

THE COMPANIES ACT 2002

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

**CTI AGRO
ENTERPRISES LIMITED**

Incorporated this _____ day of _____ 2021

**DRAWN BY:
SUNIL RAMANLAL MISTRY
(SUBSCRIBER)
P.O. BOX 38678
DAR ES SALAAM
TANZANIA**

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

1. The name of the company is **CTI AGRO ENTERPRISES LIMITED**
2. The registered office of the company will be situated in Tanzania.
3. The objective for which the company is established are: -

i) 0130 – Plant propagation

This class includes the production of all vegetative planting materials including cuttings, suckers and seedlings for direct plant propagation or to create plant grafting stock into which selected scion is grafted for eventual planting to produce crops.

This class includes:

- a) Growing of plants for planting
- b) Growing of plants for ornamental purposes, including turf for transplanting
- c) Growing of live plants for bulbs, tubers and roots, cutting and slips, mushroom spawn
- d) Operation of tree nurseries, except forest trees nurseries.

ii) 0161 – Support activities for crop production

This class includes:

- a) Agricultural activities on a fee or contract basis such as: preparation of fields, establishing a crop, treatment of crops, crop spraying, including by air, trimming of fruit trees and vines, transplanting of rice, thinning of beets, harvesting, pest control (including rabbits) in connection with agriculture.
- b) Operation of agricultural irrigation equipment

iii) 0162 – Support activities for animal production

This class includes:

- a) Agricultural activities on a fee or contract basis such as: Activities to promote propagation, growth and output of animals, herd testing services, droving services, agistment services, poultry caponizing, coop cleaning etc, activities related to artificial insemination, stud services, sheep shearing and farm animal boarding and care.

This class also includes:

- a) Activities of farriers

iv) 0163 – Post-harvest crop activities

This class includes:

- a) Preparation of crops for primary markets ie. Cleaning, trimming, grading, disinfecting
- b) Cotton ginning
- c) Preparation of tobacco leaves
- d) Preparation of cocoa beans
- e) Waxing of fruit
- f) Sun-drying of fruit and vegetables

v) 0164 – Seed processing for propagation

This class includes all post-harvest activities aimed at improving the propagation quality of seed through the removal of non-seed materials, undersized, mechanically or insect damaged and immature seeds as well as removing the seed moisture to a safe level for seed storage. This activity includes the drying, cleaning, grading and treating of seeds until they are marketed. The treatment of genetically modified seeds is included here.

vi) 0210 – Silviculture and other forestry activities

This class includes:

- a) Growing of standing timber: planting, replanting, transplanting, thinning and conserving of forests and timber tracts
- b) Growing of coppice, pulpwood and fire wood
- c) Operation of forest tree nurseries

These activities can be carried out in natural or planted forests

vii) 0240 – Support services to forestry

This class includes carrying out part of the forestry operation on a fee or contract basis.

This class includes:

- a) Forestry service activities such as: forestry inventories, forest management consulting services, timber evaluation, forest fire fighting and protection, forest pest control.
- b) Logging service activities such as: transport of logs within the forest

viii) 2021 – Manufacture of pesticides and other agrochemical products

This class includes:

- a) Manufacture of insecticides, rodenticides, fungicides, herbicides
- b) Manufacture of anti-sprouting products, plant growth regulators
- c) Manufacture of disinfectants (for agricultural and other use)
- d) Manufacture of other agrochemical products n.e.c.

ix) 2022 – Manufacture of paints, varnishes and similar coatings, printing ink and mastics

This class includes:

- a) Manufacture of paints and varnishes, enamels or lacquers

- b) Manufacture of prepared pigments and dyes, opacifiers and colours
 - c) Manufacture of vitrifiable enamels and glazed and engobes and similar preparation
 - d) Manufacture of mastics
 - e) Manufacture of caulking compounds and similar non-refractory filling or surfacing preparations
 - f) Manufacture of organic composite solvents and thinners
 - g) Manufacture of prepared paint or varnish removers
 - h) Manufacture of printing ink
- x) **2023 – manufacture of soap and detergents, cleaning and polishing preparations, perfumes and toilet preparations**

This class includes:

- a) Manufacture of organic surface-active agents
- b) Manufacture of soap
- c) Manufacture of paper, wadding, felt etc. coated or covered with soap or detergent
- d) Manufacture of crude glycerol
- e) Manufacture of surface-active preparations such as washing powders in solid or liquid form and detergents, dish-washing preparations and textile softeners
- f) Manufacture of cleaning and polishing products such as: preparation for perfuming or deodorizing rooms, artificial waxes and prepared waxes, polishes and cream for leather, polishes and cream for wood, polishes for coachwork, glass and metal, scouring pastes and powders, including paper, wadding etc. coated or covered with these.
- g) Manufacture of perfumes and toilet preparations such as perfumes and toilet water, beauty and make-up preparations, sunburn prevention and suntan preparations, manicure and pedicure preparations, shampoos, hair lacquers, waving and straightening preparations, dentifrices and

preparation for oral hygiene, including denture fixative preparations, shaving preparation, including pre-shave and aftershave preparations, deodorants and bath salts, depilatories.

xi) 2029 – Manufacture of other chemical products n.e.c

This class includes:

- a) Manufacture of propellant powders
- b) Manufacture of explosives and pyrotechnic products, including percussion caps, detonators, signaling flares etc
- c) Manufacture of gelatins and its derivatives glues and prepared adhesives, including rubber-based glues and adhesives
- d) Manufacture of extracts of natural aromatic products
- e) Manufacture of resinoids
- f) Manufacture of aromatic distilled waters
- g) Manufacture of mixtures of odoriferous products for the manufacture of perfumes or food
- h) Manufacture of photographic plates, films, sensitized paper and other sensitized unexposed materials
- i) Manufacture of chemical preparations for photographic uses
- j) Manufacture of various chemical products such as: peptones, peptone derivatives, other protein substances and their derivatives n.e.c., essential oils, chemically modified oils and fats, material used in the finishing of textiles and leather, powders and pastes used in soldering, brazing or welding, substances used to pickle metal, prepared additives for cements, activated carbon, lubrication oil additives, prepared rubber accelerators, catalysts and other chemical products for industrial use, anti-knock preparations, antifreeze preparations, composite diagnostic or laboratory reagents.

This class also includes:

- k) Manufacture of writing and drawing ink

l) Manufacture of matches

xii) 3311 – Repair of fabricated metal products

This class includes:

- a) Repair of metal tanks, reservoirs and containers
- b) Repair and maintenance for pipes and pipelines
- c) Mobile welding repair
- d) Repair of steel shipping drums
- e) Repair and maintenance of steam or other vapour generators
- f) Repair and maintenance of auxiliary plant for use with steam generators such as: condensers, economizers, superheaters, steam collectors and accumulators.
- g) Repair and maintenance of nuclear reactors, except isotope separators
- h) Repair and maintenance of parts for marine or power boilers
- i) Platework repair of central heating boilers and radiators
- j) Repair and maintenance of fire arms and ordnance (including repair of sporting and recreational guns).

xiii) 3312 – Repair of machinery

This class includes the repair and maintenance of industrial machinery and equipment like sharpening or installing commercial and industrial machinery blades and saws; the provision of welding (e.g. automotive, general) repair services, the repair of agricultural and other heavy and industrial machinery and equipment (e.g. forklifts and other materials handling equipment, machine tools, commercial refrigeration equipment, construction equipment and mining machinery), comprising machinery and equipment of division 28.

This class includes:

- a) Repair of maintenance of non-automotive engines eg ship or rail engines

- b) Repair and maintenance of pumps and related equipment
- c) Repair and maintenance of fluid power equipment
- d) Repair of valves
- e) Repair of gearing and driving elements
- f) Repair and maintenance of industrial process furnaces
- g) Repair and maintenance of materials handling equipment
- h) Repair and maintenance of commercial refrigeration equipment and air purifying equipment
- i) Repair and maintenance of commercial-type general-purpose machinery
- j) Repair of other power-driven hand tools
- k) Repair and maintenance of metal cutting and metal forming machines tools and accessories
- l) Repair and maintenance of other machines tools
- m) Repair and maintenance of agricultural tractors
- n) Repair and maintenance of agricultural machinery and forestry and logging machinery
- o) Repair and maintenance of metallurgy machinery
- p) Repair and maintenance of mining, construction and oil and gas field machinery
- q) Repair and maintenance of food, beverage, and tobacco processing machinery
- r) Repair and maintenance of textile apparel, and leather production machinery
- s) Repair and maintenance of papermaking machinery
- t) Repair and maintenance of other special-purpose machinery of division 28
- u) Repair and maintenance of weighing equipment

- v) Repair and maintenance of vending machines
- w) Repair and maintenance of cash registers
- x) Repair and maintenance of photocopy machines
- y) Repair of calculators, electronic or not
- z) Repair of typewriters

i) 3313 – Repair of electronic and optical equipment

This class includes the repair and maintenance of goods produced in groups 265, 266 and 267 except those that are considered household goods.

