



Partners For Success

Corporate Account

GLOBAL FUTURE TECHNOLOGY

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Statement Date 6-Apr-20
 Statement Period 31-Oct-19 to 6-Apr-20 9:32 am
 Page 1 of 5
 Branch Sapphire
 Account Number 1123741000026
 Account Description Corporate Account
 Currency USD\$

POSTING DATE	DETAILS	VALUE DATE	REF No.	DEBIT (\$)	CREDIT (\$)	BALANCE (\$)
31/10/2019	Balance	31/10/2019	1/458/9			37,050,630.00
31/10/2019	Payroll Permanent - Local	31/10/2019	1/651/8	802,000.00		36,248,630.00
31/10/2019	Payroll Contracts - Local	31/10/2019	1/651/6	550,050.00		35,698,580.00
31/10/2019	Transfer charges	1/11/2019	1/651/4	174.00		35,698,406.00
1/11/2019	Equipment hire	1/11/2019	1/303/2		13,950,000.00	49,648,406.00
1/11/2019	Telephone Bill Payments	1/11/2019	1/655/6	832.00		49,647,574.00
1/11/2019	Zol Payment	1/11/2019	1/655/8	1,550.00		49,646,024.00
1/11/2019	Zesa Bill Payment	2/11/2019	1/655/9	432.00		49,645,592.00
1/11/2019	Internet Banking Active User Monthly Charges	2/11/2019	1/655/13	378.00		49,645,214.00
1/11/2019	SMS Alerts Charge	2/11/2019	1/655/15	68.00		49,645,146.00

1/11/2019 Transfer Charges	2/11/2019 1/655/16	302.00		49,644,844.00
2/11/2019 Adjustments / Reversal	2/11/2019 1/655/18		1,784.45	49,646,628.45
2/11/2019 International Transfer - Kenya	2/11/2019 1/305/1	3,700,750.00		45,945,878.45
2/11/2019 Swift Charges	3/11/2019 1/405/2	102.00		45,945,776.45
2/11/2019 Correspondent Bank Charges	3/11/2019 1/655/23	9,800.00		45,935,976.45
4/11/2019 Online payment - NSSA	4/11/2019 1/655/27	35,000.00		45,900,976.45
4/11/2019 Online payment - Old Mutual	4/11/2019 1/655/28	79,674.00		45,821,302.45
4/11/2019 Bank Charges	5/11/2019 1/655/33	162.00		45,821,140.45
7/11/2019 TC	9/11/2019 1/446/3	3,000,000.00		42,821,140.45
12/11/2019 Transfer -Holiday Inn Hotel	12/11/2019 1/655/36	7,000.00		42,814,140.45
15/11/2019 Equipment hire	15/11/2019 1/304/3		14,300.00	42,828,440.45
20/11/2019 Transfer - BancABC	20/11/2019 1/655/44	26,000.00		42,802,440.45
21/11/2019 Receiver Bank CABS POS	20/11/2019 1/655/45	230.00		42,802,210.45
25/11/2019 Online Payment - Doves	25/11/2019 1/655/47	2,600.00		42,799,610.45
29/11/2019 Visa Issuer Cash Withdrawal 5015032002	29/11/2019 1/655/48	6,000.00		42,793,610.45
29/11/2019 VAT (15%) Payable on Commission and fees	29/11/2019 1/340/3	900.00		42,792,710.45
30/11/2019 Payroll Permanent - Local	30/11/2019 1/655/53	802,000.00		41,990,710.45
30/11/2019 Payroll Contracts - Local	30/11/2019 1/655/55	550,050.00		41,440,660.45
30/11/2019 Transfer charges	1/12/2019 1/656/1	302.00		41,440,358.45
1/12/2019 Balance Enquiry	1/12/2019 1/656/3	80		41,440,278.45
1/12/2019 Visa Issuer Cash Withdrawal 3391007020	1/12/2019 1/656/4	8,000.00		41,432,278.45
1/12/2019 VAT (15%) Payable on Commission and fees	1/12/2019 1/270/2	1,200.00		41,431,078.45
2/12/2019 Service Charge	2/12/2019 1/656/7	120.00		41,430,958.45
2/12/2019 SMS Alerts Charge	2/12/2019 1/656/8	68.00		41,430,890.45
2/12/2019 Telephone Bill Payments	2/12/2019 1/656/9	632.00		41,430,258.45
3/12/2019 Zol Payment	3/12/2019 1/656/10	840.00		41,429,418.45
3/12/2019 Zesa Bill Payment	3/12/2019 1/656/11	450.00		41,429,418.45
3/12/2019 Internet Banking Active User Monthly Charges	3/12/2019 1/656/12	159.00		41,429,259.45
4/12/2019 SMS Alerts Charge	4/12/2019 1/656/13	68.00		41,429,191.45
5/12/2019 Transfer Charges	5/12/2019 1/656/15	203.50		41,428,987.95
9/12/2019 Internal transfer - SCP100429872	9/12/2019 1/656/16	120,800.00		41,308,187.95
9/12/2019 Online payment - NSSA	9/12/2019 1/656/17	35,000.00		41,273,187.95
9/12/2019 Online payment - Old Mutual	9/12/2019 1/656/18	79,674.00		41,193,513.95
10/12/2019 Bank Charges	11/12/2019 1/656/19	162.00		41,193,351.95

