

THE UNITED REPUBLIC OF TANZANIA

Certificate of Incorporation

No.

I hereby certify that

GLASSWIN LIMITED

Is this day incorporated under the Companies ACT 2002,
And that the Company is Limited

Given under my hand at Dar es Salaam

This day of Two thousand and Fifteen

Seal

Registrar of Companies

THE COMPANIES ACT 2002

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

GLASSWIN LIMITED

incorporated thisDay of2015

Drawn by:
S. TIH BIRDAL
(SUBSCRIBER)
S. YLA DISTRICT, LEYLAK ST.
16, TUZLA
34100 ANBUL
TURKEY

5000f
2704 1295
56624307-2
Tanzania
2500f
10052
56624307-2
Tanzania

THE COMPANIES ACT 2002
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
GLASSWIN LIMITED

- I The name of the company **GLASSWIN LIMITED**
- II The Registered office of the Company will be situated in Tanzania
- III The objects for which the Company is established are:-
 - (a) To buy, Import, Export sell or otherwise deal in and carry on the business of Glass work. Aluminum works, woodworks, building maintenance, construction including contracting and operate as wholesalers, retailers and agents in outlery, fancy goods, glassware enamelware, brassware and all articles in which clay , glass ,timber ,wood or cement is used in their manufacture.
 - (b) To carry on the trade or business of stockiest, sellers, fabricators, assemblers, or manufacturers or producers of steel windows, aluminum windows, plastic windows ,doors, shop-front louvers and other building hardware and to buy, sell, import, export, manufacture, make merchantable, hire, work, search for, get, raise and alter, aluminum, iron, tin copper, brass, bronze, steel or other metals and alloys and plastic to deal likewise with all manner of goods manufacturer or processed or made from all or any of such metals and plastics as are herein referred to.
 - (c) To manufacture, to be dealers, wholesale importers retailers of articles made from and PVC pipes, agricultural products, sugar candy, bubble gums biscuits confectionery goods, petroleum jelly pomade jelly, liquid soaps, other detergents soaps, powders, cosmetics, perfumes and crockery.

- (d) To carry on the business as manufacturers, renters and repairs, import, wholesale and retail dealers in air conditioners, air cooler, plants, machineries, freezers or all kinds storage and preservation articles (whether mobile or immobile), refrigerators, air cooling apparatus, air filtering installations vacuum cleaners and components parts thereof sewing machines, brooms, brushes, sweepers and cleaning and sweeping tools and apparatus, refrigeration and cold storage plants, washings machines and domestic and household equipments and utensil of all kinds, artificial lighting apparatus, electrical plants machinery, ventilation plants, apparatus and instruments, domestic and industrial electronics goods of all kinds.
- (e) To carry on the business of general merchants, general storekeepers, universal providers, exporters, importers, wholesalers and retail traders of or otherwise in textiles, textile piece goods, imitation jewelers, glassware utensils, electrical goods, crockery, cutlery, leather goods, including shoes, sandals, chap pals electrical goods, read made garments, sundries, ironmongery, machinery, turnery, motor spares, spare part of every description and other household fittings and requirements and other household articles and commodities of personal and household fittings and requirements and other provisions, groceries, medicines, drugs, wines, spirits, liquors, surgical, photographic, optical and other instruments, apparatus' stationery and material merchandise of all kinds.
- (f) To deal in Computer and software and provide consultancy service in the field of computer science, management information techniques, accountancy and other administrative service to corporations, professional and commercial firm and individuals and to take part in the management of supervision of operation or control of professional and commercial firm and individuals and to act as managers agent or other officers of such corporation, firms and individual.
- (g) To carry on the business as manufactures and importers of and dealers in computer, word processors, computer software (Programmers) computer accessories Printers computer peripherals and wireless systems & Accessories.

