

THE COMPANIES ACT, 2002

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

CUSTOM PLASTICS CO. LIMITED

Incorporated this..... Day of..... 2022

DRAWN BY

SUBSCRIBER

WU WENJI

P.O.BOX 2839

MWANZA

THE COMPANIES ACT, 2002
A PRIVATE COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
CUSTOM PLASTICS CO. LIMITED

1. The name of the company is CUSTOM PLASTICS CO. LIMITED
2. The registered offices of the company will be situated in Tanzania.
3. The objects for which the company is established are:
 - a. To carry on the business of manufacturers, importers, exports and deal in PVCs, pipes, plastic materials and all kinds of containers including basins, trays, pipes and any other products made by plastic materials.
 - b. To carry on business of plastic manufacturers and to buy, sell, manufacture, compound, prepare and deal in all kinds of plastics goods/materials for industrial use as well as meeting consumer market.
 - c. To manufacture, import and supply all kinds of different types of plastics for different products usage, disposable and recycling plastic materials, building gears such as tanks, plastic pipes, rubber sheets, plumbing pipes, window frames, plastic flooring, and drainage pipes.
 - d. To carry on the business the business as general commerce company by dealing with manufactured goods, building hardware and general Merchandise at wholesale, sub wholesale and retail level.
 - e. To carry on the business as general distributors of all sorts and types of products and services to individuals, offices, industries, shops, schools, factories, hospitals, army, military, ministries and all other government offices, universities and all other places where the services of a supplier are needed.

- f. To establish and own an industry for the production of package of pre and other products, production and packaging of any kinds of product and selling and distribution of the same products to different parts of the country and outside the country.
- g. To manufacture of all types of plastic goods and material, distributors, manufacturer's, representatives, importers, exporters, buyers and sellers of agents for and dealers in all types of plastic goods and materials.
- h. To carry on the business of miners and mining in all their branches and for the said purpose to peg, purchase, take on lease, or exchange or otherwise acquire concessions, grants, easements, options, claims, properties, cassettes and effects supposed to contain minerals, diamonds, or other precious stones, and any interest therein, and to explore, mine, work, excise develop and turn to account mines and mining rights and any undertaking connected therewith.
- i. To manufacture, buy, sell, and deal in or with any plant, machinery apparatus, tools, lead or tin foil, tinplates, boxes, cases, paper and other materials, goods, and articles of any description which in the opinion of the company may be conveniently dealt in or with by the company in connection with for the benefit of the company.
- j. To undertake major packing workshops on plastic products made and initiating good products for sale or buying of plastic products.
- k. To undertake conducive plastics for electrical purposes, the electronic equipment cases such as electrical circuit board, fridge liners, computer monitors, printers, keyboards, microwavable packaging.

- dd. To carry on the business of financiers in all their branches and departments, or taking up of money, the lending or advancing of money, securities and property, the discounting, buying, selling and dealing in bills of exchange, promissory notes, coupons, drafts, bills of lading, warrants, certificates, and dealing with stocks, funds, shares, debenture stock, bonds, obligations, securities and investments of all kinds.
 - ee. To carry on business of manufacturing, producing, processing, treating, making, taking on hire or otherwise acquiring, blending, formulating, packaging, finishing, distributing, setting, marketing, whole setting, retailing, importing and exporting.
 - ff. 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.
 - gg. To draw, make, accept, endorse, discount execute and issue promissory notes, bills of lading, warrants, debentures and negotiable or transferable instruments.
4. The Liability of the members is Limited.
 5. The authorized share capital of the company is Tanzania shillings one hundred Million (100,000,000/=), divided into One thousand (1,000) Ordinary shares of Tanzania shillings one hundred thousand (100,000/=) each.

The company shall have power to increase or reduce its capital and to divide the shares in its capital for the time being, whether original or increased into several classes of stock or shares and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions and so that unless the conditions of issue shall otherwise expressly declare every issue of shares, whether preference or otherwise or any such rights, privileges or conditions shall not

supplies, beverages, linen, furniture and furnishings and other articles required in the said businesses.

- y. To carry on the business of marketing, consultancy and selling of all types of information technologies, computer systems, conference systems, telecommunication systems, security systems, public address systems, and to train, research, install and after sale services of electronic systems.
- z. To establish and maintain branches and agencies to enter into partnership, or into any arrangements for sharing profits, union of interests with any person or company carrying on or about the company to carry, otherwise acquire and hold stock or shares in such company;
 - aa. To carry on the business of general civil works, engineering, constructions, buildings, office petitioners, decorators, plumbing, furniture manufacturers, suppliers and exporters of hardware and building materials, residential and office furnishers, manufactures of data cabling, electrical equipment and suppliers of same.
 - bb. To carry on business of commission and travel agents, transportation, tour operators, tourist agents, safari contractors, organizers and operators, and to equip, organize, arrange hunting, photographic, game, fishing and other safari and expeditions of all kinds whatsoever.
 - cc. To raise or borrow money or to secure the payment of money and of any interest thereon in such manner and on such terms as may be deemed expedient, and in particular by the issue at par or at a premium or discount of debentures or debenture stock either perpetual or terminable, or by bonds, mortgages or any other form of security over or upon all or any of the undertaking, property or rights of the company both present and future including its uncalled capital, or without any such security.

telecommunication equipment's of domestic, and industrial use, installation, designing, and assembly of electronic, electric and telecommunication appliances, establish, run and manage the electronics media industry.