12/12/2019 International Transfer - GFT Tanzania	12/12/2019 1/323/3	1,200,000.00	39,993,351.95
12/12/2019 Correspondent Bank Charges	12/12/2019 1/656/17	2,300.00	39,991,051.95
12/12/2019 Swift Charges	12/12/2019 1/406/3	3,000.00	39,988,051.95
17/12/2019 Internal transfer - SCP200439872	17/12/2019 1/656/19	17,000.00	39,971,051.95
17/12/2019 Visa Issuer Cash Withdrawal 4937225600	17/12/2019 1/656/21	5,000.00	39,966,051.95
17/12/2019 VAT (15%) Payable on Commission and fees	17/12/2019 1/656/22	750.00	39,965,301.95
21/12/2019 OTT/COM/19/3657 GFT Bluewatt Chemicals	21/12/2019 1/656/23	600,000.00	39,365,301.95
21/12/2019 Funds payment - equipment	21/12/2019 1/656/25		75,000.00 39,440,301.95
21/12/2019 Fidelity Life 40% Road works payment	21/12/2019 1/656/26		10,800,000.00 50,240,301.95
28/12/2019 Payroll Permanent - Local	28/12/2019 1/656/27	802,000.00	49,438,301.95
28/12/2019 Payroll Contracts - Local	28/12/2019 1/656/28	550,050.00	48,888,251.95
28/12/2019 Online Payment - Caterpillar	28/12/2019 1/506/2	43,745.00	48,844,506.95
28/12/2019 Online Payment - Water Truck	28/12/2019 1/506/3	77,832.00	48,766,674.95
29/12/2019 Online Payment - 2 Pneumatic Roller	29/12/2019 1/506/4	92,300.00	48,674,374.95
29/12/2019 Service Charges	29/12/2019 1/656/32	700.00	48,673,674.95
30/12/2019 Visa Issuer Cash Withdrawal 55820207020	30/12/2019 1/656/33	10,500.00	48,663,174.95
30/12/2019 VAT (15%) Payable on Commission and fees	30/12/2019 1/656/34	1,575.00	48,661,599.95
30/12/2019 Internet Banking Active User Monthly Charges	30/12/2019 1/656/35	136.55	48,661,463.40
31/12/2019 Bank Charges	31/12/2019 1/656/36	162.00	48,661,301.40
31/12/2019 Inward clearing Branchcode 1 , Batch 2	31/12/2019 1/656/37	4,500,000.00	44,161,301.40
31/12/2019 Legal Fees Transfer	31/12/2019 1/657/1	925,000.00	43,236,301.40
1/1/2020 Zol Payment	1/1/2020 1/657/2	1,550.00	43,234,751.40
1/1/2020 Zesa Bill Payment	1/1/2020 1/657/3	450.00	43,234,301.40
1/1/2020 Internet Banking Active User Monthly Charges	1/1/2020 1/657/4	159.00	43,234,142.40
1/1/2020 SMS Alerts Charge	1/1/2020 1/657/5	68.00	43,234,074.40
2/1/2020 Transfer Charges	2/1/2020 1/657/6	725.00	43,233,349.40
2/1/2020 Internal transfer - SCP100429872	2/1/2020 1/657/7	2,500,220.00	40,733,129.40
9/1/2020 Online payment - NSSA	9/1/2020 1/657/8	35,000.00	40,698,129.40
13/1/2020 Online payment - Old Mutual	13/1/2020 1/657/9	79,674.00	40,618,455.40
13/1/2020 Bank Charges	13/1/2020 1/657/10	433.00	40,618,022.40
14/1/2020 Dete - Masuna Road Rehabilitation works	14/1/2020 1/657/11		15,000,000.00 55,618,022.40
18/1/2020 TC	18/1/2020 1/437/8	1,974.83	55,616,047.57
23/1/2020 Ledger Charges Recovery Hovering Process	23/1/2020 1/657/13	3,200.00	55,612,847.57
23/1/2020 Airtickets	23/1/2020 1/657/14	9,000.00	55,603,847.57

