

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

.....  
**COMPANY LIMITED BY SHARES**

.....  
**MEMORANDUM**

**AND**

**ARTICLES OF ASSOCIATION**

**OF**

**GOODBANG TECHNOLOGY COMPANY LIMITED**

Incorporated this ..... day of.....2025

.....  
**DRAWN BY:**  
**LEGAL OFFICER: ZHENG WEIPENG**  
**P. O.BOX 55068**  
**DAR ES SALAAM**

**THE COMPANIES ACT 2002**

**COMPANY LIMITED BY SHARES**

**MEMORANDUM OF ASSOCIATION  
OF**

**GOODBANG TECHNOLOGY COMPANY LIMITED**

- 1 The name of the Company is GOODBANG TECHNOLOGY COMPANY LIMITED.
- 2 The registered office of the Company is to be situated in the United Republic of Tanzania.
- 3 The purpose for which the Company is established is the transaction of any and all lawful business for which companies may be incorporated in the United Republic of Tanzania and the Company shall have powers, and the objects for which the Company is established shall include the powers. (without limitation):
  - 3.1 To engage in the business of research and development, production, sales and service of chemical materials, such as composite liquid alkali-free accelerate, polycarboxylic acid water reducer, polycarboxylate regulator, curing agent, and other chemical material products for use in construction, mining, and others infrastructure projects.
  - 3.2 To engage in the factory production of chemical additives and admixtures designed to enhance the performance of cement, concrete, and mortar application.
  - 3.3 To engage in the business of manufacturing, producing, processing, marketing and selling cement concrete products, including precast and ready-mix concrete solutions, tailored for commercial, industrial, and infrastructure development.
  - 3.4 To engage in the production and sales of alkali-free accelerators, which improve the settings time and durability of concrete in tunnels, underground structures, and high rise buildings.
  - 3.5 To engage in the production, formulation, and sale of special mortars, including repair mortars, waterproof mortars, fire resistant mortars, and structural reinforcement mortars.
  - 3.6 To import, export, and distribute the above-mentioned products both locally and internationally.
  - 3.7 To acquire, establish, and operate factories, warehouses, and production facilities for larger scale manufacturing of alkali-free accelerators and other construction materials.
  - 3.8 To research, develop and commercialize concrete admixtures that enhance the strength, flexibility, and resistance of concrete against harsh environmental conditions.

- 3.9 To enter into joint ventures, partnerships, or any other arrangement with individuals, firms, or corporations for the purpose of achieving the Company's objectives.
- 3.10 To conduct research and development in the innovation of cementitious materials, ensuring high-performance construction solutions for both commercial and residential applications.
- 3.11 To supply high-quality construction chemicals to contractors, builders, infrastructure developers, and governmental agencies for major development projects.
- 3.12 To engage in import and export of raw materials, production of raw materials, production machinery and finished products in the construction chemical sector.
- 3.13 To set up and operate testing laboratories for chemical composition analysis, product performance evaluation, and quality control of cement additives.
- 3.14 To provide technical consultancy and training services for engineers, contractors, and construction professionals on the application of admixtures and accelerators.
- 3.15 To establish distribution networks and supply chains for seamless delivery of alkali-free accelerators and concrete additives to domestic and international markets.
- 3.16 To develop eco-friendly and sustainable construction solutions, minimizing environmental impact while enhancing the efficiency of cement-based materials.
- 3.17 To undertake the manufacturing and blending of composite liquid chemicals to accelerate setting times for rapid construction and repair projects.
- 3.18 To acquire and maintain patents, trademarks, and intellectual property rights related to innovative concrete admixtures and alkali-free accelerators.
- 3.19 To borrow money, secure loans, or raise funds as required for the business operations of the Company and to provide guarantees or securities as necessary.
- 3.20 To explore opportunities in sustainable construction, including carbon-neutral cement and energy efficient concrete production techniques.
- 3.21 To promote the use of high performance-alkali water agents to enhance the sustainability and long term durability of concrete structures.
- 3.22 To develop and implement automated production systems for improving consistency, quality, and efficiency in the manufacture of cement additives.
- 3.23 To engage in the design and development of advanced setting agents that enhance early strength, reduce shrinkage, and improve the stability of cementitious materials.
- 3.24 To conduct laboratory testing and quality control for concrete chemical

