

**THE COMPANIES ACT NO. 12 OF 2002**

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**COMPANY LIMITED BY SHARES**

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**MEMORANDUM**

**AND**

**ARTICLES OF ASSOCIATION**

**OF**

**TAIHE INVESTMENT MANAGEMENT LIMITED**

**Incorporated .....days of.....**

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**Drawn by:**

**WANG JIHUI**

**P.O.BOX 113**

**SHINYANGA**

**THE UNITED REPUBLIC OF TANZANIA**

**CERTIFICATE OF INCORPORATION**

**NO. \_\_\_\_\_**

**I HEREBY CERTIFY THAT**

**TAIHE INVESTMENT MANAGEMENT LIMITED**

**Is this day incorporated under the company Act NO.? 12 of 2002**


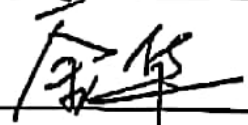
**And that the company is limited**

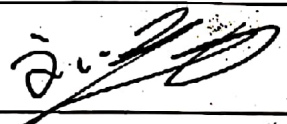
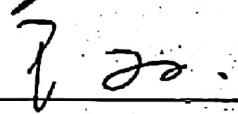
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**THE COMPANIES ACT NO. 12 OF 2002**  
**COMPANY LIMITED BY SHARES**  
**MEMORANDUM OF ASSOCIATION**  
**OF**  
**TAIHE INVESTMENT MANAGEMENT LIMITED**

1. The name of company is **TAIHE INVESTMENT MANAGEMENT LIMITED**
2. The registered office of the company will be situated in mainland of Tanzania
3. The subject for which the company is established are
  - (a) To excavate and extract and submit to any refinement process or manufacture, to prepare for market and to generally carry on the business of mining.
  - (b) Growth and expansion strategies-extensive with experience with scale –up and operation of continuous flow and batch technologies and growing a business while minimizing disruptions to the existing business.
  - (c) To amalgamate with, or enter into partnership or into arrangement for sharing profit, union of interest co-operation joint adventure reciprocal concession or otherwise with any person or company caring on engaged in, or about to carry on engage in any business to transaction capable of being conducted to as directly to benefits this company. And to take or otherwise acquires shares and securities of any such company and self-re-issue with or without guarantee or otherwise deals with the same
  - (d) To promote another company for the purpose of acquiring all or any of the property and liability of this company or for any other purpose which may be seen directly or indirectly calculated to benefit this company.
4. The liability of the members is limited
5. The share capital of the company in Tanzania shillings One billion and two hundred Millions (1,200,000,000) divided into Ten Thousand (10,000) ordinary shares of Tanzania Shilling One Hundred Twenty thousand (120,000)

We the several person whose names and addresses are subscribed hereof are desirous of being formed into a company in pursuance of this memorandum of the association and we respectively agree to take the number of shares in the in the capital of the company set opposite our respective names

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS	AND FOR	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE OF SUSCRIBER
WANG JIHUI P.O.BOX 113 SHINYANGA		3500	
JIN HUA P.O BOX 113 SHINYANGA		2500	


LIU TAO P.O BOX 113 SHINYANGA	2000	
WANG SHUANG P.O BOX 113 SHINYANGA	2000	

Shares taken 10000 shares

Dated this 17<sup>th</sup> day of November 2025

Witness to the above signature:

Name..... MARY LUYISO MGENI

Signature..... 

Postal Address..... P.O. Box 14692 DAR ES SALAAM

Qualification..... ADVOCATE



**THE COMPANIES ACT NO 12 OF 2002  
COMPANY LIMITED BY SHARES  
ARTICLES ASSOCIATION  
OF  
TAIHE INVESTMENT MANAGEMENT LIMITED**

**INTERPRETATION**

1. In this articles unless the context otherwise requires
  - “Tanzania” means the united republic of Tanzania
  - “The act” mean the companies Act No 12 of 2002
  - “The article” means this Articles Association as originally framed on as altered from time to time by special resolution
  - “The directors” means the direction for the time of the company
  - “The secretary” means the secretary of the company and any person appointed to perform the duties of secretary
  - “The office” means the registered office for the time being of the company
  - “The seal” means the common seal of the company
  - “Person” includes corporation, registered village, co- operative society or government

The singular includes the plural and vice versa

2. The company is a private and accordingly:-
  - a. The right of transfer shares restricted in the manner hereinafter prescribed
  - b. The number of member of members of the company who having been formerly in the employment and have continue after the degeneration of such employment to the members company) is limited to one.  
Provided that where two or more person hold one more shares in the company Jointly they shall for the purpose of this Article be treated as a single member
  - c. Any invitation to the public to subscribe for any or debentures of the company is prohibited;
  - d. The company shall not have power to issue share warrants to bearer.

