

**THE COMPANIES ACT, 2012**

**COMPANY LIMITED BY SHARED**

**MEMORANDUM**

**AND**

**ARTICLES OF ASSOCIATION**

**OF**

**BIGTEMBO BUILDING MATERIALS LIMITED**

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

**DRAWN BY:  
LI BIHUA  
SUBSCRIBER  
P.O.BOX 2356  
DAR ES SALAAM.**

THE COMPANIES ACT, 2002  
COMPANY LIMITED BY SHARED  
MEMORANDUM OF ASSOCIATION  
OF

**BIGTEMBO BUILDING MATERIALS LIMITED**

1. The name of the Company is **BIGTEMBO BUILDING MATERIALS LIMITED**
2. The registered office of the Company will be situated in the Tanzania Mainland.
3. The objects for which the company established is, **Manufacturing and selling of roofing sheet**, In Particular, the company shall conduct the following businesses:
  - a) To undertake the business of manufacturing and selling of roofing sheet.
  - b) To undertake the business of importing and selling BUILDING MATERIALS i.e roofing nails.
  - c) To carry on the business of manufacturing of clay BUILDING MATERIALSs
  - d) Wholesale of construction materials, hardware, plumbing, and heating equipment and supplies..
  - e) To undertake design and installation backup systems.
  - f) To carry on the business of domestic wiring design and installation
  - g) To undertake the business of security systems and ICT i.e. to design, installation and construction of motor control systems, cctv camera, security alarms and fire alarms.
  - h) To carry on the business of Mechanical Activities; air conditioning systems, lifts and escalators installation, design and maintenance, plumbing.
  - i) To be involved consultancy; Preparation of bills of quantities of above specified services, Advice and supervision of different projects and tender documents preparation.
  - j) To carry on the business of Logistics, clearing and forwarding.
  - k) To undertake the business of research and counselling.
  - l) To carry on the business of general merchants whether wholesale, sub-wholesale or retail of both commission agents, advertising agents, importers and exporters and to buy, sell, hire, manufacture, barter trade, and deal in property goods, produce articles and merchandise of all kinds and to transact and every description of agency, commission commercial industrial

manufacture mercantile, insurance and financial business and manufactures representatives, business consultants, clearing and forwarding agents, financial agents, tour operators, safaris and safari lodges, camps, motels, hotels and all general merchandise.

- m) To carry on all or any of business of stationers, printers lithographs, stereotypes, electrotypers, engravers, photographic printers, photographers, typesetting machine operators, die sinkers, envelope makers, bookbinders, account book manufactures, machine, rules, numerical printers, paper makers, paper bags and account book makers, box makers, flax and box file makers, cardboard manufactures, type founders, visiting, railways, festival invitation, business complementation agents for payments of stamps and other duties, advertising agents, designers, draftsmen, manufactures, book sellers, publishers and dealer in materials used in the manufactures of paper, cabinet makers, file rack makers and dealers in or manufactures of any other articles or things of a character similar to analogous to the foregoing or any of them of connected therewith and to deal in the manufacture of the sell by wholesale or retail of school chalks, and secretarial service. Selling furniture an fittings, bindings, selling BUILDING MATERIALS, making bricks, printing business cards, engage on air ticketing services, fliers services, making t-shirt, signboard, dealing on business consultancy services, such as company registration institutions, agency with both local on supply of stuff food in hotels schools, and other institutions, agency with both local and international company, Supply of motor vehicle spare parts, construction and earth moving equipment's spare parts.
- n) To lend and advance money or give credit to such persons, firm (PICASSAH) or companies and on such as may seem expedient, and in particular to customers and other persons having dealings with the company and to give guarantees to become securities for any persons, firms or companies for the due payment of money for the performance of any obligations as well as to establish workshops for training borrowers.
- o) To receive money on deposit or loan and to borrow or raise money in such manner as the company shall deem fit, and in particular by the issue of debentures or debenture stock, (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of the company (both present and future) including its uncalled capital, also by a similar mortgage or lien to secure and guarantee the performance by the company or any other person as the case may be.
- p) To cultivate and be involved any estate lands and properties to be acquired by the parties in the joint venture and develop resources of the same by training, clearing, planting, pasturing or farming and for the purpose aforesaid to purchase from time to time such as horses, cattle and stock and employ such labor and from time to time to sell and export of any part of live or dead stock, to bread cattle and the produce of which to be consumed by customers of the hotels and resorts.
- q) To carry on the business of tour operators, hoteliers, safari promoters, travel agents, sub-agents for local aid international airlines and to acquire or

