

**THE COMPANIES ACT  
(CAP. 212 OF 2002)**

**COMPANY LIMITED BY SHARES**

**MEMORANDUM**

**AND**

**ARTICLES OF ASSOCIATION**

**OF**

**XINFENG MINING CO. LIMITED**

Incorporated this <sup>15<sup>TH</sup></sup> day of <sup>APRIL</sup>, 2025

Drawn by:  
CHEN DENGMIN  
(SUBSCRIBER)  
P.O BOX 213,  
SONGWE

**THE COMPANIES ACT (CAP. 212 OF 2002)**

**COMPANY LIMITED BY SHARES**

**MEMORANDUM OF ASSOCIATION**

**OF**

**XINFENG MINING CO. LIMITED**

1. The name of the Company is **XINFENG MINING CO. LIMITED**
2. The Registered Office of the Company shall be situated in Tanzania.
3. The objects for which the Company is established are:-

**a) Mining:**

- (i) To carry on the business of mining, exploration, extraction, development, processing, purchase, sale, and export of all types of minerals including but not limited to gold, diamonds, copper, silver, iron ore, coal, quartz, mica, tantalum-niobium ore, gemstones, and other precious and non-precious minerals and metals in Tanzania and abroad;
- (ii) To extract minerals using open-pit mining, underground mining, and other mining methods;
- (iii) To carry out crushing, grinding, and ore processing for the extraction and recovery of valuable minerals;
- (iv) To establish, operate, and maintain crushing plants, processing plants, and metallurgical laboratories for ore beneficiation and processing;
- (v) To carry out transportation and storage of minerals and ores;
- (vi) To establish or contract transport facilities for the efficient movement of minerals, ores, and equipment from mining sites to processing plants, refineries, or export destinations;
- (vii) To acquire, lease, or maintain shipping, storage, and warehousing facilities for minerals and mining equipment.

**b) Mineral Exploration:**

- (i) To acquire, prospect, explore, and develop mineral resources through geological surveys, drilling, sampling, testing, and other relevant techniques;
- (ii) To obtain prospecting licenses, mining licenses, and other permits necessary for mineral exploration and mining activities;

- (iii) To carry out feasibility studies, mine planning, and project evaluation for the development of mining sites;

**c) Smelting and Refining:**

- (i) To establish and operate smelting and refining facilities for the conversion of raw ores into refined metals, alloys, or other industrial products.

**d) Mineral Sales and Marketing:**

- (i) To purchase, sell, import, and export ores, concentrates, and processed minerals within and outside Tanzania;
- (ii) To negotiate and enter into sales agreements, supply contracts, and other marketing arrangements for the sale and distribution of minerals;
- (iii) To engage in the purchase, and import of mining equipment, machinery, and materials necessary for mining and processing operations;

**Ancillary objects:**




- e) To implement and adhere to environmental regulations and best practices to minimize the impact of mining operations on the environment;
- f) To establish safety policies and procedures to protect employees, contractors, and local communities from risks associated with mining activities;
- g) To rehabilitate and restore mined-out land to its original or improved state as required by law or environmental agreements;
- h) To collaborate with local communities to promote development projects and provide support in areas affected by mining operations;
- i) To contribute to corporate social responsibility initiatives including education, healthcare, and infrastructure development in mining areas;
- j) To enter into joint ventures, partnerships, and other collaborations with local and foreign companies or individuals for financing, technology transfer, and knowledge sharing in the mining industry;
- k) To raise capital through loans, debentures, bonds, or any other financial instruments to fund mining activities and expansions;
- l) To invest in research, development, and innovation in mining technology, mineral recovery methods, and sustainable mining practices;
- m) To purchase, lease, or otherwise acquire land, mining rights, claims, concessions, and any other real or intellectual property required for the mining business;

- n) To hire employees, consultants, contractors, and other personnel necessary for the operation of the company;
- o) To provide training, skill development, and professional growth opportunities for employees engaged in mining activities;
- p) To insure the company's assets, operations, and personnel against risks including but not limited to fire, accidents, natural disasters, and other industrial hazards;
- q) To acquire, manage, and dispose of movable and immovable properties as may be required for the purposes of the company;
- r) Generally, to carry out any other lawful activity that may be incidental or conducive to the attainment of the above objectives.

