

THE COMPANIES ACT, 2002
COMPANY LIMITED BY SHARES

MEMORANDUM & ARTICLES OF ASSOCIATION

OF

CARRY DEVELOPMENT COMPANY LIMITED

Incorporated this day of2024

Drawn by

JICHEN, JIANG(Subscriber)
260043, NO.21, ANHUI ROAD
QINGDAO, SHANDONG, CHINA

THE COMPANIES ACT CAP 212
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
CARRY DEVELOPMENT COMPANY LIMITED

1. The name of this Company is "CARRY DEVELOPMENT COMPANY LIMITED".
2. The Registered office of the Company will be situating on the mainland of the United Republic of Tanzania.
3. The purpose for which the Company is established in the transaction of any and all lawful business for which companies may be incorporated in Tanzania; and more particularly the Company shall have powers:
 - a) To conduct the business of metal processing, metal product processing, and manufacturing.
 - b) To engage in the business of manufacturing, processing, and assembling semi truck trailers and other trailer product.
 - c) To carry on the business of manufacturing and sale of textile related products, includes but not limited to carpet and other related products.
 - d) To conduct the business of manufacturing and processing all kinds of metallic spare parts.
 - e) To conduct the business of selling trailers.
 - f) To engage in the business of manufacturing and selling metallic spare parts.
 - g) To carry on the business of Mining, Beneficiating, and Intensive Processing of Various Mineral Product; Developing, Producing, Manufacturing, Selling any Related Technology Consulting Service of Mineral Products; Processing and Selling of Mineral Products; Mining Technology Research and Geological Investigation Consulting Service; Importation and Exportation Business;
 - h) To carry on the business of and to work on mines and mining rights under or upon the lands and properties to be acquired by the Company, and to crush, wash, smelt, reduce, or otherwise treat and render marketable and sell or dispose of the produce of any mines, whether belonging to the company or not of buildings and works in the process of prospecting, mining, smelting and reforming minerals;
 - i) To carry on the business of mineral processing; and other product manufacturing; non-metallic mineral product manufacturing; commonly-used non-ferrous metal smelting; precious metal smelting; scarce rare earth metal smelting; non-ferrous metal alloy manufacturing; no-ferrous metal rolling and processing; ferrous metal casting; non-ferrous metal casting; sales of non-metallic ores and products; sales of metal materials; sales of metal ores; sales of high- performance non-ferrous metals and alloy materials; sales of graphene materials; sales of metal matrix composite materials and ceramic matrix composite materials;
 - j) To carry on the business of mining of mineral resources (non-coal mine); import and export of lithium,

gold, diamond, ruby, copper, Graphite, Tanzanite, all kind of mines, and its products; import and export of goods;

- k) To provide advisory and consultancy services on all aspects of all mineral resource development from exploration through mining processing to marketing;
- l) To search for ores, minerals, and hydrocarbons and to apply for licenses for mining, prospecting drilling in or over any lands which may be acquired by the company and to lease any such lands for building or for agricultural use and to sell or otherwise dispose of the lands, mines or other property of the company
- m) To excavate and extract and submit to any refinement process of manufacture, to prepare for market and to generally carry on the business of prospecting, mining, smelting and refining.
- n) To act as dealers, agents or representatives of any other company or authority either local or foreign dealing with the business selling, marketing of imported or export of all mining equipment, minerals, tools and machines.
- o) To carry on all or any of the business of manufacturers, processors, assemblers, fitters, engineers, erectors, founders, smelters, refiners, makers, dreamers, sinkers, miners, repairers, rollers, re-rollers, stores, hires, hire purchase dealers, importers, exporters, agents, representatives contractors, proprietors, merchants, suppliers, and dealers of and in pig iron and steels of all kinds. All kinds of ferrous and non-ferrous metals and alloys, iron and metal scraps, Ferro-alloys machinery parts, tools and implements of all kinds cast iron and steels and metal goods, textile machineries and accessories, jute mills machineries, mining machineries, iron and steel industries, cement, paper, fertilizer, chemicals, refractories and power plant machineries and equipment, and accessories, earth cutting and moving machineries bull-dozer, dumpers, dredgers, shovels, road rollers, electro-medical appliances and instruments, electrical machineries and equipment, oil and flour mill machineries and accessories firefighting machineries and equipment, structural materials, pulleys, chain pulleys, blocks, cranes, forklifts, conveying equipment, boilers, furnaces, chimneys, accessories, precision instruments and tools, drilling and grinding machineries, press, shears, foundry machineries, forging machineries and all types of poles;
- p) To carry on business of domestic and international transit cargo or goods transportation services, which include road, railroad, and air and other defined or undefined forms of carriers.
- q) To carry on business of warehousing, storing and distributions of all kinds of cargoes and goods.
- r) To carry on all or any kind of business of logistics and transportation.
- s) To carry on and deal in the business of importing, distributing, transiting, buying, selling and marketing of including various consumer goods, products and items, producer goods, products and materials,