construct and own lease, or manage hotels, safari lodges, camps, or camping of other sites in connection with the aforesaid business and to carry on all or any business of transport, cartage and haulage contractors, garage proprietors, owners and charterers of motor vehicles, aircraft and ships, tugs, barges and boats of every description, carriers of goods and passengers by road, rail, water or air, Carriers, cartage contractors and agents, clearing and forwarding agents, warehousemen, bonded warehousemen and storekeepers of goods, wares, cattle and merchandise of every description, whatsoever, transport and commission agents, stevedores, harbingers, cargo superintends, packers, hauliers, engineers, electrician and jobs masters.

- r) To carry on the business of timber and timber products processing timber logs, furniture of all kinds, charcoal, machinery plants, hardware's, suppliers of BUILDING MATERIALSs, factories sawmill proprietors, building contractors, agriculture product, exports of timber and timber products and all forest products, bee - wax, honey, transportation of goods and passenger tree logs and timber transport, woodworkers, joiners, wood and timber merchants, woodwork contractors, hardboards, and softwoods, oil, paints, varnishes and all general merchandise
- s) Establish and carry on the business of importing all types of industrial alcohol, industrial starch, animal feed from flour, malt, hops, grains, meal, yeast, cassava, maize, rice corn, grey,
- t) To carry on the business of machinery industrial and farm equipment's industrial machineries and equipment's, exports the and import of machineries and agricultural produce, export of various products, foodstuffs, agricultural products, beeswax, honey, timber and timber products, fish and fish products, sea product import of farm implements, machineries, vehicles, of every kind machinery plants, tools and metal goods, cement, plastics, cotton wool, horsed, silk, flax, hemp, jute, sisal fibrous materials, rubber sponges, cloth, leather and leather products, and skins and machineries according to process the above products and all general merchandise.
- u) To purchase, own or otherwise acquire lands, real property, easements, rights and other property, real or personal for the purpose and conducive to the objects of the company including farming, cultivation, of cassava maize, potato, cereal crops and other agricultural crops which are suitable for the manufacture and production of starch and other derivatives aforementioned.
- v) To carry on the business of exporters of non-traditional commodities, sisal, sea shells, seafood's sea products, prawns, lobsters, fresh fish, sisal ropes, gunny bags, dried and salted fish, ivory carvings wood carvings, live birds and animals, curious, game products, hides, and skin leather and leather goods, coffee, instant coffee, raw coffee, tea, batiks, coconut and coconut products, beeswax, honey, spices, groundnuts, simsim, green peas, cash and good products and to undertake contracts, agreement and, tender or distribution and supply of foodstuff and vegetable to various government and parastatal institution.

