

THE COMPANIES ACT, CHAPTER 212 RE: 2023

COMPANY LIMITED BY SHARES

MEMORANDUM AND ARTICLES

OF ASSOCIATION

OF

DALIN NEW BUILDING MATERIALS (TANZANIA) COMPANY LIMITED

INCORPORATED THIS _____ DAY OF _____ 2025

DRAWN BY:

**LAWFIC ATTORNEYS,
P.O BOX 13197 GOLDEN
JUBILEE PLOT NO. 21&22
OHIO STREET
DAR ES SALAAM**

THE COMPANIES ACT, CHAPTER 212 RE: 2023

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

DALIN NEW BUILDING MATERIALS (TANZANIA) COMPANY LIMITED

1. The name of the Company is “**DALIN NEW BUILDING MATERIALS (TANZANIA) COMPANY LIMITED**”

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

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

a) To manufacture, grind, mill, blend, process, package, store, market, distribute, wholesale, retail, import, and export cement, clinker, and all forms of processed cementitious materials; to operate cement-grinding and blending stations, packaging plants, and storage depots; to procure raw materials, additives, and chemicals used in cement production; to design and apply industrial systems for efficient production, waste reduction, and energy conservation in cement manufacturing; and to establish a reliable supply chain for the consistent delivery of cement and related products to industrial, commercial, and individual customers in Tanzania and elsewhere as lawfully permitted.

b) To produce, mix, supply, and distribute ready-mix concrete, dry concrete mixes, specialized concrete grades, admixture-enhanced concrete, fiber-reinforced concrete, and any concrete formulations required by industrial, commercial, or private users; to design, operate, and maintain mobile batching plants and concrete delivery systems; to ensure quality control through standardized testing and mix design optimization; and to meet customized construction and infrastructure requirements of diverse clients.

c) To establish, operate, and maintain cement-manufacturing plants, clinker- production units, blending facilities, concrete-batching plants, silos, material- storage yards, mixing stations, and curing yards, together with all utilities and services required for their efficient operation; to design, construct, expand, modernize, and upgrade such facilities; to install power-generation, water-treatment, waste-management, and control systems to ensure sustainable and continuous industrial production; and to employ appropriate automation and process technologies to enhance productivity and quality assurance.

d) To manufacture and supply precast and cast-in-yard concrete products including blocks, pavers, kerbs, culverts, poles, concrete pipes, lintels, slabs, retaining walls, and moulded concrete units of every type; to develop molds, patterns, and casting systems for such products; to operate production facilities and supply networks; and to provide installation and maintenance services for the same.

e) To carry on the business of quarrying, blasting, extraction, crushing, grading, washing, and supplying limestone, gypsum, clay, pozzolana, silica, sand, gravel, stone aggregates, and other raw materials required for cement and concrete production; to acquire and manage quarries

and mineral rights; to establish crushing and screening plants; and to conduct such activities in an environmentally responsible and lawful manner with due regard to safety and sustainability.

f) To acquire, own, lease, hire, maintain, operate, overhaul, and repair plant, machinery, and equipment including crushers, mixers, kilns, rotary mills, conveyors, trucks, cement tankers, transit mixers, forklifts, batching equipment, and all other mechanical, industrial, and transport systems necessary for the Company's operations; and to establish workshops and maintenance divisions for servicing and upgrading machinery and fleets.

g) To undertake bulk and bagged cement distribution, concrete delivery, hauling, and tanker transportation; to establish and operate storage depots, silos, distribution centers, and retail outlets; to develop logistics systems for efficient movement of raw materials and finished products; and to engage in domestic and regional distribution networks consistent with applicable trade regulations.

h) To conduct laboratory testing, materials and quality control, chemical analysis, composition verification, strength testing, and mix-design optimization; to establish research and quality-assurance laboratories; to develop new testing methods and standards; and to certify and validate cement and concrete products to meet national and international quality specifications.

i) To research, develop, improve, and innovate cement and concrete production processes, including low-heat, high-strength, blended, sulphate-resistant, and eco-friendly cement; to promote the use of recycled aggregates and waste-derived materials; to collaborate with academic and research institutions; and to introduce new products, technologies, and patents in cement and construction-material innovation.

j) To recover, recycle, crush, or reprocess waste concrete, cement residues, off-spec materials, and returned ready-mix for reuse in qualified concrete products or aggregates; to develop environmentally sound waste-management systems; and to promote circular-economy practices in all operations.

k) To import and export raw materials, clinker, additives, binders, machinery, equipment, spare parts, and intermediate materials necessary for cement and concrete manufacturing; to obtain representation rights and distributorships from local and international producers; and to manage procurement and logistics of imported goods in compliance with customs and trade laws.

l) To own, acquire, lease, or operate limestone reserves, quarry lands, processing sites, storage facilities, batching plants, depots, workshops, and other immovable or movable properties required for cement, concrete, and logistics operations; to construct or improve such facilities; to establish depots and agencies across Tanzania and elsewhere; and to manage and maintain these facilities for the efficient conduct of the Company's business.

m) To carry on the business of builders, contractors, and civil, structural, mechanical, and electrical engineers; to design, plan, manage, construct, execute, maintain, alter, and repair all types of residential, commercial, industrial, and infrastructure works including buildings, roads, bridges, dams, ports, factories, airports, and water systems; to supply and install all materials and equipment required; and to provide design-and-build, engineering, and project-management consultancy services.

n) To undertake and participate in public works and infrastructure development projects, including through joint ventures, partnerships, and public-private partnerships; to tender for, execute, and manage works involving highways, railways, ports, airports, energy plants, and public utilities; to provide turnkey project delivery services; and to operate as main

contractors, subcontractors, consultants, suppliers, or financiers as may be lawfully permitted.

o) To acquire, own, develop, subdivide, construct, improve, manage, lease, let, and sell real estate of all kinds, including residential, commercial, industrial, agricultural, and hospitality properties; to engage in property development, brokerage, leasing, valuation, and management; to develop housing schemes, apartment complexes, industrial estates, and mixed-use projects; to provide facilities management and maintenance; and to participate in real estate joint ventures or investment vehicles.