**SHARE CAPITAL ABDSHARES:-**

3. The share capital of the company in Tanzania shillings One billion and two hundred Millions (1,200,000,000) divided into one hundred (100) ordinary shares of shillings Twelve Million (12,000,000/=) each

4. The shares of the company shall be under the control of the Board of Directors and Memorandum of Association and without prejudice to any special rights previously conferred on the holders existing shares of class of shares, may be issued with such preferred, deferred or other special rights, or such restrictions, whether in regard to dividend. Voting, return of capital or otherwise, as the company may from time to time by special resolution determine, and any preference share may, with the sanction of a special resolution.

5. if at any time share capital is divided into different classes of the shares, the rights attached to any class (unless otherwise provided by the terms of issue of two shares of that class) may be varied with the consent in writing of the holders of three – fourths of the issued shares of that class or with the sanction of an extraordinary resolution passed at a separate general meeting the provision of these regulations relating to general meeting shall mutates apply.

6. Every person whose name is entered in the register of the members shall without payment, be entitled under the seal of the company specifying the share or shares held by him or such body and the amount paid up thereon, provided that in respect of the share or shares held jointly by several persons the company shall not be bound to issue more than one certificate, and delivery of certificate for share to one of several joint holders shall be sufficient delivery to all.

7. The company shall be entitled to treat the person whose name appears upon the register in respect of any share as the absolute owner therefore and shall not be under any obligation to whether or not it shall have express or equity or equitable claim to or partial interest in such shares whether or not it shall have express or other notice thereof.

8. If a share certificate is defaced, lost or destroyed it may be renewed on payment. Of such fee, if any not exceeding one shilling, and on such terms, if any as to evidence and indemnity as the Directors think fit.

#### **LIEN**

9. The company shall have a first and paramount lien upon all shares (whether fully paid or not) registered in the name of any member, either alone or jointly with any other person for his debts, liabilities and engagements, whether solely or jointly with any other person to or with the company whether the period for the payment, fulfillment or discharge thereof shall have actually arrived or not and such lien shall extend to all dividends from time to time declared in respect of such shares. But the director may at any time declare any share to be exempt wholly or partially from the provisions of this Article.

#### **CALLS ON SHARES**

10. The directors may subject to any condition of attachment, from time to time make calls upon the members in respect of the share or by money unpaid on their shares (whether or not shall be payable at less than thirty days from the date appointed for the last call, and each member shall (subject to being given at least fourteen days notice specifying the time or time and place of pay to the company at time or call may be revoked or postponed as the Directors may determine.

11. Joint holders of share shall be jointly and severally liable to pay calls in respect thereof.

12. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof the person from whom the sum is due shall pay interest upon the sum at the rate of either percent per annum from the day appointed for the payment thereof to the date of the actual payment but the Directors shall be at liberty to waive payment of that interest wholly or in part.
13. The Directors may make arrangement on the issue of shares for difference between the holders in the amount of calls to be paid and in the time of payment.
14. The Directors may if they think fit, receive from any member willing to advance the same all or any part of the moneys uncalled and unpaid upon any shares held by him as a payment in advance of calls which shall extend, the liability upon the shares in respect of which is advance and upon all or any of the moneys so advance may (until the same would but for such advance become presently payable) pay interest at such rate (not exceeding without the sanction of the company in general meeting as may be agreed upon between the member paying the sum in advance and the director.

## **TRANSFER AND TRANSMISSION OF SHARES**

15. Subject to the provision hereinafter contained shares in the Company shall be transferable by written instrument in the common form hereunder provided signed by both the transfer and the transferee, and the transferor 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.

