

THE COMPANIES ACT, 2002
COMPANY LIMITED BY SHARES

Memorandum

and

Articles of Association

of

RUNYANG COMPANY LIMITED

Incorporated this day of , 2010

Drawn by
YANG YIFEI
(Subscriber)
P.O. Box 2607
Dar es Salaam
Tanzania



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THE COMPANIES ACT 2002
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
RUNYANG COMPANY LIMITED

1. The name of the company is "RUNYANG COMPANY LIMITED"
2. The Registered office of the Company will be situated in Tanzania
3. The objects for which the Company is established are:-
 - a) To acquire take over promote establish engage in and carry on the business of manufacturing, processing, machining, assembling, and installation of all types of machinery, tools, gadgets, stainless steel structures, hardware, carpentry, pressure containers, utensils, pipes, etc.
 - b) To acquire, take over, promote, establish, engage in and carry on the business of marketing, importing and exporting and to be wholesaler and retailer of all kinds of raw materials and building materials, machineries and to carry on any business activities in connection with such activities.
 - c) To engage in the business of all types of construction, general civil works, building, electrical and mechanical works, plumbing, engineering services, road and bridge constructions, port construction, water conservancy, mining works, tower construction and erection, renovations, interior designing, decoration and advertisement production and any services in connection with the above mentioned business.
 - d) To engage in the business of office buildings, decorations, maintainers or dismounted buildings, furniture manufacturers, suppliers and exporters, residences and office furnishes and to be general designer and fabricators of all kinds of gadgets whatsoever.
 - e) To carry on the business of mechanical engineering, electronic engineering, electronic telecommunication engineering to design, manufacture, assemble, service, repair and electrical and electric apparatus, component or system, to act as manufacturer, representatives, commission agents, distributors, exporters and to import, export, purchase or offer for sale in all kinds of mechanical, electrical and electronic systems.
 - f) To carry on the business of electrical connections, electrical engineers, electronic apparatus, electrical connection and deal in all kinds of electrical goods such as switches, sockets, connector, wire, connector boxes, insulating units, terminal and land, hobbles and all kind of electrical goods necessary for the purpose of installing electrical apparatus.
 - g) To carry on the business of painting, interior designers, contractors and decorators, detail and sold for houses, workshop and furniture dealers and makers, woodwork and furniture repairs and deals in household, hotel, hospitals, public residential and office, camping etc.

generally include motor and motor vehicles, motor vehicles and tractors, vehicles and tractors, vehicles, tractors, motor, and truck, tractors and woodwork in the United Republic of Tanzania.

To carry on the business as general importer, supplier, merchants, buyers, general merchants, wholesale traders, wholesalers, retailers, dealers in motor vehicles, motorbikes and motor vehicle spare parts and accessories of every kind.

To render maintenance and service of all motorbikes and vehicle spare parts and accessories of all types and provide repair services.

To carry on the business of household, domestic, equipment and general goods, auto spare goods, electronic items, building material, hardware, foodstuff, agricultural products and machinery of every nature, kind and description whatsoever as a dealer, wholesaler, trader, distributor, importer, exporter, agent, sales service and repairing.

4) To carry on the business of dealing in marketing, importing, exporting, stocking, buying, leasing, selling by wholesale or retail of various categories of goods and merchandise and to act as commission agents and manufacturers, representatives in all fields. To establish business enterprises whether small scale industries and generally deal in all kinds of general merchandise and to import, export, sell, merchandise and articles of all description.

5) To carry on the business of general traders, merchants, wholesalers and retailers, exporters and importers, commissioning agents and manufacturers representatives and to buy, sell, buy, manufacture, import, trade and deal in property, goods, produce, articles and agency, commission, distribution, marketing, commercial, industrial, manufacturing, mercantile, insurance and finance business to do the agricultural chemicals, equipments, and produce, to buy, sell, import, export, manufacture, process, pack, can, supply or otherwise deal in food and food products, flowers, confectionery, cosmetics, perfumeries, toiletries and deodorants, to do auto spare parts, motorbikes and drugs, baby goods and to carry on the business of importing and dealing in garments of all kinds, textiles, piece goods, hosiery, knitting and weaving materials for the manufacture of above products.

6) To carry on the business of miners and mining in all their branches and for the said purpose to buy, purchase, lease or lease, or exchange or otherwise acquire concessions, grants, easements, covenants, claims, properties, easements and effects supposed to contain minerals, minerals or other substances and any other rights, and to explore, mine, work, lease, develop and run to about mines and mining rights and any undertaking connected therewith.

7) To carry on the business as general trader, exporters, suppliers, merchants, traders, wholesalers, retailers and dealers in all types of electrical goods, hardware, building materials, spare parts and maintenance, tyres, tools, tools and accessories for all types of automobiles, motor vehicles, agricultural machinery, implements, equipment, all kinds of industrial projects machinery and equipment, timber, fishing gear, computers, office equipment, cooking oil, foodstuffs, oil, spirits, spirits, sheets, hinges, screens, car, computer, motor, pump, gear, in tools, leather goods, shoes, gloves, sandals, bags and other similar goods.

