

THE COMPANIES ACT 2002

COMPANY LIMITED BY SHARES

Memorandum

AND

Articles of Association

EVERCYCLE RESOURCES (TANZANIA) LIMITED

Incorporated this day of , 2025

DRAWN BY:

SHAN GAO

(SUBSCRIBER)

CHINA, GUANGZHOU CITY, GUANGDONG PROVINCE, DALIANG DISTRICT,
JIAXINHUAYUAN NO.1708

THE COMPANIES ACT 2002
COMPANY LIMITED BY SHARES
MEMORANDUM

OF

EVERCYCLE RESOURCES (TANZANIA) LIMITED.

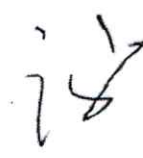
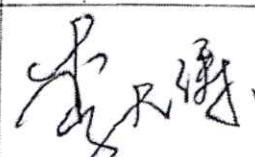
1. The name of the Company is **EVERCYCLE RESOURCES (TANZANIA) LIMITED.**
2. The Registered office of the Company will be situated in Tanzania Mainland.
3. The objectives for which the company established are:
 - a) Wholesale of other machinery and equipment.
 - b) Non specialized wholesale trade.
 - c) Retail sale of clothing, footwear and leather articles in specialized stores
 - d) Retail sale of electrical household appliances, furniture, lightining equipment and other household articles in specialized articles.
 - e) Remediation activities and other waste management services.
 - f) Other personal service activities

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 a joint venture with local or foreign investors, or other body of persons, whether incorporated or not incorporated, and whether domiciled in Tanzania or elsewhere, and that the intention is that each of the objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be an independent main object and be in no wise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

4. The liability of the members is limited.
5. The share capital of the Company is One Billion (Tshs. 1,000,000,000/=) divided into One Hundred (100) Ordinary shares of Ten Million (Tshs 10,000,000/=) each. Subject and without prejudice to the rights attached to any class or the Company,

whether part of the original or any increased capital of the Company, may be issued with any special qualified, preferred or differed rights and privileges or conditions as to capital, dividends, rights or voting or other matters, but so that any such rights, privileges or conditions shall not be altered or modified except in accordance with the Articles of Association of the Company for the time being in force.

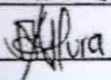
We, the several persons whose names addressed and occupations are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Names, Postal Address and Occupation of Subscribers	Number of Shares taken by each Subscribers	Signature of Subscribers
<p>1. SHAN GAO</p> <p>CHINA, GUANGZHOU CITY, GUANGDONG PROVINCE, DALIANG DISTRICT, JIAXINHUAYUAN NO. 1708</p>	<p>50</p>	
<p>2. DATAO LI</p> <p>CHINA, ZHANGJIANG CITY, GUANGDONG PROVINCE, YANGGUANGHAIAN, NO. 603</p>	<p>50</p>	

Dated on 18th day of September, 2025

Witness to the above signatures: -

Name: JACQUELINE J. MAJURA

Signature 

Postal Address P.O BOX 3435

Qualification ADVOCATE



THE COMPANIES ACT 2002
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION

OF

EVERCYCLE RESOURCES (TANZANIA) LIMITED

PRELIMINARY

1. In these Articles: -

"The ACT" means the Companies ACT 2002

"The Seal" means the Common Seal of the Company

"Secretary" means any person appointed to perform the duties of the Secretary of the Company.

Expressions referring to writing shall unless the contrary intention appears, be construed as including references to printing, lithography and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding upon the Company.

2. The Regulations contained in Table A of the First Schedule to the Companies Act 2002 shall not apply to the Company.

3. 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 having been formerly in the employment of the Company were while in such employment and have continued after the determination of such employment to be members of the Company) is limited to fifty.

PROVIDED THAT where two or more persons hold one or more shares in the Company jointly they shall for the purpose of this Article be treated as a single member.

SHARES

4. The share capital of the Company is One Billion (Tshs 1,000,000,000/=) divided into One Hundred (100) Ordinary shares of Ten Million Tshs 10,000,000/=) each.
5. Subject to the provisions, if any, in that behalf of the Memorandum of Association, and without prejudice to any special rights previously conferred on the holders of existing shares, any shares may be issued with such preferred, deferred or other special rights or such restriction, whether in regard to divided, voting, return of share capital or otherwise, as the Company may from time to time by special resolution determine, and any preference share may, with the sanction of a special resolution, be issued on the terms that it, or at the option of the Company is liable, to be redeemed.
6.
 - (1) if at any time the share capital is divided into different Classes of shares, the rights attached to any class (unless otherwise) provided by the terms of items of issue of the class) may be varied with the sanction of an extraordinary resolution passed at a separate general meeting of the holders of the shares of that class.
 - (2) In every such separate general meeting the provisions of these Regulations relating to general meetings should *mutatis mutandis* apply, but so that the necessary quorum shall be two persons at least holding of representing by proxy-third of the issued shares of the class, and that any holder of shares of the class present in person or by proxy may demand a poll.
 - (3) For the purpose of these Articles, the rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class be deemed to be varied by the creation or issue of further shares ranking *paripassu* herewith.

to authorize any person to enter on behalf all the members entitled thereto into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalization, or (as the case may require) for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the profits received to be capitalized, of the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such member.


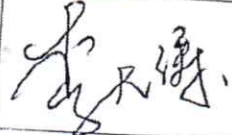
WINDING UP

4. If the Company shall be wound up, the liquidator may, with sanction of an extraordinary resolution of the Company and any other sanction required by the Companies Act, if any, and having due regard to the respective rights of the holders of different classes of shares to which special rights are attached, divide amongst the members in specie or kind the whole or any part of the assets of the Company 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.
5. The liquidator may with like sanction vest the whole or any part such assets in trustees upon such trusts for the benefit or the contributories as the liquidator, with the like sanction, shall think fit, but so that no member shall be compelled to accept any shares of other securities whereon there is any liability.

INDEMNITY

Subject to the provisions of the Act, every director or other officer and auditor of the Company shall be indemnified out of the assets of the Company against all costs, charges, expenses, losses and liabilities which he may sustain or incur in or about the execution of his office or otherwise in relation thereto.

We, the several persons whose names addressed and occupations 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.

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2. DATAO LI CHINA, ZHANGJIANG CITY, GUANGDONG PROVINCE, YANGGUANGHAIAN, NO. 603	50	

Dated on 18th day of September, 2025

Witness to the above signatures: -

Name: JACQUELINE J. MAJURA

Signature 

Postal Address P.O BOX 3425

Qualification ADVOCATE

