

THE COMPANIES ACT
(Cap. 212)
COMPANY LIMITED BY SHARES
Memorandum
and
Articles of Association
of
LAMAR GLOBAL INVESTMENT LIMITED

Incorporated this day of20....

Drawn by:
XU WENHAO
P.O.Box 42450
Dar es salaam.

**THE COMPANIES ACT (Cap. 212)
COMPANY LIMITED BY SHARES**

MEMORANDUM OF ASSOCIATION

OF

LAMAR GLOBAL INVESTMENT LIMITED

1. The name of the Company is **LAMAR GLOBAL INVESTMENT LIMITED.**
2. The registered office of the company will be situated in Tanzania
3. The Object for which the company is established is to carry on business as a general commercial company.
 - a) The company deal with all kind of Electrical Machinery equipment's, construction machinery equipment, import and export trade, mechanical, electrical equipment maintenance and pumps
 - b) To carry on any of the wholesale and/or retail as Printing and Stationeries, supply of computers and all types of electronics accessories, Including repairing, servicing, configuration of various type of electronics equipment's
 - c) To carry out, Supply and sale of various food stuff Argo business and agriculture products in general
 - d) To carry on the business of Supply of various building materials on whole sale and retail sale basis.
 - e) To carry on all or any of the business of electrical, mechanical, motor and general engineers, manufacturers and merchants of, agents for, and dealers in engineering specialties of very description.
 - f) To carry out all financial services such as Insurance services, provision of loans

- g) To carry on all or any of the business of transport, carriage and haulage contractors, owners and charter of road vehicles, aircraft and ships and boats of every description and carriers of goods and passenger by road, rail, water or air and to establish, acquire, maintain and operate transport service of every description both public and private and all services ancillary thereto and for such purposes or as independent undertakings to purchase, take in exchange, charter, hire, build, contract or otherwise acquire and to own, operate, work, manage, maintain, repair, service and deal with and in road vehicles, aircraft and vessels of every supplies therefore and to conduct any such business within the country or any other state in Africa or Europe or Asia and or any other foreign country.
- h) To engage in and or otherwise carry on the business of professional investors and entrepreneurs, business ventures, manufacturers, super traders, importers, exporters, distributors, suppliers, dealers in commercial and industrial goods, general business consultants, all . businesses and trades incidental analogous, similar thereto required to be and otherwise capable of being carried on in conjunction therewith.
- i) To construct, maintain and improve or subscribe towards the construction maintenance improvements of roads, water-works, and canals, and also of tramways, railways, and other roads and quays and wharves for the purpose of the company, or for access to the lands, works, and properties of the company, or to connect the same with other lines of communications.
- j) To carry on business as proprietors and operators of hotels, restaurants, lodges, camps, leisure facilities, motels, guest house, refreshment and tea rooms, cafes, and milk and snake bars, beer houses, and lodging housekeepers, wine, beer and spirit merchants and as restaurants caterers and catering contractors, construct, own gambling premises, gaming casinos and to enter into or carry

into effect agreements with any government or other authority, supreme, municipal, local or otherwise of with other person or company relating to the operational executive or other field of the Company or the use of immovable property or other facilities at the disposal of the Company or for other purpose for which the Company is equipped or considers necessary, to equip and furnish any property for the purpose of letting it to visitors or guest, whether in rooms suite, tents, chalets, cottages, moveable structures or otherwise.

- k) To purchase, take on lease and otherwise acquire for investment or resale any estate, land, buildings, easements and other rights and interests in immovable property or any tenure in Tanzania and elsewhere and to sell let or lease exchange or otherwise dispose of or grant rights over any immovable property, belong to the company.
- l) To purchase, take or lease or in exchange, hire or otherwise acquire and hold any state or interest in any lands buildings, easements, rights, licenses secret processes, machinery, plants, stock, in trade and real or personal property of any kind.
- m) 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.
- n) 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.
- o) 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.

- p) 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.
- q) To accept for safe custody and keep for customers of the company all kinds of securities valuables and things.
- r) To lend money on any terms that may thought fit, and particularly to customers or other person or corporations having dealing with societies and to give any guarantees that may be expedient..
- s) To advance money to shareholders in the company, and other to the purpose of enabling the person borrowing the same erect or purchase, or enlarge or repair any house or building or to purchase the fee simple or any less estate or interest in, or to take a demise for any term or terms of years of any freehold or leasehold property upon such terms and conditions as the company may think fit.
- t) To invest and deal with the moneys of the Company not immediately required, upon such securities and in such manner as may from time to time be determined.
- u) 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.
- v) To draw, make, accept, endorse, discount execute and issue promissory notes, bills of lading, warrants, debentures and negotiable or transferable instruments.
- w) To act as agents or brokers, and as trustees for any person firm or company, and to undertake and perform sub-contracts and also to act in any other business of the company through or by means of agents, brokers, sub-contractors or others.
- x) To take or otherwise and hold shares in any other company having objects altogether or in part similar to this company, or carrying on any business capable of being conducted so as directly or indirectly to benefit the company.

4. **The Liability of the members is Limited.**

5. The capital of the Company is Shillings 100,000,000= divided into 10,000 shares of Shillings 10,000/= 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.

| S/N | Names, Addresses, and Description of Subscribers. | Number of shares taken by each Subscriber | Signature |
|-----|--|---|-----------|
| 1 | XU WENHAO ZHEJIANG CITY, YUHANG HANGSHOU, CANGQIAN UNITED REPUBLIC OF CHINA | 7000 | 许文豪 |
| 2 | ZHU LIANGFENG ZHEJIANG CITY, YUHANG HANGSHOU, CANGQIAN UNITED REPUBLIC OF CHINA | 3000 | 朱良峰 |

Dated at 25 this 08 Day of 2023

Witness to the above signatures

Name: ALSHA AHMED BAWAHEKH
 Signature: *[Handwritten Signature]*
 Postal Address: 15092 DAR ES SALAM
 Qualification: COMMISSIONER FOR OATHS



THE COMPANIES ACT (Cap. 212)
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
LAMAR GLOBAL INVESTMENT 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 of 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 addition in addition to substitution shall be the regulation of the Company.

WINDING UP

19. 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

20. 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

21. 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

22. 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.

| S/N | Names, Addresses, and Description of Subscribers. | Number of shares taken by each Subscriber | Signature |
|-----|--|---|-----------|
| 1 | XU WENHAO ZHEJIANG CITY, YUHANG HANGSHOU, CANGQIAN UNITED REPUBLIC OF CHINA | 7000 | 许文豪 |
| 2 | ZHU LIANGFENG ZHEJIANG CITY, YUHANG HANGSHOU, CANGQIAN UNITED REPUBLIC OF CHINA | 3000 | 朱良峰 |

Dated at 25 this 08 Day of 2023

Witness to the above signatures

Name: ALHA AHMED BAWAHEIKH

Signature: Bawaheikh

Postal Address: 15092 DAR ES SALAM

Qualification: COMMISSIONER FOR OTEHS