This class includes:

- a) Repair and maintenance of the measuring, testing, navigating and control equipment of group 265 such as: aircraft engine instruments, automotive emissions testing equipment, meteorological instruments, physical, electrical and chemical properties testing and inspection equipment, surveying instruments and radiation detection and monitoring instruments.
- b) Repair and maintenance of irradiation, electromedical and electrotherapeutic equipment of class 2660 such as: magnetic resonance imaging equipment, medical ultrasound equipment, pacemakers, hearing aids, electrocardiographs, electromedical endoscopic equipment and irradiation apparatus.
- c) Repair and maintenance of optical instruments and equipment of class 2670, if the use is mainly commercial such as: binoculars, microscopes (except electron and proton microscopes), telescopes, prisms and lenses (except ophthalmic), photographic equipment.

ii) 3314 – Repair of electrical equipment

This class includes the repair and maintenance of goods of division 27, except those in class 2750 (domestic appliances)

This class includes:

- a) Repair and maintenance of power, distribution and specialty transformers
- b) Repair and maintenance of electric motors, generators and motor generator sets
- c) Repair and maintenance of switchgear and switchboard apparatus
- d) Repair and maintenance of relays and industrial controls
- e) Repair and maintenance of primary and storage batteries
- f) Repair and maintenance of electric lighting equipment
- g) Repair and maintenance of current-carrying wiring devices and non-current-carrying wiring devices for wiring electrical circuits.

iii) 3319 – Repair of other equipment

This class includes the repair and maintenance of equipment not covered in other groups of this division.

This class includes:

- a) Repair of fishing nets, including mending
- b) Repair of ropes, riggings, canvas and tarps
- c) Repair of fertilizer and chemical storage bags
- d) Repair or reconditioning of wooden pallets, shipping drums or barrels and similar items
- e) Repair of pinball machines and other coin-operated games
- f) Restoring of organs and other historical musical instruments

iv) 3320 – Installation of industrial machinery and equipment

This class includes the specialized installation of machinery. However, the installation of equipment that forms an integral part of buildings or similar structures, such as installation of escalators, electrical wiring, burglar alarm systems or air-conditioning systems, is classified as construction.

This class includes:

- a) Installation of industrial machinery in industrial plant
- b) Installation of industrial process control equipment
- c) Installation of other industrial equipment eg: communications equipment, mainframe and similar computers, irradiation and electromedical equipment etc.
- d) Dismantling large-scale machinery and equipment
- e) Activities of millwrights
- f) Machine rigging
- g) Installation of bowling alley equipment

v) 4510 - Sale of motor vehicles

This class includes:

- a) Wholesale and retail sale of new and used vehicles: Passenger motor vehicles, including specialized passenger motor vehicles such as ambulances and minibuses, etc, Lorries, trailers and semi-trailers and Camping vehicles such as caravans and motor homes

This class also includes:

- b) Wholesale and retail sale of off-road motor vehicles (jeeps, etc.)
- c) Wholesale and retail sale by commission agents
- d) Car auctions

vi) 4520 - Maintenance and repair of motor vehicles

This class includes:

- a) Maintenance and repair of motor vehicles: Mechanical repairs, Electrical repairs, Electronic injection systems repair, Ordinary servicing, Bodywork repair, Repair of motor vehicle parts, Washing, polishing, etc, Spraying and painting, Repair of screens and windows, Repair of motor vehicle seats
- b) Tyre and tube repair, fitting or replacement
- c) Anti-rust treatment

- d) Installation of parts and accessories not as part of the manufacturing process

vii) 4530 – Sale of motor vehicles parts and accessories

This class includes:

- a) Wholesale and retail sale of all kinds of parts, components, supplies, tools and accessories for moto vehicles such as: rubber tires and inner tubes for tires, spark plugs, batteries, lighting equipment and electrical parts.

viii) 4540 - Sale, maintenance and repair of motorcycles and related parts and accessories

This class includes:

- a) Wholesale and retail sale of motorcycles, including mopeds
- b) Wholesale and retail sale of parts and accessories for motorcycles (including by commission agents and mail order houses)
- c) Maintenance and repair of motorcycles

ix) 4610 – Wholesale on a fee or contract basis

This class includes:

- a) Activities of commission agents and all other wholesalers who trade on behalf and on the account of others
- b) Activities of those involved in bringing sellers and buyers together or undertaking commercial transactions on behalf of a principal, including on the internet.
- c) Such agents involved in the sale of: agricultural raw materials, live animals, textile raw materials and semi-finished goods, fuels, ores, metals and industrial chemicals, including fertilizers, food, beverages and tobacco, textiles, clothing, fur, footwear and leather goods, timber and building materials, machinery, including office machinery and computers, industrial equipment, ships and aircraft, furniture, household goods and hardware.