16. Save as in hereinafter provide, the Directors may in their absolute discretion declare to register any transfer of shares to a person of which 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 lien. The Directors may also suspend the registration of transfers during the period of fourteen days immediately preceding the Annual General meeting in each year. The Direction may also decline to recognize any instrument of transfer unless

(a) A fee not exceeding two shillings is paid to the Company in respect thereof and

(b) The instrument of transfer is accompanied by the certificate of the shares to which it relates and such other evidence as the Directors may reasonably require showing the right of the transfer to make the transfer.

17. If the Directors refuse to register a transfer of any shares they shall with two months after the date of which the transfer was lodged with the company send to the transferee notice of the refusal.

18. The legal personal representative of a deceased holder of a shares shall be the only person recognized by the company of having any title to the share and in case of a share registered in the names of two or more holders, the survivors or survivor or the legal personal representative of the survivor shall be the only person recognize by the company as having any titled refusal

19. Any person become entitled to a share in consequence of the death or bankruptcy of a member shall upon such evidence being produced as may from time to time be property required by director have the right either to be registered as a member in respect of the shares or instead of being registered himself to make such transfer of the shares as the deceased as or bankrupt persons could have made but the director but the director shall in either case have the same right to decline or suspended registration as they would have had in the death or case of a transfer of the shares by the deceases or bankrupt person before the death or bankruptcy. Any person so becoming entitled to a share shall be entitled to the same dividends as other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not before being registered as a member in respect of the share be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company

20. Save as is hereinbefore provided, no shares in the company shall be transferred otherwise than to a person who is already a member of the company until the rights of pre-emption hereby conferred shall have been exhausted that is to say
- (a) Every share holder or trustee in bankruptcy, or any person who may desire to sell or transfer any such share (hereinafter called the vendor) and every person representative of the deceased share holder shall give notices in writing to the directors of his intention so do such notice shall constitute the board his agent for the sale of the said shares in one or more lots at the discretion of the board to members of the company at price to be agreed upon by the vendor and the board or in default of agreement at a price which the auditor of the company of the time being shall certify by writing under his hand to be in his opinion the fair selling value thereof as between a willing vendor and a willing purchaser
  - (b) Upon the price being fixed as aforesaid they shall forth with give notice to all the members of the company of the number and price of the shares to be sold and invite each of them to state in writing within thirty days from the date of the said notice whether he is willing to purchase any and if so what maximum number of the said shares
  - (c) At the expiration of the said thirty days the board shall allocate the said shares to the member or amongst the member who shall have expressed his or their willingness to purchase as aforesaid so far as may be pro rata according to the number of shares already held by them respectively PROVIDED THAT no member shall be obliged to take more than the said maximum number of shares so notified by him as aforesaid
  - (d) Upon such allocation being made the vendor shall be bound on payment of the said price to transfer the shares to the purchasers. If he makes default in so doing the chairman for the time being of the directors of the company or failing him one of the directors duly nominated by resolution of the board for that purpose shall forth with be deemed to be the duly appointed attorney of the vendor with full power to execute complete and deliver in the name and on behalf of the vendor a transfer of the shares to the purchasing member and the board may receive and give a good discharge for the purchase money on behalf of the vendor and enter the name of the purchaser in the register of members as holder by transfer of the shares purchased by him
  - (e) In the event of the whole or any lot of shares offered through the board as provide by this article not being sold in the manner by that article provided, the article not being sold in the manner by that article provide the vendor may at any time within six calendar months after the notice given by the board to the members transfer the shares not so sold to any person and any price

#### **FOREFEITURE OF SHARES**

21. If a member fail to pay any call or installment of a call on the day appointed for payment thereof the directors may at any time thereafter during such time as any part of such call or installment as is unpaid serve a notice on him requiring payment of so much of the call or installment as is unpaid together with any interest which may have accrued
22. The notice shall name a further day (not earlier than the expiration of fourteen days from the date of the notice) on or before which the payment required by the notice is to be made and shall state that, in the event of non payment or before the day appointed the shares in respect of which the call was made be liable to be forfeited
23. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice have being given may at any time thereafter before the payment required by the

noticed has being made be forfeited by a resolution of the directors to that effect, and such for future shall extend to any share forfeited not actually paid at the date of the said notice