p) To engage in urban planning, land surveying, mapping, subdivision, and provision of estate infrastructure such as roads, drainage, water, power, and communication services; to develop or manage affordable housing and urban renewal programs; and to collaborate with public or private institutions in real estate or infrastructural development.

q) To carry on the business of importers, exporters, distributors, merchants, and general traders in goods, machinery, construction materials, tools, vehicles, industrial equipment, and consumer products; to engage in wholesale and retail operations; to establish branches, warehouses, and outlets; and to conduct cross-border trade within and outside Tanzania in accordance with applicable trade and investment regulations.

r) To engage in procurement, sourcing, and supply-chain management of goods, materials, and services for the Company and third parties; to act as agents, brokers, or intermediaries for manufacturers and distributors; to coordinate logistics, vendor networks, quality control, customs clearance, and delivery systems; and to provide procurement and materials-management consultancy.

s) To carry on the business of logistics, transport, and distribution; to own, lease, charter, or operate vessels, trucks, trailers, and aircraft for the movement of goods and materials; to establish and manage warehouses, container depots, bonded facilities, and logistics hubs; to operate freight forwarding, clearing, and forwarding services; and to provide complete transport and cargo-handling solutions by land, sea, or air.

t) To engage in the development, financing, construction, and management of port, harbour, and maritime infrastructure, including dry docks, wharves, terminals, and coastal logistics facilities; to provide marine engineering, vessel-repair, and ship-brokerage services; and to enter into concession or service agreements with public authorities for port and marine infrastructure management.

u) To establish, own, and operate factories, workshops, and production plants for the manufacture, fabrication, or assembly of steel products, prefabricated components, tiles, roofing sheets, pipes, glass, plastics, aluminium frames, and other building materials; to acquire and apply technology licences and technical know-how; to enhance production capacity, quality, and efficiency; and to promote industrial diversification consistent with the Company's objectives.

v) To explore, acquire, and develop mineral and natural-resource assets relevant to the Company's operations; to produce renewable energy and alternative fuels for industrial use; to install power-generation, waste-recovery, and recycling systems; and to implement environmental sustainability programs consistent with national policies and international best practices.

w) To invest in, promote, and participate in lawful business enterprises, projects, and ventures; to acquire, hold, or dispose of shares, securities, or interests in other companies; to form or participate in joint ventures, consortia, or special-purpose vehicles; and to pursue investment

opportunities under incentive schemes approved by the Tanzania Investment and Special Economic Zones Authority, or any other competent authority.

x) To establish, operate, and maintain research and development departments, laboratories, pilot plants, and innovation hubs dedicated to advancing construction materials, industrial engineering, manufacturing technologies, energy efficiency, logistics optimization, and sustainable production methods; to initiate and support applied research, experimentation, and product development in collaboration with universities, scientific institutions, and private enterprises; to acquire, protect, and commercialize intellectual-property rights, patents, trademarks, industrial designs, and know-how; to apply emerging technologies such as robotics, artificial intelligence, machine learning, 3D printing, nanotechnology, and automation to manufacturing, construction, and real-estate development; to develop advanced materials, smart-concrete formulations, and environmentally sustainable industrial processes; and to participate in technology-transfer agreements, innovation clusters, and public-private partnerships aimed at improving industrial capacity and national technological advancement.

y) To implement sustainability, environmental, and social governance (ESG) programs; to promote green manufacturing, renewable energy, waste minimization, recycling, and environmental restoration; to uphold fair labor, occupational safety, and community development; and to conduct operations responsibly in alignment with applicable laws and ethical standards.

z) To establish export-oriented industrial, logistics, and bonded facilities; to participate in special economic zones and export-processing programs; to engage with relevant authorities for export facilitation and promotion; and to develop international supply partnerships and export strategies for the Company's products and services.

aa) To provide consultancy, advisory, management, and project-execution services in the fields of construction, manufacturing, logistics, real estate, and investment; to offer training, technical support, and capacity-building; and to engage in management outsourcing and operational advisory for related industries.

bb) To undertake marketing, advertising, and branding activities; to create, acquire, and manage intellectual property; to develop and implement promotional campaigns and public-relations programs; and to utilize digital and traditional media for the advancement of the Company's brand and commercial objectives, in compliance with applicable licensing requirements.

cc) To borrow, raise, or secure money with or without collateral; to issue, accept, endorse, and discount negotiable instruments; to grant charges over the Company's property and assets; to issue and redeem shares, debentures, or other securities; to invest surplus funds; to lend, guarantee, or indemnify obligations of affiliates or business partners, provided such activities remain ancillary to the Company's objectives and not constitute regulated financial services without appropriate licensing.

dd) To pay the expenses preliminary and incidental to the formation, registration, and establishment of the Company or any related entity; to remunerate any person for services rendered in connection with the placement of shares or other securities; and to bear such lawful expenses as may be necessary for the successful conduct of the Company's business.

ee) To do all such other lawful acts, deeds, and things, whether as principal, agent, contractor, or trustee, and whether alone or in conjunction with others, as are incidental or conducive to the attainment of the foregoing objects and to the proper exercise of all the Company's lawful powers.

ff) To carry on the business of agriculture in all its branches including crop cultivation, horticulture, floriculture, irrigation farming, and plantation development; to acquire, lease, or manage agricultural lands, greenhouses, nurseries, and farming estates; to cultivate, harvest, store, and market cereals, pulses, fruits, vegetables, and other produce; to process, package, and distribute agricultural products; and to invest in research and technology for improved yields, pest control, and soil management.

gg) To engage in the processing, milling, drying, blending, and packaging of food and agricultural commodities including grains, oilseeds, sugar, tea, coffee, spices, animal feeds, beverages, and edible oils; to establish agro-processing plants and cold-storage facilities; to manufacture and distribute fertilizers, pesticides, and agricultural chemicals derived from limestone, gypsum, or other minerals; to promote food safety, value addition, and export of processed agricultural goods; and to engage in the marketing and branding of agri-products both locally and internationally.

hh) To supply, import, export, distribute, assemble, and service agricultural machinery, tractors, implements, irrigation equipment, and post-harvest systems; to design and construct storage silos, pack houses, and cold chains; to provide mechanization, transport, and logistics services for farm produce; to establish agricultural service centers for machinery hire and maintenance; and to promote efficient supply-chain and mechanized farming technologies consistent with sustainable agricultural development.