- (h) To carry the businesses of import, export manufacturers, distributors, representatives, whole sale rental and agents of new and second hand clothe of all description including al processing, knitting, weaving, spinning, dyeing, bleaching, printing of all kinds of textiles including all kinds of cloth, wool's silks rayon's fibbers synthetic fibbers synthetic fibbers of otherwise and any other processes threads cottons, buttons and fasteners of all kinds, house furnishers, upholsterers, upholsterers and dealers curtains and other home furnishings and household requisites of all kinds and goods of any other descriptions.
- (i) To carry on the business of commercial representatives of seafoods, fish products timber and timber product chemical products for human, veterinary and agricultural purposes to construct steamship, trawlers, catchers, carriers drifters fishing boats, boats, or other vessels whatsoever slaughters house cold storage premises and all storage premises and all storage facilities and to enter into contract agreement and arrangements with any person or company where in Tanzania or elsewhere.
- (j) To carry on business of wholesale and retail pharmaceutical, chemists and druggists and of the dispensing of medicines and the business of chemists and druggists and dealers in surgical instruments, appliances, or hearing and to make and deal in all requisites for hospitals, patients and invalids and dealers in proprietary articles of all kinds and of electrical chemical photographic, surgical and scientific apparatus and materials, medicals and laboratory equipments, eye treatment equipments for surgical and all general merchandise.
- (k) To carry on all or any of the business of chemists, druggists, chemical manufacturers and dealers dry salters, importers, exporters, manufactures and dealers in pharmaceutical and medical preparations soups, broths and other restoratives or goods specially suitable or deemed to be suitable for invalids and convalescents, manufacturers of and dealer in anatomical orthopaedic, and surgical appliances of all kinds, boot makers stay makers, corset makers artificial eye and limb makers, ambulance makers chemists and druggists and providers of all requisites, for hospitals, patients and invalids and to assists, promote establish and contribute manage control or support sick funds and any association or institutions for providing upon any term of conditions medicines, drugs, medical and surgical preparations and apparatus and restoratives during sickness or illness.

- (l) To acquire, take over promote, establish, engage in and carry the business of profession of farmers, planters, harvesters, sprayers, seed growers, glaziers breeders of and dealer of livestock, maker gardeners, arboriculturists, agriculturalists, horticulturists, floriculturists, dairymen, vegetable oil extractors, poultry and bee-keepers and any other business in connection with floriculture, arboriculture agriculture and horticulture.
- (m) To carry and promote and trade or business of farm and agricultural inputs, implements, tools, packaging material and deal in the livestock sell, supply, distribute whether in retail or wholesale fertilizer, insecticides, fungicides, growth stimulants, agro seeds, farm implements and tools, animals feeds, veterinary drugs and any related goods and import and export agriculture and food technology industries and equipment manufacture and semi processed product in Tanzania and other parts of the world.
- (n) To carry on the business as general suppliers of all sorts and types of goods and services to individuals, offices, industries, shops schools, factories hospital army, military ministries and all other government offices, universities and all other places where the services of a supplier are needed.
- (o) To carry o the business as general suppliers, importers, exporters, traders merchants, stockists, wholesalers retailers and dealers in all types of electrical goods, hardware, building material, timber, fishing gears, groceries, computers, office equipments, stationeries cooking oils, salts foodstuffs cosmetics oils, spare parts and maintenance, tyres, tubes, tools and accessories for all types of automotive, motor vehicles, agricultural machinery, implements, equipment, all kinds of industrial projects machinery and equipment paints, spirits sheets, hinges, screws, iron monger, textiles piece goods, all types of leather goods shoes, bags and other similar goods.
- (p) To deal in kinds of electrical works including repairs, maintenance, electrical accessories, electrical installations, professional advice and general counseling.
- (q) To carry on the business in Tanzania or in any part of the word all or any of the business of buying, selling exchange, merchandising and generally dealing electrical equipment machinery, accessories, spare parts related to electrical works tools and running electrical workshop.

- (r) To carry on the business of dealing in marketing, manufacturing, importing, exporting stocking, buying, selling whether by wholesale or retail of various categories of goods and merchandise, and to act as commission agents and manufacturers, representatives in all fields. To establish business enterprises whether small scale, industries and generally deal in all kinds of general merchants and to import, export and all either by merchandise and articles of all description.
- (s) To carry on the business of marketing, services, consultancy and selling of all types of information technologies, computer systems , public address systems, telecommunication systems, security system, security system, public address systems, data communication and all train, research, install and after sale service 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.
- (t) To carry on business as principals , agents or manufactures, representatives of importing, exporting, buying, exporting, buying, selling, distributing of new and used motor vehicles, cars, trucks lorries or other vehicles, motor vehicle spares and parts and part of all descriptions railway fuel and other oils, petroleum of all kinds, types and tubes, batteries, battery solution and other spares, accessories, motor cycles bicycles, tractors, mining equipments, fishing gears, agricultural and industrial machinery and equipments, new and second hand spare parts and accessories and generally to deal in all types and motor spare parts and industrial and agricultural machinery and parts electronics goods and accessories thereof.
- (u) To carry on the business of clearing and forwarding agents, commission agents, transporters, freighters, hauliers, customs bonded warehouse and godown keepers, cargo and travel agents, insurance agents, tourist agents, manufactures' representatives, road contractors, cargo superintendents, packers, machinery haulage specialists, where housemen, 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 neighboring counties and in such other place of 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.

