

THE COMPANIES ACT, 2002

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

CMC SMART CARGO (T) LIMITED

Incorporated at this day of 2021

DRAWN BY:

LU YONGZHOU

(SUBSCRIBER)

27F, SHANGAI RUIFENG

INTERNATIONAL TOWER, NO.248,

YANGSHUPU ROAD, HONGKOU DISTRICT, SHANGAI,

20000825, CHINA

THE COMPANIES ACT, 2002
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION

OF
CMC SMART CARGO (T) LIMITED

1. The name of the company is "CMC SMART CARGO (T) LIMITED".
2. The registered office of the Company will be situated in the United Republic of Tanzania.
3. The objects for which the Company is established are:
 - a) To carry on the business of transport clearing and forwarding agents, travel agents, haulage contractors, freighters, carriers of general goods by air, surface or road and sea, importation of automotive spares, component, tools and apparatus thereof, cars, lorries, tractors, fuel lubricant, oils, tires and tubes, electrical and electronic appliances, petroleum products in all kinds, types and description whatsoever.
 - b) To carry on the business of freight transport by road
 - c) To carry on the business of sea and coastal freight water transport
 - d) To carry on the business of inland freight water transport\To carry on the business of freight air transport
 - e) To carry on the business of cargo handling
 - f) To carry on the business of other transportation support activities
 - g) To carry on the business of customer agents, transportation, cargo and travel agents, commission agents, tourist agents, manufacturers representative, motor cars , clearing and forwarding agents, road contractors, cargo superintendents, packers, machinery haulage specialists, warehousemen, engineers, electricians, cabs, minibus, lorries, oil tank and coach proprietors and transporters by any other means of conveyance of people and goods in Tanzania and the neighboring countries and in such other place or places as may from time to time determined by the Company.
 - h) To carry on all or any of the business of sales of used car, spare parts, transport, carriage and haulage contractors, owners and charter of road vehicles, aircraft and ships and boats of very description and carries of goods and passenger by road, rail, water or air and establish, acquire, maintain and operate transport service of every description both public and private and all services ancillary thereto and for such purpose or as independent undertakings to purchase, take in exchange, charter, hire, build, contract or otherwise acquire and to own, operate, work, manage, maintain, repair, service and deal with and in road vehicles, aircraft and vessels of every supplies therefore and to conduct any such business within the country or any other state in Africa or Europe of Asia and or any foreign country. To carry on the business of being cement agent, running wholesale and retail sale centres, selling concrete materials for builders, selling bricks, brocks, building decorations and any products from cement materials.

- i) To carry on the business of hardware, metal products, iron bars, iron sheets, building materials, sanitary-ware, wall papers, roofing tiles, flooring tiles, supplying industrial equipment's agricultural implements and equipment's spares of every description, plumbers, decorators steel fabrication, machine shop, nickel plating, electric plating, making steel windows, doors, frames and roof tresses, sales general goods and general supply.
- j) To carry on business of supplies different commodities stationeries, hardware's, industrial goods, industrial parts, furniture goods, pharmaceutical products, laboratory equipments, electronic and electrical goods, sports gears and products food supriments and food products, leather and skin beverages, alcohol and non alcoholic drinks, garments and clothes products and general industrial goods.
- k) To carry on the business of Stationery Services, suppliers of Schools and Office Stationeries equipments weather in wholesaler, retailers and dealers in all types of office equipments, ream papers, files and other similar goods.
- l) To carry on the business of supplying office furniture's on private companies, government offices, on non-government organization offices, schools, colleges, universities, institutions, hospitals army forces and anywhere the company may think fit.
- m) To carry on the business as importers, general suppliers, traders, merchants, stockiest, wholesalers, retailers and dealers in all types of building materials, timber, fishing gears, groceries, computes, office equipments, stationeries, cooking oils, salts, foodstuffs, cosmetics oils, spare parts and maintenance, tyres, tubes, tools and accessories for all types of automotive, agricultural machinery, implements, equipment, all kinds of industrial projects machinery and equipment, paints, spirits sheets, hinges, screws, iron monger, textiles piece goods, all types of leather goods, shoes, bags and other similar goods.
- n) To carry on the business of establishing and running supermarkets, department stores, shopping malls, provision stores, groceries and shops of all kinds and description and generally to deal with such activities.
- o) To engage in and carryout the business of proprietors and managers of office and shop buildings, apartments, hotels, guest houses, restaurants and to provide services of the same to individuals, private and public institutions and to industrial and business concerns.
- p) To carry on the business as general suppliers of all sorts and types of general merchandised goods and services to individuals, offices, industries, schools, factories, shops, hospitals, army, military, ministries and other government offices, universities and all other places where the services of supplier are needed.
- q) To manufacture, supply and deal in mineral waters, wines, cordials, liquors, soups, broths and other restoratives of food especially suitable or deemed to be suitable for invalids and convalescents and all kind of cleaning equipments.
- r) To promote tourism in Tanzania and elsewhere in Africa, to carry on business of travel and tourist agents and four operators, to promote facilitate traveling to organize hunting, tented-camps, fishing and diving expeditions, safari promoters and undertakers generally and in particular to arrange and manager hunting safaris, photo safaris adventure tours, fishing trips, handling of game trophies and animal skins, catching, harboring, transporting, wildlife and marine products of all kind.

