

THE COMPANIES ACT, 2002

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

CARTER INVESTMENT CO. LIMITED

Incorporated atthisday of2021

Drawn by: (Subscriber)

LIANG WEILUN

**No. 6, Shuishongli Lane 1, Dongjia,
Huicheng, Xinhui District, Jiangmen City,
Guangdong Province,
China.**

THE COMPANIES ACT, 2002
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
CARTER INVESTMENT CO. LIMITED

1. **The Name of the company is CARTER INVESTEMENT CO. LIMITED**
2. The **Registered Office** of the Company will be situated in Tanzania.
3. The **Objects** for which the Company is established is to carry on general commercial business including but not limited to the following objectives:
 - a) To carry on the business of dealing in importing, exporting, marketing, manufacturing stocking, buying, selling whether by wholesale or retail of various categories of goods and merchandise, and to act as commission agents, brokers, insurance agents and manufacturers, representatives in all fields.
 - b) To carry of the business of selling motorcycle, and motorcycle accessories such as spare parts motorcycle, motorcycle meet, motorcycle parts vector, motorcycle repair icon, car filter icon, gear car, motorcycle filter, scooper parts, assembly production, and sales of construction material.
 - c) To carry on the business of selling Automotive two wheelers, three wheelers, fifth wheels, fifth wheels with slider, motorized vehicles viz, motorcycles, mopeds, scooters, scooterrettes, parts thereof, equipment for vehicles, crafts, and means of conveyance namely couplings for trailers.
 - d) To carry on the business of selling cars; automobile chassis; propulsion mechanisms for land vehicles; doors for vehicles; engines for land vehicles; upholstery for vehicles; vehicle wheels; motorcycles; bicycles tires for vehicle wheels.
 - e) To carry on the business of selling the Inner tubes for pneumatic tires [tyres] Tires for vehicle wheel, vehicles for locomotion by land, air, water or rail, Motorcycle Wheel, bicycles, tyres, solid, for vehicle wheels, motorcycles, tyres for vehicle wheels, automobile tires [tyres], anti-skid

chains, Casings for pneumatic tires; Pneumatic tires; bicycles; Tires, solid, for vehicle wheels.

- f) To carry on the business of selling bicycles, including electric bicycles; parts, fittings and accessories of bicycles, including electric bicycles namely, hubs, internal gear hubs, bicycle hub which contains dynamo inside, hub quick release levers, hub quick release devices, axles of hubs, gear release levers, gear shift levers, gear shifting apparatus, derailleurs, chain guides, freewheels, sprockets, pulleys adapted for use with bicycles, chains, shift cables, cranks, crank sets, front chain wheels, pedals, toe clips, brake levers, brakes, brake cables, brake shoes, rims, brake rotors, brake pads, wheels, tires, inner tubes, spokes, spoke clips, bottom brackets, seat pillars, head parts for frame-fork assembly, suspensions, handlebars, handlebar stems, grips for handlebars, bar ends, seat posts, saddles, gear position indicators for bicycles, electric motors for bicycles, switches for bicycles.
- g) To carry on the business of selling Aeronautical apparatus, machines and appliances; Air bags [safety devices for automobiles]; Axle journals; Axles for vehicles; Bogies for railway cars; Brake linings for vehicles; Brake segments for vehicles; Brake shoes for vehicles; Brakes for vehicles; Buffers for railway rolling stock; Connecting rods for land vehicles, other than parts of motors and engines; Couplings for land vehicles; Flanges for railway wheel tires [tyres]; Gear boxes for land vehicles; Gearing for land vehicles; Hydraulic circuits for vehicles; Railway couplings; Reduction gears for land vehicles; Shock absorbing springs for vehicles; Suspension shock absorbers for vehicles; Transmission shafts for land vehicles; Undercarriages for vehicles; Vehicle suspension springs; Vehicle wheels.
- h) To carry on all businesses related to Agriculture and natural resources, produce and supply and installation of all produce and livestock, equipment, materials and machinery as related to agriculture and agribusiness, and offer services in all spheres and branches of agriculture and agricultural consultancy and agribusiness of whatever nature, and to enter into Contracts in relation thereto, and to carry on any other businesses which are in connection therewith or naturally incidental thereto.
- i) To carry on business of import and distribution of agricultural inputs fertilizer pesticides, fertilizers, seeds, machines for growth and development of farm productivity and to deal agriculture in its widest sense and to carry on farming and animal husbandry, forestry, fishing and fish processing; and selling & buying of agricultural equipments and implements.

