

THE COMPANIES ACT, 2002
COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

MING XIN COMPANY LIMITED

Incorporated this.....day of.....2016

DRAWN BY:

ZUJIE YOU

(SUBSCRIBER)

P.O.BOX 42288,

DAR ES SALAAM

- (d) To provide technical services including installation, repair, maintenance and spare supply for generators, air conditioners, DC and AC alternators, fans, refrigerators, freezers, dispensers, ovens, and other related equipments.
- (e) To carry on the business as importers, buyers, sellers, suppliers, dealers of scrap iron and other metals, building materials, hardware, cement, sanitary- ware, wall papers, roofing tiles, flooring coverings, tiles carpets, industrial/agricultural machineries, aluminium windows and doors, frames, roof trusses, paints, oil, varnishes and carry out business of importing, exporting timber, saw mill proprietors, tree fellers, tree logs, wood and timber merchant, wood work contractors, miners and preparing for market, hard boards, soft boards, generally to deal in articles of all kind in the manufacture of which timber or wood is used.
- (f) To carry on all or any of the business as importers, buyers, sellers, distributors, suppliers of fire extinguishers, industrial, spares, motor vehicle spares parts, chemicals such as carbon dioxide, gas, powder and all fire control accessories related in nature and deal in fumigation, renovation, decoration of residential buildings, warehouses, godowns, residential furnishers, application of corrosion resistant, prospective coatings on steel structures's, on- toxic, on-dermatic and any flammable materials including fabrics, documents, private homes, offices, factories, and industries.
- (g) To carry on the business of planters, growers, cultivators, horticulturists, arbor culturists, market gardeners, buyers, sellers, worldwide traders, wholesalers, retailers, dealers in goods, stores, vegetables or other product of the soil, to prepare, preserve, process cure, blend, refine, treat, manufacture and render marketable any such produce and deal in any such produce either in its prepared, manufactured, raw or other state, either by wholesale or retail, and carry on the business as exporters, distributors, suppliers, possessors, buyers, sellers of coffee, instant coffee, raw coffee, cashew nut, maize, tea, jute, wheat, sisal, hides, beeswax, honey, green peas, food and cash crops of every kind.
- (h) To promote tourism in Tanzania and elsewhere in Africa and carry on the business of tourist agents, tour operator, travel agent to facilitate travelers, to organize hunting tented camps, game tours, sight seeing, package tours and other kind of passenger transporting for the purpose of meeting the demand of general public and large at comprehensive rate, car rental and undertake visits and wildlife sanctuaries and neighboring countries, fishing and diving expeditions, generally in particular arrange photo safari adventures, tour fishing trips, handling of game trophies, animal skin, catching, harboring and transporting wildlife of all kinds.
- (i) To engage in or otherwise carry on the business of general food suppliers, distributors, selling, buying by wholesale/retail, groceries, hard foodstuffs, and flour milling, rice, milling and building of other cereals, packing of flour for marketing, own and maintain flour and other milling machines, manufacturing animal feeds, petty foods, poultry feeds, manufacturers of edible oil, cotton cakes, seeds, bakers and manufacturers of importing, selling, agricultural inputs, industrial equipments, fertilizer, tractors, and act as agents for manufacturing companies.