- s) To carry on all their respective branches all or any of the business of builders masonry and general construction contractors and haulers and among other things to construct, execute, carry out, equip, improve, work and advertise railways, roadways, tramways, docks, harbors, wharves, canals, water-courses, reservoirs, embankments, irrigations, reclamations, sewage, drainage and other sanitary works, water, gas, mechanic, electric and other supply works, houses buildings and erections of every kind and to carry on any other business in connection with the above mentioned business.
- t) To carry on the business of dealing in selling, buying, importing, exporting, marketing, manufacturing, stocking, whether wholesale or retail of various categories of hardware tools and equipments, opening investments, develop different types of investments, manufacture different types of products, practice assembling of all kinds and conduct research and innovations in all fields in general.
- u) To carry on the business of all kinds of electronics, household and domestic appliances, electrical goods, audio visual goods and products and merchandise of the nature, kind and description whatsoever as a dealer, wholesaler, retailer, distributor, importer, exporter and after sales service and repairing.
- v) To carry on the business of mining exploration, mining consultants, drilling, and blasting, mining contractors, earth movers' undergrounds mining and drilling, carry on business of petrol and gas research exploration, consultancy, drilling and selling in large, middle and small scale, manufacture of all products from petrol and gas in general.
- w) To carry on the business of spare parts including nuts and bolts, rivet screws, nails, roofing nails, radiators, valves, crankshafts, springs, door handles, and locks, bushes, electrical fittings including wires, switches, plugs, sockets, distribution boxes and to carry on all or any of the business of repairman, electrical contractors, including drills, spanners, hydraulic jacks and implied purposes of running garage, including trucks, lorries, cars, any other power propelled vehicles and machinery, transportation, cargo and travel agents, commission agents, customs agents, insurance agents, tourist agents, manufacturers representative, clearing and forwarding agents.
- x) To carry on business of manufacture, import, export, distribute, supply of artworks, carvings and furniture to schools, hospitals, government offices, industries and private persons.
- y) To carry on all and any of the wholesale and/or retails as gemstones merchants, jewelers and/or dealers in and/or buy sell market import export and/or general deal in all or any kinds of gemstones precious and semi-precious stones, gold silver and precious metals of whatsoever kind or description.
- z) To carry on the business as general suppliers of all sorts and types of general merchandise goods and services to individuals, offices, industries, schools, factories, shops, hospitals, army, military, ministries and other government offices, universities and all other places where the services of supplier are needed.
- aa) To engage in and carryout the business of proprietors and managers of office and shop buildings, apartments, hotels, guest houses, restaurants and to provide services of the same to individuals, private and public institutions and to industrial and business concerns.