- j) To carry on the services of environment safety and waste management, collection of non-hazardous waste, waste collection, treatment and disposal activities, material recovery, and processing of waste materials.
- k) To carry on the services plastics recycling processes and resells, plastics materials recovery for cost efficient productive.
- l) To carry on business of secretarial services, super cleaners, removal treatment of, and or garbage collectors, sewage and drainage systems contractors.
- m) To carry on the business of dealing in importing, exporting, marketing, manufacturing stocking, buying, selling whether by wholesale or retail of various categories of goods and merchandise, and to act as commission agents, brokers, insurance agents and manufacturers, representatives in all fields.
- n) To carry on the business of insurance services; financial services; monetary affairs; financial management, administration and valuation services; financing and procurement of financing; financial loan advisory services; loan procurement services; investment management, trustee and financial advisory services; savings, investment, mortgage and real estate agency services; financial administration services; micro-financing services; financing services for the securing of funds; financing services for the securing of funds for others and for the financing and arranging of loans; services for the financing of home loans; valuation of chattels; nominee services; stock broking services; tax services; pension fund services; funds transfer services; financial planning and investment advisory services; money exchange and money transmission services; real estate appraisals, brokerage; leasing, management and valuations; real estate selection and acquisition; rent collection; renting and leasing of premises; advisory and consultancy services.
- o) To carry on the business of all kind of plastic products, import and export metal materials for building and construction; metal pipes, seamless pipes, sheets, rods and other products of iron & steel. Metal building materials, for example, materials of metal for pipes and tubes of metals.
- p) To carry on the business of selling hardware such as Polyethylene pipes, PVC water pressure pipes, PVC, Sewer Pipes, slotted Borehole Screens and Casings, Electrical Conduits, Yellow Gas pipes, High density, Polyethylene fittings, Industrial polypropylene pipes, A comprehensive range of pipes, Assorted PEHD fittings, Butt welded HDPE pipes, Joints on

PEHD pipes, Galvanized steel flanges for PEHD pipes, Electro fusion, welder HDPE pipes, Drain pipes, Large bore HDPE pipes, Manholes, PEHD coils, PEHD fabricated fittings, PVC, pipes, PVC Injection molded fittings, PVC fittings, Poly, compression fittings Quick release clamps, stubs and Flanges, Poly pipes, Water meters

- q) To manufacture and produce and trade and deal in all clothing machinery, plant, articles, appliances and things capable of being manufactured, produced or traded in by virtue of or in connection with any letter patent, brevents d'invention, concessions, licences, inventions, rights or privileges as aforesaid.
- r) To carry on the business as building and civil contractors, surveyors, Land and Estate agents, Estate managers and to act as Advisors of business method and system and taxation I relation to land and buildings.
- s) To engage and or otherwise carry on the business of general engineering works, civil works, electrical engineering, road constructions, maintainers of dilapidated buildings, plumbing, furniture manufactures, suppliers and exporters, residential and office furnishers and generally to be designers, fabricators and importers of all kinds of gadgets whatsoever, to be timber processors, saw millers and suppliers of all kinds of timber, to be hardware and building materials suppliers, manufactures of electrical equipment and suppliers of same.
- t) To carry on the business as importers, exporters, suppliers, distributors, sellers and buyers of all types of cosmetics, beauty soap, creams, lotion, hair lotion, essential oils, dentifrices, bleaching preparations and other substances for laundry use, clearing, polishing, scouring and abrasive preparations.
- u) To carry and promote and trade or business of farm and agricultural inputs, implements, tools, packaging materials and deal in the livestock and or the veterinary health care products to farmers and stockists, to buy, sell, supply, distribute whether in retail or wholesale fertilizer, insecticides, fungicides, growth stimulants, agro seeds, farm implements and tools, animals feeds, veterinary drugs and any related goods and import and export agriculture and food technology, industries and equipment, manufacture and semi processed products in Tanzania and other parts of the world.
- v) To carry on the business of food stuffs, importers, exporters, distributors, sellers, buyers whole sellers, retailers of agricultural products, such as tea, cereals, coffee, sugar, rice, flour, cashew nuts, peanuts, beans, cowpeas,

yellow gram green monks and to be general suppliers in local and export markets, and generally to be traders and dealers of the above.