- solutions, ensuring compliance with industry standards and regulatory requirements.
- 3.25 To engage in custom formulation and production of construction chemicals based on clients requirements and industry specific application.
  - 3.26 To participate in infrastructure development projects, including tunnels, bridges, highways, and large-scale concrete applications requiring performance-enhancing additives.
  - 3.27 To undertake any other lawful business activities as may be necessary or incidental to the achievement of the above objects.
  - 3.28 to carry on business as a general commercial company; and, without limitation to the generality of the foregoing:
  - 3.29 to enter into any arrangements and contracts with any Government or authorities supreme, municipal, local or otherwise or any corporations, companies or persons (including quasi-governmental bodies and bodies owned by any government) and to obtain from any such Government, authority, corporation, company or persons any contracts, decrees, rights, privileges and concessions;
  - 3.30 to buy, own, hold, subdivide, lease, sell, rent, prepare building sites, construct, reconstruct, alter, improve, decorate, furnish, operate, maintain, reclaim or otherwise deal with and/or develop land and buildings and otherwise deal in real estate in all its branches, to make advances upon the security of land or houses or erection and whether on first mortgage or charge or subject to a prior mortgage or mortgages or charge or charges, and to develop land and buildings as may seem expedient but without prejudice to the generality of the foregoing;
  - 3.31 to improve, manage, develop, exchange mortgage, let or rent or in consideration of share of profits, either in money or kind otherwise grant license, easements and other rights of and over and in any manner dispose of the property and rights of the Company;
  - 3.32 to carry on the business of an investment company and for that purpose to acquire (by original subscription, contract, tender, purchase or exchange underwriting) and to hold, in the name of the Company or of any nominee, share stock, debentures, debenture stock, bonds, notes, obligations or securities, and to subscribe for the same subject to such terms and conditions (if any) as may be thought fit;
  - 3.33 to exercise and enforce all rights and powers conferred by or incident to the ownership of any such shares, stock, obligations or other securities, including, without prejudice to the generality of the foregoing, all such powers of veto or control as may be conferred by virtue of the holding by the Company of some special proportion of the issued or nominal amount thereof, and to provide managerial and other executive supervisory and consultancy services for or in relation to any company in which the Company is interested upon such terms as may be thought fit;
  - 3.34 to provide administrative, financial and other services and facilities for any company in which the Company is interested, or for any other persons;

- 3.35 to purchase or otherwise acquire and undertake the whole or any part of the business properties and liabilities of any persons, firms (or partnerships), societies or companies carrying on any business which the Company is authorized to carry on, or possesses property suitable for the purposes of the Company, and to conduct and carry on, or liquidate and wind up any such business;
- 3.36 to sell or dispose of the undertaking or any property or assets of the Company for such consideration as may be thought fit, including the share or loan capital or other obligations of any body corporate;
- 3.37 to guarantee, grant indemnities in respect of, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods, the performance of the contracts or obligations and the repayment or payment of the principal and premium of and interest and dividends on any securities or obligations of any company whether having objects or engaged or intending to engage in business similar to those of the Company or not, notwithstanding the fact that the Company may not receive any consideration or advantage, direct or indirect, from entering into any such guarantee or other arrangement or transaction contemplated herein;
- 3.38 to borrow and raise money and to secure or discharge any debt or obligation of, or binding on, the Company in such manner as may be thought fit and in particular by mortgages and charges upon all or any part of the undertaking, property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue of debentures, debenture stock or other securities of any description;
- 3.39 to commence, establish, develop and carry on the business of traders, consumers, suppliers, general merchants, importers, exporters, stockists, wholesalers, retailers and dealers of any kind, nature or description, and to buy, sell, hire, let, manufacture, import, prepare for market, barter trade exchange and generally deal in all types of services, products or properties (whether movable or immovable, goods, agricultural products, articles and merchandise of all kinds) and to transact in any and every description of mercantile, insurance and financial business;
- 3.40 to purchase, sell, exchange, lease, manage, hold, trade, invest in all kinds of movable or immovable property, merchandise, commodities, effects, products, services of any kind, nature or description, to carry out any type of commercial or financial operation, to receive and/or pay royalties, commissions and other income or outgoing of any kind, to purchase, construct, charter, own, operate, manage and administer transport vessels of any kind and their appurtenances and related services and agencies, to sell or render related services and employ the necessary personnel therefore;
- 3.41 to establish or promote, or join in the establishment or promotion of, any other company for the purpose of acquiring all or any of the property, assets and liabilities of the Company, or the promotion of which may seem directly or indirectly calculated to advance the interests of and benefits of the Company;

