

THE COMPANIES ACT, 2002

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

TANZANIA ENERGY-RECYCLING CO. LIMITED

Incorporated atthisday of2023

Drawn by:

GU FENGCHANG (Subscriber)

P.O. Box 118

KIBAHA-PWANI

THE COMPANIES ACT, 2002
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
TANZANIA ENERGY-RECYCLING CO. LIMITED.

1. The **Name** of the company is **TANZANIA ENERGY-RECYCLING 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 waste management including but not limited to waste to tyres, engine oil for refinery, and fuel, waste to compost, waste water identification and preventive reduction of waste.
 - b) To import and sell waste and batteries for refinery, cleaning plants and vehicles.
 - c) The conservation and protection of the environment by the promotion of sustainable waste collection and management practices.
 - d) To develop, manage and maintain such infrastructure as is considered necessary for the smooth functioning of a waste management undertaking.
 - e) To enter into negotiations, contracts and understandings with public and private persons in the pursuance of such activities for the purposes of carrying out the functions of the company.
 - f) To carry on the business of waste management including cleaning and collection of waste from various centers.
 - g) To carry on business of secretarial services, super cleaners, removal treatment of, and or garbage collectors, sewage and drainage systems contractors.

- h) To undertake or engage in the such activities which provide sustainable, efficient and affordable collection, selling and recycling of both organic and non-organic waste management services for the general public.
- i) To carry on any types of waste treatment and waste disposal projects the company may deem fit to deal with. To deal with energy production from waste or any other sources the company any deem fit.
- j) To carry on business of urban mobility including but not limited to smart parking, intelligent traffic management, integrated multi-modal transport.
- k) To deal with the business of general supplies in goods and services of whatever nature to operate as consultants in locomotive engineering and any other fields.
- l) To carry on the business as specialized contractors, conduct and do plumbing business in constructions, erection and repair of steam, gas light, water and liquid pipes, fittings and apparatus, to equip and provide buildings, mining sites, rail, roads, manufacturing and municipal plants with pipes, fittings, apparatus and repair of heat, light gas or water supply.
- m) To carry on the business of selling 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, periodicals, envelopes, , duplicators, plastic sheets, sacks and bags for wrapping and packaging, Paper; print heads for printers and plotters; brochures; guides; technical bulletins; data sheets; product catalogs; product operating and service guides.
- n) To carry on the business of clearing and forwarding agents, courier and cargo handlers, handling and haulage contractors, warehousemen, common carriers by land, rail, water and air, container agents, to handle goods and passengers within the country and outside and to carry on the business of tour and travel operators and to act as customs agents, landing agents, stevedores and longshoremen.
- o) To carry on the business as mechanical engineering, communication engineering generally, electronics and software engineering and to act as consultants in communications engineering and electronics engineering in all fields including ration and T.V. Communication,

telecommunications, electro-mechanical control of every description whether industrial or otherwise.

- p) To carry on the business of structural and steel Engineers including but not limited to design and construction of steel structures, building bridges, culverts and or other structural engineering works of any kind, fabrication of water and fuel storage tanks and tanks for storage of any other product or produce of any description and sizes including fuel, gas, liquid, and water transportation tanks.
- q) To conduct business of Engineering and Management Consultants for any kind of engineering businesses.
- r) To carry on business of Preparation of new survey plans on bare areas, amendment of surveys, boundaries restoration, upgrading and regularization of unplanned settlement.
- s) To acquire construct, carry out maintain, improve, manage, work, control and superintend any roads, ways tramways, railways, bridges, reservoirs, water courses, mills, crushing works, hydraulics works, electrical works, factories, warehouses, and shops
- t) To carry on the business of builders, contractors for construction works, renovation, interior designing, decoration or demolition and to purchase otherwise acquire land for, business, houses, offices, workshops and building premises, re-construct or generally maintain building and works of all kinds, whether or otherwise turn the same to the advantage of the Company.
- u) To carry on the business of financial service, financial transactions, financial affairs; monetary affairs; real estate affairs, services of all the banking establishments, brokers or clearing services; services of credit institutions other than banks such as co-operative credit associations, individual financial companies, lenders, services of "investment trusts," of holding companies; services of brokers dealing in shares and property; services connected with monetary affairs vouched for by trustees; services rendered in connection with the issue of travellers' cheques and letters of credit; hire- or lease-purchase financing; services of realty administrators of buildings, services of letting or valuation, or financing; services dealing with insurance such as services rendered by agents or brokers engaged in insurance, services rendered to insured, and insurance
- v) To carry on the business management; business administration; business consulting services; career planning, placement, and information services; providing office functions; advertising agency

services; advertising, marketing, and promotion services; advertising and marketing consultation; sales promotion services; promoting the goods and services of others; conducting market research; analysis of advertising response and market research; design, creation, preparation, production, and dissemination of advertisements and advertising material for others; media planning services; administration of consumer loyalty programs; arranging and conducting incentive rewards programs to promote the sale of goods and services; computerized database and file management; data processing services; creating indexes of information, sites and other resources available on global computer networks and other electronic.