- w) To carry on the business of transport and invest in any commercial enterprises whether trade, manufacturing, agriculture, general supplies, tourism, transport, and forwarding, road haulage, ship owners, car rentals, air freight, containers operators, estate development, warehousing etc. in any business.
- x) To carry on business as traders, general merchants whether wholesale, or retail or both, commission agents, importers, and exporters, and to buy, sell, hire manufacturers, barter trade and deal in property, goods, produce, articles, and merchandise of all kinds and transact any every description of agency, commission, commercial, industrial manufacture, merchandise, insurance and financial business, to distribute duty free goods and commodities such as beverage, cereal, edible oil and petroleum products, building materials in camps barracks, site etc.
- y) To carry on of Firefighting equipment and general technical services, fumigation, auto-control systems and general supplies, buyers, of fumigation, insecticides, fungicides, pesticides, cleansing and disinfectant agents, detergents and solvents, importers, exporters, general merchants, general store-keepers, universal, wholesale and /or retail traders, dealers of weighing scales, inkjet technology, moisture analysis, lab equipment, solar technology, piece wood, glassware cookery, cutlery, turners and other household fitting and requirements, other articles, textiles, medicines, drugs, wines, spirits, liquors, photographic apparatus.
- z) To carry on the business of stationery; general supplies of adhesive for stationery, books, artist's materials, typewriters and office requisites, instructional and teaching material, printer's type, printing blocks, paper, cardboard, bookbinding materials, photographs, cards, identification cards, membership cards, subscription cards, newspapers, and periodicals
- aa) To carry on the business of marketing, services, consultancy and selling of all types of information technologies, computer systems, conference systems, telecommunication systems, security systems, public address systems, data communication and to train, research, install and after sale services of electronic systems, voice and data networks and any other systems or components which the company may think fit, necessary or incidental to this business.

- bb) To carry on the business of tourism, organizing and arranging travel; customer care for travellers, including carrying out airport transfers and providing of consultancy in the tourist sector, travel agents, and tourist agent.
- cc) To carry on the business of telecommunication systems, network systems, business management, data storage, data processing and data management technology, dealers and traders in mobile, wireless, satellite and cellular telephones of all kinds and to become principals or agents of other companies dealing in the trade of telecommunication technology, to erect ladders and towers for easing transmission of sound, electric or electronic waves to facilitate telephone communication and import handsets of any kinds and types and or their spare parts for use of the company and to become general registered dealers in computerized wireless telecommunication appliances and apparatus.
- dd) To carry on business of all kinds of engines, grinding machines, flour mill machine, machine and machine tools; motors and engines, machine coupling and transmission components, agricultural implements other than hand-operated; incubators for eggs.
- ee) To carry on the business and act as managers of investments and investment company, business of property managers, advertising campaigns managers, real estate agents, valuers, decorators, promoters and to generally be able to carry out activities of any description with regards to investment in any type of company, business, property, buildings, lands, securities, bonds, shares and act as a holding company with subsidiaries and invest in any projects as the company may think fit.
- ff) To carry on the business of transportation, cargo and commission agents, customs agents, insurance agents, tourist agents, manufacturers representatives, clearing and forwarding agents, road contractors, cargo superintendents, packers, machinery haulage specialists, warehousemen, engineers, electricians, motor cars, cabs, omnibus, lorries, oil tank and coach proprietors and transporters by any other means of conveyance of people and goods in Tanzania and the neighbouring countries and in such other place or places as may from time to time determined by the Company.
- gg) To carry on the business of real estate agents, property managers, and realty administrators of buildings, services of letting or valuation, builders, contractors for construction works, renovation, decoration and demolition and to purchase otherwise acquire land for houses, offices, workshops and building premises.

- hh) To purchase, take or lease or in exchange, hire or otherwise acquire and hold any state or interest in any lands buildings, casements, rights, licenses secret processes, machinery, plants, stock, in trade and real or personal property of any kind.
- ii) To accept payment for any property or rights sold or otherwise disposed or dealt with by the company either in cash, by instalment or otherwise or in fully or partly paid up shares of the company or corporation, with or without deferred or preferred or guaranteed rights.
- jj) 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 business or the general business of the company.
- kk) To act as agents for the sale and purchase of any stocks shares or securities or for any other monetary or mercantile transactions.
- ll) 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 though agents, sub-contractors, trustees and otherwise.
- mm) 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.
- nn) To distribute among the members in pieces any property of the company, or any proceeds of sale or disposal of any property of the company.

And it is hereby declared 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 of persons, whether corporate or incorporate, and whether domiciled in the United Republic of Tanzania or elsewhere, and.