24. A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the directors think fit, and at any time before a sale or disposition the forfeiture may be cancelled on such terms as the directors think fit
25. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares but shall, notwithstanding remain liable to pay to the company all money which, at the date of the forfeiture, were presently payable by him to the company in respect of the shares, but his liability shall cease if and when the company receives payment in full of the nominal amount of the shares
26. A statutory declaration in writing that will declare is the director of the company. And that a share of the company has been duly forfeited and expropriated on a date stated in the declaration shall be conclusive evidence of the fact there stated as against all persons claiming to be entitled to the share. The company may receive the consideration if any given for the share on any sale or disposition thereof and may execute a transfer of the share in favor 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 shall not be bound to see to the application of purchase money if any nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture or expropriation sale or disposal of the share.
27. The provisions of these articles as to forfeiture shall apply in the case of nonpayment of any sum which by the terms of issue of a share, become payable at a fixed time, whether on account of the amount of the share or by way of premium as if the same been payable by virtue of a call duly made and notified

#### **CONVERSION OF SHARES INTO STOCK**

28. The company may by original resolution convert any paid-up shares into stock, and reconvert any stock into paid-up shares of any denomination.
29. The holders of stock may transfer the same or any part thereof, in the same manner, and subject to the same regulations as and subject to which the stock arose might previously to conversion have been transferred or as near thereto as circumstances admit but the directors may from time to time fix the minimum amount of stock transferable and restrict or forbid the transfer or fraction of the minimum but the minimum shall not exceed the nominal amount of the shares from which the stock arose
30. The holders of the stock shall according to the amount of the stock held by them, have the same right privilege and advantage as regards dividends at meeting of the company and other matters as if they had the shares from which the stock arose but no such privilege or advantage (except participation in the dividends and profits of the company) shall be conferred by any such aliquot part of stock as would not, if existing in shares have conferred that privilege or advantage
31. Such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words "share" "and" "share-holder" there in shall include "stock" and "stock-holder".

#### **ALTERATION OF CAPITAL**

32. The company may from time to time by special resolution increase the share capital by such sum to be divided into shares of such amount as the resolution shall prescribe
33. Subject to any direction to the contrary that may be given by the resolution sanctioning the increase of share capital, all new shares shall before issue be offered to such person as at the date of the offer are entitled to receive notice from the company of general meeting in proportion as nearly as the circumstances admit, to the amount of existing shares to which they are entitled. The offer shall be made

by notice specifying the number of shares offered and limited at time with which the offer if not accepted will deemed to be declined and after the expiration of that time or on receipt of an intimation from the person to whom the offer is made that he eclipse to accept the shares offered the director may dispose of the same in such manner as they think most beneficial to the company. The director my likewise so dispose of any new shares which (by reason of the ratio which the new shares bear to share held by person entitled to an offer of new shares), cannot in the opinion of director be conveniently offered under this article

34. The new shares shall be subject to the same provision which reference to the payment of calls lien transfer transmission forfeiture and otherwise as the shares in the original share capital

35. The company may be by ordinary resolution

- (a) consolidate and divide all or any, of its share capitals into shares of larger amount than its existing shares
- (b) sub-divide its existing shares, or any of them into shares of smaller amount than is fixed by memorandum of association subject nevertheless to the provision of section 65 (I)(d) of the act
- (c) 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

36. The company may be special resolution reduce its share capital in any manner and with and subject to any incident authorized and consent required by law

### **GERNERAL MEETING**

37. A general meeting shall be held once in every calendar here at such time (not being more than fifteen month after the holding of the last preceding general meetings) and place a may be determined by the directors in the default of a general meeting so held a general meeting may be convened by any one member in the same manner as nearly as possible as that in which meetings are to be convened by the directors

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

39. The director may we never they think fit, convene an extraordinary general meeting and extraordinary General meeting shall also be convened on such requisition or in default may be convened by such requisition as provided by section 133 of the act

### **NOTES OF GENERAL MEETING**

40. Every general meeting shall be called by seven days notice at the least (exclusive of the day on which the notice is served or deemed to be served but inclusive of the day for which note is given) specifying the place the day and the hour of meeting and in case of special business the general nature of that business shall be given in the manner hereinafter motioned or in such other manner if any as may prescribed by the company in general meeting to such person as are under the regulation of the company but with the consent of the members entitled to receive notes of some particular meeting that meeting may be convened by such shorter notice and in such manner as those members may think fit

42. the accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any member shall not invalidate the proceedings at any meeting