29/1/2020 Payroll Permanent - Local	29/1/2020 1/657/15	802,000.00	54,801,847.57
29/1/2020 Payroll Contracts - Local	30/1/2020 1/657/16	550,050.00	54,251,797.57
30/1/2020 Pearson insitute	30/1/2020 1/657/17	1,192,810.50	53,058,987.07
30/1/2020 Transfer Charges	30/1/2020 1/657/18	935.00	53,058,052.07
30/1/2020 Eclipse Hotels Tanzania	30/1/2020 1/657/19	4,230,000.00	48,828,052.07
30/1/2020 Transfer Charge	1/2/2020 1/657/20	335.00	48,827,717.07
2/2/2020 Zol Payment	2/2/2020 1/658/1	1,550.00	48,826,167.07
2/2/2020 Zesa Bill Payment	2/2/2020 1/658/2	450.00	48,825,717.07
2/2/2020 Internet Banking Active User Monthly Charges	2/2/2020 1/658/3	136.55	48,825,580.52
2/2/2020 SMS Alerts Charge	2/2/2020 1/658/4	68.00	48,825,512.52
2/2/2020 Service Charges	2/2/2020 1/658/5	700.00	48,824,812.52
2/2/2020 Internal transfer - SCP100429872	2/2/2020 1/658/6	840,000.00	47,984,812.52
4/2/2020 Online payment - NSSA	5/2/2020 1/658/7	35,000.00	47,949,812.52
6/2/2020 Online payment - Old Mutual	6/2/2020 1/658/8	79,674.00	47,870,138.52
6/2/2020 Bank Charges	6/2/2020 1/658/9	162.00	47,869,976.52
8/2/2020 International Transfer - GFT Tanzania	8/2/2020 1/658/10	32,000.00	47,837,976.52
8/2/2020 Swift Charges	8/2/2020 1/403/4	215.00	47,837,761.52
8/2/2020 Correspondent Bank Charges	8/2/2020 1/658/13	630.00	47,837,131.52
13/2/2020 Visa Issuer Cash Withdrawal 55820207020	13/2/2020 1/658/14	5,300.00	47,831,831.52
13/2/2020 VAT (15%) Payable on Commission and fees	13/2/2020 1/658/15	795.00	47,831,036.52
13/2/2020 Transfer - Equipment purchase	13/2/2020 1/658/18	83,475.60	47,747,560.92
14/2/2020 Transfer - Equipment purchase	14/2/2020 1/658/21	320,000.00	47,427,560.92
14/2/2020 TC	14/2/2020 1/438/3	1,800.00	47,425,760.92
25/2/2020 Inward clearing Branchcode 1 , Batch 1	25/2/2020 1/658/23	1,200,000.00	46,225,760.92
25/2/2020 Visa Issuer Cash Withdrawal 55820207020	25/2/2020 1/658/24	7,500.00	46,218,260.92
25/2/2020 VAT (15%) Payable on Commission and fees	25/2/2020 1/658/25	1,125.00	46,217,135.92
27/2/2020 Payroll Permanent - Local	27/2/2020 1/658/26	802,000.00	45,415,135.92
28/2/2020 Payroll Contracts - Local	28/2/2020 1/658/27	550,050.00	44,865,085.92
28/2/2020 Transfer charges	28/2/2020 1/658/28	302.00	44,864,783.92
28/2/2020 Inward clearing Branchcode 1 , Batch 3	28/2/2020 1/658/29	1,400,000.00	43,464,783.92
28/2/2020 Balance enquiry	28/2/2020 1/658/30	80.00	43,464,703.92
28/2/2020 Service Charge	29/2/2020 1/659/1	120.00	43,464,583.92
1/3/2020 Zol Payment	1/3/2020 1/659/2	1,550.00	43,463,033.92
1/3/2020 Zesa Bill Payment	1/3/2020 1/659/3	450.00	43,462,583.92

