

THE COMPANIES ACT 2002

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

ROYAL DIAMOND REAL ESTATE COMPANY LIMITED

Incorporated this day of 2025

Drawn by:

HAN ZHE

(Subscriber)

P.O. Box 1126

DAR ES SALAAM

THE COMPANIES ACT 2002

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

ROYAL DIAMOND REAL ESTATE COMPANY LIMITED

1. The name of the company is **“ROYAL DIAMOND REAL ESTATE COMPANY LIMITED”**.

2. The Registered office of the Company will be situated in Tanzania.

3. The objectives for which the Company is established are: -

3.1 To carry on business of import, buying and sale, wholesale and retail of general commodities.

3.2 To carry on business of real estate activities with own or leased property.

3.3 To carry on business of real estate activities on a fee or contract basis.

3.4 To carry on business of restaurants and mobile food and beverage service activities.

3.5 To carry on business of any accommodation activities.

3.6 To carry on business of import, buying and sale, wholesale and retail of any kind of building materials, including but not limited cements, nails, steel bar, steel pipes, plates, tiles, aluminium products, gypsum products, iron products, PVC products, plastic products, glass products, ceramic products etc.

3.7 To carry on business of any construction activities.

3.8 To carry on business of import, buying and sale, wholesale and retail of any kind of consumer electronics products and Household Appliances, including but not limited TV, Computer, Refrigerator, Laundry machine, Water heater, Air conditioner, Laptop, Tablet PC, Smart phone, Speaker, Earphone, Headset, Smart watch etc.

3.9 To carry on business of import, buying, and sale, wholesale and retail of any

kind of furniture, including but not limited Bed, cupboard, chair, table, cabinet etc.

3.10 To carry on business of import, buying, possess, sale, wholesale and retail of any kind of vehicles, including but not limited truck, trailer, lorry, dump trucks, sedan etc.

3.11 To carry on business of any kind of logistics activities, land transport, sea transport, river transport, commodities distribution.

3.12 To carry on the business as marketing and brand management, event management, public relation and risk management consultants.

3.13 To initiate and or create enabling working environments for consultant professionals in all fields for purposes of attaining efficiency and excellence in their activities and notably by establishing training and information centres/institutes, organising seminar and workshops, launching of publications in forms of newspapers, books, booklets, pamphlets, brochures ;

3.14 To carry on and or otherwise engage in the business of news agents, estate agency, management consultants, promoters of social and economic development studies, music bands, training skills, programmes, advisors, organisers, co-ordinators, instructors of seminars, workshops, symposiums, meetings conference, courses, researchers, professional consultants in industrial, commercial, management services, advertisements, journalism, photographing and all activities related thereto both at national and international levels and to carry on the business of consultancy on problems relating to advertisement, marketing, administration and organisation of industry and business and the training of personnel for industry and business and to carry on all or any of the business of industrial business and personnel consultants and to advise upon means and methods for extending, developing and improving all types of businesses in advertising industries and all systems or processes relating to production, storage, distribution, marketing and sale of goods or relating to the rendering of services.

3.15 To carry on business of pharmacy, wholesale and retail pharmaceutical chemists and druggists and of the dispensing of medicines and the business of chemists and druggists and dealers in surgical instruments appliances, artificial limbs, eyes and other aids for the relief of defects body or sight or hearing and to make and deal in all requisites for hospitals, patients and invalids and dealers in proprietary articles of all kinds and of electrical, chemical, photographical, surgical and scientific apparatus and materials, medical and laboratory equipment.

3.16 To carry on the business of stationery, printing, secretarial services, fish and fish products, electrical goods, computers, cosmetics, oils, corrugated iron sheets, hinges, screws, textiles, piece goods all types of readymade garments for men, women and children and tailoring, selling caustic soda, to deal in telecommunications, broadcasting and technology information services, apparatus, equipment and appliances, installations, maintenance, repair, replacement of parts, controls and adjustments be they for domestic, entertainment, industrial, commercial or any other purpose.

