

THE COMPANIES ACT CHAPTER 212 OF 2002

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

Of

ANT RESOURCES COMPANY LIMITED

INCORPORATED THIS 15th DAY OF August 2022.

DRAWN BY:

PROJESTUS MWESIGA CLEMENCE (ADV.)

EMINENT ATTORNEY

PANAYOTOU BUILDING, ADJACENT BMTL

SIMU/JAMUHURI STREET

P. O. BOX 11627,

DAR ES SALAAM.

MEMORANDUM OF ASSOCIATION
OF
ANT RESOURCES COMPANY LIMITED

1. The name of the Company is **ANT RESOURCES COMPANY LIMITED**
2. The registered office of the Company will be situated in the United Republic of Tanzania.
3. The object for which the Company is established are:
 - a) Mining and extraction, searching for, inspect and explore, purchase, or otherwise acquire any interest therein, in any place which may seem to the Company capable of affording and or extract minerals, mineral ores or mineral oil, natural gas and to develop, work, win, get, quarry mine, crush, assay, amalgamate, reduce and smelt, as the case may be, tanzanite, diamonds, gold, silver, platinum, copper, nickel and other precious gems, metal and stones, tin, zinc, lead, iron, manganese, chrome, lithium, phosphorus, fluorite, coal, mica, quicksilver, rare-earth metals and other base metals, ores minerals natural gas, petroleum of whatsoever kind and description.
 - b) To wash, dress, polish, refine, cut and prepare for the market mineral or mineral oil, gold, silver, metals, tin, copper, nickel, lead, coal, mica, platinum, quicksilver, rare-earth metals and other base metals, ore and minerals of whatever kind and description, ad gem varieties of tanzanite, garnet, cordierite, scapolite, quarts, alexandrite, diamonds, emerald and other gem varieties of beryl, opal, ruby, sapphire, turquoise, chrysoberly, spinel, topaz, tourmaline, zircon, obsidian, moonstone, amethyst and any other rough and uncut stone of any kind whatsoever.
 - c) To deal in minerals and mineral oils, metals and gemstones, in particular, without limiting the generality of the foregoing, to buy, sell, import and export minerals mineral oil, gold, silver, metals, tin, copper, lead, coal, mica, platinum, nickel, quicksilver gas, petroleum and other base metals, ore and minerals of whatever kind and description.

- d) To purchases or otherwise acquire rights of occupancy or to take on lease or in exchange and generally to secure any rights whatsoever over any lands, tenements and hereditaments of any tenure whatsoever, whether subject or not to any charges or encumbrances, and to hold or to sell, let alienate, mortgage, charge or otherwise deal with all or any such lands, tenements or hereditaments.
- e) To carry on and undertake any business transaction or operation commonly carried on or undertaken by, contractors for public and other works, capital inventors, merchants or traders of machinery, equipment, chemical, solar, metals and other goods .
- f) To carry on any business which may seem to the Company capable of being conveniently carried on in connection with all or any of the businesses of the company or calculated directly or indirectly to render profitable or enhance the value of the Company's property or rights for the time being.
- g) To amalgamate with any other company having objects altogether or in part similar to those of the Company and to enter into subvention agreements.
- h) To subscribe for, purchase or acquire and hold any shares stock, debentures, debenture stocks, bonds, mortgages, obligations and other securities in any firm, company or association or corporation by paying there for in cash or by the issue of any shares, stocks or obligations of the Company.
- i) To open and operate banking accounts and to make, draw, accept, endorse, discount, negotiate, execute and issue and to buy, sell and lading, shipping documents, dock and warehouse warrants and other instruments negotiable or transferable or otherwise.
- j) To receive money on deposit or loan and borrow or raise or secure the payment of money in such manner as the Directors of the Company may think fit and to secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into in any way and in particular by the issue of debentures or debenture stock (perpetual or otherwise) or legal and equitable mortgages or charges charged upon all or any of the

Company's property (both present and future) including its uncalled capital and to purchase, redeem or pay off any such securities.

k) To enter into any arrangement with any governments or authorities (supreme, municipal, local or otherwise), or any corporations, companies or persons that may seem conducive to the Company's objects or any of the, and to obtain from any such government, authority, corporation, company or unions any charters, contracts, decrees, rights, privileges and concessions.