- w) To cultivate, grow, buy, prepare any kind of fruit such as pineapple, orange, lime, lemon, grapefruit, passion fruit, guava and all types of fruits and vegetable and to dispose of, sell and deal in any such products either in its raw form or its processed form. To plant, grow, import manufactures, sell and deal in fruits and/or vegetables in the form of juices, concentrates, nectars, pulps, piece/and or slices, jams, marmalades, pickles chutney, oil, animal and poultry feeds.
  - x) To manufactures, buy, sell, improve, treat, preserve, fine aerate, mineralize, bottle, can and otherwise deal in mineral, aerated waters, juice, beverages of all types like alcoholic drinks and nonalcoholic drinks as well as other liquids of every description.
  - y) To purchase, take on lease or in exchange of, or otherwise acquire lands and properties of any tenure whatsoever, and to carry on all or any of the trades of planters, gardeners, fruits farming, agriculturalists and/or any trade or business in connection with agriculture or horticulture.
  - z) To sink wells, and shafts, and to make, build and construct, lay down acquire and maintain factories, engines, machinery tramways, docks, plant and appliances and to execute and to do all other works and things necessary or convenient for working, obtaining, storing, treating, preserving, fining, mineralizing, bottling, canning and discharging any such fruit products or otherwise for the purpose of the Company.
- aa) To engage in conduct in and between any and all the regions and districts in Tanzania, neighboring countries and other foreign countries as agents or otherwise, the business of general trucking, forwarding, cartage, storage, warehousing, consolidating, distributing, wharfage, contracting, loading, unloading and stevedore business and to conduct to handle and forward for transportation by air, highways, water and rail, road between cities, towns, villages and other places in various parts of the world person, villages and other movable and personal property over and on such line and routes as may from time to time exist and generally to act as agents for land and estate, brokers, chatterers, auctioneers, clearing and forwarding agents, insurance agents and agency in all its respective branches.
- bb) To carry on business of manufacturing, marketing, dealing in or otherwise handling trousers, wallets, shoes, handbags, perfume, jewelers, pullovers, jerseys, sweaters, children's wear, ladies wear including ladies brassier, blouses and panties, gents wear including vests briefs, swimming trunks, shirts, pants uniforms, piece goods, tie and dye and like other garments, raw materials, accessories and fittings for these products.
- cc) To provide full range of communication services, satellite, uplink services, wide area networks through satellite connectivity, local area networks, digital communication services, telecommunication services, radio links on a local as well as wide area networks, microwave links, international data and telecommunication services, television and radio broadcasting, managing and transmission services for all types of data, voice, graphics

mail, and to deal in all matters pertaining to information technology and the information superhighway. To engage in or otherwise carry on the business of providing all types of networking services, full internet services, provide value-added services on the internet, data and all possible types of communication services for local and overseas subscribers. Services provided to include all currently available services and all future developments in technology as it becomes available in data communications globally. To set up and operate manufacturing facilities for electronic or electrical goods and to run and operate recording studios for sound and video.

- dd) To establish and carry on the business of manufacturing, making and producing of every description of starch products and other derivatives and ancillary starch products and without limiting the generality of the foregoing to engage in the production, manufacturing, selling of the aforesaid precuts including glucose, dextrin, isomers, modified and unmodified starch.
- ee) Establish and carry on the business of manufacturing making and producing all types of industrial alcohol, industrial starch, animal feed from flour, malt, hopes grains, meal yeast, cassava, maize, and rice corn, grey.
- ff) To purchase, own or otherwise acquire lands, real property, easement, rights and other property, real or personal for the purpose and conducive to the objects of the company including farming, cultivation, of cassava maize, potato cereal crops and other agricultural crops which are suitable for the manufacture and production of starch and other derivatives aforementioned.
- gg) To construct steamship, ships, trawlers, catchers, carries, drifters, fishing boats, boat or other vessels whatsoever, slaughterhouses, cold storage premises, warehouses, sheds and other building requisite useful for the business of the company.
- hh) To carry on business of hairdressing, haircutting, trimming, styling, setting, hair drying, hair treatment, shampoo, massaging of scalp, beauty treatment, relaxing, facial, manicure, pedicure, waxing, treatment and all sort of beauty treatment, and selling and buying of perfume, oil beauty soap, creams, lotion, all types of cosmetics, hair lotion, essential oils, dentifrices, bleaching preparations and other substances for laundry use, cleaning, polishing, scouring and abrasive preparations.
- ii) To carry on and operate business of petrol service station and deal in petrol, diesel oil, kerosene, mineral oil, crude oil, lubricating oil, grease and /or fuel oil of all kinds and all to their kind of mineral and petroleum products as an importers, dealer or distributors and servicing and repairing of vehicles of all types generally.
- jj) To carry on the business of motor vehicle garage and repairing and servicing for all types of vehicle and machineries and the business as dealers, wholesalers, retailers, distributors, agents, importers and exporters of hardware, motor vehicles, bicycles and its spares, agriculture and industrial machineries and spares, electrical machinery, accessories and spares of all kinds.
- kk) To acquire, take – over, promote, establish and carry on all or any of the business of seed crushers and manufactures and processors of soya beans,