- 3.42 to amalgamate or enter into partnership (whether perpetual or terminable) or into any arrangement for sharing profit, unions of interest, joint ventures, reciprocal concession or cooperation with any person, firm, association or group of persons carrying on or engaged in or about to carry on or engage in or in the transaction or cause of action which may seem to the Company capable of being conducted so as directly or indirectly benefit the Company or to prevent or minimize apprehended loss, damage or cost to the Company or to such person, firm, society, association or group of persons and to purchase subscription for or, otherwise acquire and hold shares (fully or partly paid up) or stock in society, association or group of persons, and to sell, hold, reissue with or without guarantee or otherwise deal with such shares, stock or securities;
- 3.43 to buy, sell, underwrite, invest in, exchange or otherwise acquire, and to hold, manage, develop, deal with and turn to account any bonds, debentures, shares (whether fully paid or not), stock options, commodities, futures, forward contracts, notes or securities of governments, states, municipalities, public authorities or public or private limited or unlimited companies in any part of the world, precious metals, gems, works of art and other articles of value, and whether on a cash or margin basis and including short sales, and to lend money against the security of any of the aforementioned property;
- 3.44 to acquire by subscription, purchase or otherwise, and to accept and take, hold and sell, shares or stock in any company, society or undertaking, the objects of which shall either in whole or part, be similar to those of the Company or such as may be likely to promote or advance, the interests of the Company;
- 3.45 to design, manufacture and deal in any materials, articles or components, and to provide any services, which may be required for the purposes of a business of any description within the Company's objects, or which may be conveniently or advantageously made or supplied in connection with it;
- 3.46 to provide administrative, financial and other services and facilities for any company in which the Company is interested, or for any other persons;
- 3.47 to borrow and raise money (from lenders including, but not restricted to, banks), whether such borrowings are secured or unsecured, upon such terms as the Company shall think fit including by the issue of debentures or debenture stock;
- 3.48 to engage in any other business or businesses whatsoever, or in any act or activity, which may seem to the Company capable of being conveniently carried on in connection with the above objects or calculated directly, or indirectly, to enhance the value of or render profitable any of the Company's property or rights and which are not prohibited under any law for the time being in force in the United Republic of Tanzania and the jurisdiction in which they are engaged in;
- 3.49 to do all or any of the above things either alone or as a member of a joint venture, partnership, trading group or consortium, and in any part of the world;
- 3.50 to do all or any of the above acts and things as principals, agents,

contractors, trustees or otherwise alone or in conjunction with others as are incidental or conducive to the attainment of the above objects;

- 3.51 to carry on any other activity and do anything of any nature which may seem to the directors capable of being conveniently carried on or done by the Company in connection with the above, or may seem to the directors calculated directly or indirectly to benefit the Company,

**and it is hereby declared that:**

- 3.52 the word 'company' in this clause shall, except where used in reference to the Company, be deemed to include any partnership or other body of persons (whether corporate or unincorporated and whether domiciled in the United Republic of Tanzania or elsewhere);

- 3.53 Any conflict between this Memorandum of Association and the Shareholders Agreement, the Shareholders Agreement shall supersede/take precedence,

- 3.54 save as is expressly provided, the objects specified in each sub-clause of this clause:

(a) shall be regarded as independent objects and shall in no way limited or restricted by reference to or inference from the terms of any other sub-clause or the order in which such objects are stated or the name of the Company or the nature of any business carried on by the Company, (nor shall any of the aforesaid objects or powers be deemed subsidiary or auxiliary merely to the objects mentioned in any other paragraph), but shall be construed in as wide a sense as if each of the said sub-clauses defined the objects of a separate and independent company; and

(b) may be carried out in any part of the world; and

- 3.55 in the event of any ambiguity, this clause and every paragraph hereof shall be construed in such a way as to widen and not to restrict the power of the Company.

4 The liability of the members is limited.

5 The authorised share capital of the Company at the date of registration of this Memorandum of Association is TZS 5,000,000,000/= ( Tanzania Shillings Five Billion) divided into 10,000 (Ten Thousand) Ordinary shares of TZS 500,000 (Tanzania Shillings Five Hundred Thousands) each, with power to increase or reduce such capital and to divide the shares in the capital for the time being, whether original or increased, in different classes, and to attach thereto respectively any preferential, deferred, qualified or special rights, convert shares from one class to the other, privilege 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 persons whose names and addresses are subscribed, desire to be 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 and Addresses of Subscribers	Ordinary shares of TZS 500,000 Each)	Signatures
NAME: WEIPENG ZHENG ADDRESS: Mikocheni A, Kinondoni district, Dar es salaam	9500	郑伟鹏
NAME: HANJIN CAO ADDRESS: Mikocheni A, Kinondoni district, Dar es Salaam	500	曹涵金
Total number of shares subscribed for by all Subscribers	10000	

DATED at Dar es Salaam this 03 day of APRIL 2025.

WITNESS to the above signatures

Name: OSCAR MILLANZI

Signature: [Handwritten Signature]

Address: 60628 DSM

Qualification: Notary Public & Commissioner for Oaths.