- bb) To do the business of acting as commission agents and manufacturers, representatives in all fields. To establish business enterprises whether small scale, industries and generally deal in all kinds of general merchants and to import, export and all either by merchandise and articles of all description.
- cc) To carry on the business of establishing and running supermarkets, department stores, shopping malls, provision stores, groceries and shops of all kinds and description and generally to deal with such activities.
- dd) To carry on the business as importers, general suppliers, traders, merchants, stockiest, wholesalers, retailers and dealers in all types of building materials, timber, fishing gears, groceries, computes, office equipments, stationeries, cooking oils, salts, foodstuffs, cosmetics oils, spare parts and maintenance, tyres, tubes, tools and accessories for all types of automotive, agricultural machinery, implements, equipment, all kinds of industrial projects machinery and equipment, paints, spirits sheets, hinges, screws, iron monger, textiles piece goods, all types of leather goods, shoes, bags and other similar goods.
- ee) To carry on the trade or business of bonded warehouses, removers, stores, packers and carriers of personal property of every description, clearing and forwarding agents and to issue warrants to persons warehousing goods with the company, and to lend money upon the security of goods.
- ff) To carry on business of education institutions as baby care centres, kindergarten schools, primary schools, secondary schools, colleges, vocational centres, technical colleges, universities and general education institutions.
- gg) To carry on business of selling beverages, soft drinks, mineral water, energy drinks, and alcoholic drinks. To open industries for different kinds of alcoholic and non-alcoholic drinks and their products, be agent or use other companies trademarks and drinks business in general.
- hh) To promote tourism in Tanzania and elsewhere in the world, to carry on business of travel and tourist agents and tour operators, to promote, facilitate traveling, to organize hunting, tented-camps, fishing and diving expeditions, safari promoters and undertakers generally and in particular to arrange and manager hunting safaris, photo safaris adventure tours, fishing trips, handling of game trophies and animal skins, catching, harboring, transporting, wildlife and marine products of all kinds.
- ii) To carry on all their respective branches or any of the business of builders masonry and general construction contractors and haulers and among other things to construct, execute, carry out, equip, improve, work and advertise railways, roadways, tramways, docks, harbors, wharves, canals, water-courses, reservoirs, embankments, irrigations, reclamations, sewage, drainage and other sanitary works, water, gas, mechanic, electric and other supply works, houses buildings and erections of every kind and to carry on any other business in connection with the above mentioned businesses.
- jj) To carry on the safe keeping, cleaning, repairing, refueling and the general care of motor vehicles of all kinds whatsoever from population may use.

- kk) To carry on the business of financial consultants and to act as project and development consultants, commercial, logistical, environmental and statistical analysts, principal and/or agent, managers, directors, sales and marketing, business consultants and as personnel, research, training, technical and general consultants and advisers to and for any undertaking or enterprises and to direct the management of the property and estate of government, consumers, corporations, foundations, organization, hospitals co-operatives, funding agents and any institution whatsoever.
- ll) To carry on the business and act as managers of investments and investment company, real estate agents, property managers, developers, values, decorators, engineers to generally be able to carry out activities of any description with regards to land, property and real estate, investment in any type of property, buildings, lands, securities, bonds, shares and any property act as a holding company with subsidiaries and invest in any projects as the company think fit.
- mm) To carry on the business of transportation, cargo and travel agents, commission agents, customs agents, insurance agents, tourist agents, manufacturers representative, clearing and forwarding agents, road contractors, cargo superintendents, packers, machinery haulage specialists, warehousemen, engineers, electricians, motor cars, cabs, minibus, lorries, oil tank and coach proprietors and transporters by any other means of conveyance of people and goods in Tanzania and the neighboring countries and in the world as may from time to time determined by the Company.
- nn) To carry on the business of garage proprietors and service station for motor vehicles of all kinds, to carry on the safe keeping, cleaning, repairing refueling, panel beating body builders, spraying and the general care of motor vehicles, aircraft, machinery, tools, equipment and plant whether moved by mechanical power or not, implements, utensils, appliances, apparatus, fuel for internal combustion engines, lubricants, element, solutions, batteries and accessories and all things capable of being used in connection with the said business or in the manufacture or maintenance of such vehicles, machinery, equipments and plants, importing, exporting and sell new, used and reconditioned vehicles
- oo) To purchase, take on lease and otherwise acquire for investment or resale any tenure in Tanzania and elsewhere and to sell, let or lease exchange or otherwise dispose of or grant rights over any immovable property or any tenure in Tanzania and elsewhere and to sell let or lease exchange or otherwise dispose of or grant rights over any immovable property, belongs to the company.
- pp) To purchase, take or lease or in exchange, hire or otherwise acquire and hold any state or interest or any land buildings, casements, rights, licenses, secret processes, machinery, plants, stock, in trade and real or personal property of any kind.
- qq) To accept payment for any property or rights sold or otherwise disposed or death with by the company either in case, by installment or otherwise or in fully or partly paid up shares of the company or corporation, with or without deferred or preferred or guaranteed rights.
- rr) To act as agents for the sale and purchase of any stock shares or securities or for any other monetary or mercantile transactions.
- ss) To act as executors and trustees of wills and settlements made by customers and others and undertake and execute trusts of all kinds.