- w) To buy, sell, supply, store, stock, maintain, or otherwise deal in all kinds and varieties of generic and patent/ non-patent medicines, drugs, mixtures, formulations, tablets, pills, powers, pharmaceuticals and medical products, needles, syringes, injectable, vaccines, sera, immunogens, chemicals and surgical dressings, kits and instruments and to takeover/ establish/ operate and maintain diagnosis centers.
- x) To Provide service of Hygienic and beauty care services; healthcare; consulting services relating to health; services for planning, organizing and monitoring for individualized healthcare, including such services provided online or via the internet; hygienic and beauty care for human beings, health research, information, advice on health behavior, including medical care, and alternative medicines.
- y) 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.
- z) 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.
- aa) 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.

- bb) To enter into joint workings in business or amalgamate with or enter into any partnership in Commercial and Heavy Construction or arrangement for sharing profits, nion of interest, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so directly or indirectly to benefit the Company.
- cc) To carry on the business of building contractors, mansory and general construction contractors and among other things to construct, execute, carry out, equip, improve, work and advertise railways, tramways, docks habours, sharves, canals, water-courses, irrigations, reclamations, sewage, drainage and other sanitary works, water, gas, electric and other supply works, houses building and erections of every kind.
- dd) To carry on the business as general electronic engineers, electrical engineering, mechanical engineering, to maintenance, manufacture, assemble, repair, any electrical and electronic apparatus, to design and install all kinds of electronic network and generally to be electronic networking consultants, to be general electronic products manufacturers and suppliers, representatives, general commission agents and generally to be electronic systems consultants and to provide training programs.
- ee) To carry on the business as general traders, suppliers, importers, exporters, refiners, stores, producers, suppliers and distributors of petroleum and its products and to explore for, produce, refine, treat, distil, manufacture, smelt, store, hold, transport, experiment with, market, distribute, exchange, purchase, sell and otherwise dispose of, import, export and trade, handle and generally deal in and dispose of any and all kinds of petroleum products, oil, gas, lubricants and other volatile substances, asphalt, ozokerite, sulphur, clays, bituminous substances, carbon, carbon black, hydrocarbon and mineral substances.
- ff) To carry business on building materials (non-metallic); non-metallic rigid pipes for building asphalt, asphalt, pitch and bitumen; non-metallic transportable buildings; monuments; not of metal.
- gg) 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.

- hh) 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.
- ii) 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.
- jj) To carry on the business of air transport of travellers with reduced mobility or disabled passengers; escorting of travellers with reduced mobility or disabled travellers in the field of the air transport industry; arranging transport tickets and travel seat reservations and sending services to travellers with reduced mobility or disabled travellers; transport services of travellers with reduced mobility or disabled travellers from their homes to airport areas.
- kk) To carry on the business of hotel services, motel services, provision of accommodation; temporary accommodation services; reservation services for hotel accommodation and for other accommodation; holiday information and planning relating to accommodation; bar services; cocktail lounge and nightclub services; café' services, restaurant and snack bar services; catering services for the provision of food and drink; provision of conference, meeting and exhibition facilities; hotel check-in and check-out services; electronic information services relating to hotels; advisory and consultancy relating to the aforesaid
- ll) To carry on business of common metal and their alloys; metal building materials; transportable buildings of metal; materials of metal for railway tracts; non-electronic cables and wires of common metal; ironmongery, small items of metal hardware; pipes and tube of metal; safes; goods of common metal etc.
- mm) 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.

- nn) 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.
- oo) To carry on the business of clearing and forwarding agents, commission agents, transporters, freighters, haulers, customs bonded warehouse and godown keepers, cargo and travel agents, insurance agents, tourist agents, manufacturers' representatives, road contractors, cargo superintendents, packers, machinery haulage specialists, warehousemen, engineers, electricians, motor cars, cabs, omnibus, lorries, oil tank and coach proprietors and transporters, civil transport contractors 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 be determined by the company, engage in and or otherwise carry on the business as transporters and transport agents, freight forwarders.
- pp) 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.
- qq) To carry on the business as insurance agents, commission agents, brokers, importers, exporters, manufacturers, land and estate agents, technical advisors, clearing and forwarding agents, managing agents, general business consultants, garage and lake vessels, boat builders, petrol and service stations owners, motels camps safari lodges, cafes snacks refreshment rooms, licensed victuallers, owners of recreation places and sports and amusements, all businesses and trades incidental or similar thereto or required to be or capable of being carried on in conjunction therewith.

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 300,000 (Three 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
GU FENGCHANG P.O. BOX 118 KIBAHA -PWANI	180000	
HAN QIZHI P.O. BOX 118 KIBAHA -PWANI	120000	

Dated at.....this day of.....2023

Witness to the above signatures

Name: :.....

Signature:

Postal Address :.....

Qualification:.....

THE COMPANIES ACT NO. 12 OF 2002
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
TANZANIA ENERGY-RECYCLING 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 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 treated 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 discretion 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 of members to transfer their shares shall be restricted as follows;
 - (a) No share shall be transferred to a person who is not a member so long as any member 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 personal representative 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.
- (d) 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:-
 - a) **GU FENGCHANG**
 - b) **HAN QIZHI**

- 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
GU FENGCHANG P.O. BOX 118 KIBAHA -PWANI	180000	
HAN QIZHI P.O. BOX 118 KIBAHA -PWANI	120000	

Dated at.....this day of.....2023

Witness to the above signatures

Name: :.....

Signature:

Postal Address :.....

Qualification:.....