To establish, operate, and maintain information and communication technology systems, networks, and platforms supporting industrial, commercial, and administrative operations; to design, develop, acquire, and license computer software, enterprise resource planning (ERP) systems, cloud-based applications, artificial-intelligence and data-analytics solutions, automation platforms, and process-control technologies; to provide digital-transformation consulting, systems integration, cyber-security, and technical-support services to corporate and government clients; to construct, own, lease, and manage data centers, server farms, and digital infrastructure for internal and third-party use; to participate in research, development, and commercialization of new technologies and to collaborate with academic, governmental, or private institutions for innovation, intellectual-property development, and digital-capacity enhancement; and to undertake all lawful activities related or incidental to telecommunications, ICT, and software engineering.

ii) To design, develop, establish, own, and operate digital marketplaces, e-commerce and e-procurement platforms, online trading systems, and mobile applications for the marketing, sale, and distribution of building materials, industrial products, and consumer goods; to provide electronic-payment gateways, digital invoicing, transaction-processing, and settlement systems subject to relevant financial-services regulations; to invest in, manage, or partner with technology start-ups and fintech ventures offering innovations in payments, credit scoring, logistics tracking, or customer-relationship management; to offer software-as-a-service (SaaS) and platform-as-a-service (PaaS) solutions for supply-chain optimization, transport management, and inventory control; to build and operate customer-support centers, digital call centers, and online business-intelligence systems; and to promote the use of emerging technologies—such as blockchain, artificial intelligence, robotics, and cloud computing—in enhancing operational efficiency, transparency, and competitiveness of the Company and its affiliates.

jj) To engage in the generation, transmission, distribution, and sale of electricity from renewable and non-renewable sources including solar, wind, hydro, gas, geothermal, biomass, and waste-to-energy systems; to construct, own, and operate power plants, mini-grids, and

energy-storage facilities; to design and install power systems for industrial and community use; to sell surplus energy to utilities or other consumers subject to licensing; and to promote energy efficiency and sustainable power solutions for industrial, commercial, and domestic applications.

kk) To import, refine, store, transport, and distribute petroleum products, lubricants, liquefied petroleum gas, biofuels, and related energy commodities; to establish service stations, depots, and pipelines for fuel logistics; to engage in wholesale and retail fuel trading; and to promote the use of cleaner fuels and alternative energy technologies in alignment with national energy policies and standards.

ll) To prospect, explore, acquire, develop, and operate mines, mineral deposits, and natural-resource assets including but not limited to gold, copper, graphite, lithium, coal, iron ore, gemstones, and other metallic or industrial minerals; to engage in geological surveys, drilling, extraction, beneficiation, refining, smelting, and metal fabrication; to establish processing plants and mineral-trading divisions; and to conduct such activities in accordance with applicable mining, environmental, and safety laws.

mm) To establish, manage, and operate educational, vocational, and technical training institutions; to provide professional certification, apprenticeship, and capacity-building programs in engineering, construction, logistics, manufacturing, and information technology; to collaborate with universities, research centers, and training agencies for curriculum development and industry-specific skills transfer; and to promote educational initiatives, scholarships, and knowledge exchange programs in support of national human-resource development.

nn) To develop, own, and operate hotels, lodges, resorts, serviced apartments, guesthouses, restaurants, and conference facilities; to provide hospitality management, catering, and event-organization services; to act as tour operators, travel agents, and destination managers; to promote cultural and eco-tourism activities; and to undertake investments and joint ventures in the leisure and tourism industry consistent with applicable laws and standards.

oo) To operate, manage, lease, or charter vehicles, coaches, aircraft, and vessels for passenger conveyance; to provide staff transport, airport transfer, and public-mobility services; to establish transport hubs, ticketing systems, and route networks; and to ensure safe, reliable, and environmentally responsible passenger transport operations in compliance with transport and civil-aviation regulations.

pp) To establish, own, and operate media, communication, and digital-production enterprises including film studios, printing presses, advertising agencies, public-relations offices, and online-content platforms; to produce, distribute, and monetize audio-visual, photographic, and written materials for commercial, educational, or promotional purposes; to develop, acquire, and manage intellectual-property rights in media and entertainment products; to provide industrial and corporate-security solutions including design, installation, and maintenance of surveillance systems, CCTV networks, access-control mechanisms, alarm and fire-safety systems, and integrated security technologies; to offer consultancy in risk assessment, asset protection, and cyber-security management; to engage in waste-management and environmental-protection services including collection, segregation, recycling, composting, waste-to-energy conversion, and landfill operation; to undertake environmental audits, impact assessments, and remediation projects for public and private entities; to operate or manage water-treatment and pollution-control facilities; and to promote sustainable environmental practices, circular-economy initiatives, and social-responsibility programs consistent with national and international environmental standards.

qq) To engage in the business of motor-vehicle and machinery maintenance, mechanical engineering, bodywork, painting, diagnostics, and servicing of all kinds of motor vehicles, trucks, tankers, and heavy or light machinery; to establish and operate workshops, garages, service stations, and repair depots; to provide inspection, maintenance, and modification services for industrial, construction, and transportation fleets; to supply spare parts, lubricants, batteries, tyres, tools, and automotive accessories; and to offer such services internally for the Company's own fleet or commercially to third parties in accordance with applicable laws and safety standards.

rr) To import, export, assemble, manufacture, purchase, sell, lease, hire, or otherwise deal in motor vehicles, trucks, machinery, trailers, construction equipment, and related mechanical systems; to establish showrooms, dealerships, and distribution centers for automobiles and accessories; to engage in fleet management, vehicle hire, and leasing operations; to participate in joint ventures or franchise arrangements with local or foreign automotive manufacturers or distributors; and to undertake research, design, and innovation in electric, hybrid, or alternative-fuel vehicles promoting sustainable mobility solutions.