linseeds cottonseeds, groundnuts, simsim, sunflowers and any other seeds and cakes, oil extractors crushing, chemical or any other process from the afore-mentioned plants or other natural and oil substances and to prepare, manufactures, mail and render marketable any such oil and to sell, dispose of the deal in any such oil either in its prepared, manufactured or raw state.

- ll) To carry on the business of milling and meal manufacturers, grain, seed, cakes, pastries, ice cream, juice, corn, hay-straw and fodder merchants, varnish and paint makers, candle and steering makers, and manufactures of lard and margarine, hydrogenated oils, glycerin and inks of all kinds.
- mm) To carry on the business of manufacturers and distributors of cattle, poultry feed and feeding and fattening preparation of every description, makers and manufactures of artificial manures and fertilizers of every description, manufacture of soaps of all kinds and be wholesalers and retail dealers thereof, flax cotton oil, cake, com, merchants and to carry on the business as agents, consultants or representatives of overseas or in any type of goods, products or commodities.
- nn) To transact any and every description of agency, commission, commercial, industrial, manufacturing, mercantile and financial business, and to carry on the business of clearing and forwarding agents, shipping agents, commission agents, customs agents, provisional merchants, stockiest, importers, retailers and wholesalers, transporters of passengers and goods, motorcars, omnibuses and coach proprietors and carriers, bat owners, ship owners, amusement carriers and jobmasters.
- oo) To carry on the business of imports of motor vehicles, spare parts, electrical goods of various kinds, machinery, computers, calculators, metals, refrigerators, air-conditions, cookers, textiles, BUILDING MATERIALSs ginnners spares, agricultural machinery etc.
- pp) To acquire and undertake the whole or any part of the business, property, firm or company carrying on any business which the company is authorized to carry on, or possess property suitable for the purpose of this company.
- qq) To invest and deal with moneys of the company not immediately required upon each security and in such manner, as may from time to time be determined.
- rr) To purchase, lease, or otherwise acquire, and to hold, sell, improve, develop, exchange, mortgage or otherwise dispose of any lands, building, machinery or plants, mills, factories, warehouses or any here determents.
- ss) To adopt means of making known the product of the company as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of works, art or interest by the publication of books and periodicals, and by granting prizes, rewards and donations.
- tt) To enter into arrangements, with any Government or authorities (supreme, municipal, local or otherwise) or any corporation, companies or persons having objects that may seem conducive to the company's objects or any of them, and to obtain from any such Government, Authority, Corporation, company or person, any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable, and to carry out,

exercise, and comply with any such charters, contracts, decrees, rights, privileges and concessions.

- uu) To enter into (partnership or into) any arrangements for sharing profits, union or interests, Co-operation, joint venture, reciprocal, concession, or otherwise with any persons, firm or company carrying on or engaged in or about to carry on, or engage in or any business or transaction capable of being conducted so as directly or indirectly to benefits this Company and to lend money to, guarantee the contracts, of, or otherwise assists, any such person, firm or company, and to sell, hold, reissue with or without guarantee, or otherwise deal with the same.
- vv) To promote any other company for the purpose of acquire all or any of the property, undertaking, or any of the liabilities of this company, or of undertaking any business or operation which may appear likely to assist or benefit this Company, and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares or securities of each Company as aforesaid.
- ww) To lend and advance money or give credit to such persons, firm or companies and on such terms as seem expedient and in particular to customers and others having dealings with the Company, and to give guarantee to become surety for any persons, firm or companies for the due payment of money for the performance of any obligations or liabilities.
- xx) To receive money or deposits or loan and borrow or raise money in such manner as the company shall think fit, and in particular by the issue of debentures, or debenture stock (perpetual or otherwise) and to secure the repayment of money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of the company (both present and future) including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the company or another person or company of any obligation undertaken by the company or any other person or company as the case may be.
- yy) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading warrants, debentures, and other negotiable or transferable instruments.
- zz) To establish and support or aid in the establishment and support of association, institutions, funds, trusts, and clubs calculated to benefit the employees or ex-employees of the Company, or any of its predecessors in business, or of any company which is a subsidiary company of the Company or is allied thereto or associated therewith, or dependents or connections of such persons, and to grant or provide pensions and allowances, to make or enter into arrangements for the provisions of policies of life assurance, pensions or other benefits to or for any Directors or employees of the Company, or any such predecessor or such company as aforesaid, or the relations, connections or dependents of any such persons, to pay or contribute towards the payment of premiums in respect of any such policies, pensions or benefits, to establish or support funds, trusts and scheme (including funds, trust and scheme providing for payment towards insurance) which may be considered calculated to promote such persons or benefits.