1/3/2020 Internet Banking Active User Monthly Charges	1/3/2020 1/659/6	136.55		43,462,447.37
1/3/2020 SMS Alerts Charge	1/3/2020 1/659/7	68.00		43,462,379.37
2/3/2020 Equipment hire	2/3/2020 1/303/7		430,000.00	43,892,379.37
2/3/2020 Internal transfer - SCP100429872	2/3/2020 1/659/9	4,300,000.00		39,592,379.37
2/3/2020 Online payment - NSSA	2/3/2020 1/659/12	35,000.00		39,557,379.37
2/3/2020 Online payment - Old Mutual	2/3/2020 1/659/13	79,674.00		39,477,705.37
2/3/2020 Bank Charges	2/3/2020 1/659/14	115.00		39,477,590.37
5/3/2020 International Transfer - GFT Tanzania	5/3/2020 1/326/5	12,400,000.00		27,077,590.37
5/3/2020 Swift Charges	5/3/2020 1/404/6	1,200.00		27,076,390.37
5/3/2020 Correspondent Bank Charges	5/3/2020 1/659/17	7,200.00		27,069,190.37
8/3/2020 Internal transfer - SCP400439872	8/3/2020 1/659/19	330,000.00		26,739,190.37
21/3/2020 Balance Enquiry	21/3/2020 1/659/21	60.00		26,739,110.37
21/3/2020 TC	21/3/2020 1/659/22	3,000,000.00		23,739,110.37
27/3/2020 Online payment - Legal	27/3/2020 1/506/6	6,000.00		23,733,110.37
27/3/2020 Inward clearing Branchcode 1 , Batch 4	27/3/2020 1/659/24	2,005,008.00		21,728,102.37
30/3/2020 Payroll Permanent - Local	30/3/2020 1/659/25	802,000.00		20,926,102.37
30/3/2020 Payroll Contracts - Local	30/3/2020 1/659/26	550,050.00		20,376,052.37
31/3/2020 Bank Charges	31/3/2020 1/659/27	118.00		20,375,934.37
31/3/2020 Internet Banking Active User Monthly Charges	31/3/2020 1/659/28	159.00		20,375,775.37
31/3/2020 Internal transfer - SCP2003429672	31/3/2020 1/659/28	89,000.00		20,286,775.37
31/3/2020 Service Charge	1/4/2020 1/660/1	120.00		20,286,655.37
1/4/2020 Zol Payment	1/4/2020 1/661/2	1,550.00		20,285,105.37
1/4/2020 Zesa Bill Payment	1/4/2020 1/661/3	450.00		20,284,655.37
1/4/2020 TC	1/4/2020 1/441/2	2,159.00		20,282,496.37
1/4/2020 SMS Alerts Charge	1/4/2020 1/661/5	68.00		20,282,428.37
2/4/2020 Transfer Charges	2/4/2020 1/661/7	1,300.00		20,281,128.37
2/4/2020 International Transfer - GFT Tanzania	2/4/2020 1/324/2	1,240,000.00		19,041,128.37
2/4/2020 Swift Charges	2/4/2020 1/406/9	215.00		19,040,913.37
2/4/2020 Correspondent Bank Charges	2/4/2020 1/661/12	7,000.00		19,033,913.37
3/4/2020 Equipment hire	3/4/2020 1/303/21		830,000.00	19,863,913.37
3/4/2020 Online payment - NSSA	3/4/2020 1/661/22	35,000.00		19,828,913.37
3/4/2020 Online payment - Old Mutual	3/4/2020 1/661/23	79,674.00		19,749,239.37
5/4/2020 Bank Charges	5/4/2020 1/661/24	1,200.00		19,748,039.37
5/4/2020 Internal transfer - SCP3002429676	5/4/2020 1/661/26	760,000.00		18,988,039.37