ss) To carry on and undertake any lawful trade, business, enterprise, investment, or undertaking of whatever nature, whether industrial, commercial, agricultural, financial, service-oriented, or otherwise, which may seem to the Company capable of being conveniently carried on in connection with or ancillary to the objects of the Company or calculated directly or indirectly to promote its interests; to acquire and hold any property, rights, privileges, or concessions which the Company may deem necessary or desirable for any of its purposes; to enter into contracts, arrangements, or associations of every kind with individuals, partnerships, companies, public authorities, or governments; to act as agents, representatives, contractors, trustees, or partners in connection with any lawful business or venture; to do all such acts, deeds, and things as are incidental or conducive to the attainment of the Company's general or particular objects; and to exercise all rights and powers that a natural person carrying on business in Tanzania or elsewhere may lawfully exercise, provided always that nothing herein shall authorize the Company to engage in any business for which a special licence or governmental consent is required without first obtaining such licence or consent.

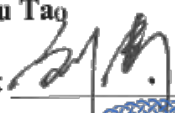

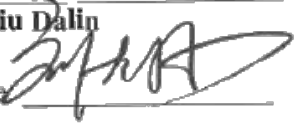

AND it is hereby declared that the word "Company" in this clause, except where used in reference to **DALIN NEW BUILDING MATERIALS (TANZANIA) COMPANY LIMITED**, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Tanzania or elsewhere, and that the intention is that each of the objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be an independent main object and be in no wise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

4. The liability of the members is limited.

5. The authorised initial share capital of the Company is TZS. 1,214,185,000/= divided into 1,000 ordinary shares of TZS. 1,214,185/= each with power for the Company to increase or reduce such capital and to divide the shares in the capital for the time being, whether original or increased, into several different classes, and to attach therefore respectively any preferential, deferred, qualified or other special rights, privileges, restrictions or conditions and so that unless the conditions of issue shall otherwise expressly declare every issue of shares, whether preference or otherwise, or any such rights, privileges or conditions shall not be altered or modified except in accordance with the Articles of Association registered herewith.

WE, the several persons whose names, addresses and descriptions are subscribed, are desirous

of being formed into a Company, in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Names, postal Address and Descriptions of Subscribers	Number of shares taken by each subscriber	Signature of Subscribers
Dalin Investment (Africa) Co. Ltd First Floor - Office 106, The Trademark, La Promenade, Telfair, Moka 80829, Republic of Mauritius	990	Name: Liu Tao Signature:  Designation: Director Company's Seal: 
Nanjing Dalin Investment Management Co., Ltd No. 99 Xingfa Road, Gaoqiao Industrial Cluster, Dongshan Subdistrict, Jiangning District, Nanjing City, Jiangsu Province, China	10	Name: Liu Dalin Signature:  Designation: Director Company's Seal: 

Dated at Dar es Salaam this 27 day of November,

2025. Witness to the above signatures: -

NAME: **GASPER MALONGO**

ADDRESS: **P.O.BOX 13197, DAR ES SALAAM**

QUALIFICATION: **NOTARY PUBLIC**

SIGNATURE: 



THE COMPANIES ACT, CHAPTER 212 RE: 2023

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

DALIN NEW BUILDING MATERIALS (TANZANIA) COMPANY LIMITED

PRELIMINARY

1. In these Articles: -

The “**Act**” means the Companies Act, 2002

“**The articles**” means the articles of the company;

“**Clear days**” in relation to the period of a notice means that period excluding the day when the notice is given or on which it is to take effect;

“**The holder**” in relation to shares means the member whose name is entered in the register of members as the holder of the shares;

“**The Office**” means the registered office for the time being of company.

“**The Directors**” means the director of the Company for the time being who are holding such posts.

“**The register**” means the register of members to be kept pursuant to the provisions of Act.

“**The Seal**” means the Common Seal of the Company.

“**Secretary**” means the secretary of the company or any person appointed to perform the duties of the secretary of the company.

Expressions referred to writing shall, unless the contrary intention appears, be construed as including as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these Regulations shall bear the same meaning as in the Act or any statutory modification thereof force at the date at which these Regulations become binding on the company.

SHARE CAPITAL AND VARIATION OF RIGHTS

2. Subject to the provision of the Act, and without prejudice to any rights attached to any existing shares, any share may be issued with such rights or restrictions, whether in regard to divided, voting, return of capital or otherwise as the company may by ordinary resolution determine.

3. Subject to the provisions of sections 61 of the Act, any shares may, with the sanctions of an ordinary resolution, be issued on the terms and in such manner as the company before the issue of the shares may by special resolution determine.

4. The rights conferred upon the holders of the shares of any class shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the certain or issue of further shares ranking *pari passu* therewith.

5. The company may exercise the powers of paying commissions conferred by section 56 of the Act. Subject to the provisions of the Act, such commission may be satisfied by the payment of cash or the allotment of full or partly paid shares or partly in one way and partly in other.

6. Except as required by law, no person shall be recognized by the company as holding any share upon any trust, and the company shall not be bound by or be compelled in any way to recognize (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any interest in any share or any interest in any fractional part of a share or (except as otherwise provided by the articles or by law) any other rights or interests in respect of share except an absolute right to the entirety thereof in the registered holder.

7. Every member, upon becoming the holder of any shares, shall be entitled without payment to receive within two months after allotment or lodgment of transfer (or within such other period as the conditions of issue shall provide) one certificate for all the shares of each class held by him (and, upon transferring a part of his holding of shares of any class, to a certificate for the balance of such holding) or several certificates each for one more of his shares upon payment for every certificate after the first such reasonable sum as the directors may determine. Every certificate shall be signed by at least two directors of the company or one director and the company secretary and shall specify the number, class and distinguishing numbers (if any) of the shares to which it relates and the amount or respective amounts paid thereon. In respect of a share of shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one joint holder shall be sufficient delivery to all joint holders.