8) To carry on the business of general traders, merchants, agents, storekeepers, wholesale providers, importers, exporters, and wholesalers and/or retail traders of or otherwise dealers of any in processed, packed, hardware, hardware, grocery, poultry, agriculture, furniture and other consumer goods and requirements and other articles and commodities of various kinds.

...articles and consumption permits, tickets, groceries, medicines, drugs, wires, lamps, lamps, electrical supplies, optical photographic and other instruments, apparatus and materials, motorcycles and motor vehicles, automobiles and generally all manufactured goods of any type and merchandise of all kinds.

- h) To carry on the business as general suppliers of all sorts and types of goods and services to administrations, offices, business shops, schools, factories, hospitals, army, military, marines and all other governmental offices, universities and all other places where the services of a supplier are needed.
- i) To engage and or otherwise carry on business of importing, exporting and distribution of all types of merchandise and to open stores for wholesale or retail of all types of goods.
- ii) To carry on the business as consultants, commission agents, court brokers, debt collectors, revenue collector, public auctioneers, insurance agents, general brokers, importers, exporters, manufacturers representatives, land and estate agents, technical advisors, clearing and forwarding agents, and as businesses and trade agents in all other fields or regions to be or capable of being carried on in connection therewith.
- iii) To carry on the business of transportation, cargo and travel agents, commission agents, customs agents, insurance agents, tourist agents, manufacturers representatives, clearing and forwarding agents, road contractors, cargo superintendents, packers, machinery, heavy machinery, warehousing, engineers, mechanics, motor cars, cabs, omnibuses, taxis, oil tank and coach proprietors and transporters by any other means of conveyance of people and goods in Tanzania and the neighbouring countries and in such other place or places as may from time to time be determined by the company.
- iv) To carry on the business of clearing and forwarding agents, commission agents, transporters, freighters, movers, customs brokers, warehouse and godown keepers, cargo and travel agents, insurance agents, tourist agents, manufacturers representatives, road contractors, cargo superintendents, packers, machinery haulage specialists, warehousemen, engineers, electricians, motor cars, cabs, omnibuses, taxis, motor cars, cabs, omnibuses, taxis, oil tank and coach proprietors and transporters, civil transport contractors and transporters by any other means of conveyance of people and goods in Tanzania and the neighbouring countries and in such other place or places as may from time to time be determined by the company, engage in and or otherwise carry on the business as transporters and transport agents, freight forwarders.
- v) To carry on the business of garage operations and service station for motor vehicles of all kinds, to carry on the safe keeping, cleaning, repairing, relining, sand blasting, spraying and the general care of motor vehicles, aircraft, machinery, equipment and parts whether moved by mechanical power or not, instruments, lamps, appliances, apparatus, fuel for internal combustion engines, lubricants, cosmetics, solutions, batteries and accessories and all things capable of being used in connection with the said businesses or in the manufacture or maintenance of such vehicles, machinery, equipment and parts.
- vi) To manufacture all kinds and varieties of mechanical appliances, instruments and machines and any accessories, tools and products whatsoever.
- vii) To carry on the business of importers, exporters, buying, selling, dealing in hardware, building materials, sanitary ware, etc. pipes, roofing tiles, roofing iron, sawing machines, equipment, agricultural implements and equipment, all species of every description, pumps, detectors, steel fabrication, machine tools, metal plates, electric plates, roofing sheet, wallpaper, doors, frames and roof panels.

- xi) To carry on the business of mining of all types of minerals and gemstones wherever found in all parts of the United Republic of Tanzania.
- xii) To engage, and carry, on the business of proprietors and managers of hotels, restaurants, cafes, road houses, motor salons and holiday camps, caravan sites, guest houses, apartment housekeepers, refreshment and tea rooms, milk and snacks/bars, taverns, beer houses and lodging housekeepers and to provide food and catering services to individuals, firms and public institutions and to individual and business concerns.
- xiii) To promote tourism in Tanzania and elsewhere in Africa, to carry on business of travelling, tour operators and tour operators, to promote (facilitate) travelling to organize hunting, safari camps, fishing and diving expeditions, safari promoters and undertakers generally and to participate in airfares and manage marketing services, photo safaris, excursions, fishing trips, handling of game trophies and animal skins, catching, harbours, transporting, wildlife and marine products of all kind.
- xiv) To appropriate any part or parts of the property of the Company for the purpose of and to build or let shops, offices and other places of business and to use or lease any part of the property of the Company not required for the purposes aforesaid for any purpose for which it may be conveniently used or let.
- xv) To provide or procure the provision by others of every and any service, need, want or requirement of any business nature, required by any person, firm or company in connection with any business carried on by them.
- xvi) To carry on any other trade, business or activity whatsoever and to do anything of any nature which can, in the opinion of the Directors of the Company, be advantageously or conveniently carried on by the Company in connection with, as ancillary to or independently of any of its businesses.
- xvii) 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.
- xviii) To subscribe for, purchase or otherwise acquire and hold shares, stocks, debentures and other securities of any other company and to enter into contracts with the members of the Company in any manner.
- xix) To use any movable or immovable property, right, privilege or franchise acquired by or belonging to the Company in any person or company or behalf of or for the benefit of the Company and with or without any declared trust in favour of the Company.
- xx) To procure the Company to be registered or recognised in any place outside the United Republic of Tanzania.
- xxi) To conduct any business that may seem or be deemed to be in the interest of the Company.
- xxii) To do all such other things as may or may be deemed expedient to contribute to the attainment of any of the objects and the exercise of any of the powers of the Company.