## **PROCEEDING AT GENERAL MEETINGS**

42. All business shall be deemed special that is transacted at an extraordinary meeting, and all that is transacted at the annual general meeting with the exception of sanctioning a dividend the consideration of the account balance sheet and the ordinary report of the directors auditors the election of directors and other officers in place of those retiring by rotation, and the appointment and fixing of the remuneration of the auditors

43. No business shall be transacted at any general meeting unless quorum of members is present at the time when the meeting proceeds to business have as herein otherwise provided two members present in person or by proxy shall be a quorum

44. If within half an hour for the time appointed for the meeting a quorum is not present the meeting if convened upon the requisition of a member or members shall be dissolved in any other case it shall stand adjourned to the same day in the next week at the same time and place and if at the adjourned meeting are quorum is not present within half an hour from the time appointed for the meeting the member present shall be a quorum

45. The chair man, if any, of the board of directors shall preside as chair man at every general meeting of the company

46. If there is no such chair man or if at any meeting is not present with fifteen minutes after the time appointed for holding the meeting or is unwilling to act as chairman directors shall select one of their numbers to be chairman of the meeting

47. The chairman may with the consent of any meeting at which 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 unfinished at the meeting room which the adjournment took place. When a meeting is adjourned for ten 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 any adjourned meeting

48. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hand unless poll is demanded (before or on the declaration of the result of the show of hands) by at least one member who is present person or by proxy entitled to vote, if such member or members together hold not less than fifteen per centum (15%) of the issued shares of the company and unless poll has been so demanded a declaration by the Chairman that a resolution has been carried or carried unanimously or by a particular majority or lost and an entry to that effect made in the minutes shall be conclusive evidence of the fact. The demand for a poll may be withdrawn.

49. If a poll is duly demand it shall be taken in such manner as the Chairman directs, and the results of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

50. In 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 vote.

51. A poll demanded on the election of 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 Directors.

52. An ordinary resolution of the Company determined on without any General meeting and evidenced by writing under the hands of all the Directors or a sole Director and of members of the Company holding in the aggregate three fourths of the issue shares of the Company shall be as valid and effectual as an ordinary resolution duly passed at a General Meeting of the Company.

## **VOTE OF MEMBERS**

53. On a show of hands every member present in person shall have one vote. On a poll every members shall have one vote for each share of which he is the holder. On a poll

votes may be given either personally by proxy.

54. 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 the propose seniority shall be determined by the order in which the names stand in the register of members.

55. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction on lunacy, may vote whether on a shoe of hands or on a poll, by his committee curator bonis, or other person in the nature of committee, or curator bonic, appointed by the court, and any such committee, curator bonis, or other person may, on poll, vote by proxy.

56. No member shall be entitled to vote any General Meeting unless all call of other sums presently payable by him in respect of shares in the Company have been paid

57. The instrument appointing a proxy shall be in writing under the hand of the appointer is Corporation either under the Common Seal or under the hand of an officer or attorney so authorized.

58. The instrument appointing a proxy and the power of attorney or other authority if any under which it is signed or a naturally certified copy of the power or authority shall be deposited at the registered office of the Company not less than forty-eight hours the time for holding the meeting or adjourned meeting or taking of the poll at which the person named in the instrument proposed to vote and in default then instrument of proxy shall not be treated as valid

59. An instrument appointing a proxy may be in the following form, or in any other form which the director shall approve

60. Any corporation which is a member of the company may be resolution on its director or other governing body authorize such person as it thinks fit to act as its representative at any meeting to exercise the same power on behalf of the corporation Which he presents as the Corporation could exercise if it were individual member of the Company

### **BOARD OF DIRECTORS**

61. Unless and until the company in General meeting shall otherwise determine the number of Directors shall not be less than two.

62. (a) The remuneration of the Directors shall from time to time be determined by the Company in General Meeting

(b) In addition to their usual remuneration of directors shall also be paid such traveling, hotel and other expenses as may reasonable be incurred by them in the execution of their duties, including any such expenses incurred in connection with their attendance at meetings of Directors.

63. Unless otherwise determined by an Extraordinary Resolution of the Company the number of Directors shall not be less than two and more than eighteen appointed by the members in proposition to their shares in the Company who shall also appoint the Chairman of the Board of Directors.