- (v) To carry on the business of establishing and running supermarkets, department stores shopping malls, provision stores, groceries and shops of all kinds and description and generally to deal with such activities.
- (w) To carry on the business of household, domestic appliance and electrical goods, audio visual goods, electronic items, building material, hardwares, foodstuff, agricultural products and merchandise of every nature kind and description whatsoever as dealer, wholesaler, retailer, distributor, importer, exporter and after sales service and repairing.
- (x) To carry on the business of wholesalers, retailers general trader, suppliers, merchants, importers exporters stockists and dealers in all type of clothes, textile materials like and dye, boutique, shoes, caps, bags, selling second hand clothing dresses of type and description whatsoever.
- (y) To carry on trade or business of bonded warehousemen, removers, stores, packers and carriers of personal property of every description, cleaning and forwarding agents and to issue warrants, to persons warehousing goods with the company, and to lend money upon the security of goods.
- (z) To promote tourism in Tanzania and elsewhere in Africa, to carry on business of travel and tourist agents and tour operators, to promote facilitate traveling to organize hunting, tented-camps, fishing and diving expeditions, safari promoters and undertakers generally and in particular to arrange and manager hunting safaris, photo safaris adventure tours, fishing trips, handling of game trophies and animal skins, catching, harboring, transporting, wildlife and marine products of all kind.
- (aa) To act as investment company, holding company, finance company and to deal in all type of investment whatsoever. To hold and own shares land, buildings, shopping malls, residential houses, commercial buildings, invest in securities bond share debentures, options warrants, convertible stock, promissory notes, bills of exchange, loans bills, shipping documents ships, aircraft, self propelling vehicles and all types of property whatsoever.



- (bb) To carry on the business of general carriers and traders of goods, mails, passengers, cattle, and public or private conveyors by land, water or air, haulers, haulage contractors, railway, shipping and forwarding agents, truckers, warehousemen, wharfingers, vehicles, lorry proprietors, bonded Carmen, common Carmen and agents, for transport every description.
- (cc) To act as agents for the management, improvement, development, purchase and sale of property and as agents for the purchase and sale of All manufactured goods, materials, provisions, and agricultural and other produce and for the investment, transmission and collection of money and genially to transact and execute all kinds of agency business.
- (dd) To carry of commercial consultants, planners and advisers to any company, corporation, undertaking, firm or individual in the conduct of commercial, industrial financial and any other business undertaking, and to study and advise on conditions and make recommendations and prepare schemes designed to increase productivity.
- (ee) To carry on all or any business of publishing, printing, distributing and Selling of business , management, industrial scientific, academic, communications, financial, agricultural, social and environmental information technology periodfals, brochures and books and any other reading materials.
- (ff) To carry on the business of importers, exporters, buying selling, dealers in Building material, hardware sanitary-are wall papers, roofing tiles, flooring tiles, supplying industrial equipment's agricultural implements and equipment's spares of every description, plumbers, decorators, steel fabrication, machine shop, nickel plating, electric plating, making steel windows, doors, frames and roof tresses.
- (gg) 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.

- (hh) To carry on business of deep-sea fishers, fishers, exporters and importers of, and dealers in and factors, brokers and agents for the sale of, fish and fish products of every description, as proprietors and managers of oyster bed, trawlers and fishing boats, as fish curers fish prepares, fish canners and preservers, oil extractors, manufacturing chemists, fishmongers, provision dealers and general storekeepers, shippers, carriers, shipping agents, carting contractors, motor vehicle owners, lighter men, iron and brass founders, and metal and alloy makers, smelters, refines and workers, engineers, joiners, shipwrights millwrights and woodworkers.
- (ii) 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 or grant rights over any immovable property, belong to the company.
- (jj) To purchase, take or lease or in exchange, hire or otherwise acquire and hold any state or interest in any lands buildings, casements, rights, personal property any kind.
- (kk) To accept payment for any property or rights sold or otherwise disposed or dealt with by the company either in cash, by installment or otherwise or in fully or partly paid up shares of the company or corporation, with or without deferred or preferred or guaranteed rights.
- (ll) To carry any other trade or business whatever which can in the opinion of the Board of Directors be advantageously on by the Company in connection with the above business or the general business of the company.
- (mm) To act as agents for the sale and purchase of any stocks shares or securities or for any other monetary or mercantile transactions.
- (nn) To act as executors and trustees of wills and settlements made by Customers and others and undertake and execute trusts of all kinds.

- (oo) To do all any of the above things in any part of world and either as principals, agents, trustees, contractors or otherwise, and wither alone or in conjunction with other and either or though agents, sub-contractors, trustees and otherwise.
- (pp) To remunerate any person, firm or company rendering service 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.
- (qq) To accept for safe custody and keep for customers of the company all kind of securities valuables and things.
- (rr) To lend money on any terms 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.
- (ss) 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 take a demise for any term or terms of year of any freehold property upon such term and conditions as the company may think fit.
- (tt) 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.
- (uu) To distribute among members in pieces any property of the company, or any proceeds of sale or disposal of any property of the company.
- (vv) To draw, make accept, endorse, discount execute an disuse and issue Promissory notes, bills of lading warrants, debentures and negotiable or transferable.