And it is hereby declared that:-

The words "company" in this charter except when used in reference to the Company, shall be deemed to include any partnership in public trade of business, whether corporate or unincorporated, and whether domiciled in the United Republic of Tanzania or elsewhere, and



The objects specified in each of the paragraphs of this charter shall be regarded as independent objects, and accordingly shall in no way be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any such paragraph or the name of the Company, so that each of the said paragraphs defined the objects of a separate and distinct company, and

That the meaning of any definite word or words in any paragraph of this charter shall not be restricted by being construed by association with any particular word or words in the same paragraph.

- 4. The liability of the Members is limited;
- 5. The capital of the Company is 30,000,000/- (Thirty million Tanzanian shillings) divided into 300,000,000/- (Three hundred million) shares of Shillings 100/- (one hundred) each.

The Company shall have power to increase its capital and to divide the shares in its capital or the whole or any part thereof into classes of stock or shares and in which shares respectively shall be conferred, attached or special rights, privileges, or conditions as may be determined by or in accordance with the Articles of Association of the Company.

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

Names, Addresses, and Description of Subscribers.	Number of Shares Taken by Each Subscriber	Signature
YANG YEFEI No 20 Nanyuan Road Daxing County, Yangzhou City Jiangsu Province, P. R. China	297,000	
YANG YEQUAN No 20 Nanyuan Road Daxing County, Yangzhou City Jiangsu Province, P. R. China	3,000	

Dated at Dares Salaam

July 6, 2010

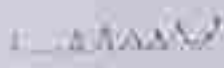
Witness to the above signatures

Name

Signature

Postal Address

Qualification


 YUSUFU MUSAIBI M. N. N. N.
 P. O. Box 72148
 D. O. DAR ES SALAAM
 TANZANIA

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THE COMPANIES ACT 2002
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
RUNYANG COMPANY LIMITED

TABLE A EXCLUDE

1. The regulations in Table A of the First Schedule to the Companies Act 2002 shall not apply to the Company, except so far as the same are accepted or modified in these Articles.

INTERPRETATION

1. Where words used in these Articles bear different meanings, the words standing in the first column of the table hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof.

WORDS AND MEANINGS

"Articles" - these Articles of Association as originally framed or as altered from time to time by Special Resolution.

"A Shareholder" - any holder from time to time of the Shares.

"The Directors" - the persons to be and being of the Company at a duly convened meeting of the directors at which a quorum is present.

"The Office" - the registered office of the Company.

"The Act" - the Companies Act 2002 and every statutory modification and re-enactment thereof for the time being in force.

2. The Company is a private Company and accordingly, no invitation or offer shall be made to the public to take or subscribe for any shares in or debentures of the Company, nor shall the Company add or agree to add (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.

The Company may pay to any person a commission in consideration of his subscribing or agreeing to subscribe (whether absolutely or conditionally) to any shares in the Company, provided that such commission shall not exceed 10 per cent of the price at which such shares are issued, or an amount equivalent to such percentage, and the requirements of the Act are complied with.

3. The Directors may regard to Article 48 hereof and grant options over unissued shares in the Company in excess of any limits specified in the Company's memorandum of association.

provisions of these Articles and the right to sue personally and jointly, on such terms and conditions as the Directors think proper.

4. The general authority conferred by paragraph (a) of this Article shall be exercisable upon due compliance with Article 45 hereof and shall extend to the amount of the authorized share capital of the Company upon its incorporation.
5. The Directors shall be entitled under the general authority conferred by paragraph (a) of this Article to make at any time before the expiry of such authority any offer or agreement which will or might require sufficient securities of the Company to be allotted after the expiry of such authority.
6. If two or more persons are registered as joint holders of any share, any one of such persons may give effective receipts for any dividends or other moneys payable in respect of such share.
7. No person shall be recognized by the Company as holding any share upon any trust, and the Company shall not be bound by or required to recognize any contingent future or partial interest in any share or any right whatsoever in respect of any share other than an absolute right to the entire interest in the registered share, except as by these Articles otherwise expressly provide or as required by law.

CAPITAL

8. The capital of the Company is 30,000,000/= (Thirty million Tanzanian shillings) divided into 300,000 (Three hundred thousand) shares of Shillings 100/= (one hundred) each.

SHARES

9. Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, any share in the capital of the Company may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividends, voting rights or capital or otherwise, as the Company may from time to time by ordinary resolution determine.
10. Subject to all provisions of Companies Act 2015, any preference shares may with the sanction of an ordinary resolution, be issued on the terms that they are, or at the option of the Company are liable to be redeemed on such terms and in such manner as the Company may from time to time by ordinary resolution determine.
11. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed not to be varied by the creation or issue of further shares ranking pari passu therewith.
12. For any class of shares capital of Shillings 100 (one hundred) or shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may be varied with the consent in writing of the holders of the three-fourths of the issued shares of that class, or with the consent of the majority in number of the holders of the issued shares of that class, in any separate general meeting of the holders of the shares of that class. In every such separate meeting the provisions of the Articles relating to general meetings shall mutatis mutandis apply, but so that the holders of all shares of the same class (holding or representing a share or shares of

the said certificate or the said provisional order provided the said person so by doing may demand a poll.