The object specified in each of the paragraphs of this clause shall be regarded as independent objects, and accordingly shall in no wise be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph or the name of the Company, sense as if each of the said paragraphs defined the objects of a separate and distinct company.

4. The **Liability** of the Members is Limited.
5. The **Capital** of the Company is Shillings 100,000,000/= (One Hundred Million) divided into 100,000 (One Hundred Thousand) shares of Shillings 1,000/= (one thousand) each.

The Company shall have powers to increase its capital and to divide the shares in its capital for the time being into several classes of stock or shares and to attach thereto respectively such preferential, deferred or special rights, privileges, or conditions as may be determined by or in accordance with the Articles of Association of the Company.

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
XU WENJIE No. 35, West Team, Dahua Village, Huacheng Street, Huadu District, Guangzhou City, Guangdong Province, China	90,000	徐文杰
LIANG WEILUN No. 6, Shuishongli Lane 1, Dongjia, Huicheng, Xinhui District, Jiangmen City, Guangdong Province, China.	5,000	梁威伦

Dated at..... DSM this 26 day of..... Nov 2021

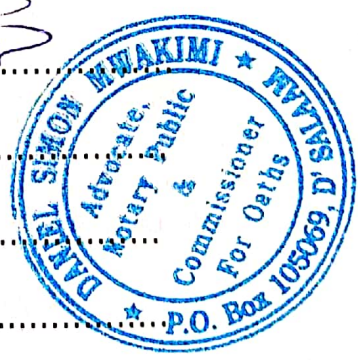
Witness to the above signatures

Name: DANIEL SIMON

Signature: [Handwritten Signature]

Postal Address: 105069 DSM

Qualification: ADVOCATE



THE COMPANIES ACT NO. 12 OF 2002

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

CARTER INVESTMENT CO. LIMITED

PRELIMINARY

1. In these regulations:-

"The Act" means the Companies Act 2002 of the Laws of Tanzania.

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

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

Any words importing the singular shall include the plural and vice versa, and words importing the masculine gender shall include females, and the words importing persons shall include bodies corporate, partnership, firms, cooperatives, societies, etc.

The regulations Companies Act shall not apply to the company, save in so far as they are varied or excluded hereby, but in case of any conflict between the provisions herein, and the provisions under this regulation the former shall prevail, and in addition to substitution shall be the regulations of the company.

PRIVATE COMPANY

2. The Company is a Private Company and accordingly:-

- (a) The right to transfer shares is restricted in manner hereinafter prescribed.
- (b) The number of members of the company (exclusive of persons who are in the employment of the Company and of persons who have been formerly in the employment of the company were while in such employment to be the member of the company) is limited fifty, provided that where to or

more persons hold one or more shares in the company jointly they shall for the purpose of this regulation be tested as a single member.

- (c) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.
- (d) The Company shall not have power to issue share warrants to bearer.

TRANSFER OF SHARES

- 3. The Directors may in their direction and without assigning any reason thereof refuses to register the transfer of any share to any person who it shall in their opinion be undesirable for any reason whatsoever to admit to membership.
- 4. Subject to clauses 2 and 3 hereof the right to 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 of any person selected by the Directors as one who it is desirable in the interest 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 who may desire to sell or transfer any such shares and every personal representatives of a deceased shareholder shall give notice in writing to the Directors that he desires to make such sale or transfer. Such notice shall constitute the Board of Directors of the Company as his agent for the sale of the said shares to any member or members of the company at the price to be agreed upon between the party giving such notice the party and the board, or in case of difference to be determined by the Auditor of the Company.
 - (c) Upon price of such shares being agreed on a determined as per 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 share inviting the person to whom 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 days 21 notice the board shall apportion such shares amongst the shareholders (if more than one) who shall have expressed their desire to purchase number of shares already held by them respectively, or if there be only one such shareholder, that the whole of

such shares shall be sold to him, provided no shareholder shall be obliged to take more than the maximum number of such shares stated in his answer to the said notice.

Upon such apportionment being made or such one shareholder notifying his intention to purchase, as the case may be, the party desiring to sell or transfer such shares shall be bound upon payment of the said price to transfer the shares to the respective shareholders or to single shareholder who shall have agreed to purchase the same.

5. GENERAL MEETINGS: NOTICE OF GENERAL MEETING AND PROCEEDINGS OF THE GENERAL MEETINGS.

The Regulation of Companies Act shall apply the following variations:-

- (a) A General Meeting, Ordinary or Extraordinary may with the consent in writing of all 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 of the members of the company holding three - fourths 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.