- aaa) To sell or otherwise dispose of the whole or any part of the business or property of the company, either together or in portions, for such consideration as the company thinks fit, and in particular for shares, debentures, or securities or any company purchasing the same.
- bbb) To take all necessary and proper steps with the authorities, national, local, municipal, or otherwise, or any place in which the Company may have interests, and to carry on any negotiations or operations for the purpose of directly or indirectly carrying out the objects of the company or effecting any modification in to on constitutions of the company or furthering the interests of its members, and to oppose any steps taken by any other company or persons which may be considered likely, directly or indirectly, to prejudice the interest of the company or its members.
- ccc) To take part information, management, supervision or control of the business or operations of any company, and for that purpose to act as Directors, Administrators, managers, Secretaries or any other capacity and to appoint and remunerate any directors, administrators, managers, accountants or other experts or employment agents as well as act as advising agency based on tax, law, marketing, business in general, accounts and Insurance.
- ddd) To produce the registration of the company in or under the laws of any place outside Tanzania.
- eee) To purchase, sell, subscribe for, underwrite, or otherwise acquire and hold shares, stocks or other interest in, or obligations of any other company or corporation.
- fff) To distribute among the members of the company in kind any property of the company, and in particular any shares or securities or other companies belonging to this company.
- ggg) To act as agent, or brokers and as trustees for any person or company and to undertake and perform sub- contracts and to do all or any of the above business in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or jointly with other and either by or through agents, sub-contractors, trustees or otherwise.
- hhh) To do all such things as are incidental or conclusive to the attainment of the above object or any of them.

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 incorporate or not incorporated, and whether domiciled in Tanzania or elsewhere, and that the intention is that each of the objects set forth in any sub-clause of this clause shall not, except when the context expressly so requires, be in any wise limited or restricted by reference to or inference from the terms of any other sub-clause or by the name of the company. None of such sub-clauses or the object herein specified or the auxiliary merely to the objects mentioned in the first sub-clause, by any part of this clause and notwithstanding that the business, undertaking,

property or acts proposed to be transacted, acquired, dealt with are performed do not fall within the objects of the first sub-clauses of this clauses.

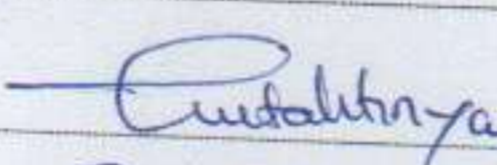
4. The liability of the members is limited.
5. The authorized share capital of the company is Five hundred million (500,000,000/=) divided into One hundred thousand (100,000) Ordinary shares of Tshs.5,000/= (Five thousand ) each.