This class also includes:

- a) Activities of wholesale auctioneering houses.

x) 4620 – Wholesale of agricultural raw materials and live animals

This class includes:

- a) Wholesale of grains and seeds
- b) Wholesale of oleaginous fruits
- c) Wholesale of flowers and plants
- d) Wholesale of unmanufactured tobacco
- e) Wholesale of live animals
- f) Wholesale of hides and skins
- g) Wholesale of leather
- h) Wholesale of agricultural material, waste, residues and by-products used for animal feed.

xi) 4649 – Wholesale of other household goods

This class includes:

- a) Wholesale of household furniture
- b) Wholesale of household appliances
- c) Wholesale of consumer electronic ie radio and TV equipment, CD and DVD players and recorders, stereo equipment, video game consoles
- d) Wholesale of lighting equipment
- e) Wholesale of cutlery
- f) Wholesale of china and glassware
- g) Wholesale of woodenware, wickerwork and corkware etc
- h) Wholesale of pharmaceuticals and medical goods
- i) Wholesale of perfumeries, cosmetics and soaps
- j) Wholesale of bicycles and their parts and accessories

- k) Wholesale of stationery, books, magazines and newspapers
- l) Wholesale of photographic and optical goods (e.g. sunglasses, binoculars, magnifying glasses)
- m) Wholesale of recorded audio and video tapes, CDs, DVDs
- n) Wholesale of leather goods and travel accessories
- o) Wholesale of watches, clocks and jewellery
- p) Wholesale of musical instruments, games and toys, sports goods

xii) 4653 – Wholesale of agricultural machinery, equipment and supplies

This class includes:

- a) Wholesale of agricultural machinery and equipment ie ploughs, manure spreaders, seeders, harvesters, threshers, milking machines, poultry-keeping machines, bee-keeping machines, tractors used in agriculture and forestry.

xiii) 4659 – Wholesale of other machinery and equipment

This class includes:

- a) Wholesale of office machinery and equipment, except computers and computer peripheral equipment
- b) Wholesale of office furniture
- c) Wholesale of transport equipment except motor vehicles, motorcycles and bicycles
- d) Wholesale of production-line robots
- e) Wholesale of wires and switches and other installation equipment for industrial use
- f) Wholesale of other electrical material such as electrical motors, transformers
- g) Wholesale of machine tools of any type and for any material

- h) Wholesale of other machinery n.e.c. for use in industry, trade and navigation and other services

This class also includes:

- i) Wholesale of computer-controlled machine tools
- j) Wholesale of computer-controlled machinery for the textile industry and of computer-controlled sewing and knitting machines
- k) Wholesale of measuring instruments and equipment

xiv) 4663 – Wholesale of construction materials, hardware, plumbing and heating equipment and supplies

This class includes:

- a) Wholesale of wood in the rough
- b) Wholesale of products of primary processing of wood
- c) Wholesale of paint and varnish
- d) Wholesale of construction materials: sand, gravel
- e) Wholesale of wallpaper and floor coverings
- f) Wholesale of flat glass
- g) Wholesale of hardware and locks
- h) Wholesale of fittings and fixture
- i) Wholesale of hot water heaters
- j) Wholesale of sanitary equipment such as baths, washbasins, toilets and other sanitary porcelain
- k) Wholesale of sanitary installation equipment such as tubes, pipes, fittings, taps, T-pieces, connections, rubber pipes etc
- l) Wholesale of tools such as hammers, saws, screwdrivers and other hand tools.

xv) 4690 – Non-specialized wholesale trade

This class includes:

- a) Wholesale of a variety of goods without any particular specialization

xvi) 4741 – Retail sale of computers, peripherals units, software and telecommunications equipment in specialized stores

This class includes:

- a) Retail sale of computers
- b) Retail sale of computer peripheral equipment
- c) Retail sale of video game consoles
- d) Retail sale of non-customized software, including video games
- e) Retail sale of telecommunication equipment

xvii) 4752 – Retail sale of hardware, paints and glass in specialized stores

This class includes:

- a) Retail sale of hardware
- b) Retail sale of paints, varnishes and lacquers
- c) Retail sale of flat glass
- d) Retail sale of other building material such as bricks, wood, sanitary equipment
- e) Retail sale of do-it-yourself material and equipment

This class also includes:

- f) Retail sale of lawnmowers, however operated
- g) Retail sale of saunas

xviii) 4753 – Retail sale of carpet, rugs, wall and floor coverings in specialized stores

This class includes:

- a) Retail sale of carpets and rugs

- b) Retail sale of curtains and net curtains
- c) Retail sale of wallpaper and floor coverings

xix) 4759 – Retail sale of electrical household appliances, furniture, lighting equipment and other household articles in specialized stores

This class include:

- a) Retail sale of household furniture
- b) Retail sale of articles for lighting
- c) Retail sale of household utensils and cutlery, crockery, glassware, china and pottery
- d) Retail sale of wooden, cork and wickerwork goods
- e) Retail sale of household appliances
- f) Retail sale of musical instruments and scores
- g) Retail sale of security systems, such as locking devices, safes and vaults, without installation or maintenance services
- h) Retail sale of household articles and equipment's n.e.c.

xx) 4761 – Retail sale of books, newspapers and stationery in specialized stores

This class includes:

- a) Retail sale of books of all kinds
- b) Retail sale of newspapers and stationery

This class also includes:

- c) Retail sale of office supplies such as pens, pencils, paper etc

xxi) 4771 – Retail sale of clothing, footwear and leather articles in specialized stores

This class includes:

- a) Retail sale of articles of clothing
- b) Retail sale of articles of fur
- c) Retail sale of clothing accessories such as gloves, ties, braces etc.
- d) Retail sale of umbrellas
- e) Retail sale of footwear
- f) Retail sale of leather goods
- g) Retail sale of travel accessories of leather and leather substitutes

xxii) 4772 – Retail sale of pharmaceutical and medical goods, cosmetic and toilet articles in specialized stores

This class includes:

- a) Retail sale of pharmaceuticals
- b) Retail sale of medical and orthopedic goods
- c) Retail sale of perfumery and cosmetic articles

xxiii) 4773 – Other retail sale of new goods in specialized stores

This class includes:

- a) Retail sale of photographic, optical and precision equipment
- b) Retail sale of opticians
- c) Retail sale of watches, clocks and jewellery
- d) Retail sale of flowers, plants, seeds, fertilizers, pet animals and pet food
- e) Retail sale of souvenirs, craftwork and religious articles
- f) Activities of commercial art galleries
- g) Retail sale of household fuel oil, bottled gas, coal and fuel wood
- h) Retail sale of cleaning materials

- i) Retail sale of weapons and ammunition
- j) Retail sale of stamps and coins
- k) Retail sale of non-food products n.e.c.

xxiv) 4921 – Urban and suburban passenger land transport

This class includes:

- a) Land transport of passengers by urban or suburban transport systems. This may include different modes of land transport, such as by motorbus, tramway, streetcar, trolley bus, underground and elevated railways etc. The transport is carried out on scheduled routes normally following a fixed time schedule, entailing the picking up and setting down of passengers at normally fixed stops.

This class also includes:

- b) Town-to-airport or town-to-station lines
- c) Operation of funicular railways, aerial cableways etc. if part of urban or suburban transit systems

xxv) 4922 – Other passenger land transport

This class includes:

- a) Other passenger road transport such as: scheduled long-distance bus services, charters, excursions and other occasional coach services, taxi operation, airport shuttles
- b) Operation of telfers (telepheriques), funiculars, ski and cable lifts if not part of urban or suburban transit systems

This class also includes:

- c) Other renting of private cars with driver
- d) Operation of school buses and buses for transport of employees
- e) Passenger transport by man-or animal-drawn vehicles

xxvi) 4923 – Freight transport by road

This class includes:

- a) All freight transport operations by road such as: logging haulage, stock haulage, refrigerated haulage, heavy haulage, bulk haulage including haulage in tanker trucks, haulage of automobiles, transport of waste and waste materials, without collection or disposal

This class also includes:

- b) Furniture removal
- c) Renting of trucks with driver
- d) Freight transport by man or animal-drawn vehicles

xxvii) 4930 – Transport via pipeline

This class includes:

- a) Transport of gases, liquids, water, slurry and other commodities via pipelines

This class also includes:

- b) Operation of pump station

xxviii) 5011 – Sea and coastal passenger water transport

This class includes:

- a) Transport of passengers overseas and coastal waters, whether scheduled or not such as operation of excursion, cruise or sightseeing boats, operation of ferries, water taxis etc

This class also includes:

- b) Renting of pleasure boats with crew for sea and coastal water transport (e.g. for fishing cruises)

xxix) 5012 – Sea and coastal freight water transport

This class includes:

- a) Transport of freight overseas and coastal waters, whether scheduled or not
- b) Transport by towing or pushing of barges, oil rigs etc

xxx) 5021 – Inland passenger water transport

This class includes:

- a) Transport of passengers via rivers, canals, lakes and other inland waterways, including inside harbors and ports

This class also includes:

- b) Renting of pleasure boats with crew for inland water transport

xxxi) 5210 – Warehousing and storage

This class includes:

- a) Operation of storage and warehouse facilities for all kind of goods such as: operation of grain silos, general merchandise warehouses, refrigerated warehouses, storage tanks etc

This class also includes:

- b) Storage of goods in foreign trade zones
- c) Blast freezing

xxxii) 5221 – Service activities incidental to land transportation

This class includes:

- a) Activities related to land transport of passengers, animals or freight such as: operation of terminal facilities such as railway stations, bus stations, stations for the handling of goods, operation of railroad infrastructure, operation of roads, bridges, tunnels, car parks or garages, bicycle parking
- b) Switching and shunting

- c) Towing and road side assistance

This class also includes:

- d) Liquefaction of gas for transportation purposes

xxxiii)5229 – Other transportation support activities

This class includes:

- a) Forwarding of freight
- b) Arranging or organizing of transport operations by rail, road, sea or air
- c) Organization of group and individual consignments (including pickup and delivery of goods and grouping of consignment)
- d) Logistics activities i.e. planning, designing and supporting operations of transportation, warehousing and distribution
- e) Issue and procurement of transport documents and waybills
- f) Activities of customs agents
- g) Activities of sea-freight forwarders and air-cargo agents
- h) Brokerage for ship and aircraft space
- i) Goods-handling operations e.g. temporary crating for the sole purpose of protecting the goods during transit, uncrating, sampling, weighing of goods.

xxxiv) 7210 – Research and experimental development on natural sciences and engineering

This class includes:

- a) Research and experimental development on natural science and engineering such as: research and development on natural sciences, research and development on engineering and technology, research and development on medical sciences, research and development on

biotechnology, research and development on agricultural sciences, interdisciplinary search and development, predominantly on natural science and engineering.

xxxv) 7310 - Advertising

This class includes the provision of a full range of advertising services (ie. Through in-house capabilities or subcontracting), including advice, creative services, production of advertising material, medial planning and buying.

This class includes:

- a) Creation and realization of advertising campaigns such as: creating and placing advertising in newspapers, periodicals, radio, television, the internet and other media, creating and placing of outdoor advertising eg. Billboards, panels, bulletins and frames, window dressing, showroom design, car and bus carding etc, media representation ie sale of time and space for various media soliciting advertising, aerial advertising, distribution or delivery of advertising materials or samples, provision of advertising space on billboards etc.
- b) Conducting marketing campaigns and other advertising services aimed at attracting and retaining customers such as: promotion of products, point-of-sale marketing, direct mail advertising and marketing consulting.

xxxvi) 7500 – Veterinary activities

This class includes:



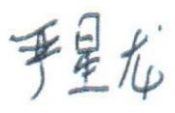
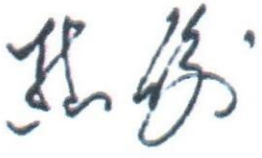
- a) Animal health care and control activities for farm animals
- b) Animal health care and control activities for pet animals

These activities are carried out by qualified veterinarians when working in veterinary hospitals as well as when visiting farms, kennels or homes, in own consulting and surgery rooms or elsewhere.

This class also includes:

- c) Activities of veterinary assistants or other auxiliary veterinary personnel
 - d) Clinic-pathological and other diagnostic activities pertaining to animals
 - e) Animal ambulance activities
4. The liability of the members is Limited.
5. The Share capital of the Company is **T. Shs. 100,000,000/=** divided to **100** Ordinary shares of **T. Shs 1,000,000/=** each with power to increase/reduce the capital or consolidate or subdivide the share into shares of larger or smaller amount and to all or any part of the said Capital. The company has the power to alter the capital value of shares and create classes to shares, attach special rights, limitations and obligations to shares from time to time as it may deem fit.

WE the undersigned 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 number of shares in capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS	NO. OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE OF SUBSCRIBERS
SUNIL RAMANLAL MISTRY P. O. Box 38678, Plot No.20, Machungwa Street, Temeke District, Keko ward Dar es Salaam – Tanzania	25	
SEEMA SHEEL C1 Phase 1 Tribhuwan Gopal Enclave, Finance Colony Khajpura, Patna Bihar 800014 – India	25	
XINGLONG YAN No.62 Xinggang Road, Changzhou Jiangsu, China	25	
XIONG JUN No.62 Xinggang Road, Changzhou Jiangsu, China	25	

Dated at Dar es Salaam this 22nd day of JUNE 2021.