6. DIRECTORS

- (a) Until otherwise determined by the company in General Meeting the Directors shall not be less than two and not more than seven in
- (b) The following persons shall be the first Directors of the company:-

- 1. XU WENJIE**
- 2. LIANG WEILUN**

- 7. The shareholding qualification for Directors may be fixed by the company in General Meeting, and unless and until so fixed no qualification shall be required.

8. The quorum of Directors for transacting business shall, unless otherwise fixed by the Directors, be two.
9. A resolution in writing signed by all the Directors then in Tanzania shall be as valid and effectual as if it had been passed at a meeting of Directors duly called and constituted.
10. The Directors may from time to time borrow or raise any money for the purposes of the Company which may exceed the issued share capital of the company.

BORROWING POWERS

11. The Directors may from time to time in their discretion raise or borrow for the purpose of any Company's business such sum or sums of money as they think fit.
12. The Directors may secure the repayment of or raise any such sum or sums as aforesaid by mortgage or charge upon the whole or any part of the property and assets of the Company present or future including its uncalled capital for the time being, or by the issue at such price as they may think fit, of bonds or debentures either charged upon the whole or any part of the property and assets of the company or not so charged or in such other way as the Directors may think expedient.

VOTE OF MEMBERS

13. On a show of hands every member present in person shall have one vote. On a roll every member shall have one vote only for the shares of which he is holder.
14. No member shall be entitled to vote at any general meeting unless all calls or other sums presently by him in respect of shares in the Company have been paid.

DISQUALIFICATION OF DIRECTORS

15. The office of a Director shall be vacated if the Director;
 - (a) becomes bankrupt; or
 - (b) is found to be a lunatic or becomes of unsound mind; or
 - (c) resigns his office by notice in writing to the Company;
 - (d) abstains himself from meetings of the directors for a period of six months without special leave of absence from the other Directors.

S E A L

16. The Directors shall provide for the safe custody of the Seal. The Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors and in the presence of at least two Directors or a Director and Secretary or other person as aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.

ALTERNATE DIRECTORS

17. Any director shall have power to nominate any person to act or attend as alternate Director during his absence or during his inability so to act. Such Director shall be subject in all respects to the terms and conditions existing with reference to the other Directors and such Alternate Director shall exercise and discharge all the duties of Director whom he represents.
18. Unless otherwise decided by the Directors the quorum necessary to transact business of the Directors shall be two Directors personally present.

SECRETARY

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

WINDING UP

20. With the sanction of a special resolution of the shareholders any part of the assets of the Company including any shares in other Companies may be divided between the members of the Company in special or may be vested in Trustees for the benefit of such members and the liquidation of the company may be closed and the company dissolved but so that no member shall be compelled to accept any shares whereupon there is any liability.

ALTERNATION OR ADDITION

21. Subject to the provisions of the Act and to those contained in the Memorandum of Association the Company may by Special Resolution make alteration or addition so made shall be as valid and effectual as if originally

contained in those articles and be subject in like manner to alteration by Special Resolution.

INDEMNITY

22. Every Director, Managing Director, Agent, Auditor, Secretary and other Officer 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 his favour or in which he is acquitted or is in connection with any application (under Section 481 of the Act) in which relief is granted to him by the Court.

ARBITRATION

23. If and whenever any dispute or difference shall arise between the Company and any of the members or their respective representatives touching upon the construction or meaning of any of the Act herein contained or any act matter or thing made or done or omitted to be done or with regard to the rights or liabilities arising here under or arising out of the relation existing between the parties by reasons of these Act, such differences shall (unless a sole arbitrator be agreed upon) forthwith be referred to the arbitration of three 3) arbitrators, one to be appointed by each party and the third to be appointed by the first two or, in the event of failure to agree within (Cap. 15) or any then existing statutory modifications or re-enactment thereof shall apply.

Names, Addresses, and Description of Subscribers.	Number of shares taken by each Subscriber	Signature
XU WENJIE No. 35, West Team, Dahua Village, Huacheng Street, Huadu District, Guangzhou City, Guangdong Province, China	90,000	徐文杰
LIANG WEILUN No. 6, Shuishongli Lane 1, Dongjia, Huicheng, Xinhui District, Jiangmen City, Guangdong Province, China.	5,000	梁威伦

Dated at.....DSM.....this 26.....day of.....Nov.....2021

Witness to the above signatures

Name: DANIEL SIMON

Signature: 

Postal Address: 105069 DSM

Qualification: ADVOCATE