- 11. Every person whose name is entered as holder of the shares of the Company shall, without payment, be entitled to one certificate under the common seal of the Company specifying the share or shares held by him and the amount paid up thereon, provided that in respect of a share or shares jointly or severally held by several persons, the Company shall be bound to issue more than one certificate, and delivery of certificates of a share to one of several joint holders shall be sufficient delivery to all.
- 12. If a share certificate is defaced, lost or destroyed, it may be replaced on payment of such fee, if any, not exceeding one hundred shillings, and on such terms, if any, as to evidence and indemnity as the directors think fit.

LIEN

- 13. The Company shall have a lien on every share for all moneys (whether presently payable or not) due or payable at a fixed time in respect of that share, and the Company shall also have a lien on all shares standing registered in the name of a single person for all moneys presently payable by him or his estate to the Company, but the directors may at any time declare any share to be wholly or in part exempt from the provisions of this article. The Company's lien, if any, on a share shall extend to all dividends payable thereon.
- 14. The Company may sell, in such manner as the directors think fit, any shares on which the Company has a lien, but no sale shall be made (unless some sum in respect of which the lien exists is presently payable) nor until the expiration of fourteen days after a notice in writing, setting and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share, or the person entitled by reason of his death or bankruptcy to the share.
- 15. Notwithstanding to any such sale the directors may authorize some person to transfer the share sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer and he shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
- 16. The proceeds of any such sale shall be applied in payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue shall be held (subject to a like lien for sums not presently payable as existed upon the shares prior to the sale) by the Company, or other person entitled to the shares after sale of the same.

CALLS ON SHARES

- 17. The directors may from time to time make calls upon the members in respect of any moneys due or owing by them to the Company, and each member shall (subject to receiving at least fourteen days notice specifying the time or times of payment) pay to the Company at the time or times so specified the amount called as the shares in which he is entitled to have been made a member when the resolution of the directors authorizing the call was passed.
- 18. The joint holders of a share shall be jointly and severally liable to make and to respect

- 19. The directors may, at their discretion, make it the duty of the person responsible for payment thereof, the person from whom the sum to be paid shall pay interest upon the sum at bank rate prevailing from time to time from the day approved for payment thereof to the time of actual payment. Such provision shall be without prejudice to the rights of the holder of the share.
- 20. The provisions of these articles as to the liability of joint holders and as to payment of interest shall apply in the case of joint holders as if the joint liability of the joint holders of shares (including) payable at a fixed time, whether on account of the amount of the share, or by way of premium, as if the same has become payable by virtue of a call duly made and notified.
- 21. The directors may make arrangements in the issue of shares to: a) distribute between the holders in the amount of calls to be paid and in the times of payment.
- 22. The directors may, at their discretion, advance moneys to the holder of any share to advance the same all or any part of the moneys unpaid and unpaid upon any shares held by him, and upon all or any of the moneys so advanced may (until the same would but for such advance become presently payable) pay interest at such rate (not exceeding, without the sanction of any Company in general meeting, the bank rate existing from time to time as may be agreed upon between the member paying the sum in advance and the directors).

TRANSFER AND TRANSMISSION

- 23. Subject to the provisions hereinafter contained, shares in the Company shall be transferable, by written instrument in the common form supplied by both the transferor and transferee, and the transferee shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect thereof.
- 24. The directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of shares to any person whom they do not approve, not being already a member of the Company and may also decline to register any transfer of shares on which the Company has a claim. The directors may also suspend the registration of transfers during the fourteen days immediately preceding the ordinary general meeting in each year. The directors may decline to recognise any instrument of transfer unless:
 - (a) it is in respect of a share which is fully paid up and is not subject to any lien or charge in respect of a debt due to the Company;
 - (b) it is accompanied by the certificate of the shares to which it relates and such other evidence as the directors may, in their absolute discretion, require to show the right of the transferor to make the transfer;
 - (c) it is accompanied by a copy of the instrument of transfer of any other shares which were held by the transferor at the date on which the transfer was lodged with the Company and to the transferee, subject to the refusal;
 - (d) it is accompanied by a copy of the instrument of transfer of any other shares which were held by the transferor at the date on which the transfer was lodged with the Company and to the transferee, subject to the refusal;
- 25. If a person is named in a copy of the instrument of transfer of shares which is not a person recognised by the Company as having any title to the shares, in the case of shares registered in the names of two or more holders, the survivor or survivor or the personal representatives of the deceased survivor, shall be deemed to be the person entitled to the shares as if he were the holder of the shares.
- 26. Any person claiming title to a share in consequence of the death, bankruptcy or other event shall, upon such evidence being produced as may from time to time be required by the directors, have the right either to be registered as a member in respect of the share or