Witness to the above signatures: -

NAME:

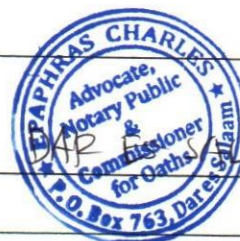
EPAPHRAS CHARLES

SIGNATURE:



POSTAL ADDRESS:

P.O Box 763



QUALIFICATION:

ADVOCATE

THE COMPANY ACT, 2002
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
CTI AGRO ENTERPRISES LIMITED
INTERPRETATIONS

1. In these Regulations:

“the Act” means the Companies Act;

“the Articles” means the articles of the company;

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

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

“the seal” means the common seal of the company;

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

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

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

The regulation contained in Part I of Table A to the Companies Act, 2002 shall apply save for Regulation 22 and in so far as they are varied or excluded hereby, but in case of any conflict between the provisions herein, and the provisions under Table “A” the former shall prevail and in addition to substitution for or

modification of the provisions of Table "A" the following be the regulations of the Company.

PRIVATE COMPANY

2. The Company is 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 person who are in the employment of the company and of persons who have been formerly in employment of the Company) is limited to fifty, provided that where two or more persons hold one or more shares in the Company they shall for the purpose of this regulation be treated as a single member.
 - (c) Any invitation to the public to subscribe for any share or debenture of the Company is prohibited.
 - (d) The Company shall not have the powers to issue warrants to bearer.

SHARE CAPITAL & VARIATION of RIGHTS

3. Subject to the provision of the Act, and without prejudice to any rights attached to any existing shares, any share may be issued with such rights or restrictions, whether in regard to dividend, voting, return of capital or otherwise as the company may by ordinary resolution determine.
4. Subject to the provision of Section 61 of the Act, any shares may, with the sanction of an ordinary resolution, be issued on the terms that they are, or at the option of the company are liable, to be redeemed on such terms and in such manner as the company before the issue of the shares may by special resolution determine.
5. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of the issue of the shares of that class) may, whether or not the company is being wound-up, be varied with the consent in writing of the holders of three-fourth of the issued share of that class, or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of the class. To every such separate general meeting the provisions of these regulations relating to general meetings shall apply, but so that the necessary quorum shall be 2 persons at least holding or representing by proxy 1/3rd of the issued shares of the class and that any holder of shares of the class present in person or by proxy may demand a poll.

6. The rights conferred upon the holders of the shares of any class shall not, unless otherwise expressly provided by the terms of issue of shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.
7. The company may exercise the power of paying commission conferred by Section 56 of the Act. Subject to the provisions of the Act, such commission may be stratified by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in other.
8. Accept as required by law, no person shall be recognized by the company as holding any share up on any trust, and the company shall not be bound by or to be compelled in any way to recognized (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any interest in fractional part of a share or (accept as otherwise provided by the articles or by law) any other rights or interests in respect of any share except in absolute right to the entirety thereof in the registered holder.

ALTERATION OF CAPITAL

9. Articles 29 to 39 of Table “A” shall apply with following clarifications:
The company may by ordinary resolution:-
 - 9.1. Increase its share capital by the new shares of such amount, as the resolution prescribes;
 - 9.2. Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares.
 - 9.3. Subject to the provisions of Section 65(1)(d) of the Act, sub-divide its existing shares, or any of them, into shares of smaller amount than is fixed by the memorandum of association.

9.4. 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.

If a call remains unpaid after it has become due and payable, shares can be forfeited and reissued or canceled by the directors as per the articles provided in Table A.

TRANSFER OF SHARES

10. The Directors may in their discretion and without assigning any reason thereof refuse to register the transfer of any share to any person whom to their opinion he/she is undesirable for any reason whatsoever to admit to membership.

11. Subject to Article 2 and 3 hereof rights of members to transfer their shares shall be restricted as follows: -

(a) No Share shall be transferred to a person who is not a member so long as any member or any person selected by the Directors as one who it is desirable in the interests of the Company to admit to membership.

(b) Every shareholder or Trustee in bankruptcy, or any person who may desire to sell or transfer any such shares and every personal representative of a deceased shareholder shall give notice in writing to the Directors that he desires to make such sales or such a transfer, such notice shall constitute the board of Directors as his agents for sale of such shares to any member or members of the company at a price to be agreed upon between the party giving such a notice and the board and in the case of difference the same shall be determined by the Auditor of the Company.

(c) Upon the price of such shares being agreed on or determined as Clause (b) above, the Board shall forthwith give notice to such of the shareholders other than the shareholders desiring to sell or transfer the said shares, stating the number and price of such shares inviting the person to whom the notice is sent to state within 21 days from the date of such notice whether he is willing to purchase any, if so what maximum number of such shares. At the expiration of such 21 days' notice the Board shall apportion such shares

amongst the shareholders (if more than one) who shall have expressed their desire to purchase the same and as far as may be proper according to the number of shares already held by them respectively, or if there be only one such shareholder the whole of such shares be sold to him, provided that no shareholder shall be obliged to take more than the maximum number of such shares stated in his answer to the said notice.