3.17 To carry on the business of tour operators, tourist agents, safari contractors, organisers and operators and to equip, organise and arrange hunting, photographic, cinematic, game parks and lodges, camping trips, mountain climbing safaris, fishing and other safaris and expeditions of all kinds, within and outside Tanzania.

3.18 To carry on business as principals or agents for the management, bookings, sales, reservations, marketing, promotion and related activities for hotels, lodges, camps, restaurants and similar establishments and for tours, expeditions, road, rail, air and other transport services in the United Republic of Tanzania and elsewhere.

3.19 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 business.

3.20 To carry on business of social and economic development, the business of clearing, forwarding and transporters, customs clearing agents, insurance agents, shipping agents, packers, hotel managers, Carmen, carting, contractors and agents, cargo superintendents, cargo handlers, haulage contractors and to act as warehousemen, vehicle proprietors and engineers and travel agents to all parts of the world and East Africa by sea, rail, road and any other method of locomotion;

3.21 To act as consultants and managing agents to those engaged in business as, and to carry on the business as mine proprietors, metallurgists, ore dressers, metal and alloy makers, refiners and workers, laboratory proprietors, drillers and drilling contractors and to crush, win, get, quarry, smelt, calcite, refine, dress, amalgamate, manipulate and prepare for market all metal and minerals of every description and to carry on any other metalliferous operations which may seem conducive to the business of the company;

3.22 To provide professional consultancy services in the fields of business and

financial management, tax and auditing, preparation of project write ups and feasibility studies, project planning, environment, democracy and governance, election processes;

3.23 To carry on business as promoters, organizers and managers of all kinds of sports, recreations, entertainments, indoor and outdoor competitions, tournaments and concerts;

3.24 To create and establish safe ecological systems and engage in environmental protection activities including but not limited to disposal of solid and industrial wastes;

3.25 To provide and supply water treatment equipment and to engage in drilling of water sources such as wells and to manufacture, bottle and distribute clean, safe and mineral water;

3.26 To carry on all or any of the business of wholesale and retail butchers, meat purveyors, pock butchers, tripe dressers and dealers, finers of lard, poultry, rabbit and game dealers, ice manufacturers and merchants, refrigerating store keepers, farmers, dairymen, milk contractors, grocers, dairy farmers, millers and dealers in milk, cream, cheese, eggs, butter general farm produce and provisions and food stuffs of all kinds;

3.27 To carry on businesses as brewers, distillers and manufacturers of and merchants and dealers in beer, ale, porter, stout, wines, spirits, aerated waters and liquors of every description, whether intoxicating or not and of casks, bottles and other receptacles for the same of malt, hops, grain, meal, yeast and all other materials and things capable of being used in connection with any such manufacturers or businesses;

3.28 To purchase, acquire, take-over, promote, establish and carry on the business of manufacturers, dealers, distributors, representatives and agents of goods, chattels, and products made out of natural or artificial raw materials and to treat, prepare, render marketable, sell and dispose of any such products either in their raw or manufactured state.

3.29 To establish depots and agencies in different parts of the world for the purposes of carrying on any or all of the business of the Company.

3.30 To carry on other trade or business whatsoever whether manufacturing or otherwise which can in the opinion of the Company be advantageously or conveniently carried on by the Company by way of extension of or in connection with any such business as aforesaid or is calculated directly or indirectly, to develop any branch of the Company's business or to enhance the value or render profitable any of the Company's assets, property or rights.

3.31 To acquire and undertake the whole or any of the business, property and

liabilities of any person carrying on business which the Company is authorised to carry on or possess property for the purposes of the Company.

3.32 To enter into any arrangements and contracts with Government or Authorities (central, municipal, local or otherwise) or any corporations, companies, or persons, having objects that may seem conducive to the Company's object or any of them and to obtain from any such government, Authority, Corporation, Company, or persons any charters, contracts, decrees, rights, privileges and concessions.