...together with any interest which may have accrued

- 44. ...the date of the notice on or before which the dividend is to be made and have such, that in the event of non-payment, at or before the time appointed the shares in respect of which the dividend has been made shall be forfeited.
- 45. If the requirements of any such notice as aforesaid are not complied with, any share so forfeited shall not be entitled to any dividend or interest which may be payable thereon, and the directors may sell the same, and in such manner as they think fit.
- 46. A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the directors think fit.
- 47. A person whose shares have been forfeited shall remain liable to pay to the Company all moneys which, at the date of the forfeiture, were lawfully payable by him to the Company in respect of the shares, and the directors may, if and when they think fit, require the person to pay the full amount of the shares.
- 48. The proceeds of the sale or disposal of forfeited shares owned by the Company shall be applied at any time to purchase or discharge all or any of the shares held by any member of the Company at a price equal to the sum paid up thereon, and upon the tender of that price by the holder or transferee of the shares to any other member for the shares held by him, the member shall execute transfer of the shares to the member by whom the tender is made or their nominees in such shares and proportions as they shall direct. If the member by whom the tender is made neglects or refuses to accept the sum tendered or to execute transfers of the shares the Company may on proof of his neglect or refusal accept and give a good discharge for the moneys tendered on behalf of the member to whom the same shall have been tendered, and the provisions of articles 23 shall apply to the execution of transfers of the shares and the regulation of the members by whom the tender was made or their nominees as owners of the said shares.
- 49. A statutory declaration in writing by the directors a director of the Company, and that a share in the Company has been duly forfeited or extinguished on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. The Company may receive the consideration of any such share and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of and he shall thereupon be registered as the holder of the share, and such sale or disposal shall be valid notwithstanding any irregularity or invalidity in the proceedings in relation to the forfeiture or extinguishment, sale or disposal of the share.
- 50. The provisions of these articles shall not apply to any sum which, by terms of issue of shares, becomes payable at a fixed time, whether on account of the amount of the shares, or by way of premium, as if the same had been payable by virtue of a call duly made and notice.

ALTERATION OF CAPITAL

The Company may, from time to time, by ordinary resolution, purchase its own shares by such sum to be debited into shares of such amount as the resolution shall prescribe.

Subject to any restriction which may be imposed by the resolution authorizing the purchase of share capital, as hereinafter provided, before any offer to such persons as at the date of the offer are entitled to receive notices from the Company of general meetings or otherwise, as nearly as the circumstances permit, an amount of its existing shares to which they are entitled. The offer shall be made by notice specifying the number of shares offered and expiry date within which the offer, if not accepted, will be deemed to be declined, and within the expiration of which, if no record of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the directors may dispose of the same in such manner as they think most beneficial to the Company. The directors may likewise dispose of any new shares which, by reason of the ratio which the new shares bear to shares held by persons entitled to an offer of new shares, cannot, in the opinion of the directors, be conveniently offered under this article.

These shares shall be subject to the same provisions with reference to payments of calls, lien, transfer, transmission, forfeiture, expropriation, and otherwise as the shares in the original share capital.

The Company may, by ordinary resolution:

Consolidate and divide all or any of its share capital into shares of larger amount than is fixed by the memorandum of association, and divide its existing shares, or any of them, into shares of smaller amount than is fixed by the memorandum of association, subject, nevertheless, to the Companies Act;

Cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person, and may, by special resolution:

Reduce its share capital and any public redemption reserve fund in any manner and with and subject to any incident authorised and permitted, required, by law.

GENERAL MEETINGS

The Company shall in each year hold a general meeting as its annual general meeting in accordance with the provisions of the Companies Act, and shall specify the meeting as such in the notices calling it, and not more than fifteen months shall elapse between the date of an annual general meeting 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 in such place as the directors shall appoint.

All general meetings other than the annual general meeting shall be called extraordinary general meetings.

The directors may, whenever they think fit, convene an extraordinary general meeting, and any shareholders are not, within the meaning of the Companies Act, entitled to demand the calling of such a meeting, and directors of any one shareholder of the Company may convene an extraordinary general meeting in the same manner as if they were all shareholders, and the meetings may be convened by the directors.

PROCEEDINGS AT GENERAL MEETINGS

- 40. No annual general meeting and a meeting called for the passing of special resolutions shall be called by twenty-one days notice in writing at the least, and all other meetings by fourteen days' notice in writing at least. Such notice shall be exclusive of the day on which it is given or intended to be served and of the day on which it is given and shall specify the place, the day, and the hour of meeting and, in case of special business, the general nature of the business, shall be given in the manner hereinafter mentioned, and in such other manner as may be necessary to procure fully compliance with the meeting to such persons as are, under these articles, entitled to receive such notice from the Company, but with the consent of all the members entitled to receive notice of such particular meeting, the meeting may be convened by such officers before and in such manner as shall be hereinafter provided.
- 41. The accidental omission to give notice of, or the non-receipt of notice of a meeting by any member shall not invalidate the proceedings at any meeting.
- 42. All business shall be deemed special that is transacted at an extraordinary general meeting, and all business transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts and balance sheet and the ordinary report of the directors and auditors, the election of directors in the place of those retiring by rotation, and the reappointment and fixing of the remuneration of the directors.
- 43. No business shall be transacted at any general meeting unless a quorum of members is present at all times when the meeting is sitting for business; same as herein otherwise provided for members personally present shall be a quorum.
- 44. A meeting called for any purpose shall be dissolved if the meeting is adjourned for a second time, if convened upon the requisition of members, shall be dissolved, in any other case, shall stand adjourned to the same day in the next week, at the same time and place, and if at the adjourned meeting a quorum is not present, the meeting shall be dissolved.
- 45. The chairman, if any, of the board of directors shall preside as chairman at every general meeting of the Company.
- 46. If at any time when a meeting is being held and not presided within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as chairman, the members present shall choose some one of their number to be chairman.
- 47. The chairman may, with the consent of any meeting at which a quorum is present (and shall be elected 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 left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
- 48. 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 demanded by the requisition of the requisition of the show of hands demanded by at least one member entitled to vote present in person or by proxy, and unless a poll is so demanded, a declaration by the chairman that the resolution has, on a show of hands, been carried, carried by a majority, or by particular majority, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, the resolution.

