

**THE COMPANIES ACT, 2002**

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**COMPANY LIMITED BY SHARES**

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**MEMORANDUM**

**AND**

**ARTICLES OF ASSOCIATION**

**OF**

**SUPER PIONEER DEALERS LIMITED**

Incorporated at .....this .....day of .....2023

**Drawn by: (Subscriber)**

WANG QINGFU

(Subscriber)

P.O.BOX 1526

DAR ES SALAAM

**THE COMPANIES ACT, 2002**  
**COMPANY LIMITED BY SHARES**  
**MEMORANDUM OF ASSOCIATION**  
**OF**  
**SUPER PIONEER DEALERS LIMITED**

1. The Name of the company **SUPER PIONEER DEALERS 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) Freight transport by road This class includes: all freight transport operations by road: logging haulage, stock haulage, refrigerated haulage, heavy haulage, bulk haulage, including haulage in tanker trucks, haulage of automobile, transport of waste and waste materials, without collection or disposal This class also includes: furniture removal and renting of trucks with driver freight transport by man or animal-drawn vehicles
  - b) Urban and suburban passenger land transport This class includes: 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: town-to-airport or town- to-station lines operation of funicular railways, aerial cableways etc. if part of urban or suburban transit systems
  - c) Sea and coastal freight water transport This class includes: transport of freight over seas and coastal waters, whether scheduled or not transport by towing or pushing of barges, oil rigs etc. Inland freight water transports This class includes: transport of freight via rivers, canals, lakes and other inland waterways, including inside harbors and ports
  - d) Service activities incidental to land transportation This class includes: activities related to land transport of passengers, animals or freight: 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 switching and shunting towing and road side assistance, this class also includes: liquefaction of gas for transportation purposes .

- e) To carry on business of agents for advertising and promoting any tours in Tanzania and abroad and to provide services relating to international/domestic cargo, arranging crew accommodation, crew transport, worldwide obtaining over flight permissions, landing permission for the flight operating for commercial purpose, arranging of inflight services including catering, aircraft clearing and promoting other products and services provided by third party for travelling convenience etc., and generally to do everything which would facilitate travelling of persons in groups or otherwise and for tourists and operating tours and for that purpose to set up such establishment, office, equipment, transport system and all and other facilities that may be requisite to the carrying on the business of travel agents and tours operators
- f) Cargo handling This class includes: loading and unloading of goods or passengers' luggage irrespective of the mode of transport used for transportation, stevedoring, loading and unloading of freight railway cars and Other transportation support activities, this class includes: forwarding of freight, arranging or organizing of transport operations by rail, road, sea or air, organization of group and individual consignments (including pickup and delivery of goods and grouping of consignments) logistics activities, i.e., planning, designing and supporting operations of transportation, warehousing and distribution, issue and procurement of transport documents and waybills activities of customs agents, activities of sea-freight forwarders and air-cargo agents, brokerage for ship and aircraft space, goods- handling operations, e.g. temporary crating for the sole purpose of protecting the goods during transit, uncarting, sampling, weighing of goods .
- g) Sea and coastal freight water transport This class includes: transport of freight overseas and coastal waters, whether scheduled or not transport by towing or pushing of barges, oil rigs etc. Inland freight water transports This class includes: transport of freight via rivers, canals, lakes and other inland waterways, including inside harbors and ports
- h) service activities incidental to water transportation This class includes: activities related to water transport of passengers, animals or freight: operation of terminal facilities such as harbors and piers operation of waterway locks etc. navigation, pilotage and berthing activities lighterage, salvage activities lighthouse activities, Service activities incidental to air transportation This class includes: activities related to air transport of passengers, animals or freight: operation of terminal facilities such as airway terminals etc. airport and air-traffic-control activities
- i) Cargo handling This class includes: loading and unloading of goods or passengers' luggage irrespective of the mode of transport used for

transportation, stevedoring, loading and unloading of freight railway cars and Other transportation support activities, this class includes: forwarding of freight, arranging or organizing of transport operations by rail, road, sea or air, organization of group and individual consignments (including pickup and delivery of goods and grouping of consignments) logistics activities, i.e., planning, designing and supporting operations of transportation, warehousing and distribution, issue and procurement of transport documents and waybills activities of customs agents, activities of sea-freight forwarders and air-cargo agents, brokerage for ship and aircraft space,