4. The liability of the members is Limited.

5. The authorised share capital of the Company is Tanzania Shillings Five Hundred Million Only (Shs. 500,000,000/=) divided into one Hundred (100) Ordinary Shares of Tanzania Shillings Five Million (Shs.5,000,000/=) each with such rights privileges or conditions as may be determined by or in accordance with the regulations of the Company, and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company.

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

Names, Addresses, and Description of Subscribers.	Number of shares taken by each Subscriber	Signature
NING MOU P.O. Box 11627 DAR ES SALAAM	97	<i>Ning Mou</i>
JING SONG P.O. Box 11627 DAR ES SALAAM	3	<i>Jing Song</i>

DAR ES SALAAM
Dated at.....this12..... day of.....August..... 2022

Witness to the above signatures:

Name: PROJETUS M. CLEMENTE

Signature:  

Postal Address: 11627

Qualification: ADVOCATE

THE COMPANIES ACT, ACT NO.12 OF 2002)

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

ANT RESOURCES COMPANY LIMITED

PRELIMINARY

1. In these Articles and Regulations, unless inconsistent with the subject or context:-

"The Act" means the Companies Act, 2002 Chapter 212 of the Laws of Tanzania.

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

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

"The Board" means the Board of Directors for the time being of the Company.

"Dividend" includes bonus.

"Member" means the registered holder of a share or shares in the Company.

"The Seal" means the Common Seal of the Company.

"Secretary" means any person appointed to perform the duties of the Secretary of the Company.

Any words denoting the singular shall include the plural and vice versa, and words denoting the masculine gender shall include the feminine gender and the words denoting persons shall include corporate societies, and the like.

2. The Regulations contained in Table A of the First Schedule to the Companies Act (hereinafter called Table A) shall 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 in addition to substitution former modification of the provisions of Table A the following shall be the regulations of the Company:-

PRIVATE COMPANY

3. 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 having been formerly in the employment of the Company were while in such employment and have continued after the determination of such employment to be members of the Company) is limited to fifty. PROVIDED THAT where two or more persons hold one or more shares in the Company jointly they shall for the purpose of this Articles be treated as a single member.
 - (c) An invitation to the public to subscribe for any shares or debenture of the Company is prohibited.
 - (d) The Company shall not have power to issue share warrants to the bearer.

CAPITAL

4. The capital of the Company is Tanzania Shillings Five Hundred Million Only (Shs. 500,000,000/=) divided into 100 shares of Tanzania Shillings Five Million (Shs. 5,000,000/=) each.
5. Without prejudice to any special rights previously conferred on the holder of shares or class of shares, any share in the company may be issued any existing with such preferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise, as the company may from time to time by ordinary resolution determine.

CERTIFICATE

6. Every person whose name is registered as a member in the register of members shall, without payment, be entitled to a certificate under the Seal of the Company specifying the share or shares held by him and the amount paid up thereon provided that in respect of a share 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 of several joint holders shall be sufficient delivery to all.

PROHIBITION OF DEALING IN COMPANY SHARES

7. The Company shall not give, whether directly or indirectly, or whether by means of a loan guarantee, the provision of security otherwise financial assistance for the purpose of or in connection with the purchase or subscription made or to be made by any person for any shares in the company or its holding Company (if any) nor shall the Company make a loan for any purpose whatsoever on the security of its shares or those of its holding company (if any) but nothing in this Article shall prohibit transactions mentioned in the proviso to section 61(1) of the Act.

LIEN

8. The Company shall have first and paramount lien on every share for any money's (whether presently payable or not) called or payable at a fixed time in respect of that share, and the Company's lien, if any, on a share shall extend to all dividends payable thereon.