- (j) To carry on the business as importers, suppliers, distributors, dealers, of computer hardware and software, accessories and fittings of electronic equipments of all kind, stationers, gift item, periodical cards, printers, lithographers, book binders, machine operators, business complimentary and fancy cards, or articles of a character of analogous to the foregoing or any of them connected therewith and deal in the manufacture of and sell by wholesale or retail of school chalks, secretarial services, internet cafe, communication services.
- (k) To carry on the business as haulage contractors, freight and transport cotractors, carriers by land, sea, or air craft and ships, clearing and forwarding agents, warehousemen, storekeepers, cargo representatives, stevedoring or lighter age, cartage contractors, owners of charters of road vehicles, tug, barges and boats of every description, lighter-men, carriers of goods and passengers by road, rail, water, or air harbinger, cargo superintendent, packers, courier services generally.
- (l) To carry on the business of insurance agents of all types of insurances, and in particular to carry on the insurance agency business on life , fire, marine, accident, employer's liability, third party, workmen's compensation, decease, sickness, survivorship, failure of issue, burglary and robbery, theft, fidelity and transit insurance.
- (m) To carry on the business as tourist agents and contractors, road, rail, air, and shipping line agents, ticket agents, and to facilitate travelling and provide for tourist and travellers or promote provision of conveniences of all kinds in the way of through tickets, circular tickets, sleeping cars, berths, hotel and lodging accomodation, guides, safe deposits, equiry bureau, reading rooms, writing rooms, baggage transport and otherwise.
- (n) To carry on the business as traders, importers, exporters, wholesalers, retailers, factors, manufacturer's agent and representatives, commission agents, del- credere agents, franchise holders, auctioneers, brokers and to buy, sell, hire, barter trade, pledge, exchange, trade, and deal in goods, produce, articles and merchandise of all and every description.
- (o) To purchase or otherwise acquire, sell, exchange, surrender, lease, mortgage, change, convert, turn to account, dispose of, and deal with property and right of all kinds, and in particular, mortage, debantures, produse, concessions, options, contracts, patents, annuities, licenses, stocks, shares, bonds, policies, book debts, business concerns, and undertakings and claims, privileges, and chooses in action of all kinds.
- (p) To purchase or otherwise acquire rights of occupancy or to take on lease or in exchange and generally to secure any rights whatsoever over any lands, tenements and hereditament of any tenure whatsoever, whether subject or not to any changes or encumbrances and to hold or to sell, let, alienate, mortgage, change or otherwise deal with all or any such lands, tenements or hereditament.
- (q) T o develop and turn to account any land or buildings acquired by the company or in which the company is interested, and in particular, by laying out and preparing the same for building purposes, constructing, reconstructing, altering, improving, pulling down, decorating, furnishing, fitting up, and maintaining offices, flats, maisonettes, houses, factories, warehouses, shops, stores, clubs, wharves, buildings, works, and conveniences of all kinds,

and by consolidating, grazing and fencing, and by letting or building, lease, tenancy or building agreement, and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others.

- (r) To manage, or let any land, buildings or other property or any part thereof for any period, whether belonging to the company or not, and on such condition as the Company shall think fit; to collect rents and income, and to supply tenants and occupiers and others, light, heat, air-conditioning, refreshments, attendants, messengers, waiting-rooms, reading rooms, meeting rooms, lavatories, bath houses, laundry conveniences, lifts, elevators, garages, recreation facilities and other advantages which from time to time the company shall consider desirable or to provide for such management, letting and advantages as aforesaid by employing any person, firm, corporation or company to carry out or supply the same on such terms as the company may think fit.
- (s) To take over any business or undertaking carried on, upon, or in connection with, any land or building acquired by the company or which the company may desire to acquire, or become interested in, and the whole of any assets and liabilities of such business or undertaking, and to carry on the same, or to dispose of, remove or put an end thereto, or otherwise deal with the same as may be expedient.
- (t) To establish and carry on, and to promote the establishment and carrying on, upon any property in which the company is interested of, any business which may be conveniently carried on, upon or in connection with such property, and the establishment of which may seem calculated to enhance the value of the company's interest in such property or to facilitate the disposal thereof.
- (u) To guarantee the title to, or quiet enjoyment of, property either absolutely or subject to any qualifications or conditions, and to guarantee persons interested or about to become in any property against loss, actions, proceedings, claims or demands in respect of any insufficiency or imperfection or deficiency of title, or in respect of any encumbrances, burdens, or outstanding rights.
- (v) To furnish and provide deposits and guarantee funds required in relation to any tender or application for any contract, concession, decree, enactment property or privilege, or in relation to the carrying out of any contract, concession or enactment
- (w) To assist, promote, establish and contribute to manage, control or support sick funds, and any associations or institutions for providing upon any terms or conditions medicines, drugs, medical and surgical preparations, apparatus and appliances and restoratives during sickness or illness.
- (x) To receive moneys, securities and valuables of all kinds on deposit or for safe custody, and generally to carry on the business of a safe deposit company.
- (y) To pay, satisfy, or compromise any claims made against the company which it may seem expedient to pay, satisfy or compromise, notwithstanding that the same may not be valid in law. To re-issue and effect counter-guarantees.