8. If a share certificate is defaced, worn out, lost or destroyed, it may be renewed on such terms (if any) as to evidence and payment of expenses reasonably incurred by the company in investigating evidence as the directors may determine but otherwise free of charge, and (in the case of defacement or wearing out) on delivery up of the old certificate.

LIEN

9. The Company shall have a first and paramount lien on every share (not being a fully paid share) for all moneys (moneys whether presently payable or not) called or payable at a fixed time in respect of that share; but the directors may time declare any share to be wholly or in part exempt from the provisions of this regulation. The company's lien, if any, on a share shall extend to any amounts payable in respect of it.

CALLS ON SHARES

10. Subject to the terms of allotment, the directors may make calls upon the members in respect of any moneys unpaid on their shares (whether in respect of nominal value or premium) and not by the conditions of allotment thereof made payable at fixed times, provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call, and each member shall (subject to receiving at least fourteen clear days' notice specifying when and where payment is to be made) pay to the company as required by the notice the amount called on his shares. A call may be required to be paid by installments. A call may, before receipt by the company of any sum due thereunder, be revoked in whole or part and payment of a call may be postponed in whole or part. A person upon whom a call is made shall remain liable for calls

made upon him notwithstanding the subsequent transfer of the shares in respect of which the call was made.

11. A call shall be deemed to have been made at the time when the resolution of the directors authorizing the call was passed.

TRANSFER OF SHARES

12. The instrument of transfer of any share shall be in any usual form or any other form which the directors may approve and shall be executed by or on behalf of the transferor and, unless the share is fully paid up, by or on behalf of the transferee, and the transfer or shall deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

13. If the directors refuse to register a transfer, they shall within sixty days after the date on which the transfer was lodged with the company send to the transferee notice of the refusal.

14. The registration of transfers of shares or any transfers of any class of shares may be suspended at such times and for such periods (not exceeding thirty days in any year) as the directors may determine.

15. No fee shall be charged for the registration of any instrument of transfers of other document relating to or affecting title to any share.

TRANSMISSION OF SHARES

16. In case of the death of a member, the survivor of survivors where the deceased was a joint holder, and the personal representative of the deceased where he was a sole holder or the only survivor of joint holders, shall be the only persons recognized by the company as having any title to his interest in the shares; but nothing herein contained shall release the estate of a deceased member from any liability in respect of any share which had been jointly held by him.

17. A person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence being produced as may properly be required by the registered as holder of the share, or elect to have some person nominated by him registered as the transferee in which case he shall execute the appropriate instrument of transfer. All the articles relating to the right to transfer of shares shall apply to any such notice or transfer as if it were an instrument of transfer executed by the member and the death or bankruptcy of the member had not occurred.

18. A person becoming entitled to a share by reason of the death or bankruptcy of the holder shall have the rights to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as the holder of the share, be entitled in the respect of it to exercise any right conferred by membership in relation to meetings of the company.

ALTERATION OF CAPITAL

19. If a call remains unpaid after it has become due and payable, the directors may give to the person from whom it is due not less than fourteen clear days' notice requiring payment of the amount unpaid, together with any interest which may have accrued. The notice shall name the place where payment is to be made and shall state that if the notice is not complied with, the shares in respect of which the call was made will be liable to be forfeited.

20. If the notice is not complied with, any share in respect of which it was given may, before the payment required by the notice has been made, be forfeited by a resolution of the directors to that effect and the forfeiture shall include all dividends or other moneys payable in respect

of the forfeited shares and not paid before the forfeiture.

21. Subject to the provisions of this Act, a forfeited share may be sold, re-allotted or otherwise disposed of on such terms and in such manner as the directors determine either to the person who was before the forfeiture the holder or to any other person, and at any time before a sale, re-allotment or other disposition the forfeiture may be cancelled on such terms as the directors think fit. Where for the purposes of its disposal a forfeited share is to be transferred to any person, the directors may authorize some person to execute an instrument of transfer of the share in question.

22. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares and shall surrender to the company for cancellation the certificate for the shares forfeited, but shall remain liable to the company for all moneys which, at the date of forfeiture, were payable by him to the company in respect of the shares, but his liability shall cease if and when the company shall have received payment in full of all such moneys in respect of the shares, but the directors may waive payment wholly or in part or enforce payment without any allowance for the value of the shares at the time of forfeiture or for any consideration received on their disposal.

23. A statutory declaration by a director or the secretary that a share has been forfeited on a date stated in the declaration shall be conclusive evidence of the facts stated therein as against all persons claiming to be entitled to the share, and the declaration shall (subject to the execution of an instrument of transfer if necessary) constitute a good title to the share, and the person to whom the share is disposed of shall not be bound to see to the application of the consideration, if any, nor shall his title to the share be affected by any irregularity or invalidity of the proceedings in reference to the forfeiture or disposal of the share.

24. The company may by ordinary resolution:-

- (a) Increase its share capital by new shares of such amount, as the resolution prescribes;
- (b) Consolidate and divide all or any of its share capital into share of larger amount than its existing share;
- (c) Subject to the provisions of section 65(1)(d) of the Act, sub-divide its existing shares, or any of them, into shares of smaller amount than is fixed by the memorandum of association;
- (d) Cancel shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.

25. Whenever as a result of a condition of shares any members would become entitled to a fraction of a share, the directors may, on behalf of the those members, sell the shares representing the fractions for the best price reasonably obtainable to any person (including subject to the provisions of this Act, the company) and distribute the net proceeds of sale in due proportion among those members, and the directors may authorize some person to execute an instrument of transfer of the shares to or in accordance with the directions of the purchaser. The transferee shall not be bound to see to the application of the purchase money nor shall his title to the share be affected by any irregularity in or invalidity of the proceeding in reference to the sale.

26. Subject to the provisions of the Act, the company may by special resolution reduce its share capital, any capital redemption reserve fund or any share premium account in any way.

27. The company shall in each year hold a general meeting as its annual general meeting in

addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the company and that of the next.