- s. To cooperate, collaborate, associate, ally, amalgamate, combine, join, league, link, mingle, unite with any company, partnership, government department, ministry, local authority, Non-government
- t. To carry on business as traders, merchants, manufactures, representatives, commission agents, importers, exporters, warehouse, and consumable goods and articles of every description, household goods and textiles, metals, wood, plastic, paper and paper products, timber, articles and things manufactured therefrom.
- u. To carry on the business of environmental protection and management, financial management, saintly, super cleaners, removal treatment contractors, rural, urban and community centers cleaners, landscapers contractors, promoters of health services, offices, companies, public or private institutions.
- v. To carry on the business of supplying of stationery, office equipment, teaching aids and other educational establishment as agents, school uniforms and commission agents of print and bind and manufacture stationers and other requirements.
- w. To carry on the business of a farmer, grower and planter in its widest sense and to cultivate and produce coffee, tea, rubber, cocoa and coconuts, sugar, grain, rice, sisal, fibres, tobacco, cotton, horticulturists, as well as buying and selling of every kind of vegetable either by wholesale or retail.
- x. To deal with food and food products, meat groceries, fruit, confectionery, wine spirit, beer and alcoholic beverages, druggist

- l. To provide quality product and efficient production, sell, distribute, export and trade so as to meet or surpass different and personal requirements of plastic packaging needs such as supermarkets bags, disposable cups, disposable plates, boxes, containers, vending cups of both industrial, healthcare packaging to better to better services.
- m. To offer import and prompt assistance of common plastics found in motor vehicles, such as rear light covers for vehicles, bumpers, bushing and bearing.
- n. To carry on the business of wholesalers, retailers, general traders, suppliers, merchants, importers, exporters, and dealers in all types of clothes, second hand clothes, textile materials, tie and dye, boutique, bags, selling second hand clothing, dresses of types and description whatsoever.
- o. To buy, sell, export and deal in manufactured goods and commodities of any plastic product, acting as general merchants and traders both wholesale and retail and to do all kinds of activities either as principles or agents.
- p. To carry out the business of food outlet, hotels, restaurants, cafes, road houses, motels, safari and holiday camps, caravan sites, guest houses, lodging, refreshment and tea rooms, milk and snacks bars, beer house and to provide food and catering services to individuals, private and public institutions and to industrial and business concerns.
- q. To establish, make available services of every kind including commercial, statistical, financial, accountancy, medical, legal, management, educational, engineering, data processing, communication and any other technological social services.
- r. To maintain, repair, assemble, design, manufacture, import, export, purchase and sale of electronics, electric, and

altered or modified except in accordance with the Articles of Association of the company registered herewith.

We the several persons and organization 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 and description of subscribers	Subscribers' shares	Subscriber Signature
WU WENJI BOX 2839 MWANZA	800	吴文姬
CHEN NENGQIN BOX 2839 MWANZA	200	陈能钦

Dated at **Mwanza** this 11 day of July 2022.

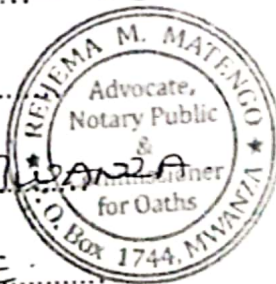
Witness to the above signatures:

Name: REHEMA M. MATENGO

Signature: [Handwritten Signature]

Postal address: 1744 Mwanza

Qualification: ADVOCATE



THE COMPANIES ACT, 2002
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
CUSTOM PLASTICS CO. LIMITED

1. In these Regulations-

"The Act" means the Companies Act 2002 of the laws of Tanzania;

"The articles" means the articles of the company;

"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.

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, 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, shall have the meaning defined.

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

The regulation of Table 'A' in the first schedule to the companies Act (hereinafter called Table 'A' shall 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 Table 'A' the former shall prevail, and in addition to substitution shall be regulations of the Company.