- (z) To undertake the office trustee, receiver, liquidator, executor, administrator, committee, manager, attorney, delegate, substitute, treasurer and any other office or situation of trust or confidence, and to perform and discharge the duties and functions incident thereto, and generally to transact all kinds of trust and agency business, either gratuitously or otherwise.
- (aa) To supply to any person, firm, corporation, company, government, or local or authority personnel of every grade including those possessed of professional, technical or other specialist qualifications.
- (bb) To improve, manage, develop, turn to account, grant rights, or privileges in respect of or otherwise deal with any of the property, rights and privileges of the company.
- (cc) To act as general agent, managing agents, director, book keepers, registrars, secretaries, personal agents, financial agents, advisors, consultants , and technical agents for any undertaking or enterprise.
- (dd) To act as agents for the investment , loan, payment, transmission and collection of money, and for the purchase, sale and improvement, development and management property (real or personal) including business concerns and undertakings, and generally to transact and undertake all kinds of agency business.
- (ee) To act as agents for the issue of any bills, bonds, shares, debentures or debentures stock, whether or not offered to the public for subscription, and to guarantee the subscription of any such securities or shares and to act as trustees, executors or administrators with or without remuneration, and to undertake trusts of all kinds and the conduct of any business connected with trust of any description or the estate of deceased persons, and to receive for safe custody.
- (ff) To acquire, conduct, and to carry on business of bill brokers, and dealers, purchasers, acceptors and discounters of bills of lading , mortgage bond, promissory notes, negotiable instruments, hire purchase agreements, suspense sale contracts, warrants or debentures or any other securities whatsoever, and to deal with any such bills, agreement and securities and to arrange for the purchase , acquisition, sale , disposal or collection thereof and to regulate, control and direct the management, expenditure, investment of the properties, assets, moneys and funds of the company.
- (gg) To process , blend, cure, refine, treat, manipulate, prepare for market, buy, sell, use and deal in any natural, raw, processed or manufactured substances, goods, materials or merchandise.
- (hh) To vest any movable or immovable property, rights, privileges or interest acquired by or belonging to the company in any person or company on behalf of or for the benefit of the company and with or without any declared trust in favor of the company.
- (ii) To acquire and undertake the whole or any part of the business property and liabilities of any person or company carrying on or proposing to carry on any business which the company is authorized to carry on or possession of property suitable for the purpose of the company can be carried on in.
- (jj) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing and placing any of the shares in the company's capital or

any debenture stock or other securities of the company, or in or about the formation, promotion of the company or the conduct of its business.

- (kk) To amalgamate with, or enter into partnership or into any arrangement for sharing profits, union of interest, cooperation's, joint venture, reciprocal concession or otherwise with any person or company carrying or engaged in, or about to carry on or engage in any business or transaction which this company is authorized to carry on, or engaged in any business or transaction capable of being conducted so directly or indirectly to benefit the company, take or otherwise acquire shares and securities or any such company, to sell, hold, reissue with or without guarantee or otherwise deal with the same.
- (ll) To obtain any provision, orders, companies act, parliament for enabling the company to carry on any of its objects into effect or for effecting any modification of the company's constitution, or for any proceedings or applications which may seem expedient, and to oppose any proceedings or application which may seem calculated directly or indirectly to prejudice the company's interest.
- (mm) To sell or dispose of the undertaking any property of the company or any part thereof, for such consideration as the company may think fit and in a particular for share, debentures or securities of any other company having objects altogether or in part similar to those of this company.
- (nn) To adopt such 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 of art or interest, by publication of books and periodicals and by granting prizes, reward and donations.
- (oo) To distribute among the members of the company in specie any property of the company and in particular any shares, debentures or securities of other companies belonging to the company or of which the company may have the power of disposing or any proceeds of sale or disposal of any property of the company but so that no distribution amounting to the company, amounting to the reduction of capital shall be made except with the sanction(if any) for the time being required by law.
- (pp) To do all such things as are incidental or conducive to the attainment of the above objects or any of them and the exercise of any of the powers of the company.

The objects set forth of this clause shall not accept when the context expressly so required, 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 the objects therein specified or the objects mentioned in the first sub-clause of this clause, but the Company shall have full power to exercise all or any of the powers conferred by 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

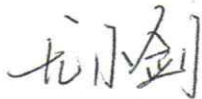

AND it is here by declared that, the interpretation of this clause the powers conferred on the Company by any paragraph shall not be restricted by reference to any other paragraph, or to the

name of the Company, or the juxtaposition or more objects and that in the event of any ambiguity, this clause and every paragraph hereof shall be constructed in such a way as to widen and not restrict the powers of the Company.

4. The Liability of the members in Limited.

4. The Authorized Share Capital of the Company at the date of registration is shillings 100,000,000/= divided into 100 shares of shillings 1,000,000/= each, with such rights, privileges and conditions respectively attached thereto as many from time to time be conferred by the regulations of the Company with power to increase and reduce the capital for the time being and to divide the same into several classes and to attach thereto respectively such preferential, deferred, qualified, or special rights, privileges or conditions as may be done, determined by all in accordance with the regulations of the Company, and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may from time to time be provided by the regulations of the Company.