fast moving goods, materials and products and any other related products, materials and goods of any type whatsoever throughout and outside Tanzania;

- t) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any of the property and rights of all Company.
- u) To promote any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of this company, or for any other purpose which may seem directly or indirectly calculated to benefit the Company;
- v) To acquire by purchase or otherwise lands and properties or otherwise acquire rights of occupancy and generally to secure any tenure whatsoever, whether subject or not to any charges or encumbrances, and to hold or to sell, let or alienate, mortgage or otherwise deal with all or any such lands;
- w) To apply for, purchase, or otherwise acquire and protect and renew in any part of the world any patents, patent rights, trade marks, designs, licenses, concessions, and the like conferring any exclusive or non-exclusive or limited right to their use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company; or acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop, or grant licenses in respect of, or otherwise turn to account the property, rights or information so acquired, and to expend money in experimenting upon, testing or improving such patents, inventions or rights;
- x) To acquire any such shares, stocks, debentures, debenture stock, scripts, bonds, notes, securities, obligations, funds or loans by original subscription, tender, purchase, participation in syndicates, exchange or otherwise, and to guarantee subscription thereof, and to exercise, and enforce all rights and powers conferred by or incidental to ownership thereof, and to vary and transpose from time to time as may be considered expedient any of the Company's investments for the time being;
- y) To acquire and take over the whole or any part of the business, property and liabilities of any company or person carrying on any business which the Company is authorized to carry on, or possessed of any property or assets suitable for the purpose of the Company;
- z) To pay for any property or assets acquired by the Company either in cash or fully or partly paid shares or by the issue of securities or obligations, or partly in one mode and partly in another and generally on such terms as may be determined;
- aa) To lend or borrow money and/or guarantee the performance of the contracts or obligations of any company, firm or person, and the payment and repayment of the capital and principal or, dividends, interest or premium on any stock, shares and security of any company, whether having objects similar to those of the Company or not, and to give all kinds of indemnities, and to make and receive subvention payments;

- bb) To receive money on deposit with or without interest thereon;
- cc) To carry on the business of farming, to be agricultural farmers, poultry keepers, dairy farmers and dairymen, to be processors suppliers of all kinds of agricultural, poultry and dairy products;
- dd) To do all such acts and things as are incidental or conducive to the attainment of the above objects. It is hereby declared that the word "company" except where used in reference to the Company shall be deemed to include any partnership, or other body of persons whether incorporated and whether not existing or hereinafter to be formed;
- ee) To Borrow or raise money whether or not for the purposes of the company (including by way of hire purchase, conditional sale, credit sale or any other such methods of financing) from banking and financial institutions or other money lending institutions or by other lawful means including by issuance of debentures, debenture stock (perpetual or terminable) or bonds and to secure or discharge any debt, liability or obligation of or binding the company whether by way of guarantee or indemnity or otherwise (including, without limitation, pursuant to the borrowing or raising of money) by the giving of mortgages, charges or other security founded, or based upon all or any of the property and rights of the company, including its uncalled capital or without any such terms as to priority or otherwise as the company shall think fit.
- ff) To guarantee or otherwise support or secure, either with or without the company receiving any consideration or advantage and whether by personal covenant or by mortgaging or changing all or part of the undertaking, property, assets, rights and revenues present and future and uncalled capital of the company or by both such methods or by such other means whatsoever, the liabilities and obligations of the payment of any moneys whatsoever (including but not limited to principal, interest and other liabilities of any borrowings or acceptance of credit and capital, premiums, dividends, costs and expenses or any stocks, shares or securities) by any person, firm or company including but not limited to any company which is for the time being a holding company or subsidiary (both as defined in the company Act (Chapter 212) of the company or of the company's holding company and that the giving and creation of any such guarantee support or security is hereby constituted one of the main objects of the company
- gg) To engage in any lawful business activity that complies with the rules, regulations, codes, and laws of Tanzania.