CALLS ON SHARES

9. The directors may, subject to the provision of these Articles, and to any conditions of allotment, from time to time, make such calls upon the shareholders in respect of all monies unpaid on their shares, as they think fit.

TRANSFER OF SHARES

10. All transfers of shares may be effected by transfer in writing in the usual common form under hand only.
11. The instrument of transfer of a share shall be signed by or on behalf of the transferee, and transferee and the transfer shall be deemed to remain the holder of the share until the name of the transferee is entered in the register in respect thereon.
12. The Directors may, in their absolute discretion, and without specifying any ground, refuse to reregister a transfer of any share to any person whom in their opinion is undesirable to the interests of the Company for the any reasons whatsoever to admit to membership. No transfer shall be registered if by reason thereof the number of member would exceed the limit herein before prescribed.

TRANSMISSION OF SHARES

13. In case of death of a shareholder the survivors or survivor where the deceased was a joint holder, and the executors or administrators of the deceased where

he was or sole or only surviving holder, shall be the only persons recognized by the Company as having any title to his shares, but nothing herein contained shall release the estate of a deceased holder (whether sole or joint) from any liability in respect of any share solely or jointly held by him.

14. Subject to any provisions of the Articles, if the person becoming so entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence as to this title being produced as may from time to time be required by the Directors, and subject as hereinafter provided, be registered himself as a holder of the share or elect to have some person nominated by him registered as the transferee thereof.

FORFEITURE OF SHARES

15. If any member fails to pay the whole or any part of any call on or before the day appointed for the payment thereof the Directors may at any time thereafter during such time as the call, or any part thereof, remains unpaid, serve a notice on him requiring him to pay such call, or such part thereof as remains unpaid together with any accrued interest, and any expenses incurred by the Company by reason of such non-payment.
16. The notice shall name a further day (not being less than fourteen days from the date of the notice) on or before which such call, or any part thereof as aforesaid, are to be paid. It shall also name the place where payment is to be made, and shall state that in the event of non-payment, at or before the time and at the place appointed, the shares in respect of which such call was made will be liable to be forfeited.
17. If the requirements of any such notice as aforesaid are not complied with, and share in respect of which such notice has been given may at anytime thereafter, before payment of all calls, interest and expenses due in respect thereof has been made, be forfeited by a resolution of the Directors to that effect.

18. A forfeiture of shares under the preceding Article shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture.

INCREASE OF CAPITAL

19. The Company may from time to time by Ordinary Resolution increase the share capital by such sums, to be divided into shares of such amount, as the resolution shall prescribe.
20. The Company, by the resolution increasing the capital may direct that the new shares or any of them be offered in the instance either at par or at a premium of (subject to the provisions of section 60 of the Act) at a discount to all the holders for the time being of shares held by them respectively or may make any other provisions as to the issue of the new shares. In default of any such direction or so far as the same shall not extend the new shares shall be at the disposal of the Board, which may offer, allot, grant options over or otherwise dispose of them to such persons and on such terms as it shall think fit.

ALTERATION OF CAPITAL

21. The Company may, by ordinary resolution:-
 - (a) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares; or
 - (b) Cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person, and diminish the amount of its capital by the amount of shares so cancelled.
22. The Company may by special resolution reduce its share capital and any capital redemption fund in any manner and with and subject to any incident authorized and consent required by law.

BORROWING POWERS

23. The Directors may exercise all the powers of the Company to raise or borrow for the purpose of the Company's business such sum or sum of money as they think fit and they may secure the repayment of or raise any such sum or sums as aforesaid by mortgage or charge its undertaking, or charge upon the whole or any part of the property and assets of the company, present and future, including its uncalled or unissued capital or by the issue, at such price as they may think fit, of the company, present and future, including its uncalled or unissued capital or by the issue, at such price as they may think fit, of bonds, debentures, debenture stock, and other securities, either charged upon the whole or any part of the property and assets of the company, or not charged, whether outright or as security for any debt, liability, or obligation of the Company or of any third party, or in such other way as the Directors may think expedient.