WE, the several persons whose names addresses and description are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take number of Shares in the capital of the Company set opposite our respective names;

NAMES ,ADDRESSES AND DESCRIPTION OF SUBCRIBERS	NUMBER OF SHARES TAKEN	SIGNATURES OF SUBSCRIBERS
XIAOJIAN YOU P.O.BOX 42288 DAR ES SALAAM	5	
ZUJIE YOU P.O.BOX 71373 DAR ES SALAAM	95	

Dated at DAR ES SALAAM This 30th day of APRIL 2016

WITNESS to above signatures:-

Name: CHRISTIAN LAURENT RUTAGATINA

Signature: 

Postal Address: Box 72102 DSM



TANZANIA
Stamp Duty Office
Stamp Duty Sls. 56007
PAID ON ORIGINAL
Receipt No. 65246/15/2016
Retained

THE COMPANIES ACT NO 12 OF 2002
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
MING XIN COMPANY LIMITED
PRELIMINARY

TANZANIA
Stamp Duty Office
Stamp Duty Sls. 75667
Receipt No. 65246/15/2016
Retained

1. "In these articles:-

"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 deemed to be given and the day for which it is given or on which it is to take effect;

"the seal" means the common seal of the Company.

"Secretary" shall mean any person appointed to perform the duties of the Company.

Expressions referring to writing shall, unless the contrary intention appears, be constructed 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 articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these articles become binding on the company.

MEMBERS

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

GENERAL MEETINGS

4. 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 notice calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the company and that of the next.

Provide that so long as the company holds its first annual general meeting within eighteen months of its incorporation, it need not hold 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 be held at such time and place, as the directors shall appoint.

5. All general meetings other than annual general meetings shall be calls extraordinary general meetings.
6. The directors may, whenever they think fit, convince an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisitions, or I default, may be convened by such requisitions, as provided by section 133 of the Act. If at any time there are not within the Tanzania sufficient directors 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 directors.

NOTICE OF GENERAL MEETINGS

7. Every general meeting shall be called by twenty-one clear days' 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 that business;

8. Provided that a meeting of the company shall, notwithstanding that it is called by shorter notice than that specifies in this article be deemed to have been dully 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 vote thereat; and
 - (b) n 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 representation not less than ninety-five percent of the total voting rights at that meeting of all the members.

9. Subject to the provisions of the articles, 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 omission to give notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at the meeting.

PROCEEDINGS AT GENERAL MEETINGS

10. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the directors and auditors, the election in the place of those retiring and the 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 members is present at the time when the meeting proceeds to business; two persons, entitled to vote on the business to be transacted, each being a member or a proxy for a member or a dully authorized representative of corporation, shall be a quorum.

12. If within half an hour from the time appointed for the meeting quorum is not present, or if during the course of a 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 directors may determine.

13. The Chairman, if any, of the board directors or in his absence some other director nominated by the directors shall preside as chairman of the general meeting, but if neither the chairman nor such other director (if any) be present within fifteen after the time appointed for the holding of the meeting and willing to act; the directors present hall elect one of their members to be chairman of the meeting and, if there is only one director and willing to act, he shall be chairman.

14. If any meeting no directors is willing to act as chairman or if on director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members 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 director by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at and 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 specifying the 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 a adjourned meeting.
16. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands demand.
 - (a) by the chair man 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 the total voting rights of all the members having the right to vote at the meeting.

Unless a poll be demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to the effect in the book containing the minutes of proceedings of the company shall be conclusive evidence of the fact without proof of the number or proportion of the votes reordered in favour of or against such resolution.

The demand for a poll may, before the poll is taken, be withdrawn.

Except as provided in article 18, if a poll is dully demand it shall be taken in 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 demand.

17. In the case of an equality of votes, whether on a show of hands or on poll, the chairman of the meeting shall be entitled to a second or casting vote.

18. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken immediately. A poll demanded 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 demanded may be preceded with pending the taking of the poll.
19. 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 proposed at a general meeting 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 form each executed by or on behalf of one or more member.

VOTE OF MEMBERS

20. Every member shall have one vote.
21. A member in respect of whose estate a manager has been appointed under section 26 of the Mental Diseases Ordinance, may vote, whether on a show of hands or on a poll, by his said manager, and any such manager may, on a poll, vote by proxy.
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 votes may be given either personally or by proxy.
24. The instrument appointing or proxy shall be in writing under the hand of the appointer or 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.
25. The instrument appointing a 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 of holding the meeting or adjourned meeting at which the person named in the instrument proposes 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 in default the instrument of proxy shall not be treated as valid.

26. An instrument appointing a proxy shall be the following form or a form as near hereto as circumstances admit:

“.....Limite
d

I/We.....of.....,being a member/members of the above
named company, hereby appoint....., of or failing
himof, as my/our proxy to vote for me/us on my/or
behalf at the (annual or extraordinary, as the case maybe) general meeting of the company
to be held on theday of
.....201....., and at any adjournment thereof.