**AND** it is hereby declared that, in 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 by the juxtaposition of two or more objects, and by any heading, and that in the event any ambiguity, this Clause and every paragraph hereof shall be construed in such a way as to widen and not to restrict, the power of the Company.

4. The liability of the members is Limited.
5. The authorized share capital of the Company is Tanzanian shillings Five Hundred Million **(500,000,000/=)**, divided into Ten Thousand **(10,000)** Ordinary Shares of Tanzanian Shillings Fifty Thousand **(50,000/=)** each, with power for the Company to increase or reduce such capital and to divide the shares in the capital for the time being, whether original or increased, in different classes, and to attach thereto respectively and preferential, deferred, qualified or special rights, privileges or conditions and so that unless the conditions of issue shall otherwise expressly declare every issue of shares, whether preference or otherwise, or any such rights, privileges or conditions shall not be altered or modified except in accordance with the Articles of Association registered herewith.

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

Names, Address and description of Subscriber	Number of shares taken by each Subscriber	Signature of subscriber	Passport
1. CHEN DENGMIN P.O. BOX 213, SONGWE	8,000		
2. CHEN GUANGMING P.O. BOX 213 SONGWE	1,000		
3. ELIZABETH KAIZA URIO P.O. BOX 31 MAKONGOLOSI	1,000		
Total Number of shares	10,000		
Reserved shares	0		

Date at Songwe this ..... 20<sup>th</sup> ..... day of ..... August ..... 2025

**Witness to the above Signature:**

Date at Songwe this ..... 20<sup>th</sup> August 2025

Witness to the above Signatures:

Full Name: .....

Signature: .....

Postal Address: .....

Qualification: .....



**THE COMPANIES ACT (CAP. 212 OF 2002)**

**COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION**

**OF**

**XINFENG MINING CO. LIMITED**

**INTERPRETATION**

1. In these articles:-

"The Act" means the Companies Act Cap 212 of 2002;

"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" The seal of the Company duly authorised by the Board of Directors.

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

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photograph, 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.

**PRIVATE COMPANY**

2. The Company is a private Company and accordingly:

a) The rights to transfer shares are restricted in manner hereinafter prescribed.

b) The number of members of the Company (exclusive of persons who are in the employment of the company and or persons who having been formerly in the employment of the company were while in such employment and have continued after the determination of such employment to be members of the Company) is limited to fifty; provided that where two or more persons hold

one or more shares in the company jointly they shall for the purpose of this regulation be treated as a single.

- c) Any invitation to the public to subscribe for any shares of debenture of company is prohibited.
- d) The company shall not have power to issue share warrants to bearer.