GENERAL MEETINGS

24. Subject to the provision of section 133 (1) of the Act, General Meetings shall be held once at least in every calendar year at such time not being more than fifteen months after the holding of the last preceding General Meeting, and at such place as may be determined by the Board. Such General Meetings shall be called "Annual General Meetings", and all other meetings of the Company shall be called "Extraordinary General Meetings"
25. The Directors may, whenever they think fit, convene an Extraordinary General Meeting, and they shall, on the request in writing of the holders of not less than one-tenth of the issue capital of the Company upon which all calls or other sums then due have been paid, forthwith proceed to convene an Extraordinary General meeting, and the provisions of Section 134 of the Act shall apply.

26. If at any time there are not within Tanzania sufficient Directors capable of acting to form a quorum any Director or any two members of the Company may convene an Extraordinary General Meeting.

NOTICE OF GENERAL MEETINGS

27. Subject to the provisions of section 135 and 136 (a) of the Act twenty one day's notice at the least exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given, specifying the place, the day, and the hour of meeting and, in case of special business, the general nature of the business shall be given in manner hereinafter mentioned, or in such other manner, if any, as may be prescribed, or the Company in general meeting, to such persons, as are, under the regulations of the Company, entitled to receive notices from the Company, but with the consent of all the members entitled to receive notice of some particular meeting obtained in writing that such meeting may be convened by such, shorter notice than seven days or without notice and in such manner as those members may think fit.
28. The accidental omission to give notice of a meeting or the non-receipt of a notice of a meeting by any member shall not invalidate the proceedings at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

29. All business shall be deemed special that is transacted at an Extra-Ordinary General Meeting, and all business that is transacted at an Annual General Meeting, with the exception of the declaration and sanctioning a dividend, the consideration of the accounts, balance sheets and the ordinary report of the Directors and Auditors, and other officers in the place of those retiring by rotation, and the appointment and fixing or remuneration of the Auditors.

30. 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, save as herein otherwise provided two members personally present shall be a quorum.
31. Within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, otherwise than pursuant to Article 11 shall be dissolved; in any other case it shall be adjourned to the same time and place, and if at the adjournment meeting a quorum is not present within half an hour from the time appointed for the meeting the members present be a quorum. It shall not be necessary to give notice of any such adjourned meetings.
32. In the case of an equality of vote, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
33. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs, not being more than fourteen days from the date of the meeting.

VOTES OF MEMBERS

34. On a show of hands every member present in person shall have one vote and for this purpose a person who is present as the representative of a corporation shall be treated as if he was a member present in person and on a poll every member present in person or by proxy shall have one vote for each share of which he is the holder.
35. No member shall be entitled to be present or to vote at any General Meeting, either personally or by proxy, or as proxy for another member, or to exercise any privilege as a member, unless all calls or other sums presently payable by him in

respect of shares in the Company have been paid, whether such shares are held by him alone or jointly with any other person or persons.

36. 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 given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.
37. On a poll votes may be given either personally or by proxy.
38. The instrument appointing a proxy shall be in writing under the hand of the one who appoints or his attorney duly authorized in writing, or, if the appointing person 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.
39. Any corporation which is a member of the Company may by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of exercise the same powers on behalf of the corporation which he represents as the corporation could exercise if it were an individual member of the Company.

DIRECTORS

40. Until otherwise determined by the Company in General meeting the number of Directors shall not be less than two and not more than seven.