- tt) To do all or any of the above things in any part of the world and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others and either or through agents, sub-contractors, trustees and otherwise.
- uu) To remunerate any person, firm or company rendering services to this company, whether by cash payments or by allotment to him or them of shares or securities of the Company credited and paid in full or in part, otherwise.
- vv) To accept for safe custody and keep for customers of the company all kinds of securities valuables and customer items.
- ww) To invest and deal with the moneys of the Company not immediately required, upon such securities and in such manner as may from time to time be determined.
- xx) To take or otherwise and hold shares in any other company having objects altogether or in part similar to this company, or carrying on any business capable of being conducted so as directly or indirectly to benefit the company.
- yy) To transact or carry on all kinds of agency business and in particular in relation to the investment of money, the sale of properties, and the collection and receipt of money.
- zz) To do all other things as may be seen incidental or conducive to the entertainment of the objects or any of them.
- aaa) To advance money to shareholder in the company, and other to the purpose of enabling the person borrowing the same erect or purchase, or enlarge or repair any house or building or to purchase the fee simple or any freehold or leasehold property upon such terms and conditions as the company may think fit.
- bbb) To draw, make, accept, endorse, discount execute and issue promissory notes, bills of lading, warrants debentures and negotiable or transferable instruments.
- ccc) To act as agent or brokers, and as trustees for any persons firms, companies, and to undertake and perform sub-contracts and also to act in any other business of the company through or by means of agents, brokers, sub-contractors or others.
- ddd) To take or otherwise and hold shares in any other company being having objects altogether or in part similar to this company, or carrying on any business capable of being conducted so as directly to benefit the company.
- eee) To transact or carry on all kinds of Agency business and in particular in relation to the Investments of money, the sale of properties, and the collections and receipts of money.
- fff) To do all other things as may be deemed incidental or conducive to the entertainment of the objects or any of them.
- ggg) To carry any other trade or business whatever which can in the opinion of the board of Directors be advantageously carried on by the Company in connection with the above businesses or the general business of the company.

AND It is hereby declare that:-

The word "Company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body or persons, whether corporate or incorporate, and whether domiciled in the United Republic of Tanzania or elsewhere.

The Objects set forth in each sub-clause of this clause shall not be destructively constructed but the words interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to our inference from any other object or objects set reference to or inference from the terms of any sub clause or by the name of the company. None of such sub clause or by the name of the company. None of such sub clause or the object or objects their in specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned any other sub clause, but the company shall have as full power to exercise all or any of the objects conferred by any provided in each of the said sub clause contained the objects of separate company.

4. The liability of the members is Limited.
5. The share capital of the Company is Tsh 1,000,000,000/=, divided into 1,000 shares of Shilling 1,000,000/= each, with power for the Company to increase or reduce the said capital and to issue any part of its capital, original or increased, with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions, and so that unless the condition of issue shall otherwise expressly declare, every issue of shares, whether declared to be preference or otherwise, shall be subject to the powers herein before contained.

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

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE
CHINA MACHINERY SMART CARGO INTERNATIONAL CO. LIMITED 27F, RUIFENG INTERNATIONAL TOWER, NO.248, YANGSHUPU ROAD, HONGKOU DISTRICT, SHANGAI, 2000825, CHINA	CHINA MACHINERY SMART CARGO INTERNATIONAL CO. LIMITED 99	刘柯 吕峰
LU YONGZHOU 27F, SHANGAI RUIFENG INTERNATIONAL TOWER, NO.248, YANGSHUPU ROAD, HONGKOU DISTRICT, SHANGAI, 2000825, CHINA	1	[Signature]

Dated at DSM this 27 day of JULY 2021

Witness to the above signature:

Name

Signature

Address

Qualification

[Signature]
 [Signature]
 14076 DSM
 [Signature]



COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
CMC SMART CARGO (T) LIMITED

PRELIMINARY

1. In these Articles:

“The Act”	Means the Companies Act 2002
“The SEAL”	Means the Common Seal of the Company
“The Secretary”	Means any person appointed to perform the duties of the Secretary of the Company.
“The Register”	Means the Register of the Members of the Company.
“The Dividend”	Means the Dividend declared by the Company and includes bonus.

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

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

2. The Regulations contained in PART II of the First Schedule to the Companies Act 2002 shall unless otherwise provided herein, apply to the 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 is limited to fifty as further provided for in the Act;
 - (c) Any invitation to the public to subscribe for any shares or debenture of the public is prohibited;
 - (d) The company shall not have power to issue share warrants to bearer.
4. The directors may, in their absolute discretion and without assigning any reason therefore, decline to register any transfer of any share, whether or not it is a fully paid share.
 - (a) The Share Capital of the Company is Tanzania shillings 1,000,000,000/= only, divided into 1,000 ordinary shares each of Tshs. 1,000,000 /= only.
 - (b) Subject to the provisions, if any, in that behalf of the Memorandum of Association, and without prejudice to any special rights previously conferred on the holders of existing shares, any shares may be issued with such preferred, deferred or other special rights or such restrictions whether in regard to the dividend, voting, return of share capital or otherwise, as the Company may from time to time by special resolution, be issued on the terms that it is or at the option of the Company is liable to be redeemed.

