY LIMITED

I/we.....of.....being..... a Member/members of the above- n a m e d company, hereby appoint..... of or failing himof as my/our proxy to vote for me/us on my/your behalf at the (annual or extraordinary as the case may be) general meeting of the company to be held on theday ofand at any adjournment thereof.

Signed thisday of20....

Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as thereto as circumstances admit.

KEHAO TIPOO GROUP COMPANY LIMITED

I/weofbeing..... a Member/members of the above- n a m e d company hereby appointof..... or failing himof..... as my/our proxy to vote for me/us on my/your behalf at the (annual or extraordinary as the case may be) general meeting of the company to be held on theday ofand at any adjournment thereof.

Signed thisday of20.....

This form is to be used in favor of against resolution; 1/2/3 etc.; unless otherwise instructed, the proxy will vote as he thinks fit or abstain from voting

28. The Instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
29. A vote given in accordance with the terms of an instrument of proxy, or poll demanded by proxy, or by the dully authorized representative of a corporation shall be valid notwithstanding the previous determination was received by the company at its registered office (or at such other place at which the instrument or proxy was duly deposited) before the commencement of the meeting or adjourned meeting at which the proxy is used.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

30. Any corporation which is member of the company may by a resolution of its directors or other governing body authorize such person as it thinks fit to acts as its representative at any meeting of the Company or any class of members 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

31. The number of the directors and the names of the first director 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 the first directors. Unless otherwise determined by ordinary resolution, the number of directors shall not be subject to any maximum but shall be not less than two. The first Directors of the company shall be;

A) YAO YONGJIE

B) CHEN HAO

32. 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.

POWERS AND DUTIES OF DIRECTORS

33. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the company shall be managed by the directors, who may exercise all the powers of the company. No alteration of the memorandum or articles and no such directions shall invalidate any prior act 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 of 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 power.
35. The directors may exercise all the power of the company to borrow money, and to mortgage or charge its undertaking property, 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.
36. The directors may exercise the powers conferred upon the company by sections 124 to 127 of the Act with regard to the keeping of a branch register, and the directors may (subject to the provisions of those sections) make and vary such regulations as they may think fit respecting the keeping of any such register.

DIRECTORS' CATEGORY

37. There shall be only one category of Directors and that is, Ordinary Directors.

DIRECTORS APPOINTMENT AND INTERESTS

38. The directors may appoint one or more of their members to the office of managing director or to any other executive office under the company and may enter into an agreement or arrangement with any director for his employment by the company or for the provision by him of any services outside the scope of the ordinary duties of a director. Any such appointment, agreement may be made on such terms as the directors determine and they may remunerate any such director for his services as they think fit. Any appointment of a director to an executive office shall terminate if he ceases to be a director, but without prejudice to any claim to damages for breach of the contract of service between the director and the company. A managing director and a director holding any other executive office shall not be subject to retirement by rotation.
39. A director who is in any way, whether directly or indirectly, interested in contract or proposed contract with the company shall declare the nature of his interest at a meeting of the directors in accordance with section 209 of the Act.
40. Subject to the provision for the Act, and provided that he has disclosed to the directors the nature and extent of any material interest of his, a director notwithstanding his office: -
- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the company or in which the company is otherwise interested;
 - (b) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with or otherwise interested in any body corporate promoted by the company or in which the company may be interested;
 - (c) shall not, by reason of his office, be accountable to the company for any benefit which he derives from any such office or employment remuneration or other benefits received by him as a director or officer of, or from his interest in, such other company unless the company otherwise directs. Provided that nothing herein contained shall authorize a director or his firm to act as auditor to the company.
41. For the purpose of articles 76 and 77 –
- (a) a general notice given to the directors that a director is to be regarded as having an interest of the nature and extent as specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in such transaction of the nature and extent specified; and
 - (b) An interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.
42. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the company, shall be signed, drawn accepted,

endorsed, or otherwise executed in such manner as the directors shall from time to time by resolution determine.

BORROWING POWERS

43. The Directors may raise or borrow for the purpose of the company's business any sums of money as they think fit and they 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 and future, including its uncalled or un-issued capital 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 for the company, or not charged, or in such other way as the directors may think expedient.

MINUTES

44. The directors shall cause minutes to be made in books for the purpose: -
- a) of all appointments of officer made by the directors;
 - b) of the names of the directors present at each meeting of the directors and of any committee of the directors;
 - c) of all resolutions and proceedings at all meetings of the company, of the holders of any class of shares in the company, and of the directors, and of committee of directors.