4. The liability of the Members Is limited.

5. The Company's authorized share capital is Tanzanian Shilings Two billion and six hundred million only (TShs.2,600,000,000) divided into 100,000 Ordinary shares of Tanzania Shilings 26,000 each.

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

Names, Address and Descriptions of Subscribers	Number of shares taken by each subscriber	Signature of Subscriber
JICHEN, JIANG 260043, NO.21, ANHUI ROAD, QINGDAO, SHANDONG, CHINA	51000	 24-FEB-2024
HAIXIAN, ZHANG 261053, NO.7166, BAOTONG STREET, WEIFANG, SHANDONG, CHINA	49000	 24-FEB-2024

Dated at Dar es Salaam this 24 day of February 2024

Witness to the above signatures:


Before me:



Name

SAID ISMAIL HANYA

Signature



Postal Address

Qualification

Advocate

holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the Register of members and notice so given shall be sufficient notice to all the joint holders.

135. Where a notice or other document is sent by post it shall be deemed to have been served on the third day after the day on which it was posted, if addressed within Tanzania, and on the seventh day after the day on which it was posted if addressed outside Tanzania. In proving such service or sending, it shall be sufficient to prove that the cover containing the notice or document was properly addressed and put into the post office as a prepaid letter or prepaid airmail letter. Where a notice is sent by telegram, telex or fax it shall be deemed to have been served at the expiration of twenty-four hours after the time at which it was sent.
136. A notice may be given by the Company to the person entitled to any share in consequence of the death or bankruptcy of a Member by sending it through the post in a prepaid cover or by telegram, telex or fax addressed to him by name or by the title of representative or trustee of such deceased or bankrupt member or any like description at the address supplied for the purpose by the person claiming to be so entitled or by giving the notice in the manner in which the same would have been given if the death or bankruptcy had not occurred.
137. Notice of every General meeting shall be given in some manner authorized above to every member, to every person upon whom the ownership of a share devolves by reason of his being a personal representative or trustee in bankruptcy of a member where the Member, but for his death or bankruptcy, would have been entitled to receive notice of the Meeting, to the Directors of the Company and also to the Auditors for the time being of the Company.

WINDING UP

138. If the Company shall be wound up, the liquidator may, with the sanction of a Special resolution of the Company and any other sanction required by the Act, divide amongst the members, in specie or in kind, the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may, for such purpose, set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the Members as the liquidator, with the like sanction, shall think fit but so that no member shall be compelled to accept any shares or other securities whereupon there is any liability.

INDEMNITY

139. Subject to the provisions of the Act, every Member, 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, relating to anything done or not done by him on behalf of the Company in which judgement is given in his favor or in which he is acquitted or in which relief is granted to him by the Court and he shall not be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. This Article shall however only have effects in so far as its provisions are not avoided by Section 214 of the Act.

(See Next Page)

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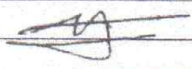
Dated at Dar es Salaam this 24 day of February 2024

Witness to the above signatures:

Before me:



Name
 Signature
 Postal Address
 Qualification

SAID ISMAIL HANYA

 Advocate