28. All general meetings other than annual meetings shall be called extraordinary general meetings.

29. The directors may, whenever they think fit, call an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisitionists, or, in default as provided by section 134 of the Act. If at any time there are not within the territory sufficient directors to call the meeting, any director or any two members of the company may call the meeting in the same manner as nearly as possible as that in which meetings may be convened by the directors.

NOTICE OF GENERAL MEETINGS

30. Every general meeting shall be called by twenty-one clear days' notice in writing. The notice shall specify the time and place of the meeting the general nature of the business and, in the case of an annual general meeting, shall specify the meeting as such;

Provide that a meeting of the company may be called by shorter if it is so agreed;-

a. In the case of an annual general meeting, by all the members entitled to attend and vote thereat; and

b. In the case of any other meeting by a majority in number of the members having a right to attend vote at the meeting, being a majority together holding not less than 95 per cent in nominal value of the shares giving that right.

31. Subject to the provisions of the articles and to any restrictions imposed on any shares, the notice shall be given to all persons entitled to a share in consequence of the death or bankruptcy of a member and to the directors and auditors. The accidental omissions to give notice of a meeting to, or the non- receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at the meeting.

PROCEEDINGS AT GENERAL MEETINGS

32. All business shall be deemed special that is transacted at an Extra-Ordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of declaring a divide, the consideration of the accounts, and the reports of the directors and auditors, the election of directors in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors.

33. No Business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; two person entitled to vote on the business to be transacted, each being a member or a proxy for a member or a duly authorized representative of a corporation, shall be a quorum.

34. If within half an hour from the time appointed for the meeting a quorum is not present, or if during the course of a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week, at the same and place or to such other day at such other time and place as directors may determine.

35. The chairman, if any, of the Board of Directors or in his absence some other director nominated by the directors shall preside as chairman of the general meeting, but if neither the chairman nor such other director (if any) be present within fifteen minutes after the time

appointed for the holding of the meeting and willing to Act, directors present shall elect one of their number to be chairman of the meeting and, if there is only one director present and willing to Act, he shall be chairman.

36. If at any meeting no director is willing to act as chairman or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose someone of their number to be chairman of the meeting.

37. A director shall, notwithstanding that he is not a member, be entitled to attend and speak at a general meeting and at any separate meeting of the holders of any class of shares in the company.

38. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days and the general nature of the business to be transacted at an adjourned meeting.

39. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded:

- a. By the chairman or;
- b. At least two members having the right to vote at the meeting; or
- c. By a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or
- d. By a member or members holding shares conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right;
- e. And a demand by a person as proxy for a member shall be the same as a demand by the member.

40. Unless a poll is so demanded, a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost or not carried by a particular majority and an entry to the effect in the minutes of the meeting shall be evidence of that fact.

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

42. Except as provided in article 54, if a poll is duly demand it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

43. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a casting vote in addition to any other vote he may have.

44. Poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time not more than thirty days after the poll is demanded as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be preceded with pending taking of the poll.

45. A resolution in writing executed or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall have effect as if it had been passed at a general meeting duly convened and held, and may consist of several instruments in the like form each executed by or on behalf of one or more members.

VOTES OF MEMBERS

46. Subject to any rights or restrictions attached to any share or class or classes of shares, on a show of hands every member (being an individual) present in person or (being a corporation) present by a duly authorized representative, not being himself a member entitled to vote, and on a poll every member shall have one vote for each share of which he is the holder.

47. In 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.

48. A member of respect of whose estate a manager has been appointed under section 26 of the Mental Disease Act, may vote, whether on show of hands or on a poll, by his manager, and such manager may, on poll, vote by proxy.

49. No member shall be entitled to vote at a general meeting or at a separate meeting of the holders of any class of shares in the company unless all class or other sums presently payable by him in respect of shares in the Company have been paid.

50. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every not disallowed at such meeting shall be valid for all purposes. Any objection made in due time shall be referred to the chairman of the meeting, whose decision shall be final and conclusive.

51. On a poll votes may be given either personally or by proxy. A member may appoint more one proxy to attend to the same occasion.

52. The instrument appointing a proxy shall be in writing executed by or on behalf of the appointer or of his attorney duly authorized in writing, or, if the appointer is a corporation, either under seal, or under the hand of an officer or attorney duly authorized. A proxy need not be a member of the Company.

53. The instrument appointing a proxy and any authority under which it is executed a copy of that authority certified materially or in such other manner as approved by the directors shall be deposited at the registered office of the company or at such other place within the Tanzania as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

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

“.....Limited I/we.....of....., being a Member/members of the above named company, hereby appoint.....of.....or failing him, of....., as my/ our proxy to vote for me/us on my/ our behalf at the (annual or extraordinary, as the case may be) general meeting of the Company to be held

on the day of , and at any adjournment thereof. Signed this.....day of.....200”.

55. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:

“.....Limited.....I/we.....of....., being.....a Member/members of the above named company, hereby appoint.....of.....or failing him, of.....as my/our proxy to vote for me/us on my/our behalf at the (annual or extraordinary, as the case may be) general meeting of the company to held on the.....day of, and at any adjournment thereof.

Signed this.....day of.....202....,”

This form is to use in favour of\against resolutions { 1/2/3 etc. }. Unless otherwise instructed, the proxy will vote as he thinks fit or abstain from voting.

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

57. A vote given in accordance with the terms of an instrument of proxy, or poll demanded by proxy, or by the duly authorized representative of a corporation shall be valid notwithstanding the previous determination was received by the company at its registered office (or at such other place at which the instrument or proxy was duly deposited) before the commencement of the meeting or adjourned meeting at which the proxy is used.

CORPORATION ACTING BY REPRESENTATIVE AT MEETINGS.

58. 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 or of any class of members of the Company, and the person so authorized shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company.

DIRECTORS

59. The number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum of association or majority of them and until such determination the signatories to the Memorandum of Association shall be the first directors. Unless otherwise determined by ordinary resolution, the number of directors shall not be subject to any maximum but shall be not less than two.

60. The shareholding qualifications for directors may be fixed by the company in general meeting, and unless and until so fixed no qualifications shall be required.