### **TRANSFER OF SHARES**

- 3. The Directors may in their discretion and without assigning any reason thereof refuse to register the transfer of shares.
- 4. Subject to Clause 2 and 3 hereof the right of members to transfer their shares shall be restricted as follows:
  - a) No share shall be transferred to a person who is not a member so long as any member or any person selected by the directors as one whom it is desirable in the interest of the company to admit to membership.
  - b) Every shareholder or trustee in bankruptcy, or any person may desire to sell or transfer any such shares and every personal representative of a deceased shareholder shall give notice in writing to the Directors that he desires to make such sale or transfer, upon such notice the bearer shall constitute the Board of Directors of the company as his agent for the sale of such shares to any member of the Company at a price to be agreed upon between the party giving such notice and the Board, or in case of difference to be determined by the Auditor of the Company.
  - c) Upon price of such share being agreed on or determined as per clause (b) above, the Board shall forthwith give notice to the shareholders other than the shareholder desiring to sell or transfer the said shares, stating the number and price of such shares inviting the person to whom notice is sent to 'state within 21 days from the date of such shares their interest in purchasing the shares subject to the notice. At the expiration of such 21 days' notice the Board shall apportion such shares amongst the shareholders (if more than one) who shall have expressed their desire to purchase the same and as far as may be pro rata according to the number' of shares already held by them respectively, or if there by only one such shareholder, the whole of such shares shall be sold to him, provided that no shareholder shall be obliged to take more than the maximum number of such shares stated in his answer to the said, notice. Upon such apportionment being made or such one shareholder notifying his intention to purchase, as the case may by, the party desiring to sell or transfer such shares shall be bound upon payment of the said price to transfer the shares to the respective shareholders or to the single shareholders who shall have agreed to purchase the same.

## **CALLS ON SHARES**

5. The Directors may make a call or calls upon members in respect of any money unpaid on their shares and each member shall, subject to receiving at least fourteen days notice specifying the time or time of payment, pay to the Company at the time or times so specified the amount called on his shares. A call may be made by instalments.

## **FORFEITURE OF SHARES**

6. When any shares have been forfeited an entry shall forthwith be made in the Register of Members of the Company recording the forfeiture and the date thereof and as soon as the shares so forfeited have been sold or otherwise disposed of an entry shall be made of the manner and date of the same or disposal thereof.
7. The lien conferred by Clause 7 of Table "A" shall attach to fully paid up shares and to all shares registered in the name of any person indebted or under liability to the Company whether he shall be the sole registered holder thereof or one of several joint holders.
8. Any entry in the Minute Book of the Company of the forfeiture of any shares or that any shares have been sold to satisfy a lien of the Company shall be sufficient evidence as against all persons claiming to be entitled to such shares that the said shares were properly forfeited or sold, and such entry and the receipt of the Company for the price of such shares shall constitute a good title to such shares and the name of the purchaser shall be entered in the Register as a member of the Company and he shall not be bound to see to the application of the purchase money and the said shares shall not be affected by irregularity or invalidity in the proceedings in reference to the forfeiture or sale. The remedy, if any, of the former holder of such shares and of any person claiming under or through him shall be against the Company and in damages only.

## **MEMBERS**

9. The number of members with which the Company proposes to be registered is (Two) but the directors may from time to time register an increase of members.
10. The, subscribers to the memorandum of association and such other persons, as the directors shall admit to membership shall be members of the Company.

## **GENERAL MEETINGS**

11. 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.

Provided that so long as the company holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or

in the following year. The annual general meeting shall be held at such time and place, as the Directors shall appoint.

12. All general meetings other than annual general meetings shall be called extraordinary general meetings.
13. The Directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or in default, may be convened by such requisitions, as provided by the Act.

#### **NOTICE OF GENERAL MEETINGS**

14. 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:

Provided that a meeting of the company shall, notwithstanding that it is called by shorter notice than that specified in this article be deemed to have been duly called if it so agreed:-

- a) In the case of a meeting called as the annual general meeting, by all the members entitled to attend and 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 representation not less than ninety five percent of the total voting rights at that meeting of all the members.
15. Subject to the provisions of the articles, the notice shall be given to all the members and 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 to, or the non receipt to notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

#### **PROCEEDINGS AT GENERAL MEETINGS**

16. 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 reports of 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.
17. 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 duly authorized representative of a corporation, shall be a quorum.