GENERAL MEETINGS

NOTICE OF GENERAL MEETINGS AND PROCEEDINGS

AT THE GENERAL MEETING

12. Articles 40 to 55 Table "A" shall apply subject to the following variations: -
- (a) A General meeting, Ordinary or Extra ordinary meeting may with the consent of majority of members be convened on a shorter notice than seven days or without notice.
 - (b) Two members, present either personally or by proxy shall form a quorum.
 - (c) Any ordinary resolution of the Company determined without any general meeting and evidenced by writing under the hands of majority of the Directors and or the members of the Company holding three votes of the issued shares of the Company shall be valid and effectual as an ordinary resolution duly passed at a general meeting of the company.

DIRECTORS

13. (a) Until otherwise determined by the Company in general meeting the Directors shall not be less than 2 and not more than 50 in number.
14. The following persons shall be the first Directors of the company:
- **SUNIL RAMANLAL MISTRY**
 - **SEEMA SHEEL**
 - **XINGLONG YAN**
 - **XIONG JUN**
15. The shareholding qualifications for the Directors may be fixed by the Company in General Meeting and unless and until so fixed no qualification shall be required.

16. The quorum of Directors for transaction business shall, unless otherwise fixed by the Directors, be 2 (Two).
17. Resolution in writing by all the Directors then in Tanzania shall be as valid and effectual resolution as if it had been passed at a meeting of Directors duly called and constituted.
18. The Directors may from time to time borrow or raised any money for the purpose of the company, which may exceed the issued share capital of the company.

BORROWING POWERS

19. The Directors may raise or borrow for the purpose of the company's business such sum or sums of money as they may think fit and they may secure the repayment of or raise any such or sums as aforesaid by mortgage or charge upon the whole or any part of the property and assets of the company, present and future, including its uncalled or un-issued capital or by the issue, at such price as they may think fit, or bonds or debentures, either charged upon the whole or any part of the property and assets of the company, or not charged, or in such other way as the Directors may think expedient.

ALTERNATE DIRECTORS

20. Each Director may nominate a person, who shall be approved of in writing by the other Directors, to act as alternate in his place during his absence from Tanzania or inability to act as such Director. Shall be subject in all other respect to be terms and conditions existing with reference to the directors of the Company and such alternate Directors when acting shall exercise and discharge all duties and functions of the Director whom he represents and in the case of an alternate Director being unable to act during the absence of inability to act as Director whom he represents he may subject to the like approval of the other Directors appoint a dully qualified person to act in his place.

SECRETARY

21. The Secretary shall be appointed by the Board for such terms as such remuneration and upon such conditions as it may think fit, and any secretary so appointed may be removed by the Board.
22. The board may authorize the auditors or their associates or any capable person to work as secretary to carry any specific secretarial work on payment of fees.

WINDING UP


23. 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 is special or may be vested in Trustees for the benefit of such members and the liquidation of the company be closed and the company dissolved by so that no member shall be compelled to accept any shares whereupon there is only liability.

INDEMNITY

24. Every Director, Managing Director, Agent, Auditor, Secretary and officers for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in this favor or in which he is acquitted or in connection with any application in which relief is granted to him by the court.
(SEC. 481)

ALTERATION OR ADDITION

25. Subject to the provisions of the Act and those contained in the Memorandum of Association, the Company may by special resolution make an alteration and or addition to the memorandum and articles of association and alterations 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	NO. OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE OF SUBSCRIBERS
SUNIL RAMANLAL MISTRY P. O. Box 38678, Plot No.20, Machungwa Street, Temeke District, Keko ward Dar es Salaam – Tanzania	25	
SEEMA SHEEL C1 Phase 1 Tribhuwan Gopal Enclave, Finance Colony Khajpura, Patna Bihar 800014 – India	25	<u>Seema</u>
XINGLONG YAN No.62 Xinggang Road, Changzhou Jiangsu, China	25	程龙
XIONG JUN No.62 Xinggang Road, Changzhou Jiangsu, China	25	熊俊

Dated at Dar es Salaam this 22ND Day of JUNE **2021**.

Witness to the above signatures: -

NAME: EPAPHRAS CHARLES

SIGNATURE: 

POSTAL ADDRESS: P.O Box 763, DAR ES



QUALIFICATION: ADVOCATE