- (5) The Company may pay to any person a commission consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally or procuring or agreeing to produce subscriptions, whether absolute or conditionally, for any share in the Company; PROVIDED THAT such commission shall not exceed five percent of the price at which such shares are issued, or an amount equivalent to such percentage; and the requirement of Section 56 of the Companies Act shall be observed.

LIEN

6. The Company shall have a first and paramount lien on every share for all monies (whether presently payable or not) called or payable at a fixed time in respect of that share, and the company shall also have a first and paramount lien on all shares standing registered in the name of any person for all monies presently payable by him or his estate to the company; but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article.
- (a) The lien hereby conferred shall attach to all shares registered in the name of any person indebted or under liability to the company, whether he be the sole registered holder or be one of several joint holders.
- (b) The company's lien, if any, on a share shall extend to all dividends payable thereon.

CALLS ON SHARES

7. The Directors may from time to time make calls upon the members in respect of any moneys unpaid on their shares provided that no call shall exceed one-fourth of the nominal amount of the share, or be payable at less than one month notice from the last call; and each member shall (subject of receiving at least fourteen days' notice specifying the times and place of Account) pay to the company at the time or times and place so specified the amount called on his shares. A call may be revoked or postponed as the Directors may determine.
8. All calls shall be deemed to have been made at the time when the resolution of the Directors authorizing the call was passed, and may be required to be paid by installments.
9. Joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
10. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest upon the sum from the day appointed for payment thereof to the time of actual payment at such rate not exceeding 10 percent per annum as the Directors may determine, but the Directors shall be at liberty to waive payment of that interest wholly or in part.
11. Any sum which by the terms of issue of share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purpose of those regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue the same becomes payable, and in case of non-payment, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise, shall apply as if such sum had become payable by virtue of a call dully made and notified.

12. The Directors may, if they think fit, receive from any member willing to advance the same, all or any part of the moneys uncalled and unpaid upon any shares held by him, and upon all or any of the moneys so advanced may (until the same would, but for advance, become presently payable) pay interest at such rate not exceeding 10 percent per annum (Unless the Company in General Meeting shall otherwise direct) as may be agreed upon between the member paying such sum in advance and the Directors.

TRANSFER OF SHARES

13. (a). Subject to the provisions hereinafter contained shares in the Company shall be transferable by written instrument in the common form hereunder provided and which shall be signed by both the transferor and the transferee, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect thereof.

(b). Shares shall be transferred in the following form or in any usual or common form which the shareholders shall approve.

"I.A.B. of in consideration of the sum of TShs. paid to me by C.E. of (hereinafter called "the said transferee") DO HEREBY transfer to said transferee the share (or shares) numbered in the undertaking called to hold unto the said transferee, subject to the several conditions on which I hold the same, and I the said transferee, DO HEREBY agree to take the said share (or shares) subject to the conditions aforesaid.

As witness our hands this.....day of.....20....

TRANSMISSION OF SHARES

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

15. 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 directors and subject as hereinafter provided, either elect by notice to the company to be 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.

16. 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 registered holder of the share, except that he shall not, before being registered as the holder of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company.

ALTERATION OF CAPITAL

17. 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.
18. If the notice is 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.
19. 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.
20. A person any of whose shares have been forfeited shall cease to be a member in respect of the forfeited shares and shall surrender to the company of 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 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.
21. A statutory declaration by a director or the secretary that a share have been forfeited on a date stated in the declaration shall be conclusive evidence of the facts stated therein as 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.

ALTERATION OF CAPITAL

22. 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 shares of larger amount than its existing shares'.

(c) subject to the provision 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 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.

23. Whether as result of a consolidation of shares any member would become entitled for fraction of a share, the directors may, on behalf of those members, sell as 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 the shares to or in accordance with the directors of the purchase money nor shall his title to the share be affected by any irregularity in or invalidity of the proceedings in reference to the sale.

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

25. 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 notice 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.

26. All general meetings other than general meetings shall be called extraordinary general meetings.

27. The Directors may, whenever they fit, call an extraordinary general meeting, and extraordinary general meetings shall also be convened by such requisitionist, as provided by section 134 of the Act. If at any time they 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.