- j) Sale of motor vehicles this class includes: 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, camping vehicles such as caravans and motor homes This class also includes: wholesale and retail sale of off-road
- k) Sale of motor vehicle parts and accessories This class includes: wholesale and retail sale of all kinds of parts, components, supplies, tools and accessories for motor vehicles, such as: rubber tires and inner tubes for tires spark plugs, batteries, lighting equipment and electrical parts, Sale, maintenance and repair of motorcycles and related parts and accessories This class includes: wholesale and retail sale of motorcycles, including mopeds ,wholesale and retail sale of parts and accessories for motorcycles (including by commission agents and mail order houses)
- l) Wholesale and supplies of construction materials, hardware, plumbing and heating equipment and equipment's, geochemical cloth, small steels equipment's, electronic device includes cables, wholesale and supplies of wallpaper and floor coverings, flat glass, hardware and locks, fittings and fixtures, wholesale of hot water heaters, sanitary equipment: baths, washbasins, toilets and other sanitary porcelain, installation equipment:
- m) To carry on business as refreshment contractors, restaurant keepers, refreshment room proprietors, hotel keepers, sugar and sweetmeat merchants, farmers, dairymen, fruiterers, grocers, provision merchants, bakers and confectioners, licensed victuallers, wine and spirit merchants and tobacconists
- n) 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
- o) 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.

- p) 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 manufacturers, 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.
- q) 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.
- r) Sale and manufacture of motor vehicle parts and accessories This class includes: manufacture wholesale and retail sale of all kinds of parts, components, supplies, tools and accessories for motor vehicles, such as: rubber tires and inner tubes for tires spark plugs, batteries, lighting equipment and electrical parts, Sale, maintenance and repair of motorcycles and related parts and accessories This class includes: wholesale and retail sale of motorcycles, including mopeds ,wholesale and retail sale of parts and accessories for motorcycles (including by commission agents and mail order houses) maintenance and repair of motorcycles. And tires tread and retreading
- s) 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.
- t) To carry on the business of non-specialized whole sale trade
- u) 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.
- v) 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, brevets invention, concessions, licenses, inventions, rights or privileges as aforesaid.
- w) 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.

- x) 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.
- y) To carry on business as traders, general merchants whether wholesale, or retail or both, commission agents, importers, and exporters, and to buy,
- z) 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.
- aa) 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
- bb) 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.
- cc) To carry on the business of wholesale of computers, computer peripheral equipment and software
- dd) To carry on the retail sale of computers, peripheral units, software and telecommunication equipment in specialized stores

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.

- ee) 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 neighboring countries and in such other place or places as may from time to time determined by the Company.
- ff) 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.
- gg) To purchase, take or lease or in exchange, hire or otherwise acquire and hold any state or interest in any land's buildings, casements, rights, licenses secret processes, machinery, plants, stock, in trade and real or personal property of any kind.
- hh) 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.
- ii) 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.
- jj) To act as agents for the sale and purchase of any stocks shares or securities or for any other monetary or mercantile transactions.
- kk) 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.
- ll) 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.
- mm) 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 district company.

4. The **Liability** of the Members is Limited.
5. The **Capital** of the Company is Shillings 2,000,000,000/= (Two billion only) divided into 10,000 shares of Shillings 200,000/= (two hundred 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
WANG QINGFU, P.O.BOX 1526 DAR ES SALAAM	5000	王庆富
LYU JIJUN, P.O.BOX 1526 DAR ES SALAAM	5000	吕继军

Dated at...18... day of. **SEPTEMBER**.....2023

Witness to the above signatures:

Name : M. LINDA ALBINO TANGE  
 Signature :   
 Postal Address : 11009  
 Qualification : ADVOCATE



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

**COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION**

**SUPER PIONEER DEALERS LIMITED 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 two 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 refuse 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. WANG QINGFU**
- 2. LYU JIJUN**

- 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.

#### **SEAL**

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**

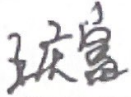
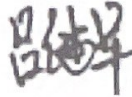
21. Subject to the provisions of the Act and to those contained in the Memorandum of Association the Company may by Special Resolution make alteration or addition so made shall be as valid and effectual as if originally contained in those articles and be subject in like manner to alteration by Special 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 favors 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
<b>WANG QINGFU</b> P.O.BOX 1526 DAR ES SALAAM	5000	
<b>LYU JIJUN</b> P.O.BOX 1526 DAR ES SALAAM	5000	

Dated at...18.....day of. **SEPTEMBER**.....2023

Witness to the above signatures:

Name : MILIONO ALBINO TENGE

Signature : 

Postal Address : 11009

Qualification : ADVOCATE