REMUNERATION AND EXPENSES: GRATUITIES AND PENSIONS

45. The remuneration of the directors shall be determined by Ordinary Resolution of the company and, unless the resolution otherwise provides, such remuneration shall be deemed to accrue from day to day. The directors may also be paid all expenses properly incurred by them in attending and returning from meetings of the directors or any committee of the directors or general meetings or separate meetings of the holders of any class of shares or of debentures of the company or otherwise in connection with the business of the company.
46. The directors on behalf of the company may pay a gratuity or pension or allowance on retirement to any director who had held any other salaries office or place of profit with the company or to his widow or dependents and may make contributions to any fund and pay premium for the purchase or provisions of any such gratuity, pension or allowance.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

47. The office of director shall be vacated if the director-

- a) ceases to be director by virtue of any provisions of the Act or he becomes prohibited by law from being a director, or
- b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- c) becomes of unsound mind; or
- d) resigns his office by notice in writing to the company; or
- e) Shall for more than six consecutive months have been absent without permission of the director from meetings of the directors held during that period and the directors resolve that his office be vacated.

APPOINTMENT AND RETIREMENT OF DIRECTORS

48. The company may by Ordinary Resolution appoint a person who is willing to act to be a director either to fill a vacancy or to be an additional director.
49. The directors may appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director, provided that the total number of directors does not exceed the number fixed by or in accordance with these articles. A director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election.
50. The company may by ordinary resolution, or of which special notice has been given in accordance with section 144 of the Act, remove any director before the expiration of his period of office notwithstanding anything in these articles or in any agreement between the company and the director. Such removal shall be without prejudice to any claim the director may have for damage for breach of any service contract with the company.
51. The company may by Ordinary Resolution appoint another person in place of a director removed from office under the immediately preceding regulation, and without prejudice to the power of the directors under article 85 the company may by Ordinary Resolution appoint any person to be director either to fill a vacancy or as an additional director.

PROCEEDINGS OF DIRECTORS

52. Subject to the provisions of the articles, the directors may regulate their meetings as they think fit. Questions arising at a meeting shall be decided by a majority of votes. 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 the directors, If shall not be necessary to give notice of a meeting directors to any director who is absent from Tanzania.
53. The quorum necessary for the transaction of the business of the directors may be fixed by the directors and unless so fixed shall be two.
54. The continuing directors may act notwithstanding any vacancy in their number but, if their number is reduced below the number fixed as the necessary quorum, the continuing

directors or director may act only for the purpose of filling vacancy or of calling a general meeting.

55. The directors may appoint one of their members to be the chairman of the board of directors and determine the period of which he is to hold office. Unless he is unwilling to do so, the director so appointed shall preside at every meeting of directors as which he is present. But if no such chairman is appointed, or if he is unwilling to preside or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same; the directors present may choose one of their members to be chairman of the meeting.
56. The directors may delegate any of their powers to any committee consisting of one or more directors; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the directors. Subjects to any such regulations, the proceedings of a committee with two or more members shall be governed by the articles regulating the proceedings of directors so far as they are capable of applying.
57. All acts 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 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 had continued to be a director and was entitled to vote.
58. A resolution in writing, signed by all the directors entitled to receive notice of a meeting of the director or of 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 dully convened and held and may consist of several documents in the like form and signed by one or more directors.
59. Save as otherwise provided in the articles, a director shall not vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflict or may conflict with the interest of the company. Subject to and in accordance with the provisions of the Act, an interest of a person who is connected with a director shall be treated as interest of the director.
60. A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is entitled to vote.
61. The company may by Ordinary Resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the articles prohibiting director from voting at a meeting of directors or of committee directors.

62. Where proposals are under consideration concerning the appointment of two or more directors to office or employment with the company or anybody corporate in which the company is interested, the proposals may be divided and considered in relation to each director separately and (provided he is not for another reason precluded from voting) each of the directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except than concerning his own appointment.
63. If a question arises at a meeting of directors or of a committee of directors as to the right of directors to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any director other than himself shall be final and conclusive.

SECRETARY

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

THE SEAL

66. The seal shall only be used by the authority of the directors or of a committee of the directors authorized by the director. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or by a second director.

DIVIDEND AND RESERVE

67. Subject to section 180 of the Act, the company may by Ordinary Resolution declare dividends in accordance with the respective rights of the members, but not dividend shall exceed the amount recommended by the directors.
68. Subject to the provisions of the Act, the directors may from time to time pay to the members such interim dividends as appear to the directors to be justified by the profits of the company available for distribution.
69. The directors may before recommending any dividend, set aside out of the profits of the company such sums as they think proper as reserve or reserves which shall, at the discretion of directors, be applicable for any purpose to which the profits of the company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the company or be invested in such investments, (other than shares of the company) as the directors may from time to time think fit. The directors may also without placing the same to reserve carry forward and any profits which they may think prudent not to divide.