6/4/2020	Visa Issuer Cash Withdrawal 55820207020	6/4/2020 1/661/27	8,000.00	18,980,039.37
6/4/2020	VAT (15%) Payable on Commission and fees	6/4/2020 1/661/28	1,200.00	0 18,978,839.37
TOTAL			59,173,325.08	41101084.45
TOTAL NUMBER OF DEBIT /CREDIT			139.00	8
CLOSING BALANCE				18,978,839.37

Unless the constituent notifies the Bank immediately of any discrepancy found by him in the statement of account ,
it will be taken that he has found the account correct

Signed:



V. NYAKUNENGWA - Branch Manager
CBZ Holdings -Sapphire Branch

CBZ Holdings
6 April 2020
P.O. Box 3313 Harare,
Zimbabwe

COMMISSIONER OF OATHS
IN ZIMBABWE
OFFICE 17 NYE MACHARIRA'S COMPLEX
CNR 4TH & 5TH AVENUE TEL: 757547
SIGN *[Signature]*
DATE 08/04/2020

CERTIFIED TRUE COPY OF ORIGINAL

THE COMPANIES ACT

(CHAPTER 24:03)

MEMORANDUM AND ARTICLES

OF

ASSOCIATION

OF

GLOBAL FUTURE TECHNOLOGY

(PRIVATE) LIMITED

THE COMPANIES ACT
(CHAPTER 24:03)
MEMORANDUM OF ASSOCIATION
OF
GLOBAL FUTURE TECHNOLOGY (PRIVATE) LIMITED

1. The name of the company is: **GLOBAL FUTURE TECHNOLOGY (PRIVATE) Limited**
2. The registered office of the company will be in Zimbabwe.
3. The objects for which Company is established are.

a) To erect and construct houses, building, do civil contracting and civil construction work of all types, infrastructure work of all types and to purchase-take on lease, or otherwise, own, construct, effect, alter, develop, decorate, furnish, equip with all infrastructure, pull down, improve, repair, renovate, build, plan, layout, set, transfer, charge, assign, let out, sublet all type of plots, lands, buildings, bungalows, quarters, offices, flats, warehouses, colonies, shops, stalls, markets, malls, multiplexes, hotels, restaurants, banquet halls, houses, structures, constructions, tenements, highway roads, bridges, flyovers, underpasses, railway lines, dams, all kinds of agriculture infrastructure and infrastructure for waste land, refineries of all kinds, airports, seaports, sideways , subways, pavements, telecom infrastructures, resorts , schools, power houses, mines, lands, estates, immoveable properties of all types.

b) To carry on the business as owners, builders, colonizers, developers, promoters, proprietors and contractors, maintainers of residential, commercial and industrial buildings, colonies, mills and factory's buildings, workshop's building, cinema's houses and deal in all kinds of immovable properties whether belonging to the Company or otherwise.

c) To carry on the business of developing, maintaining and operating of road, highway project, bridge, express ways, Intra-urban roads and/or peri-urban roads like ring roads and / or urban by-passes, fly-overs, bus and truck terminals, subways, port, inland waterways and inland ports, water supply project, irrigation project, sanitation and sewerage system, water treatment systems, solid waste management system or any other public facility of similar nature.

d) To carry on the business of developing, maintaining and operating construction and development of housing projects either individually or as joint venture with any other company/firm/individual/consultant whether local or foreign.

e) To carry on the business of developing, maintaining and operating of airport, carry out detailed studies for the airport project inclusive of physical/engineering surveys and investigation, concept planning, detailed master planning, detailed design and engineering and all such Activities that together provide the basis for the implementation of the project.