3.33 To purchase, lease or otherwise acquire, and to hold, sell improve, develop, exchange, mortgage or otherwise dispose of any lands, building, machinery or plants, mills, factories, warehouses, or any hereditaments;

3.34 To enter into partnership or into any arrangements from sharing profits, union or interests, co-operation, joint venture reciprocal, concession, or other with any persons, firm or company carrying on or engaged in or about to carry on or engage in any business or transaction which this company is authorized to carry on or engage in any business or transaction capable of being conducted so as directly or indirectly to benefit this company and to take or otherwise assist, any such person, firm or company and to take or otherwise acquire shares and securities of any company, and to sell, hold, reissue with or without guarantee, or otherwise deal with the same;

3.35 To lend and advance money or give credit to such persons, firms or companies and on such terms as may seem expedient and in particular to customers and others having dealings with the company and to give guarantee to become surety for any persons firms or companies for the due payment of money for the performance of any obligations or liabilities.

3.36 To sell or otherwise dispose of the whole or any part of the business or property of the company either together or in portions for such considerations as the company thinks fit;

3.37 To purchase or otherwise acquire letters, patent, brevets invention, concessions licences, rights and privileges subject to royalty or otherwise and whether exclusive or non-exclusive or limited whether in Tanzania or any part of the world;

3.38 To purchase, sell, subscribe for, underwrite or otherwise acquire and hold shares, stocks or other interests in or obligations of any other company or corporation;

3.39 To distribute among the members of the company in kind any property of the company and in particular any shares or other companies belonging to this Company;

3.40 To act as agents or brokers and as trustees for any person or company and to

undertake and perform sub-contracts and to do all or any of the above business in any part of the world and either as principals, trustees, contractors or otherwise, and either alone or jointly with others and either by or through agents, sub-contractors, trustees or otherwise;



And it is hereby declared that in the interpretation of these clauses the powers conferred on the company by any paragraph shall not be restricted by reference to any other paragraph or to the name of the company, or by the juxtaposition of two or more objects and that in the event of any ambiguity this clause and every paragraph thereof shall be constructed in such a way as to widen and not to restrict those powers of the company.

4. The Liability of the Members is Limited.

5. The capital of the company is TZS 500,000,000/= divided into 1000 shares of Tanzanian shillings 500,000/= each

The Company shall have powers to increase its capital and to divide the shares in its capital for the time being into several classes of stock or shares and to attach thereto respectively such preferential, deferred 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
ZHANG SHIYUAN China, People's Republic of, FUJIAN PROVINCE FUZHOU CITY, RENMIN ROAD, HOUSE NO121,	900	
HAN ZHE China, People's Republic of, HUNAN PROVINCE CHANGSHA CITY, RENMIN ROAD, HOUSE NO96,	100	

Dated at Dar es Salaam .this ...3rd day ofMar..... 2025

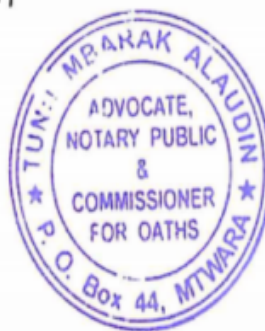
Witness to the above signatures:

Name : Tunji Mbarak Alaudin

Signature : 

Postal Address: 44 Mbarak

Qualification : Advocate



THE COMPANIES ACT 2002

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

ROYAL DIAMOND REAL ESTATE COMPANY LIMITED

PRELIMINARY

1. In these regulations: -

“The Act” means the Companies Act 2002 of the Laws of Tanzania.

When any provision of the Act is referred to, the reference is that provision is as modified by any law for the time being in force.

Unless the context otherwise requires, the expressions defined in the Act or any statutory modification thereof in the force at the date at which these regulations become binding on the company, shall have the meaning so defined.