18. 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 such other day and at such other time and place as the directors may determine.
19. The Chairman, if any, of the Board of 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 minutes after the time appointed for the holding of the meeting and willing to act, the Directors present shall elect one of their number to be chairman of the meeting and, if there is only one Director and willing to act, he shall be Chairman.
20. If at any meeting no Director is willing to act as Chairman or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their numbers to be a Chairman of the meeting.
21. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days notice of the adjourned meeting shall be given 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 a document or of the business to be transacted at an adjourned meeting.
22. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless before the poll or on the declaration of the result of the show of hands demand:-
  - a) By the Chairman;
  - b) Or by at least (two) members present in person or by proxy; or 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 so 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 recorded in favour of or against such resolution.

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

23. Except as provided in article 18, if a poll is duly demanded 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 demanded.
24. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.
25. 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.
26. 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 at which he was present shall have effect as if it had been passed at a general meeting duly convened and held, and consist of several instruments in the like form each executed by or on behalf of one or more member.

#### **VOTE OF MEMBERS**

27. Every member entitled to vote present in person should have (one) vote for each share of which he is the holder.
28. A member in respect of whose estate a manager has been appointed under section 23 of the Mental Diseases Act Cap 98 R.E 2002, 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.
29. No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the company have been paid.
30. On a poll votes may be given either personally or by proxy.
31. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing, or, if the 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.
32. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notary 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 (Forty eight hours) before the time for holding the meeting of adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 (Twenty four) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

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

Form of Proxy

".....limited

I/We ".....of....., being a member/ members of the above -named company, hereby appoint....., of..... or failing him .....of ....., 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 .....the day of..... 2024, and at any adjournment thereof.

Signed at..... this .....day of .....2024

34. 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:-

Form of Proxy

".....Limited.

I/We ..'..... of .....Being a member/members of the above named company, hereby appoint of..... of..... or failing him..... of ..... as my/our proxy to vote for me/us on my/our behalf at the {annual or extraordinary, as the case may be} general meeting' of the company to be held on the .....day of .....2024....., and at any adjournment thereof.

Signed this ..... day of ..... 2024

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

\*Strikeout whatever is not desired

35. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

36. 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 at such other place at which the instrument of proxy was duly deposited) before the commencement of the meeting or adjourned meeting at which the proxy is used.

## **CORPORATIONS ACTING BY REPRESENTATION AT MEETINGS**

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

## **DIRECTORS**

38. The number of Directors shall not less than two and not more than ten.

39. The first Directors of the Company are:

- 1) CHEN DENGMIN
- 2) CHEN GUANGMING

40. 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 more than seven and not less than two.

41. The remuneration of the directors shall from time to time be determined by the Company in general meeting; such remuneration shall be deemed to accrue from day to day. The directors shall also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Board of Directors or any committee of the Directors or General Meetings of the Company or in connection with the business of the Company.

## **MANAGEMENT**

42. The majority share holder shall be the chief executive officer of the Company responsible for the running of day to day affairs of the Company.

43. That the majority share holder may appoint any other person to act or to be the Chief Executive Officer of the Company for the period and terms which shall be notified to the Board of Directors.

## **BORROWING POWERS**

44. 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**

45. Subject to the provisions of the Act, the Memorandum and the Articles and to any directions 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 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.

46. 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.

47. 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, as they case may be, in such manner, as the directors shall from time to time by resolution determine.

48. 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 Board of 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**

49. 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) Ceases to be a director by virtue of any provision of the Act or becomes prohibited by law from being a director; or becomes of unsound mind; or
- d) Resigns his office by notice in writing to the Company; or 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.
- e) 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.

50. The Company may by ordinary resolution appoint a person who is willing to act as Director to fill a vacancy or be an Alternate Director.

51. The Directors may appoint a person who is to act to be a director, either to fill a vacancy or as an Alternate director, but so that the total number of directors shall not at anytime 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.
52. The Company may by ordinary resolution, of which special notice had been given in accordance with 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.
53. The Company may by ordinary resolution of the Board of Directors appoint another person in place of a director removed from office under the immediately preceding article. Without prejudice to the powers of the directors under article 40 the Company in general meeting may appoint any person to be a director either to fill a vacancy or as an additional director.
54. 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 Board of Directors.
55. 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.
56. The continuing Directors may act notwithstanding any vacancy but, if and so long as their number is reduced below the number fixed by or pursuant to the articles 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.
57. The Directors may appoint one of the members of the Board 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 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 number to be Chairman of the meeting.
58. 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.