### **POWER AND DUTIES OF DIRECTORS**

64. The business of the company shall b~ managed by the Directors, who may pay all expenses incurred in getting up and registering the Company, and may exercise all such powers of the company as are not by the Act or by these Articles required to be exercises by the Company in General Meeting subject nevertheless to any regulation of these articles to the provisions of the Act and to such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

65. The Director may from time to time appoint one or more of their number to the office of managing Director or may appoint any person or body corporate to manage the Company for such term and at such remuneration as they may think fit, and they may

entrust to and confer upon said Managing Director shall terminate if so fact if he ceases for any reason to be a Director.

66. The Board of Directors shall cause minutes to be made in books provided for the purpose:-

(c) Of all appointments of officers made by the directors:

(d) Of the names of the Directors present at each meeting of the Directors and of any Committee of the Directors:

(e) Of all resolution and proceedings at all meeting of the company and of the director and of the committee of directors

And every director present at any meeting of director or committee of director shall sign his name in a book to be kept for that purpose

### **DISQUALIFICATION OF DIRECTOR**

67. The office of director shall be vacated in the director:-

(a) Without the consent of the company in general meeting holds any other office of profit under the company except that of managing director: or

(b) Become bankrupt or

(c) Becomes prohibited from being a Director by reason of any order made under Section 197 or 382 of the Act; or

(d) Is found lunatic or to be unsound mind; or

( e) resigns his office by notice in writing to the Company: or but any act done in good faith by a Director whose office is vacated as aforesaid shall be valid unless prior to the doing of such act written notice shall have been served upon the Director Minute Book stating that such Director has ceased to be a director.

### **PROCEEDINGS OF DIRECTORS**

68. The Directors may meet together for the dispatch of business adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the chairman shall have a second voted.

69. The quorum necessary for the transaction of the business of the Directors may fixed by the Director and unless so fixed shall be two Director present either personally or by their alternate.

70. The continuing Director may act notwithstanding any vacancy in their body but if and so long as their number is reduced below the number fixed by or pursuant to these articles as the quorum of Directors. The continuing Directors/Director may act for the purpose of summoning a General Meeting of the Company but for no other purpose.

71. If at any meeting the chairman is not present within fifteen minutes after the time appointed for holding the same the Director present may choose one of their number to be Chairman of the meeting.

72. The Director may delegate any of their powers to committees consisting of such members of their body as they think fit and any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on them by the Directors.

73. A committee may elect a Chairman of their meetings if no such chairman is elected or if at any meeting the Chairman is not present within five minute after the time appointed for holding the same the members present may choose one of their members to be Chairman of the meeting.

74. A committee may meet and adjourn as they think proper. Questions arising at any meetings shall be determined by a majority or votes of the members present, and in case

of an equality of votes the matter in question shall be referred to the Board of Directors.

75. At all acts done by any meeting of Directors of a committee of Directors or by any 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 persons acting as aforesaid or that they or any of them were disqualified be as valid as if every such person had been duly appointed and was qualified to be director
76. A resolution in writing signed by all the director or by all the member of a committee for the time being shall be as valid an effectual as a resolution passed at the meeting of the director or as the case may be of such committee duly called any constituted. Such resolution may be contained in one document or in several documents in like form each signed by one or more of the director or members of the committee concerned

## **SECRETARY**

77. The Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them
78. No person shall be appointed or hold office as a Secretary who is:-
- (f) The Director of the Company
  - (g) A corporation the sole Director which is the sole Director of the company or
  - (h) The sole Director of a corporation which is the sole Director of the company.
79. A provision of the Act or these regulations requiring or authorizing a thing to be done by or to a Director and the Secretary shall not be satisfied by sits being done by or to the same person acting both a Director and as or in place of the secretary.