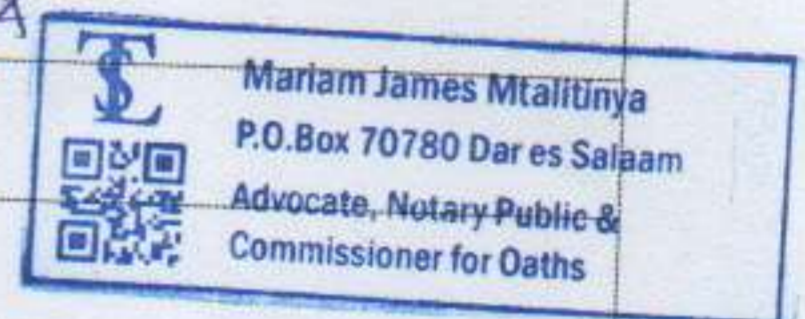
WE, the several persons whose names, addresses and description are subscribed, are desirous of incorporating into a company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the Capital of the Company opposite our respective names.

Name, and Address and Description of Subscribers	Number of shares taken	Signature of subscribers
<b>LI BIHUA</b>  China, People's Republic of, No. 188, Xiashuimen, Southeast Street, Fengcheng Town, Lianjiang County, Fuzhou City, Fujian Province, China	51000	李碧花
<b>WANG ZHENG TONG</b>  China, People's Republic of, No. 166, Loubei Street, Ping'an Street, Fugui Town, Wan'an County, Ji'an City, Jiangxi Province, China	49000	汪正通

Dated this <sup>8th</sup> .....day of NOVEMBER 2023

**WITNESS TO THE ABOVE SIGNATURE**

NAME	MARIAM MTALITINYA
SIGNATURE	
POSTAL ADDRESS	70780 DSM
QUALIFICATION	COMMISSIONER FOR OATHS



**ARTICLES OF ASSOCIATION**  
**OF**  
**BIGTEMBO BUILDING MATERIALS LIMITED**

**PRELIMINARY**

1. The Regulations contained in table "A" in the First Schedule to the companies (Hereinafter to as Table "A") shall apply to company save in so far as they are excluded or raised by the clauses hereinafter contained.

**INTERPRETATION**

2. In these Articles, unless the subject or context otherwise requires:  
The words standing in the first column of the following table shall bear the meanings set opposite to them respectively in the second column thereof:

**WORDS**

**MEANINGS**

"Articles"	means these Articles of Association as now framed or as altered from time to time by special Resolution;
"Board"	means the Board of Directors of the Company or the Directors present at a duly convened meeting of Directors at which a quorum is present;
"Company"	means <b>"BIGTEMBO BUILDING MATERIALS LIMITED"</b>
"Directors"	mean the Directors for the time being of the Company including Alternate Directors;
Member(s)	means Shareholder(s) or representatives of shareholder(s) by proxy present in a general or extraordinary meeting;
"Month"	means calendar month;
"Office"	means the Registered Office for the time being of the Company;
"Act"	means the Companies Act, 2002 (ACT NO 12 OF 2002.) or any statutory re-enactment or modification thereof for the time being in force;

"Paid up"	means paid up or credited as paid up;
"Register"	means the Register of Members of the Company;
"Regulations"	mean these Articles;
"Seal"	means the Common Seal of the Company;
"Secretary"	means the Secretary of the Company and any other person appointed to perform the duties of the Secretary;
"Territory"	means Mainland Tanzania;
"In Writing"	means written or produced by any substitute in writing, or partly written and partly so produced.

Words importing the singular number only shall include the plural number and vice versa.

Words importing the masculine gender only shall include the feminine gender.

Words importing persons shall include corporations.

The expression "debenture" and "debentures holder" shall include debenture stock and debenture stockholder.

The expression "dividend" shall include bonus.

Reference to any provision of the Act shall be construed as a reference to such provision as modified by any statute for the time being in force.

Any words or expressions defined in the Act shall, except where the subject or context forbids bear the same meanings in these Articles

### **SHARE CAPITAL AND RESERVES**

3. The company shall be private accordingly the following provisions shall effect.
  - a) The company shall not offer any of its shares, share warrants or debentures to the public for subscription.
  - b) The number of the members of the company (not including persons who are in employment of the company and persons having been formerly in the employment of the company were in such employment and have company) shall not at any time exceed fifty.
4. Subject to the provision of Para 11, the company shall be entitled to treat the person whose name appears upon the register in respect of any shares as the absolute owner thereof and shall not be under any obligation to recognize any trust or equitable claim to or partial interest in such share, whether or not it shall give express or other notices thereof.