59. All act done by a meeting of the Board of Directors or of a committee of directors or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such director, or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and was entitled to vote.

60. A resolution in writing signed by all the directors entitled to receive notice of a meeting of the directors, or of a committee of Directors, shall be as valid and effectual as if it had been passed at a meeting of the Directors or {as the case may be a committee of directors duly convened and held, and may consist of several documents in the like form each signed by one or more directors.

### **SECRETARY**

61. The Secretary shall be appointed by the Board of 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.

62. 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 by or to the same person acting both as Director and as, or in place of, the Secretary.

### **THE SEAL**

63. The seal shall only be used by the 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 an Alternate Director.

64. 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.

Property 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 the company's affairs and to explain its transactions.

65. The books of account shall be kept at the registered officer of the Company, or subject to provision of the laws applicable, at such other place or places as the directors think fit, and shall always be open to the inspection of the Directors.

66. No member shall (as such) have right of inspecting any accounting records or other book or document of the Company except as conferred by statute or authorized by the directives or by ordinary resolution of the Company.
67. The Directors shall from time to time, cause to be prepared and to be laid before the General Meeting, such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.
68. In accordance with the laws, 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**

69. Auditors shall be appointed and their duties regulated in accordance with sections Ordinance.
70. 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 the Board 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 effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected 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 and who gives to the Company an address within the Tanzania at which notices may be given him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Company.

#### **WINDING UP**

71. With the sanction of a Special Resolution of the Shareholders, any part of the assets of the Company including any shares in other companies may be divided between the member of the Company 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 all member shall be compelled to accept any shares whereupon there is any liability.

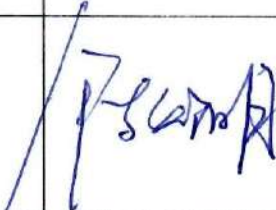





#### **INDEMNITY**

72. Every Director, Managing Director, Agent, Auditor, Secretary and other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him to defending any proceedings, whether civil or criminal, in which judgments is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the Court ALTERATION OR ADDITIONS

Subject to the provision of the act and the to those contract in the memorandum of Association of the company may by special resolution make alteration or addition or condition so made shall be as valid and effectual as if originally contained in those Articles and be subject in like manner to alteration by special by special resolution.

**ARBITRATION**

7.3. If and whenever any disputes or difference shall arise between the Company and any of the member or their respective representative touching upon the construction or the meaning of any Articles herein contained or any act matter or things made or done or omitted to be done or with regard to the right or liabilities arise the under or arising the out of the relation existing between the parties by reasons of these Articles or the Act, such differences shall (unless as sole arbitrator be agreed upon) forthwith be referred to the arbitration of three (3) arbitrators, one to be appointed by each party and the third to be appointed by first two or, in the event of failure to agree within thirty (30) days to the procedure laid down in Arbitration in the Arbitration Act shall Apply

Names, Address and description of Subscriber	Number of shares taken by each Subscriber	Signature of subscriber	Passport
1. CHEN DENG MING P.O. BOX 213, SONGWE	8,000		
2. CHEN GUANG MING P.O. BOX 213 SONGWE	1,000		
3. ELIZABETH KAIZA URIO P.O. BOX 31 MAKONGOLOSI	1,000		
Total Number of shares	10,000		
Reserved shares	0		

Date at Songwe this 20th day of August 2025

**Witness to the above Signature:**

Date at Songwe this .....

Witness to the above Signatures:

Full Name: Gladness Luhwago  
 Signature:   
 Postal Address: 3796 Nwankwelu  
 Qualification: ADVOCATE