Any words importing the singular shall include the plural and vice versa, and words importing the masculine gender shall include females, and the words importing persons shall include bodies corporate, partnership, firms, cooperatives, societies, etc.

The regulations of Companies Act shall not apply to the company save in so far as they are varied or excluded hereby, but in case of any conflict between the provisions herein, and the provisions under this regulation the former shall prevail, and in addition to substitution shall be the regulations of the company.

PRIVATE COMPANY

2. The Company is a Private Company and accordingly: -

- (a) The right to transfer shares is restricted in manner hereinafter prescribed.
- (b) The number of members of the company (exclusive of persons who are in the employment of the Company and of persons who have been formerly in the employment of the company were while in such employment to be the member of the company) is limited fifty, provided that where two or more persons hold one or more shares in the company jointly they shall for the purpose of this regulation be treated as a single member.
- (c) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.
- (d) The Company shall not have power to issue share warrants to bearer.

TRANSFER OF SHARES

- 3. The Directors may in their discretion and without assigning any reason thereof refuse to register the transfer of any share to any person who it shall in their opinion be undesirable for any reason whatsoever to admit to membership.
- 4. Subject to clauses 2 and 3 hereof the right to members to transfer their shares shall be restricted as follows;
 - (a) No share shall be transferred to a person who is not a member so long as any member of any person selected by the Directors as one who it is desirable in the interest of the Company to admit to membership.
 - (b) Every shareholder or trustee in bankruptcy, or any person who may desire to sell or transfer any such shares and every personal representative of a deceased shareholder shall give notice in writing to the Directors that he desires to make such sale or transfer. Such notice shall constitute the Board of Directors of the Company as his agent for the sale of the said shares to any member or members of the company at the

price to be agreed upon between the party giving such notice the party and the board, or in case of difference to be determined by the Auditor of the Company.

- (c) Upon price of such shares being agreed on a determined as per clause (b) above, the board shall forthwith give notice to such of the shareholders other than the shareholders desiring to sell or transfer the said shares, stating the number and price of such share inviting the person to whom notice is sent to state within 21 days from the date of such notice whether he is willing to purchase any, if so what maximum number of such shares. At the expiration of such days 21 notice the board shall apportion such shares amongst the shareholders (if more than one) who shall have expressed their desire to purchase number of shares already held by them respectively, or if there be only one such shareholder, that the whole of such shares shall be sold to him, provided no shareholder shall be obliged to take more than the maximum number of such shares stated in his answer to the said notice.

Upon such apportionment being made or such one shareholder notifying his intention to purchase, as the case may be, the party desiring to sell or transfer such shares shall be bound upon payment of the said price to transfer the shares to the respective shareholders or to single shareholder who shall have agreed to purchase the same.

GENERAL MEETINGS: NOTICE OF GENERAL MEETING AND PROCEEDINGS OF THE GENERAL MEETINGS.

5. The regulation of Companies Act shall apply to the following variations: -
- (a) A General Meeting, Ordinary or Extraordinary may with the consent in writing of all members, be convened on a shorter notice than seven days or without notice.
 - (b) Two members, present either personally or by proxy shall form a quorum.
 - (c) Any ordinary resolution of the company determined without any general meeting and evidenced by writing under the hands of majority of the

Directors and of the members of the company holding three - fourths of the issued shares of the company shall be valid and effectual as an ordinary resolution duly passed at a general meeting of the company.

- (d) The Directors may call an Extra Ordinary Meeting whenever they think fit and shall, on requisition in accordance with the Act, proceed to convene an Extraordinary Meeting as required by the Act. In the case of Extraordinary General Meeting called in pursuance of a requisition, unless such meeting shall have been called by the Directors, no business other than that stated in the requisition as the objects of the meeting shall be transacted.