## **DIVIDENDS AND RESERVE**

80. The company in general meeting may declare dividends but no divided shall exceed the amount recommended by the Directors.
81. The Directors may from time to time pay to the members such in term dividends appear to the director to be justified by the profits of the company.
82. No dividend shall be paid otherwise than out of profits.
83. Subject to the rights of persons if any entitled to shares with special rights as dividends all dividends shall be declared and paid according to the amounts paid on the shares, but if and as long as nothing is paid up on any of the shares in the company dividends may be declared and paid according to the amounts of the shares. No amount paid on a share in advance of calls shall while carrying interest, be treated for the purpose of this articles as paid on the share.
84. 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 equalizing dividends or for any purpose to which the profits of the Company may be properly applied and pending such application may at the like discretion either be employed in the business of the company or be invested in such investment (other than shares of the company) as the Directors may from time to time think fit.
85. Any dividend may be paid by cheques or warrant sent through the post to the registered address of the member or person entitled thereto or in the case of joint holders to any of such joint holders at his registered address or to such persons and such address as the member or person entitled or such joint holders, as the case be may direct. Every such cheque or warrant shall be made payable to the order of the persons to whom it is sent or to the order of such other person as the member or person entitled or such joint holder as may be may direct.
86. No dividend shall bear interest the company.

## CAPITALIZATION OF RESERVE

87. (a) the company in general meeting may upon the recommendation of directors resolved that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the company's reserve account or to the credit of the profit and loss account or otherwise available for distribution amount the member who would have been entitled thereto if distributed by way of dividend and in the same proportions on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares hold by such member respectively or paying up in full unissued shares or debentures of the company to be allocated and distributed credited a fully, paid up to an amongst such members in the proportion aforesaid or partly in the one way and partly in the other and the directors shaft give effect to such resolution PROVIDED THAT a share premium account and a capital redemption reserve fund may, for the purpose of this article only be applied in the paying up of unissued shares to be issued to members of the company as full paid in bonus shares.
- (c) Wherever such a resolution as aforesaid shall have been passed the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalized thereby and all allotments and issued of fully paid shares of debentures, if any ad generally shall do all acts and things required to give effect thereto, with full powers to the Directors to make such provision by the issue of fractional certificates of by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fraction and also to authorize any person to enter on behalf of all the members entitled thereto into an agreement with the company providing for the allotment to them respectively credited as full paid up of any further shares or debentures to which they may be entitled upon such capitalization or (as the case may require) for the payment up by the company on their behalf, by she application thereto to their respective proportions of the profits resolved to be capitalized of the amounts or any part of the amounts remaining unpaid on their existing shares and any agreement made under such authority shall be effective and binding on all such members.

## ACCOUNTS

88. The Directors shall cause proper books of account to be kept with respect to:-

- (i) All sums of money received and expected by the Company and the matters in respect of which the receipt and expenditure takes place;
- (j) All sales and purchases of goods by the Company, and
- (i) The assets and liabilities of the Company proper book of account means such books a are necessary to give a true and fair view of the state of the Company's affairs and to explain its transaction.

89. The books of account shall be kept at the registered office of the Company or at such other place or place as the Director think fit and shall always be open to the inspection of the Director.

90. The Directors shall from time to time determine whether and to what extent and at what time and place and under what conditions or regulations the accounts and books of the company or any of them shall be open to the inspection of members not being director and no member (not being a director) shall have any as right of inspecting any account or book or document of the company except as conferred by stature or authorized by the director or by the company in general meeting.

91. The director shall from time in accordance with section 153,155,159 and 166 of the act or any statutory modification thereof for the time being in force. Cause to be prepared and to be laid before the company in general meeting such profit and loss account balance sheets and reports as are referred to in that section.

92. The profit and loss account shall show arranged under the most convenient heads the amount of gross

income distinguishing the several sources from which it has been derived, and the amount of gross expenditure distinguishing the expenses of the establishment salaries and other like matters. Every item of expenditure fairly chargeable against the years income shall be brought into the account so that a just balance of profit and loss may be laid before the meeting and in cases where any items of expenditure which may in fairness be distributed over several years has been incurred in anyone year the whole amount of such item shall be stated with the addition of the reasons why only a portion of such expenditure is charged against the income of the year.

93. In accordance with section 164 of the Act, the copy of the company's annual accounts to be laid before the company in General Meeting together with a copy of the auditor's report shall not less than seven days before the date of the meeting be sent to every member of, and every holder of debentures of, the company; PROVIDED THAT this regulation shall not require a copy of those documents to be sent to any person of whose address the company is not aware or to more than one of the joint holders of any shares or debentures.

#### **AUDIT**

94. The company shall at each Annual General Meeting appoint any Auditor or Auditors to hold office until the next Annual General Meeting.