70. Except as otherwise provided by the rights attached to shares, all dividends shall be declared and paid according to the amounts paid on the shares in respect of which dividend is paid. All dividends shall be apportioned and paid proportionately to the amount paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date that shall rank for dividend accordingly.
71. Any general meeting declaring a dividend may, upon the recommendation of the directors, direct payment of such dividend wholly or partly by the distribution of assets and, where any difficulty arises in regard to the distribution, the directors may settle the same, and in particular may issue fractional certificates and fix the value for distribution of any assets and may determine that cash payment shall be made to any members upon the footing of the value so fixed in order to adjust the rights of members, and vest any assets in trustees.
72. Any dividend, interest or other money payable in cash in respect of shares may be paid by cheque sent through the post to the registered address of the holder or in the case of joint holders, to the registered address of that one of the joint holders who is the first named in the register of members or to such person and such address as the holder or joint holder may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent, and payment of the cheque shall be a good discharge to the company. Any one of two or more holders may give effectual receipts for any dividends or other moneys payable in respect of the held by them as jointholders.
73. No dividend or other moneys payable in respect of a share bear interest against the company unless otherwise provided by the rights attached to the share.
74. Any dividend which has remained unclaimed for twelve years from the date when it became due for payment shall, if the directors so resolve, be forfeited and cease to remain owing by the company.

ACCOUNTS

75. The directors shall cause proper books of account to be kept with respect to:-
- a) all sums of money received and expended by the company and the matters in respect of which the receipt and expenditure takes place
 - b) all sales and purchases of goods by the company; and
 - c) The assets and liabilities of the company.
- Proper 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 fair view of the state of company's affairs and explain its transactions.
76. The books of account shall be kept at the registered office of the company, or, subject to section 151 (4) of the Act, at such other place or places as the directors think fit, and shall always be open to the inspection of the directors.

77. No members shall (as such) have any right of inspecting any accounting records or other book or document of the company except as conferred by statute or authorized by the directors or by Ordinary Resolution of the company.
78. The directors shall, in accordance with sections 153, 155 and 159 of Act, cause to be prepared and to be laid before the company in general meeting such profit and loss accounts, balance sheets, cash flow statements, group accounts (if any) and reports as are referred to in those sections.
79. In accordance with section 163 of the Act, the company's annual accounts to be laid before the company in general meeting together with a copy of the director's report and the auditor's report shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures 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 or to more than one of the joint holders of any shares or debenture.

AUDIT

80. Auditors shall be appointed and their duties regulated in accordance with sections 170 to 179 of the Act.

NOTICES

81. Any notice to be given to or by any person pursuant to the articles shall be in writing either in any form which is suitable to communicate as regard to advance of technologies, that a notice calling a meeting of directors need not be in writing but be affected to be saved by proof of service. The company may give any notice to a members wither personally or by sending it by post in a prepaid envelope addressed to the member at his registered address, or by leaving it at that address or any suitable mean as they may agree. Where a notice is sent by post, service of the notice shall be deemed to be affected by properly addressing, preparing, and posting a letter containing the notice, and to have been affected at the expiration of (seventy-two) hours after the letter containing the same was posted. A member whose registered address is not within Tanzania and who gives to the company and address within Tanzania at which notices may be given him shall be entitled to receive any notice from the company.
82. A notice may be given by the company to the joint holders of a share by giving the notice to the joint holder first named in the register of members in respect of the share.
83. A notice may be given by the company to the persons entitled to a share in consequence of the death or bankruptcy of a member by sending or delivering it, in any manner authorized by the articles, addressed to them by name, or by the title of representatives of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, within Tanzania supplied for the purpose by the persons claiming to be so entitled. Until such an address has been supplied, a notice may be given in any manner in which it might have been given if the death or bankruptcy had not occurred.

84. A member present, either in person or by proxy, at any meeting of the company or of the holders of any class of shares in the company shall be deemed to have received purpose for which it was called.

WINDING UP

85. If the company is wound up the liquidator may, with sanction of a special resolution of the company and any other sanction required by the Act divide amongst the members in specie the whole or any part of the assets of the company and may, for that purpose, set such value as he deems fair upon any property to be divided and may determine how such division shall be carried out as between the members or any part of the members. The liquidator may, with the like sanction, vest the whole or any part of the assets in trustees upon such trusts for the benefit of the members as the liquidator, with the like sanction, shall determine, but no member shall be compelled to accept any shares or other securities upon which there is a liability.

INDEMNITY

86. Subject to the provisions of the Act, but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favor or in which he is acquitted or in connection with any application under section 481 of the Act in which relief is granted to him by the court from liability for negligence default, breach of duty or breach of trust in relation to the affairs of the company.

We, the several persons, whose names and addresses are subscribed below, 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:

S/N	NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS/ SHAREHOLDERS	NO. OF SHARES TAKEN	SIGNATURE (S) OF THE SUBSCRIBERS/ SHAREHOLDERS
1.	ZHAI SHAOYING CHINA GARDEN, MSASANI KINONDONI, DAR ES SALAAM	6000	羽 少 英
2.	ZHAI XU CHINA GARDEN, MSASANI KINONDONI, DAR ES SALAAM	4000	翟 旭

Dated at Dar es Salaam this 27TH day of DECEMBER, 2024.

WITNESS TO THE ABOVE SIGNATURES:

Name: ALFRED OCTAVIAN LYARUU

Signature:  _____

Address: P. O. BOX 19927 DAR ES SALAAM

Qualification: ADVOCATE