- (ww) To act as agents or brokers, and as trustees for any person firm or Company, and to undertake and perform sub-contracts and also act in any other business of the company through or by means of agents, brokers, sub-contractors of others.
- (xx) To obtain any provisional order of Parliament for enabling the Company to carry any of its objects into effect, or for affecting any modification of the Company's constitution, or any other purpose which may seem expedient, and to oppose any proceeding or applications which seem calculated, directly or indirectly to prejudice the company's interest.
4. The liability of the Members is limited.
5. The initial share capital of the company is Tshs. 100,000,000/= divided into 10,000 shares of Tshs. 10,000/= each and the company shall have power to attach there to any preferential, deferred, qualified or other special rights, privileges, restriction, or conditions.

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
1. FATIH BIRDAL YAYLA DISTRICT, LEYLAK STREET NO. 6, TUZLA ISTANBUL, TURKEY	5000	
2. EMRE BIRDAL YAYLA DISTRICT, LEYLAK STREET NO. 6, TUZLA ISTANBUL, TURKEY	5000	

Witness to the above signature


Name : ALPHONSE D. BURET

Signature : 

Postal Address : 11340 DSM

Qualification : ADVOCATE



Certified true copy of the Original
 Sign:  Date: 10/7/2021
 ABDALLAH SHAIKU KITWANA
 Advocate, Notary Public &
 Commissioner for Oaths

5000/- 512-7-2015
5667130-7-2015
TANZANIA
5000/- 512-7-2015
5667130-7-2015
TANZANIA

THE COMPANIES ACT 2002

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

GLASSWIN LIMITED

PRELIMINARY

1. In these regulation:-

"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 being time being in force.

Unless the context otherwise requires, the expressions defined in the Act of 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.

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 in additions to substitution shall be the regulations of company.

PRIVATE COMPANY

2. The Company is 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 persons who have been formerly in the employment of the company were while in such employment to be the member of the company) is limited fifty, provided that were to or more persons hold one or more share in the company jointly they shall for the purpose of this regulation be tested as a single member.
 - (c) Any invitation to be 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 Director may in their direction 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 to members to transfer their shares shall be restricted as follows:-
 - a) No share shall be transferred to a person who is not 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 share and every 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 Director 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 part and the board, or in case of difference to be determine by the Auditor of the Company.

- (c) Upon price of such shares being agreed on as 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 share. At the expiration of such days 21 notice the board shall apportion such share amongst the shareholders (if more than one) who shall have expressed their desire to purchase number of share already held by them respectively, or if there be only one such shareholder, that the whole 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.

Upon such apportionment being made or such one shareholder notify his intention to purchase, as the case may be, the part desiring to sell or transfer such share shall be bound upon payment of the said price to transfer the share to the respective shares to the respective shareholders or to single shareholder who shall have agreed to purchase the same.

5. GENERAL MEETING: NOTICE OF GENERAL MEETING AND PROCEEDING OF THE GENERAL MEETING

The regulation of Company Act shall apply to the following variations:-

- (a) A general Meeting, Ordinary or Extraordinary may with the consent in writing of all members, be convened on a shorter 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 evidence by writing under the hands of majority of the Directors and of the members of the company holding three – fourths of the issue 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 Director Shall not be less than two and not more than seven in number.
- (b) The following persons shall be the first Directors of the company :-

1. **FATIH BIRDAL**

2. **EMRE BIRDAL**

- 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 Director for transaction 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 had been passed at a meeting of Directors duly called and constituted.

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 the Company.

BORROWING POWER

- 0. The Director may from time to time in their discretion raise or borrow the Purpose of any Company's business such sum or sums of money as they think fit.
- 1. The Director may secure the repayment of or raise any such sum or 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 charges upon the whole or any part of the property and assets of the company or not so changed or in such other way as the Director may think expedient.

VOTE OF MEMBERS

12. 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.
13. No member shall be entitle to vote at any general meeting unless all call Or other sums presently by him in respect of shares in the Company have Been paid.

DISQUALIFICATION OF DIRECTORS

- 14 The office off a Director shall be vacated if the Director;
 - (a) Becomes bankrupt; or
 - (b) Is found to be 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 director for a period six Months without special leave of absence from the other Director.

SEAL

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 least two Director or a Directors 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 DEREECTORS

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 Subject in all respects to the terms an d conditions existing with reference to the Other Directors and such Alternate Director shall exercise and discharge all the duties of Director whom he represents.

Unless otherwise decided by the Directors the quorum necessary to transact business of the Directors shall be two Directors personally present.

SECRETARY

The Secretary shall be appointed by the Board for such term at such remuneration And upon such condition as it may, think fit, and any Secretary so appointed may Be removed by the Board.