The following persons shall be the first Directors of the Company: -

a. **NING MOU**

b. **JING SONG**

41. 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.
42. The remuneration of the Directors shall from time to time be determined by the Company in General Meeting.
43. The Directors shall be entitled to be repaid all traveling hotel and other expenses incurred by them in and about the business of the Company, including their expenses of traveling to and from Board and Committee Meetings or General Meetings.
44. If any Director, being willing, shall be called upon to perform extra services for the purposes of the Company, the Company shall remunerate such Director by a fixed sum or percentage or profits, or otherwise, as may be determined by the board, and such remuneration may be either in addition to, or in substitution for, his remuneration above provided

POWERS OF DIRECTORS

45. The business of the Company shall be managed by the Directors, who may pay all expenses incurred in getting up and registering the Company, and may exercise all such powers of the Company, as are not by the statutes or by these Articles required to be exercised by the Company in General meeting, subject nevertheless to any regulations of these Articles, to the provisions of the statutes, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by extraordinary resolution of the Company in general meeting but no regulations made by prescribed by Extraordinary Resolution of the Company in general meeting but no regulations made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Board by any other Article.

46. The Directors may from time to time and at any time by power of attorney under the seal appoint any company, firm or person or any fluctuating body of persons, whether nominated directly or indirectly by the board, to be the attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the board under these Articles) and for such period and subject to such conditions as they may contain such provisions for the protection and convenience of persons dealing with any such attorney as the board may think fit and may also authorize any such attorney to sub-delegate all or any of the powers, authorities and discretions vested in him.
47. The Directors shall cause minutes to be made in books provided for the purpose of:-
- i. All appointments of officers made by the Directors;
 - ii. All the names of the Directors present at each meeting of the Directors and of any committee of Directors;
 - iii. All resolutions and proceedings of General Meetings and of meetings of the Directors and Committees.

DISQUALIFICATION OF DIRECTORS

48. The office of a Director shall ipso facto be vacated:-
- i. If he is found to be lunatic or becomes of unsound mind;
 - ii. If he becomes bankrupt or compounds with his creditors;
 - iii. If he absents himself from meetings of the Directors for a continuous period of six months without special leave of absence from the Directors and the Directors resolve that his office be vacated;
 - iv. If, by Extraordinary Resolution, he is removed from office;

- v. If by notice in writing to the Company he resigns from office.
- vi. If, pursuant to any law, he is prohibited from acting as a Director.

ALTERNATE DIRECTORS

49. Any Director who is unable for any reason whatsoever (like his absence from Tanzania, inability to act as such Director, etc.) to carry out his duties as a Director may with a written approval of the Directors appoint and nominate any person as his alternate to act in his place (for him). Such Alternate Director shall in all other respects be subject to and bound the terms and conditions, rules and regulations, existing with reference to and affecting the Directors in the same manner, as the Director for whom he acts is whom he represents. In the case of an Alternate Director being unable to act during the absence or inability to act as the Director whom he represents he may subject to the like approval of the other Directors appoint a duly qualified person to act in his place.

SECRETARY

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

PROCEEDINGS OF DIRECTORS

51. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of any equality of votes, the Chairman shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall at any time summon a meeting of the Board. The Board shall elect a Chairman to chair the meetings and determine the period for which he is to hold office.

52. The quorum necessary for the transaction of the business of the Board shall be fixed by the Board; otherwise two Directors may form a quorum.
53. The continuing Directors may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the number fixed by or pursuant to the regulations of the Company as the necessary number of Directors, the continuing Directors may act for the purpose of increasing the number of Directors to that number, or summoning a General Meeting of the Company, but for no other purpose.

DIVIDENDS

54. The profit of the Company available for dividend and resolved to be distributed shall be applied in the payment of dividends to the members in accordance with their respective rights and priorities. The Company in General meeting may declare dividends accordingly.
55. No dividend shall be payable except out of the profits of the Company or in excess of the amount recommended by the Board.
56. Sums representing appreciation over cost prices or written down book values, realized on the sale or disposal by the Company of any of its capital assets, fully paid bonus shares received by the Company in respect of shares in other companies held by it, and any other accretions to capital assets of the Company may be distributed by the board, either in cash or (as regards shares in other companies or other assets) capable of being distributed in specie amongst the shareholders by way of special capital bonus or accretion to the capital of the Ordinary shares in the Company held by them, and in proportion to the amounts paid up on those shares. Provided that no such distribution shall be made unless:-