f) To carry on the business of leveling of paving work and to build, construction and repair of railways, waterways, electrical/mechanical, electronic works, tunnels, wharves, canals, reservoirs, embankments, tanks, aqueducts, ports, marine drainage, piers,

docks, water works, drainage works, light houses, power houses, irrigation, reclamations, sewage drainage, sanitary, water, waste gas, electric lights, telephonic, telegraphic, television installations and power works, hotels, water-houses, markets, bazaars, places of amusements, pleasure grounds, parks, swimming pools, water sewage and effluent plants, dairies, furnaces, saw mills, crushing works , hydraulic works, tanneries, factories, mills, industrial structures, floor and to do all kinds of excavating, dredging and digging work to make all kinds of iron, steel, wood, glass, machinery, and earth construction to design devise, decorate plan model and to furnish labour and all kinds of materials to supervise construction or other work.

g) To carry on the business of buying, selling or lease-holding the lands, buildings, flats both commercial and residential, agricultural farms and other immovable properties in Zimbabwe or abroad and collect rent and income thereof.

h) To carry on the trade or business of property management, evaluation (furniture, land, building, mines), to improve , develop and turn to account any land acquired or leased by the company or in which the company is interested, including the provision of purchase, lease or otherwise acquire farms, lands, buildings, factories, flats, and all other property, movable or immovable of whatever tenure and any interest therein, and to create sell and deal in freehold and leasehold properties and to make advance upon the security of farms, land, buildings, and any other property of whatever description, movable or immovable and whatever any trade or business usually carried in connection therewith.

i) To carry on the business or businesses of equipment importers, exporters agents, manufactures, assemblers, distributors, retailers or commission, sellers, hires,

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j) To carry on trade or business (either manufacturing, wholesaling or retailing) importing, exporting, distribution and supply of all types of engineering, hardware equipment

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k) To carry on the trade or business (either manufacturing, wholesale or retail) of general traders, importers, exporters, commodity brokers and general manufactures, together with all or any trade or business usually carried on in connection therewith.

l) To acquire by purchase, lease, exchange, hire, concession, grant, licence or otherwise, lands and property of any nature or interest in the same in Zimbabwe or elsewhere, whatsoever which may seem calculated directly or indirectly to advance the company's interest, and generally to deal with, develop and improve the land and property of the company, and to sell, lease, let, mortgage or otherwise dispose of the land.

m) To carry on the business of manufacturing and repairing materials and equipment for construction industry and to carry out market research and product analysis.

n) To carry on the business of miners, importers and exporters of all types of minerals, precious stones, curio goods, ivory products and all other types of minerals.

o) To take out insurance against risk of loss, damages and contingencies of all kinds and otherwise to obtain or procure indemnity in respect of the same.

p) To provide for the welfare of persons employed or formerly employed by the company or any predecessors (in business or in title) of the company, and the wives, windows and families of such persons by grant of money or other aid or otherwise as the company shall think fit.

q) To open and operate banking accounts and accounts with building societies, Post Office Savings Bank and finance house and to draw, make accept, endorse discounts, execute issue and negotiate cheques, bills of exchange ,promissory notes, bills of lading and other negotiable or transferable instruments.

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r) To borrow or raise or secure the payment of money in such manner as the company may think fit and secure the same or the payment or the performance of debt liability, contract, guarantee or other engagement incurred or to be entered into the company in any way and in particular by the issue of debentures or debentures stock (perpetual or unable) bonds, mortgages of any of the property and rights.

s) To take or hold mortgage, liens and charges to secure payments of the purchase price or any unpaid balance of the purchase price of any of the company's property of whatsoever kind sold by the company or any money due to the company from purchaser and others.

t) Generally to do all such other things as may seem to be incidental or conducive to the attainment of the objects and he exercise of the power of the company.




4. The liability of the members is limited.

5. The capital of the company is **United States Dollars (USD\$65 000 000,00)divided into One Thousand (1 000)ordinary shares of One United States Dollars (USD\$ 1.00) Each**, with power to divide the shares in the capital for the time being into several classes and to attach thereto respectively any preferential, deferred, qualified or special rights, privileges or conditions and with power to increase or reduce such capital or change the denomination of shares and to attach to such subdivided shares or reduced or increase capital any such rights, preferences, conditions or qualifications.