Signed this..... day of,201.....”

27. 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 near thereto as circumstances admit.

“.....Limite
d

I/We.....of.....,being a member/members of the above
named company, hereby appoint....., of or failing
himof, as my/our proxy to vote for me/us on my/or
behalf at the (annual or extraordinary, as the case maybe) general meeting of the company
to be held on theday of
.....201....., and at any adjournment thereof

Signed this..... day of,201.....”

This form is to be used* in favour of/against the resolution. Unless otherwise instructed, the proxy will vote as he thinks fit.

*Strike out which ever is not desire”

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 duly authorized representative of a corporation shall be valid notwithstanding the previous determination of, 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 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 used.

CORPORATIONS ACTING BY REPRESENTATION AT MEETINGS.

30. Any corporation which is a member of the company may by resolutions 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 could exercise if it were an individual member of the company.

DIRECTORS

31. The Number of the 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 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.

32. The following persons shall be first Directors to the Company:-

1. XIAOJIAN YOU
2. ZUJIE YOU

33. 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 traveling, 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.

BORROWING POWERS

34. The director may exercise all the powers 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

35. Subject to the provisions of the Act, the memorandum and the article 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 no such directions shall invalidate any prior act of the directors, which would otherwise have been valid. The powers given by article shall not be limited by any special power given to exercise all powers exercisable by the directors

36. 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.

37. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to 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,

39. The directors shall cause minutes to be made in books provided for the purpose:-

- (a) of all appointments 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 resolutions and proceedings at all meetings of the company, and of the directors, and of committees of directors.

DISQUALIFICATION OF DIRECTORS

40. The office 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) Becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (c) Causes to be a 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; or
- (f) Is directly or indirectly interested in any contract with the company and fails to declare the nature of his interest in manner required by the Act.

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.

41. 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
42. The directors may appoint a person who is to act to be a 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.
43. 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 any agreement between the company and such director such removal shall be without prejudice to any claim such director may have for damages for breach of any contract of service between him and the company.
44. 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 an vacancy or as an additional director.

45. 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, it shall not be necessary to give notice of a meeting of directors to any directors who are absent from Tanzania.
46. The quorum necessary for the directors may fix the transaction of the business of the directions and unless so fixed shall be two.
47. The continuing directors may act notwithstanding any vacancy but, if and so long as their numbers is reduced below the number fixed by or pursuant to the articles of the act 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.
48. 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 at which he is present. But if no such chairman is appointed, or if he is unwilling to preside, or of 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 number to be chairman of the meeting.
49. 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 powers so 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
50. 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 hand vacated office, or were not entitled to vote, be as valid as if every such person had been dully appointed and was qualified and had continued to be a director and was entitled to vote.
51. A resolution in writing signed by all the directors entitled to receive notice of a meeting of the directors, 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 each signed by one or more directors.

SECRETARY

52. 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.
53. A provisions of the Act or these articles requiring or authorizing a thing to be done by or to a director and the secretary shall not be satisfied by its being done or to the same person acting both as director and as, or in place of, the secretary.

THE SEAL

54. The seal shall only be used by authority of the directors 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 and unless otherwise so determined it shall be signed by a 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 received and expended by the company and the 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.

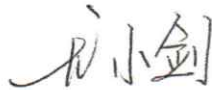

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and air view of the state of the company's affairs and to explain its transactions.

56. The books of account shall be kept at the registered officer 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.
57. No member shall (as such) have right of inspecting any accounting records or other book or document of the company except as conferred by statue or authorized by the directors or by ordinary resolution of the company.

58. The directors shall from time to time in accordance with sections 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, group accounts (if any) and reports as are referred to in those sections.
59. 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 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 debentures.

AUDIT

60. Auditors shall be appointed and their duties regulated in accordance with sections 170 to 179 of the Act.
61. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of directors need not be in writing. The company may give any notice to a member either personally or by sending it by post in a prepared envelope addressed to the 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 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 the Tanzania at which notices may be given him shall be entitled to notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the company.

NAMES ,ADDRESSES AND DESCRIPTION OF SUBCRIBERS	NUMBER OF SHARES TAKEN	SIGNATURES OF SUBSCRIBERS
XIAOJIAN YOU P.O.BOX 42288 DAR ES SALAAM	5	
ZUJIE YOU P.O.BOX 71373 DAR ES SALAAM	95	

Dated at DAR ES SALAAM This 30th day of APRIL 2016

WITNESS to above signatures:-

Name: CHRISTIAN LAURENT RUTAGATINA

Signature: 

Postal Address: Box 72102 Dsm