- 25. If a poll is demanded, it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be a resolution of the meeting at which the poll was demanded.
- 26. A poll may be demanded at any meeting on a show of hands or on a poll. The chairman of the meeting at which the show of hands takes place, or at which the poll is demanded, shall be entitled to a second or casting vote.
- 27. A poll demanded on any matter — a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs.
- 28. Any document or receipt of the Company, authenticated or witnessed by general meeting and evidenced by writing, under the hands of all the directors or a sole director and of members of the Company holding three-fourths of the issued shares of the Company shall be as valid and effectual as any ordinary resolution duly passed at a general meeting of the Company, duly sanctioned and held.

VOTES OF MEMBERS

- 29. On a show of hands every member present in person shall have one vote. On a poll every member shall have one vote for each share of which he is the holder.
- 30. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members.
- 31. A member, or his proxy, or in respect of whom an order has been made by any court having jurisdiction in equity may vote, whether on a show of hands or on a poll, by his committee, a custodian bank, or other person in the nature of a committee or curator bonis appointed by that court, and any such committee, curator bonis, or other person may, on a poll, vote by proxy.
- 32. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.
- 33. An objection shall be raised in the determination of any vote, except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not objected at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to a chairman of the meeting whose decision shall be final and conclusive.
- 34. A vote cast may be given either in person or by proxy.
- 35. The execution appearing a proxy shall be given under the hand of the appointor or his executor, his administrator, or if the appointor is a corporation either under its common seal, or under the hand of an officer or attorney so authorized. A member shall not be entitled to appoint more than one proxy to attend on the same occasion nor may a proxy vote except on a poll.

16 The instrument purporting to proxy and the power of attorney which a member of the Company uses in connection with it shall be deposited at the registered office of the Company not less than forty-eight hours before the time for holding a meeting or adjourned meeting, at which it is so deposited, and the person who deposits the instrument proposed to vote, and in default the instrument of proxy, shall not be treated as valid.

17 A confidential proxy may be in the following form, or in any other form which the directors shall approve:

Witness

I, _____ of act being a member of the _____ limited
do hereby proxy to you (or me and/or my broker) at the
ordinary (or extraordinary, as the case may be) general meeting of the Company to be held on
the _____ day of _____ at _____
and at any adjourned meeting thereof

Signature _____ of _____
Copy of _____

18 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 in behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company.

DIRECTORS

19 The first directors shall be Mr. Yang Yehui, Mr. Yang Yehui and shall be appointed by the subscribers to the Memorandum of Association. Unless and until otherwise determined by the Company by ordinary resolution the number of directors shall not be less than two.

20 The names of the first directors of the Company are as follows:
1. YANG YEHEI
2. YANG YEHUI

21 The remuneration of the directors shall continue to be as determined by the Company in general meeting.

22 In addition to their usual remuneration the directors shall also be paid such traveling, hotel and other expenses as may reasonably be incurred by them in the exercise of their duties, including any such expenses incurred in connection with their attendance at meetings of the firm.

23 The directors may, if being appointed any person, who is approved by the majority of the directors to be not a partner in any business in which the directors to which he is elected to be a partner. Every such director shall be entitled to attend all meetings of the directors and to attend and vote thereat as a director when the person appointing him is not a partner in such business and when he is a partner to have a partner, you, in behalf of the directors to be representing in addition to his own vote. A director may at any time in writing withdraw his appointment of an alternate appointed by him. Every such alternate shall be an

Director of the Company and shall not be entitled to be the agent of the Director appointing him. The remuneration of such agent shall be payable out of the remuneration payable to the Director appointing him, and the provisions hereof shall be agreed between them. No Director or Director-elect shall pay any share subscription.

75. A Director and Executive Director shall not require a share qualification by nevertheless shall be entitled to attend and speak at any general meeting of the Company and at any separate meeting of the holders of any class of shares in the Company.

76. The Company may by the ordinary resolution remove any Director before the expiration of his period of office, and may by an ordinary resolution appoint another person in his stead, and vacancy occurring in the board of Directors may be filled up by the Company by an ordinary resolution.

POWERS AND DUTIES OF DIRECTORS

77. The business of the Company shall be managed by the Directors, who may pay all expenses incurred in forming and registering the Company, and may exercise all such powers of the Company as are not, by the Companies Act 2002 or any statutory modification thereof, for the time being in force, or by these articles, required to be exercised by the Company in general meeting, subject nevertheless to the provisions of these articles and of the said Act, and the exercise of such powers shall be subject to control of any general meeting of the Company, resolution passed for the purpose, but no resolution of the Company in general meeting shall invalidate any act of the Directors which would have been valid if that resolution had not been passed.