5. The authorized share capital of the company is Five hundred million shillings (500,000,000/=) divided into One hundred thousand (100,000) Ordinary shares of Tshs.5,000/= (Five Thousand) each.
6. The shares shall be under control of the shareholders who shall allot or otherwise dispose of the same to persons on such terms and conditions and such time as the shareholders think fit.
7. The certificate of Title to shares shall be issued under the seal of the company and shall be signed by two directors.
8. If any member of the company shall at any time desire to sell or transfer any shares registered in such member's name and/or in the event of the creation of any further shares by the company, such shares shall be first offered by the shareholders to the existing members of the company in the proportion of shares held by each member at the time of such desire, transfer or creation of new shares.
9. Save as hereby otherwise provided, no share shall be transferred to any person who is not a member of the company so long as any member is willing to purchase the same at a fair value to be determined by the company auditor, and thereafter to be approved by an ordinary resolution of the shareholders.
10. A call shall be deemed to have been made at the time when the resolution of the shareholders authorizing such call was passed.
11. If by the terms of issue of any shares or otherwise any amount is payable in respect of any shares by instalments at fixed times every such instalment shall be payable as if it were a call duly made by the shareholders of which due notice had been given.
12. The shareholders' may at any time in their absolute and uncontrolled discretion, refuse to register any transfer of shares PROVIDED ALWAYS that any share may be transferred at any time by a shareholder to his appointed heir, trustee or agent who will have had prior approval by a special resolution of the shareholders.

#### **BORROWING POWERS**

13. The directors may, from time to time on the authority of a special resolution of the shareholders, raise or borrow and secure for the purpose of the companies business, such sums of money as they think fit.
14. Subject to authority by a special resolution of the shareholders, the directors may secure the repayment of, or raise any such sum or sums as aforesaid by mortgage of 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 ways as the directors may think expedient.

## GENERAL MEETING

15. A general meeting of the company shall be held at least once in every calendar year at such a time (not being more than fifteen months after holding of the preceding general meeting) and at such place as may be determined by the directors. Such general meeting shall be called "Ordinary General meeting" and all other meeting of the company shall be called " Extraordinary General meeting".

## VOTE OF MEMBERS

16. On a show of hands or poll every member present shall have the number of votes equal to the number of shares held.
17. No member shall be entitled to vote at any general meeting unless all calls or other sums presently due by him in respect of shares in the company have been paid.

## DIRECTORS

18. The number of directors shall not be less than two and not more than ten unless the company otherwise decides at a general meeting.
19. The following persons shall be the first directors of the company
20. **LI BIHUA**  
**WANG ZHENG TONG**
21. The directors may appoint one or more of their number to be the managing director of Directors of the company, either for a fixed or indefinite period and may from time to time remove any such managing director from such office and put another or others in his place and may at their discretion fill up any vacancy that may occur in such office.
22. The remuneration of any managing director shall be determined by the general meeting and may be by way of salary or commission or participating in the profits of the company or by all or any of these modes.
23. Each director shall be paid remuneration at such rate, as the company shall in general meeting decide, every director shall be entitled to be paid his travelling expenses to be approved by the board, incurred by him whilst employed in the business of the company or in attending board meetings.
24. Directors with the approval of the General meeting will hire line managers to monitor day to day operation and accomplishments of special tasks at a specified period depending on the need of the company.

### **ALTERNATE DIRECTORS**

25. Any director shall have the power to nominate a person to act or attend as alternate director during his absence or during his inability to act. Such director shall be subject in all respects to the terms and conditions existing with reference to the other directors and such alternate director shall exercise and discharge all duties of directors whom he represents.
26. Unless otherwise decided by the directors, the quorum necessary to transact the business of the directors shall be two directors personally present.