95. A person or corporation other than the retiring Auditor shall not be capable of being appointed Auditor at any annual General meeting unless notice of an intention to nominate that person or corporation to the office of auditor has been given by a member to the company not less than fourteen days before the annual general meeting and the company shall send such notice to the retiring auditor and shall give notice thereof to the members not less than seven days before the annual general meeting.

96. The remuneration of the Auditor shall be fixed by the company in General Meeting.

97. The Auditor shall be entitled to attend any General Meeting of the company at which any accounts which have been examined or reported on by them are to be laid before the company and to make any statement or explanation they desire with respect to the accounts.

#### **NOTICE**

98. A notice may be given by the company to any member either personally or by sending it by post to him or to his registered address or the address, If any supplied by him to the company for giving of notice to him

99. When a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing prepaying and posting (by airmail if airmail service are available) a letter containing the notice and unless the contrary is proved, to have been effected at the time at which the letter would be delivered in the ordinary course of the post. If a member has no registered address in Tanzania or has not supplied the company with an address within Tanzania for the giving of notices then a notice address to such member and advertised in the newspaper circulating in the neighborhood of the registered office of the company shall be deemed to have been duly given to him at noon on the day on which the advertisement appear

100. A notice may be given to the company to the joint holder of a share by giving notice to the joint holder named first in the register in respect of the share

101. A notice may be given to the company to the joint holder of on consequence of the death or bankruptcy of a member by sending it through the post in a prepaid letter address to them by name or by title of representatives of the deceased or trustees of the bankrupt or by any like description at the address if any supplied for the purpose by the person claiming to be so entitled or (until such as address has been so supplied) by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.

102. Notice of every General Meeting shall be given in some manner hereinbefore authorized to every member of the Company except those who have no registered

**THE SEAL**

103. The Directors shall provide for the safe custody of the seal. The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors and in the presence of at least two Directors or a Director and the Secretary or such other person as the Directors may appoint for the purpose and those two directors may appoint for the purpose and those two directors or director and secretary or other person as aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

**WINDING UP**

104. In a winding up the liquidator may, with the sanction of an Extra-ordinary Resolution, distribute all or any of the assets in specie among the members in such proportions and manner as may be determined by such resolution provided always that if any such distribution is determined to be made otherwise than in accordance with existing rights of the members, every member shall have the same right of dissent and other ancillary rights as if such resolution were a Special resolution passed pursuant to Section 342 of the Act

**INDEMNITY**


105. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities (including any such liability as is mentioned in paragraph (c) of the proviso to Section 214 of the Act) which he may sustain, incur in or about the execution of the duties of his office or otherwise in relation thereto, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall have effect in so far as its provisions are not avoided by the said Section 214 of the Act


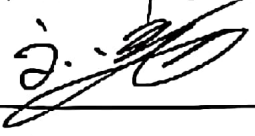
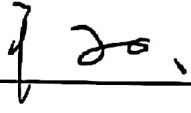
**ARBITRATION**

106. If and whenever any dispute or difference shall arise between the company and any of the members or their respective representative touching upon the construction or meaning of any of the article here in contained or any act matter or things made or done or omitted to be done or with regard to the right or liabilities arising there under or arising out of the relation existing between the parties by reason of these article or the act, such that difference shall unless a sole arbitrator be agreed upon forthwith be referred to the arbitration of the 3 arbitrators, one to be appointed by each party and the third to be

Appointed be the first two or, in the event of failure to agree within cap. 15 or any than existing statutory modification or re-enactment there of shall apply.

**NAME, ADDRESS AND NUMBER OF SHARE TAKEN SIGNATURE OF EACH DESCRIPTION OF SUBSCRIBERS**

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS	AND FOR	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE OF SUSCRIBER
WANG JIHUI P.O. BOX 113		3500	

SHINYANGA		
JIN HUA P.O BOX 113 SHINYANGA	2500	
LIU TAO P.O BOX 113 SHINYANGA	2000	
WANG SHUANG P.O BOX 113 SHINYANGA	2000	

Dated this 17<sup>th</sup> day of November 2025

Witness to the above signature:

Name..... MARY LUYISO MGENI .....

Signature.....  .....

Postal Address..... P.O. Box 14692 DAR ES SALAAM .....

Qualification..... ADVOCATE .....