78. The Directors may from time to time appoint one or more of their body to the office of managing director or manager for such term and at such remuneration (whether by way of salary or commission or participation in profits, or partly in one way and partly in another, as they may think fit. The office of managing director shall be subject to determination and may from time to time be subject to be a Director, or if the Company in general meeting resolves that his tenure of the office of managing director or manager be determined.

79. The Directors may exercise all the powers of the Company, to borrow money, and to mortgage or charge its undertaking, property, uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as trustees for any speciality, or assignment of the Company or of any part thereof.

80. The Directors shall duly comply with the provisions of the Companies Act 2002 or any statutory modification thereof for the time being in force, and particularly with the provisions in regard to registration of the particulars of mortgages and charges affecting the property of the Company, or created by it, and to keeping a register of the Directors and secretaries, and in relation to the register of companies an annual list of members, and a summary of particulars relating thereto, and notes of any consolidation or increase of share capital, or conversion of shares into stock, and copies of special and extraordinary resolutions, and a copy of the register of Directors and secretaries of any company in which

81. The Directors shall cause minutes to be made in the books provided for the purpose

82. The names of the Directors present at each meeting of the Directors and of any committee of the Directors.

27 In all resolutions and proceedings with respect to the company and of the directors and of committees of directors and every member present at any meeting of directors or committees of directors shall sign his name in a book to be kept for that purpose.

DISQUALIFICATION OF DIRECTORS

- 28 The Office of any director shall be vacated if the director:
 - 28a Resigns his office by notice in writing to the Company;
 - 28b Becomes bankrupt in this Territory or in any other territory which is declared to be a reciprocating territory under the bankruptcy Act; or
 - 28c Is punished with imprisonment for a term exceeding six months without the option of fine; or
 - 28d Is required in writing by all his co-directors to resign.
- 29 Any director of any Company of firm in which a director is a member may enter into contracts with the Company and any director may vote as a director or shareholder in respect of such contract and retain for his own use profits made by him under any such contract provided always that unless he be at the same time a director he must disclose his interest to his co-directors before the contract is entered into by the directors, and if he be at the time also a shareholder the contract must be entered into by the Company in public meeting, and while the contract is entered into the director or directors must disclose his or their interest to the meeting.

PROCEEDINGS OF DIRECTORS

- 30 The directors may meet together for the dispatch of business and otherwise regulate their proceedings as they think fit, questions arising at any meeting shall be decided by a majority of votes. In case of any equality of votes the chairman shall have a second or casting vote. A director may, and the secretary or the requisition of a director shall at any time summon a meeting of the directors.
- 31 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.
- 32 The continuing directors may act notwithstanding any vacancy in the body, but if and so long as that number is reduced below the number fixed by or pursuant to these articles as the quorum of directors the continuing directors may 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.
- 33 The Directors may elect a chairman of their general meeting and determine the period for which he is to hold office, but if no such chairman is elected, 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 that meeting.
- 34 The directors may delegate any of their powers or committees consisting of such members of their body as they think fit, any committee so formed shall in the exercise of the powers so delegated conform to any regulation that may be imposed on them by the directors.
- 35 A committee may elect a chairman of their meeting, if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for

10. The directors may meet and adjourn as they think proper. Business done at any meeting shall be determined by a majority of votes of the directors present, and in the case of an equality of votes the chairman shall have a second or casting vote.

11. No vote shall be given by any meeting of the directors or of a committee of directors or any person acting as a director, that notwithstanding that it should be discovered that there was some defect in the appointment of any such director or persons acting as a director, or that they or any of them were disqualified, or ineligible to be or to have been appointed, to be a director.

12. A resolution determined or adopted by a meeting of directors and evidenced by writing under the hands of all directors or some director or of all members of a committee or of some member of a committee, shall be as valid and effective as a resolution duly passed at a meeting of the directors or of such committee.

SECRETARY

13. The secretary shall be appointed by the directors for such term as such resolution and upon such conditions as they may think fit and any secretary so appointed may be removed by them.

14. No person shall be appointed or hold office as a secretary who is:

- (a) a director of the Company, or
- (b) a corporation a director of which is a director of the Company, or
- (c) a trustee of a corporation which is a director of the Company.

15. A provision of the Companies Act 2006 or these regulations requiring or authorising a thing to be done by or for 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

16. The Director shall provide for the safe custody of the seal which shall only be used by the authority of the directors or of a committee of the directors or of a committee of the directors authorised by the directors in that behalf, and every instrument to which the Seal Secretary or by a second director or by some other person appointed by the directors for the purpose shall be that the directors may by resolution determine, either generally or in any particular case, that the signature of any Director may, be affixed by some mechanical means to be specified in such resolution, provided that the use of such means is by such resolution restricted to contracts which have first been approved by the Auditors, Transfer Agents, Transfer Agents or Bankers of the Company in writing.

DIVIDENDS AND RESERVE

17. The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the directors.

18. The directors may from time to time pay to the members such interim dividends as appear to them to be due, subject to the articles of the Company.