### **DISQUALIFICATION OF DIRECTORS**

27. The office of a director shall be vacated if the director:-
  - i. Becomes bankrupt or
  - ii. Is found to be a lunatic or becomes of unsound mind or
  - iii. Resigns his office by notice in writing to the company or
  - iv. Absents himself from meetings of the directors for a period of six months without special leave of absence from the other directors.
  - v. Remove by ordinary resolution in General Board Meeting

### **DIVIDENDS AND RESERVES**

28. The company may in its general meeting declare dividends but no dividend shall exceed the amount recommended by the directors.
29. The directors may from time to time pay the members such interim dividends as appear to the directors to be justifiable by the profits of the company.
30. No dividend shall be paid otherwise than out of profits.
31. The directors may before recommending any dividend set aside out of the profits of the company such sums as they think proper as reserve which shall at the discretion of the directors, be applicable for meeting contingencies or for equaling dividends or for any other purpose to which the profit of the company may be properly applied and pending such applications may, in their 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 from time to time think fit.

### **SEAL**

32. The seal of the company shall not be affixed to any instrument except by the authority of the resolution of the board of directors and in the presence of two directors or such other person as the directors may appoint for the purpose and the directors as aforesaid shall sign every instrument to which the seal of the company is so affixed, in their presence.

### **INDEMNITY**

33. Subject to provision of the Act and of their relevant legislation in force from time to time every director, manager, Secretary, Auditor and other Offices or servant of the company shall be indemnified by the company against losses, cost, expenses and other liability of any nature which any such officer or servant may incur or become liable to by reason of any contract entered into or act or deed done by him as such officer or servant of in any way in the discharge of his duties PROVIDED THAT such indemnity shall not apply to any loss, cost, expenses or other liability which by virtue of any law would otherwise attach to any officer or servant in respect of any negligence, default, breach of duty or breach of trust of which he may quality in relation to the company.

## ALTERATION OF ARTICLES

34. Subject to the provisions of the ordinance and those of the memorandum of association the company, may by special resolution, make alteration or addition to the articles of association and such alteration or addition so made shall be as valid and effectual as is originally contained in these articles and be subject in this manner to alteration by special resolution

### WINDING UP

35. If the company shall be wound up the assets remaining after payment of the debts and liabilities of the company and cost of the liquidation shall be applied; first in repaying to the members the amount paid up or credited as paid upon the shares held by them respectively and the balance, if any shall be distributed among the members in proportion to the number of shares held by them respectively PROVIDED ALWAYS that the provision hereof shall be subject to the rights of all holders of shares, if any issued upon special conditions.

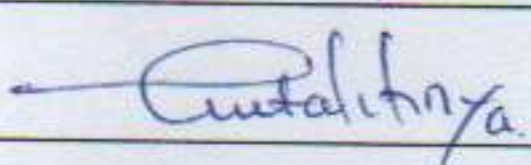
36. With the sanction of the extraordinary resolution of the shareholders any part of the assets of the company may be divided between the members of the company in a specified method or may be vested in trustees for the benefit of such members and the liquidation of the company may be closed and the company dissolved but so that no member shall be compelled to accept any shares whereon there is any liability.

37. If the directors are unable to decide by majority any question relating to the winding up of the company or to any charge in the policy of the company they shall appoint two arbitrators who are not members of the company to decide such question and shall accept their decision.

Name, and Address and Description of Subscribers	Number of shares taken	Signature of subscribers
LI BIHUA China, People's Republic of, No. 188, Xiashuimen, Southeast Street, Fengcheng Town, Lianjiang County, Fuzhou City, Fujian Province, China	51000	李碧花
WANG ZHENG TONG China, People's Republic of, No. 166, Loubei Street, Ping'an Street, Fugui Town, Wan'an County, Ji'an City, Jiangxi Province, China	49000	汪正通

Dated this <sup>8th</sup> .....day of NOVEMBER 2023

### WITNESS TO THE ABOVE SIGNATURE

NAME	MARIAM MIALITINYA
SIGNATURE	
POSTAL ADDRESS	70780 DSM
QUALIFICATION	COMMISSIONER FOR OATHS