GENERAL MEETINGS

28. A General Meeting shall be held once in every calendar year (not being more than fifteen months after the holding of the preceding General Meeting) at such time and place as may be determined by the Directors. In default of a General Meeting so held, a General Meeting may be convened by any one member in the same manner as nearly as possible as that in which meetings are to be convened by the Directors.

29. All General Meetings other than the Annual General Meeting shall be called Extra-Ordinary General Meetings.

30. The Directors may, whenever they deem fit, convene an Extraordinary General Meeting and Extraordinary General Meeting shall also be convened on such requisition, or, in default may be convened by such requisitionists as provided by Section 134 of the Act.

NOTICE OF GENERAL MEETINGS

31. 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 and the general nature of the business and, in the case of an annual general meeting, shall specify the meeting as such;

Provided that a meeting of the company may be called by shorter notice 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 and vote at the meeting, being a majority together holding not less than 95 per cent in nominal value of the shares giving that right.
32. The accidental omission to give notice of a meeting to or the non-receipt of notice of meeting by any member shall not invalidate the proceedings at any meeting.
33. Subject to the provisions of the Act, a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings shall be as valid and effective as if the same had been passed at a General Meeting of a Company duly convened and held.

PROCEEDINGS AT GENERAL MEETINGS

34. All business shall be deemed special that is transacted at an Extraordinary Meeting, and all that is transacted at the Annual General Meeting, with the exception of sanctioning a dividend, the consideration of the accounts, balance sheets and the ordinary report of the Directors and Auditors, the election of Directors and other officers in place of those retiring by rotation, and the appointment and fixing of the remuneration of the Auditors.
35. 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.
36. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of member, shall be dissolved; in any other case, it shall stand adjourned to the same day in the next week, at the same time and place; and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be dissolved.
37. The Chairman, if any, of the Board of Directors shall preside as Chairman at every General Meeting of the Company.
38. If there is no such Chairman, or if at any meeting he is not present within fifteen Minutes after the time appointed for holding the meeting the remaining Directors (or alternate Directors as the case may be) shall choose one of their number to be Chairman of the meeting.

39. 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 unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

BOARD OF DIRECTORS

40. (a) Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall not be less than two nor more than Seven.
- (b) The first Directors of the Company shall be:
- a) **ZHU JING**
 - b) **LU YONGZHOU**
41. (a) The remuneration of Directors shall from time to time be determined by the Company in General Meeting.
- (b) In addition to their usual remuneration, the Directors shall also be paid such traveling, hotel and other expenses incurred in connection with their attendance at meetings of Directors.
42. (a) Each Director may nominate in writing to the Secretary of the Company a person approved by his co-directors to act as Alternate Director in his place during his absence or if he is unable to act as such Director himself.
- (b) On such appointment being made, the Alternate Director shall, except as regards remuneration, be subject to all respects to the terms and conditions existing with reference to the other Directors, and each Alternate Director whilst acting in the place of an absent Director, shall enjoy all the rights of and exercise and discharge all the duties of the Director he represents.

POWERS AND DUTIES OF DIRECTORS

43. Subject to the provisions of the Act, the memorandum and the articles and to any directors 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 directors shall invalidate any prior act of the directors which would otherwise have been valid. The powers given this article shall not be limited by any special power given to the directors by the articles and meeting of the directors at which a quorum is present may exercise all powers exercisable by the directors.
44. The directors may by power of attorney appoint any person to be the attorney or agent or the company for such purpose and on such conditions as they determine, including authority for the attorney or agent to delegate all or any of his powers.

45. 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.
46. 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.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

47. The office 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 or
 - (d) resign his office by notice in writing 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

48. The company may by ordinary resolution appoint person who is willing to act to be a director either to fill a vacancy or to be an additional director.
49. The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as additional director, provided that the total number of directors does not exceed the number fixed by or in accordance with these article. A director so appointed shall hold office only until the next following annual general meeting, and shall be eligible for reelection.
50. The company may by ordinary resolution, of which 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 contact with the company.
51. 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 resolution appoint any person to be a director to fill a vacancy or as an additional director.

BORROWING POWERS

52. 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 part.