100 Dividends shall be paid quarterly shall out of profits.

101 Subject to the rights of persons if any entitled to shares with special rights as to dividends the dividends shall be divided and paid according to the amounts paid on the shares but if and so long as nothing is paid up on any of shares in the Company dividends may be retained and paid according to the amount of the shares. No amount paid on a share or advanced on account of shares with preference shall be treated for purposes of this article as paid on the share.

102 The directors may before recommending any dividend set aside out of the profits of the Company such sums as they think proper as a reserve or reserves which shall at the discretion of the directors be applicable for meeting contingencies or for equalising dividends or for any other purpose to which the profits of the Company may be properly applied and pending such application may at the like discretion either be employed in the business of the Company or be invested in such investments (other than shares of any company) as the directors may from time to time think fit.

103 If several persons are registered as joint holders of any share any one of them may give effectual receipts for any dividends payable on the share.

104 No dividend shall bear interest against the Company.

ACCOUNTS

105 The directors shall cause proper books of accounts to be kept with respect to:-
a) sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure take place

b) sales and purchases of goods by the Company, and the Assets and liabilities of the Company. Proper books of account means such books as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

106 The books of accounts shall be kept at the registered office of the Company, or at such other place or places as the directors think fit, and shall always be open to the inspection of the members.

107 All members shall from time to time determine whether and to what extent and at what time and places and under what conditions or qualifications the accounts and books of the Company or any of them shall be open to the inspection of members not being directors, and no member shall have a right of inspecting any account or book of accounts of the Company except as is conferred by statute or authorised by the directors or by the Company in general meeting.

108 The directors shall from time to time cause accounts and returns of the Company for any financial year to be prepared for the time being in force, which shall be prepared and to be laid before the Company in general meeting such profit and loss accounts, balance sheet, profit and loss account in any, and returns as are required in those sections.

109 A copy of every balance sheet (including every document required by the law to be annexed thereto) and of every return of the Company for any financial year shall be prepared and to be laid before the Company in general meeting such profit and loss accounts, balance sheet, profit and loss account in any, and returns as are required in those sections, shall not less than twenty one days be

2010:20 every member of the body holds in certificates or in January and in every year regulated under regulation 11. Provided that the regulator shall not require a copy of those documents to be sent to any member of whose shares the Company is not aware and more than one to the joint holders of any shares or debentures.

CAPITALISATION OF PROFITS

125 The Company is given in making any resolution the recommendation of the directors resolve that the directors to capitalise any part of the amount for the time being standing to the credit of any of the Company's (reserve accounts or to the credit of the profit and loss account or otherwise available for distribution and accordingly that such sum be set free for distribution amongst the members who would have been entitled there to distributed by law of dividend and in the same proportions (or condition) that the same be not paid in cash but be applied either in or towards paying up any amount for the time being unpaid on any shares held by such members respectively or paying up in full unpaid shares or debentures of the Company to be issued and distributed credited as fully paid up to and amongst such members in the proportion aforesaid, or partly in any one way and partly in the other, and the directors shall give effect to such resolution.


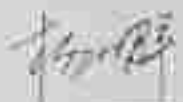
Provided that a share premium account and capital redemption reserve fund may for the purpose of this regulation, only be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares.

126 Where any resolution as aforesaid shall have been passed the directors shall make all arrangements and applications of the undivided profits resolved to be capitalised thereby, not as allotments and issue of fully paid up shares or debentures, if any, and generally shall do all such acts and things to give effect thereto, with full power to the directors to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they at any time think fit for the case of share or debentures becoming distributable in fractions, and also to execute any power to enter or make an agreement with members entitled thereto into an agreement with the Company providing for the allotment to them respectively credited as fully paid up, of any other shares or debentures to which they may be entitled up on such capitalisation, or (as the case may require) to be paid up by the Company or their behalf by the application thereto of their respective proportions of the profits of the resolved to be capitalised or the amount or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effectively and binding on all such members.

AUDIT

- 127 Auditors shall be appointed and their duties regulated in accordance with the law for the time being governing the business of auditors, specifically of a company like this.
- 128 If a member has no registered address in Tanzania and has not supplied to the Company an address within the Republic of Tanzania for the giving of notices to him, a notice addressed to him and delivered to the registered office of the company, shall be deemed to do fully comply with the law or why it is so displayed.
- 129 The company shall have power to make rules, orders, and regulations etc. specifically for purposes of governing any matter or activity of the company.

NOTICES

Name, Address, and Description of Subscribers	Number of Shares Taken by Each Subscriber	Signature
YANG YEFEI No 20 Nanyuan Road Baoyan County Yangzhou City Jiangsu Province, P. R. China	297,000	
YANG YEQIN No 20 Nanyuan Road Baoyan County Yangzhou City Jiangsu Province, P. R. China	3,000	

NAME: YANG YEFEI

July 6, 2018

ADDRESS: 20 Nanyuan Road

NAME:

SIGNATURE:

POSTAL ADDRESS:

TELEPHONE:

1234567
 COUNTY: ...
 P.O. BOX 12345
 CITY: ...
 STATE: ...



City/ea 20x of online
 2018