POWERS AND DUTIES OF DIRECTORS

61. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the Company shall be managed by the directors, who may exercise all the powers of the company. No alteration of the memorandum or articles and no such directions shall invalidate any prior act of the directors which would otherwise have been valid. The powers given by these articles shall not be limited by any special power given to the directors by the articles and a meeting of directors at which a quorum is present may exercise all powers exercisable the directors.

62. The Directors may by powers of attorney appoint any person to be the attorney or agent

of the company for such purposes and on such conditions as they determine, including authority for the attorney or agent to delegate all or any of his powers.

63. The directors may exercise all the powers of the company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the company or of any third party.

The company may exercise the powers conferred upon the company by sections 124 to 127 of the Act with regard to the keeping of a branch register, and the directors may (subject to the provisions of those sections) make and vary such regulations as they may think fit respecting the keeping of any such register.

DIRECTORS' APPOINTMENTS AND INTERESTS.

64. The directors may appoint one or more of their number to the office of Managing Director or to any other executive office under the company and may enter into an agreement or arrangement with any director for his employment by the company or for the provision by him of any service outside the scope of the ordinary duties of a director. Any such appointment, agreement or arrangement may be made on such terms as the directors determine and they may remunerate any such director for his services as they think fit. Any appointment of a director to an executive office shall terminate if he ceases to be a director, but without prejudice to any claim to damages for breach of the contract of service between the director and the company. A managing director and a director holding any other executive office shall not be subject to retirement by rotation.

65. A director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the company shall declare the nature of interest at a meeting of the directors in accordance with section 209 of the Act.

66. Subject to the provisions for the Act, and provided that he has disclosed to the directors the nature and extent of any material interest of his, a director notwithstanding his office-

(a) May be a party to, or otherwise interested in, any transaction or arrangement with the company or in which the company is otherwise interested;

(b) May be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in any body corporate promoted by the company or in which the company may be interested;

(c) Shall not, by reason of his office, be accountable to the company for any benefit which he derives from any such office or employment remuneration or other benefits received by him as a director or officer of, or from his interest in, such other company unless the company otherwise directs.

(d) Provided that nothing herein contained shall authorize a director or his firm to act as auditor to the company.

67. For the purposes of articles 66 and 67

(a) A general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest shall be deemed to be a disclosure that the director has an interest in such transaction of the nature and extent specified; and

(b) An interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

68. All cheques, promissory notes, drafts, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the company, shall be signed, drawn accepted, endorsed, or otherwise executed in such manner as the directors shall from time to time by resolution determine.

MINUTES

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

(a) Of all appointments of officers made by the directors;

(b) Of the names of the directors present at each meeting of the directors and of the directors, and of committees of directors.

(c) Of all resolutions and proceedings at all meetings of the company, of the holders of any class of shares in the company, and of the directors, and of committees of directors.

REMUNERATION AND EXPENSES; GRATUITIES AND PENSIONS.

70. The remuneration of the directors shall be determined by ordinary resolution of the company and, unless the resolution otherwise provides, such remuneration shall be deemed to accrue from day to day. The directors may also be paid all traveling, hotel and other expenses properly incurred by them in attending and returning from meetings of the directors or any committee of the directors or general meetings or separate meetings of the holders of any class of shares or of debentures of the company or otherwise in connection with the business of the company.

71. The directors on behalf of the company may pay gratuity or pension or allowance on retirement to any director who had any other salaries offices or place of profit with the company or to his widow or dependants and make contributions to any fund and pay premiums for the purchase or provisions of any such gratuity, pension or allowance.

DISQUALIFICATION OF DIRECTORS

72. The office of director shall be vacated, if the director:

(a) Ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director; or

(b) Becomes bankrupt or makes any arrangement or composition with his creditors generally; or

(c) Becomes of unsound mind; or

(d) Resigns his office by notice in writing to the company; or

(e) Shall for more than six consecutive months have been absent without permission of the directors from meetings of the directors held during that period and the Directors resolve that his office be vacated.

APPOINTMENT AND RETIREMENT OF DIRECTORS

73. The company may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or to be an additional director.

74. The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the total number of directors does not exceed the number fixed by or in accordance with these articles. A director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election.

75. The company may by ordinary resolution, of which special notice has been given in accordance with section 144 of the Act, remove any director before the expiration of his period of office notwithstanding anything in these articles or in any agreement between the company and the director. Such removal shall be without prejudice to any claim the director may have for damages for breach of any service contract with the company.

76. The company may by ordinary resolution appoint another person in place of a director removed from office under the immediately preceding regulation, and without prejudice to the powers of the directors under article 85 the company may by ordinary resolutions appoint a person to be a director either to fill a vacancy or as an additional director.

PROCEEDINGS OF DIRECTORS

77. Subject to the provision of the articles, the directors may regulate their meetings as they think fit. Questions arising at a meeting shall be decided by a majority of votes. In case of an equality of votes, the chairman shall have a second or casting vote. A director may, and the secretary at the request of a director shall, call a meeting of the directors, it shall not be necessary to give notice of a meeting to any director who is absent from the meeting.

78. 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.

79. The continuing directors may act notwithstanding any vacancy in their number but, if their number is reduced below the number fixed as the necessary quorum, the continuing directors or director may act for the purpose of filling vacancies or of calling a general meeting.

80. The directors may appoint one of their number to be chairman of the board of directors and determine the period for which he is to hold office. Unless he is unwilling to do so, the director so appointed shall preside at every meeting of directors as which he is present. But if no such chairman is appointed, or if he is unwilling to preside, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the directors present may choose one of their number to be chairman of the meeting.

81. The directors may delegate any of their powers to a committee consisting of one or more directors; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the directors. Subject to any such regulations, the proceedings of a committee with two or more members shall be governed by the articles regulating the proceedings of directors so far as they are capable of applying.

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

83. A resolution in writing, signed by all the directors entitled to receive notice of a meeting of the directors, or of a committee of directors, shall be as valid and effectual as if it had been

passed at a meeting of the directors or (as the case may be) a committee of directors duly convened and held, and may consist of several documents in the like form each signed by one or more directors.