POWERS AND DUTIES OF DIRECTORS

53. The business of the Company shall be managed by the Directors, who may pay all expenses incurred in a setting up and registering the Company, and may exercise all such powers of the Company as are not, by the Act, or by these Articles, required to be exercised by the Company in General Meeting, subject, nevertheless, to any regulations of these Articles, to provisions of the Act, and to such regulations, being consistent with the aforesaid regulation or provisions, as may be prescribed by the Company in General Meeting, but no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.
54. The Board of Directors may from time to time entrust to and confer upon the Managing Director or Manager all or any of the powers of the Directors (except the power to make calls, forfeit shares or issue debentures) as they may see fit, but the exercise of all powers by the Managing Director or Manager shall be subject to such regulations and restriction as the Directors may from time to time make and impose, and the said powers may at any time be withdrawn, revoked or varied.
55. The Board of Directors shall cause minutes to be made in books provided for the purpose to record:-
- (a) The names of the Directors present at each meeting of the Directors and of any committee of the Directors, and every such Director present at any meeting of Directors or Committee of Directors shall sign against his name in a book to be kept for that purpose.
 - (b) All resolutions and proceedings at all meetings of the Company and of the Directors and of Committees of Directors.
 - (c) All appointments of Officers made by the Directors.

SECRETARY

56. The Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may see fit, and they may remove any Secretary so appointed.
57. No person shall be appointed or hold office as a Secretary who is:-
- (a) The sole Director of the Company; or
 - (b) A Corporation, the sole Director of which is the sole Director of the Company; or
 - (c) The sole Director of a Corporation which is the sole Director of the Company.
58. 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

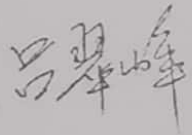
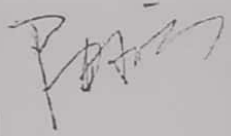
59. The Directors shall provide for the safe Custody of the Seal of the Company, and the Seal shall only be used by the authority of the Directors or of a committee of the Directors authorized by the Directors in that behalf, and every instruments to which the Seal shall be affixed shall be signed by a Director and countersigned by the Secretary or a Second Director or by some other person appointed by the Directors for the purpose.

WINDING-UP

60. If the Company shall be wound up, the liquidator may, with the sanction of an extraordinary resolution of the Company, divide amongst the members in specie or kind the whole or any part of the assets of the Company and may, for such purpose set such value as he may deem fair upon any property to be divided as aforesaid and may determine how much 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 such assets in trustees upon such trusts for the benefit of the contributories as the liquidator with the like sanction shall see fit, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

INDEMNITY

61. Every Director or other Officer of the Company shall be entitled to the indemnified out of the assets of the Company against all costs, charges, loses, expenses and liabilities which she/he may sustain or incur in or during the execution of the duties of his office or otherwise inn relation thereto, including any liability incurred by her/him in defending any proceedings, whether civil or criminal, in which judgment is given in her/his favor or in which she/he is acquitted or in connection with any application under the Act in which relief is granted to her/him by the Court; and no Director(s) or other Officer(s) shall be liable for any loss, damage or misfortune, which may happen to or be incurred by the Company in the execution of the duties of her/his office or in relation thereto.

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE
CHINA MACHINERY SMART CARGO INTERNATIONAL CO. LIMITED 27F, RUIFENG INTERNATIONAL TOWER, NO.248, YANGSHUPU ROAD, HONGKOU DISTRICT, SHANGAI, 2000825, CHINA	CHINA MACHINERY SMART CARGO INTERNATIONAL CO. LIMITED 99	刘柯 
LU YONGZHOU 27F, SHANGAI RUIFENG INTERNATIONAL TOWER, NO.248, YANGSHUPU ROAD, HONGKOU DISTRICT, SHANGAI, 2000825, CHINA	1	

Dated at DSM this 27 day of JULY 2021

Witness to the above signature:

Name

Signature

Address

Qualification

LI YONGZHOU
[Signature]
1408 DSM
[Signature]





United Republic of Tanzania
Business Registrations and Licensing Agency



Application for Registration of a Company
Companies Act (Cap 212)

APPLICATION

Tracking number
Application date

G210722-8769
22/07/2021 10:06:41

APPLICANT

Passport number
Name
Gender
Date of birth
Nationality
E-mail Address
Mobile Phone Number
Can this person update data in ORS?
This person is empowered to assign persons who can update data in ORS

EH0210264
LU YONGZHOU
Male
27/08/1970
Chinese
cmcsmartcargold@gmail.com
0777888123
Yes
Yes

INFORMATION ABOUT COMPANY

Company name
Company type
Accounting date

CMC SMART CARGO(T) LIMITED
Private company Limited by shares
31/12

REGISTERED OFFICE

Registered office
P.O. BOX
E-mail
Mobile Phone Number

Region Dar Es Salaam, District Ilala CBD, Ward Gerezani,
Postal code 11107, Street SOKINE DRIVE/MAINSFIELD, Road
SOKOINE, Plot number 2217/1/68, Block number NIL, House
number NIL
11600
bruce.lu@cjsnartcargo.com
0777888123

BUSINESS ACTIVITY

Name of activity
Name of activity
Name of activity
Name of activity
Name of activity
Name of activity

4923 - Freight transport by road
5012 - Sea and coastal freight water transport
5022 - Inland freight water transport
5120 - Freight air transport
5224 - Cargo handling
5229 - Other transportation support activities

DIRECTORS

DIRECTOR 1
Can this person update data in ORS?