- i. It shall have been sanctioned by resolution of the Company in General Meetings.
 - ii. The Directors are satisfied that the assets of the Company exclusive of the sum or assets proposed to be distributed, are of a value at least equal to the aggregate amount of the Company's debts and liabilities and its paid-up shares capital.
57. All dividends shall be declared and paid according to the amounts paid on the shares in respect whereof the dividend is paid, but (for the purposes of this Article only) no amount paid on a share in advance of calls shall be treated as on the shares. All dividends shall be apportioned and paid prorata according to the amounts paid on the shares during any portion or portions of the period in respect of which the dividend is paid but if any share is issued on terms providing that it shall rank for dividends as from a particular date, such share shall rank for dividend accordingly.

RESERVES

58. The Directors may before recommending any dividends whether preferential or otherwise, carry to reserve out of the profits of the Company such sums as they think proper and may also carry to reserve any premiums, received upon the issue of shares, securities or obligations of the Company. All sums standing to reserve may be applied from time to time, at the discretion of the Directors for meeting depreciation or contingencies or for special dividends, or bonuses, or for equalising dividends or for repairing, improving or maintaining any of the property of the Company, or for such other purpose as the Directors may think conducive to the objects of the Company or any of them, and pending such development as the Directors think fit. The Directors may divide the reserve into such special funds as they think fit, and may consolidate into one fund any special funds or any parts of any special funds into which the reserve may have been

divided as they think fit. The Directors may also without placing the same to, reserve carry over any profits, which they may think it not prudent to divide.

ACCOUNTS

59. The Directors shall cause proper books of account to be kept with respect to:-
- i. All sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
 - ii. All sales and purchase of goods by the Company; and
 - iii. The assets and liabilities of the Company.
60. The books of accounts shall, be kept at the office or (subject to the provisions of the statutes) at such other place or places as the Directors think fit, and shall always be open to the inspection of the Directors.
61. The Directors shall from time to time, in accordance with section 133 and 134 of the Act, cause to be prepared and to be laid before the members of the Company in General Meeting annual accounts, director's report, auditors' and reports as are referred to in that sections.

THE SEAL

62. The seal shall not be affixed to any instrument except by the authority of a resolution of the Directors and shall be so affixed in the presence of at least one Director and the Secretary or some other person approved by the Directors, both of whom shall sign every instrument to which the seal is so affixed in their presence.

AUDIT

63. Auditors shall be appointed and their duties regulated in accordance with the Act.

NOTICE

64. Any notice or document may be served by the Company upon any member, either personally or by sending it through the post in a prepaid letter, envelope or wrapper, addressed to such member at his registered place of address.

WINDING UP

65. 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 specie 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.

INDEMNITY

66. Save and except so far as the provisions of the statutes, the Directors, Auditors and Secretary and other officers for the time being of the Company and the trustees, if any, for the time being acting in relation to any of the officers of the Company shall be indemnified out of its assets against all costs, charges, expenses, losses and liabilities sustained or incurred by him in the conduct of the Company's business or in the discharge of his duties.

ALTERATIONS OR ADDITIONS

67. Subject to the provisions of the ordinance and to those contained in the Memorandum of Association of the Company may by special Resolution make alteration of 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.

Names, Addresses, and Description of Subscribers.	Number of shares taken by each Subscriber	Signature
NING MOU P.O. Box 11627 DAR ES SALAAM	97	<i>Ning Mou</i>
JING SONG P.O. Box 11627 DAR ES SALAAM	3	<i>CS</i>

Dated at DAR ES SALAAM this 12 day of August 2022

Witness to the above signature

Name: PROFESTUS M. CLEMENCE

Signature: *Profestus M. Clemence*

Postal Address: 11627

Qualification: ADVOCATE