84. Save as otherwise provided in the articles, a director shall not vote at a meeting of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which is material and which conflicts or may conflict with the interests of the company. Subject to and in accordance with the provisions of the Act, an interest of a person who is connected with a director shall be treated as an interest of the director.

85. A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.

86. The company may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the articles prohibiting a director from voting at a meeting of directors or of a committee of directors.

87. Where proposals are under consideration concerning the appointment of two or more directors to offices or employment with the company or anybody corporate in which the company is interested, the proposals may be divided and considered in relation to each director separately and (provided he is not for another reason precluded from voting) each of the directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except than concerning his own appointment.

88. If a question arises at a meeting of directors or of a committee of directors as to the right of a director to vote, the question may before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to the director other than himself shall be final and conclusive.

SECRETARY

89. The Secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and Secretary so appointed may be removed by them.

90. 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 its being done by or to the same person acting both as director and as, or in place of, the Secretary.

THE SEAL

91. The seal shall only be used by the authority of the directors or of a committee of the directors authorized by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or by a second director.

DIVIDENDS AND RESERVE THE SEAL

92. Subject to section 180 of the Act, the Company may by ordinary resolution declare dividends in accordance with the respective rights of the members, but no dividend shall exceed the amount recommended by the directors.

93. Subject to the provisions of the Act, the directors may from time to time pay to the members such interim dividends as appear to the directors to be justified by the profits of the company available for distribution.

ACCOUNTS

94. The directors shall cause proper books of account to be kept with respect to:-

- (a) All sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
- (b) All sales and purchase of goods by the Company; and
- (c) The assets and liabilities of the Company.

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

95. The books of account shall be kept at the registered offices of the Company, or subject to section 151 (4) of the Act, at such other place or places as the directors think fit, and shall always be open to the inspection of the directors.

96. No member shall (as such) have any right of inspecting any accounting records or other book or document of the company except as conferred by statute or authorized by the directors or by ordinary resolution of the company.

97. The directors shall, in accordance with section 153, 155 and 159 of the Act, cause to be prepared and to be laid before the company in general meeting such profit and loss accounts, balance sheets, cash flow statements group accounts (if any) and reports as are referred to those to in those sections.

98. In accordance with section 163 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 director's report and the auditor's report shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of, the company. Provided that this regulation shall not require a copy of those documents to be sent to any person of whose address the company is not aware or to more than one of the joint holders of any shares or debentures.

CAPITALISATION OF PROFITS

99. The directors may, with the authority of an ordinary resolution of the company:

- (a) Resolve to capitalize 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 that such sum be capitalized to the members who would have been entitled to it were distributed by way of dividend and in the same proportions and apply such sum either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or in paying up in full in issued shares or debentures of the company to be allotted and distributed; Make such provision the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, and authorize and person to enter on behalf of all the members entitled thereof into an agreement with the company providing for the allotment to them respectively, credited as fully paid up, of any shares or debentures to which they are entitled upon such capitalization, and any agreement made under such authority shall be effective and binding on all such members.

AUDIT

100. Subject to Section 171 of the Act, Auditors shall be appointed and their duties regulated in accordance with section 170 to 179 of the Act.

NOTICES

101. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of directors need not be in writing. The company may give any notice to a member wither personally or by sending it by post in a prepaid envelope addressed to the member at his registered address, or by leaving it at that address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, preparing, and posting a letter containing the notice, and to have been effected at the expiration of (seventy-two) hours after the letter containing the same was posted. A member whose registered address is not within the Tanzania at which notices may be given him shall be entitled to receive any notice from the company.

102. A notice may be given by the Company to the joint holders of a share by giving the notice to the joint holder first named in the register of members in respect of the share.

103. A notice may be given by the Company to the persons entitled to a share in consequence of the death of bankruptcy of a member by sending or delivering it, in any manner authorized by the articles, addressed to them by name, or by the title of representatives of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, within the Tanzania supplied for the purpose by the persons claiming to be so entitled. Until such an address has been supplied, a notice may be given in any manner in which it might have been given if the death or bankruptcy had not occurred.

104. A member present, either in person or by proxy, at any meeting of the company or of the holders of any class of shares in the company shall be deemed to have received purpose for which it was called.

WINDING UP

105. If the Company is wound up the liquidator may, with sanction of a special resolution of the company and any other sanction required by the Act divide amongst the members in specie the whole or any part of the assets of the company and may, for that purpose, set such value as he deems fair upon any property to be divided and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may, with the like sanction, vest the whole or any part of the assets in trustee upon such trusts for the benefit of the members as the liquidator, with like sanction, shall determine, but no member shall be compelled to accept any shares or other securities upon which there is a liability.

INDEMNITY

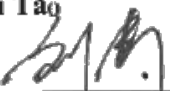



106. Subject to the provisions of the Act, but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer auditor of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 481 of the Act in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the company.

ARBITRATION

107. 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 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 our 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) forth worth be referred to the arbitration of three 3) arbitrator, 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 than existing statutory modifications or re- enactment thereof shall apply.

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

Names, postal Address and Descriptions of Subscribers	Number of shares taken by each subscriber	Signature of Subscribers
Dalin Investment (Africa) Co. Ltd First Floor - Office 106, The Trademark, La Promenade, Telfair, Moka 80829, Republic of Mauritius	990	Name: Liu Tao Signature:  Designation: Director Company's Seal: 
Nanjing Dalin Investment Management Co., Ltd No. 99 Xingfa Road, Gaoqiao Industrial Cluster, Dongshan Subdistrict, Jiangning District, Nanjing City, Jiangsu Province, China	10	Name: Liu Dalin Signature:  Designation: Director Company's Seal: 

Dated at Dar es Salaam this 27 day of November,

2025. Witness to the above signatures: -

NAME: **GASPER MALONGO**

ADDRESS: **P.O.BOX 13197, DAR ES SALAAM**

QUALIFICATION: NOTARY PUBLIC

SIGNATURE: 