6. **DIRECTORS**

- (a) Until otherwise determined by the company in General Meeting the Directors shall not be less than two.
 - (b) The following persons shall be the first Directors of the company: -
 - 1. ZHANG SHIYUAN
 - 2. HAN ZHE
7. The shareholding qualification for Directors may be fixed by the company in General Meeting, and unless and until so fixed no qualification shall be required.
8. The quorum of Directors for transacting business shall, unless otherwise fixed by the Directors, be two.
9. A resolution in writing signed by all the Directors then in Tanzania shall be as valid and effectual as if it had been passed at a meeting of Directors duly called and constituted.
10. The Directors may from time to time borrow or raise any money for the purposes of the Company which may exceed the issued share capital of the company.

BORROWING POWERS

11. The Directors may from time to time in their discretion raise or borrow for the purpose of any Company's business such sum or sums of money as they think fit.

The Directors may secure the repayment of or raise any such sum or sums as aforesaid by mortgage or charge upon the whole or any part of the property and assets of the Company present or future including its uncalled capital for the time being, or by the issue at such price as they may think fit, of bonds or debentures either charged upon the whole or any part of the property and assets of the company or not so charged or in such other way as the Directors may think expedient.

VOTE OF MEMBERS

12. On a show of hands every member present in person shall have one vote. On a roll every member shall have one vote only for the shares of which he is holder.
13. No member shall be entitled to vote at any general meeting unless all calls or other sums presently by him in respect of shares in the Company have been paid.

DISQUALIFICATION OF DIRECTORS

14. The office of a Director shall be vacated if the Director;
 - (a) becomes bankrupt; or
 - (b) is found to be a lunatic or becomes of unsound mind; or
 - (c) resigns his office by notice in writing to the Company;
 - (d) Abstains himself from meetings of the directors for a period of six months without special leave of absence from the other Directors.

S E A L

15. 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 Secretary or other person as aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.

ALTERNATE DIRECTORS

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

SECRETARY

18. The Secretary shall be appointed by the Board for such terms at such remuneration and upon such condition as it may think fit, and any Secretary so appointed may be removed by the Board.

WINDING UP

19. With the sanction of a special resolution of the shareholders any part of the assets of the Company including any shares in other Companies may be divided between the members of the Company in special or may be vested in Trustees for the

benefit of such members and the liquidation of the company may be closed and the company dissolved but so that no member shall be compelled to accept any shares whereupon there is any liability.

ALTERNATION OR ADDITION



20. Subject to the provisions of the Act and to those contained in the Memorandum of Association the Company may by Special Resolution make alteration or addition so made shall be as valid and effectual as if originally contained in those articles and be subject in like manner to alteration by Special Resolution.

INDEMNITY

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

ARBITRATION

22. If and whenever any dispute or difference shall arise between the Company and any of the members or their respective representatives touching upon the construction or meaning of any of the Articles herein contained or any act matter or thing made or done or omitted to be done or with regard to the rights or liabilities arising here under or arising out of the relation existing between the parties by reasons of these Articles or the Act, such differences shall (unless a sole arbitrator be agreed upon) forthwith be referred to the arbitration of three (3) arbitrators, one to be appointed by each party and the third to be appointed by the first two or, in the event of failure to agree within (Cap. 15) or any then existing statutory modifications or re-enactment thereof shall apply.

Names, Addresses, and Description of Subscribers.	Number of shares taken by each Subscriber	Signature
ZHANG SHIYUAN China, People's Republic of, FUJIAN PROVINCE FUZHOU CITY, RENMIN ROAD, HOUSE NO121,	900	
HAN ZHE China, People's Republic of, HUNAN PROVINCE CHANGSHA CITY, RENMIN ROAD, HOUSE NO96,	100	

Dated at Dar es Salaam .this ...3rd day ofMar..... 2025

Witness to the above signatures:

Name : Tunji Mbarak Alaudin

Signature : 

Postal Address: 44 Mbarak

Qualification : Advocate