PRIVATE COMPANY

2. The company is private company and accordingly:-
 - (a) The right of transfer shares is restricted in manner hereinafter prescribed.
 - (b) The number of member of the company (exclusive of person who are in the employment of the company and of person who how have been of the company who have been formerly in the 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 not have the right 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 is 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

whom it is desirable in the interest of the company to admit membership

- (b) Every share holder or trustee in bankruptcy, or any person 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 shares inviting the person to whom notice is sent to state within 21 days from the date of 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 shall be sold to him, provided no shareholder shall be obliged to take more than the maximum number of 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 part desiring to sell or transfer such shares shall be bound upon payment of the said price to transfer the share to the respective shareholders or single shareholder who shall have agreed to purchase the same.

GENERAL MEETINGS

- (c) The assets and liabilities of the company. Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the company's affairs and to explain its transactions.
16. The books of account shall be kept at the registered office of the company, or, subject to section 151 (4) of the Act, at such other place or places as the directors think fit, and shall always be open to the inspection of the directors.
 17. No member shall (as such) have any right of inspecting any accounting records or other book or document of the company except as conferred by statute or authorised by the directors or by ordinary resolution of the company.
 18. The directors shall from time to time in accordance with sections 153, 155 and 150 of the Act, cause to be prepared and to be laid before the company in general meeting, such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.
 19. In accordance with section 164 of the Act, the copy of the company's annual accounts to be laid before the company in general meeting together with a copy of the director's report and the auditor's report shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of, the company. Provided that this regulation shall not require a copy of those documents to be sent to any person of whose address the company is not aware or to more than one of the joint holders of any debentures.

AUDIT

20. Auditors shall be appointed and their duties regulated in accordance with sections 170 to 179 of the Act.

DISQUALIFICATION OF DIRECTORS

10. The Directors may from time to time borrow or raise any money for the purpose of the company which may exceed the issued shares capital of the company.

BORROWING POWER

11. The Director 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 raised 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 issues at such price as may think fit, of bonds or debentures either charges 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 the 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.

ACCOUNTS

15. The directors shall cause proper books of account to be kept with respect to:-
 - (a) All sums of money received and expended by the company and the matters in respect of which the receipt and expenditure takes place;
 - (b) All sales and purchases of goods by the company; and

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- (b) All sums and disbursements of funds by the company; and

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NOTES FOR THE GENERAL MEETING AND PROCEEDINGS OF THE GENERAL MEETINGS

5. Articles 39 to 53 Table 'A' shall apply subject to the following variations:-
- (a) The 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 proxy shall form a quorum.
 - (c) Any ordinary resolution of the company determined without any general meeting and evidenced by writing under hands of majority of the directors and 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.

DIRECTORS

6. (a) Until otherwise determine by the company in general meeting the Directors shall not be less than two or not more than four in number.
- (b) The following person shall be the first Directors of the company
- 1. Wu Wenji
 - 2. Chen Nengqin
7. The shareholding qualifications 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 transaction business shall, unless otherwise fixed by the Director be two.
9. A resolution in writing signed by all the Directors then in Tanzania shall be as valid and effectual as if had been passed at a meeting of Directors duly called and constituted.

21. 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. Resign his office by notice in writing to the company
 - d. Abstain himself from meeting of the directors for a period of six months without special leave of absence from the other directors

SEAL

22. The director 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 personas aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence

ALTERNATIVE DIRECTORS

23. 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 represent
24. Unless otherwise decide by the directors the quorum necessary to transact business of the director shall be two director personally

SECRETARY

25. The secretary shall be appointed by the board of such terms at such remuneration and upon such condition as it may thinks fit, any sectary so appointed may be removed by the board.

WINDING UP

26. With the sanction of the special resolution of the shareholders any part of the assets of the company including any shares in other companies may be divided between the number 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 matter shall be compelled to accept any shares where upon there is any liability.

ALTERNATION OR ADDITION

27. Subject to the provisions of the act and to those contained in the Memorandum of Association the Company may by special Resolution make alternation or addition so made shall be as valid and effectual as if originally contained in those articles and subject in like manner to alternation in Special resolution.

INDEMNITY

28. 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 judgments gives 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 by him by the Court.

ARBITRATION

29. If and whenever any dispute shall arise between the company any of the members or their respective representatives touching upon the construction or meaning of any of the articles 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 here out of the relation existing between the parties by reasons of these articles or the Act, such differences shall (unless a sole arbitrator be agreed upon) forthwith be referred to the arbitration of three

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 with the Act or any than existing statutory modifications re-enactment thereof shall apply.

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

Names and description of subscribers	Subscribers' shares	Subscriber Signature
WU WENJI BOX 2839 MWANZA	800	吴文姬
CHEN NENGQIN BOX 2839 MWANZA	200	陈鹏钦

Dated at **Mwanza** this 11..... day of July..... 2022.

Witness to the above signatures:

Name: REHEMA M. MATENGO

Signature: [Handwritten Signature]

Postal address: 1744 Mwanza

Qualification: ADVOCATE