Yes

Passport number EH0210264
 Name LU YONGZHOU
 Gender Male
 Date of birth 27/08/1970
 Nationality Chinese
 E-mail Address bruce.lu@cjsnartcargo.com
 Mobile Phone Number 0777888123
 Residential address China, People's Republic of, SHANGAI, 27F, SHANGAI RUIFENG INTERNATIONAL TOWER, NO.248, YANGSHUPU ROAD, HONGKOU DISTRICT, SHANGAI, 2000825, CHINA, -.

DIRECTOR 2

Can this person update data in ORS? No
 Passport number E37239567
 Name ZHU JING
 Gender Female
 Date of birth 07/03/1987
 Nationality Chinese
 E-mail Address alice.zhu@cjsmartcargo.com
 Mobile Phone Number 0657025128
 Residential address China, People's Republic of, TIANBAO, 18F, TIANBAO INTERNATIONAL GINZA, 61#HAIER ROAD, QINGDAO, 266101.CHINA, -.

COMPANY SECRETARY

Can this person update data in ORS? No
 Passport number E37239567
 Name ZHU JING
 Gender Female
 Date of birth 07/03/1987
 Nationality Chinese
 E-mail Address alice.zhu@cjsmartcargo.com
 Mobile Phone Number 0657025128
 Residential address China, People's Republic of, TIANBAO, 18F, TIANBAO INTERNATIONAL GINZA, 61#HAIER ROAD, QINGDAO, 266101.CHINA, -.

AUTHORISED SHARE CAPITAL

Class of shares	Number of shares issued	Value	Aggregate nominal value	Currency
Ordinary	1000	1000000	1000000000	TZS
		Total:	1000000000	TZS

Company number

3026019

Name

CHINA MACHINERY SMART CARGO INTERNATIONAL CO.LIMITED

E-mail Address

cmcsmartcargold@gmail.com

Mobile Phone Number

0777888123

Registered office

China, People's Republic of, SHANGAI, 27F, SHANGAI RUIFENG INTERNATIONAL TOWER, NO.248, YANGSHUPU ROAD, HONGKOU DISTRICT, SHANGAI, 2000825, CHINA, -

99

Ordinary

SHAREHOLDER 2

Passport number

EH0210264

Name

LU YONGZHOU

Gender

Male

Date of birth

27/08/1970

Nationality

Chinese

E-mail Address

bruce.lu@cjsnartcargo.com

Mobile Phone Number

0777888123

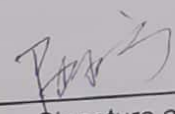
Residential address

China, People's Republic of, SHANGAI, 27F, SHANGAI RUIFENG INTERNATIONAL TOWER, NO.248, YANGSHUPU ROAD, HONGKOU DISTRICT, SHANGAI, 2000825, CHINA, -

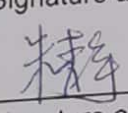
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Ordinary

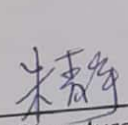
CMC SMART CARGO(T) LIMITED, Director LU YONGZHOU

 22/07/2021
Signature and date

CMC SMART CARGO(T) LIMITED, Director ZHU JING

 22/07/2021
Signature and date

CMC SMART CARGO(T) LIMITED, Company secretary LU JING

 22/07/2021
Signature and date

THE UNITED REPUBLIC OF TANZANIA
BUSINESS REGISTRATIONS AND LICENSING AGENCY

Declaration of Compliance on Application for the Registration of a Company
Pursuant to Section 14 (4) of the Companies Act 2002

Company Number

Company Name in Full

I (Full name),

of (Address)

do solemnly and sincerely declare that I am *(delete as necessary)* [an advocate of the High Court engaged in the formation of the company] [a person named as [director] [secretary] of the company in the statement delivered to the Registrar under section 14(2) of the Act] and that all of the requirements of the Companies Act 2002 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.
AND I make this solemn declaration conscientiously believing the same to be true.

Declarant's Signature

on

Before me (please print name)



Signed Date

A commissioner for oaths or Notary Public

FOR OFFICIAL USE ONLY.