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We the several people whose names, addresses and occupation are subscribed are desirous of being formed into accompany 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 Address	Occupation	Number of Shares	Signature
Bartholomew Chireza 11093 ZENGEZA 4 CHITUNGWIZA ZIMBABWE DIRECTOR		60	
Paul Chifakacha STAND 4509 KNOWE, NORTON ZIMBABWE DIRECTOR		35	
Nyaradzai Chisanduro 12 PASI MANSIONS RUWA ZIMBABWE DIRECTOR		5	

Date at Harare this.....30THDay of.....May.....2002

Witness to the above signatures

Full names:

Taurai Chinguwa

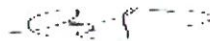
Full Address:

316 New Marimba Park, Harare

Occupation:

Accountant

Signature:



ZIMBABWE
THE COMPANIES ACT (CHAPTER 24:03)
ARTICLES OF ASSOCIATION
OF
GLOBAL FUTURE TECHNOLOGY (PRIVATE) LIMITED
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PRELIMINARY

1. Application of Table A

The regulations contained in Part 1 of Table of the **FIRST SCHEDULE** to the companies Act (Chapter 24:03) shall subject to the deletions, modifications, amendments and additions herein after appearing be the Article of Association of company and in the event of there being any inconsistency between the regulations contained in the PART 1 of Table A and the regulations hereinafter appearing the provisions of latter shall prevail.

2. Modifications

Articles
11,15,24,50,53,55,56,58,62,74,75,78,79,87,88,90,91,92,93,94,95,96,97,98,99,100,101,102,107,113,127,130 and 136 of part I and Part II of table A shall not apply to the company.

3. Definitions

In the Article of Association of the company-

"The Act" means the Company Act (Chapter 24:03)

"The Seal" means the common seal of the company

"Secretary" means any person appointed to perform the duties of the secretaries of the company

"The Office" means the Registered Office of the Company.

Unless the context otherwise require 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

4. Company to be Private Company

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 person who are in the employment of the company and in 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 one hundred (100) Provided that where Two (2) or more persons hold one or more shares in the company jointly they shall for the purpose of this regulations be treated as a single members.
- c. Any invitation to the public to subscribe for any shares or debentures of the company is prohibited.

SHARES

5. Shares Classes

There shall be such number of classes shares to which shall be attached such as the Directors of the company may from time determine such rights may be granted an allotment or subsequently may be subject to the imposition of such duties and obligations as the directors may consider appropriate and the terms and conditions and attached thereof need not be the same for different shareholders in the same class or in different classes.

6. Allotment of shares

The shares in the initial or any increase capital of the Company shall be under the control of the Director who may allot or otherwise dispose of same to such persons and on such terms as the Directors

May think fit with full power to give to any person an option or right to take up any shares and any shares any class of shares either at par or at a premium On such terms and generally with such right, privileged, conditions or restriction and either at par or at premium and such a time and for such consideration as the directors as the directors shall fit.

7. Calls on Shares

In the event of any shares being issued otherwise than as fully paid up the directors in the terms of the issue of such shares shall impose such conditions to calls forfeiture on nonpayment and otherwise as they may consider necessary or desirable and may distinguish between the holders of such shares in the amount of sales to be paid and the terms of payment of such calls (whether on account of the nominal value of the shares or by way of premium).

8. Lien

The company shall have a first and paramount lien on every share (other than paid shares) for all monies (whether presently payable or not) called or payable at affixed time in respect of that share and the company shall also have a first and paramount lien on all shares (other than fully paid shares) standing in the name of single person for all monies presently payable by him or his the company's lien if any, in a share shall extend to all dividends payable thereon

8.1 Transfer and transmission of shares

8.2 The Directors may in their absolute discretion and without assigning any reason therefore decline to register any transfer of any Share whether or not it is fully paid share provided however that any share of a deceased member may be transferred by his Executor, Administrator, Trustees, to any wife or husband, child or children of such deceased member and shares standing in the name of the Executor Administration or trustee for the time being of the Estate of such deceased member.

8.3 Notwithstanding the provision of Articles 5, a share may be freely transferred by shareholders or other person entitled to transfer to any other shareholders selected by the transferor but the event of any shareholders desiring to transfer any share to a person who is not already a shareholder of the company, then the remaining.

Shareholders or such one more of them as may so elect shall have the right or option to purchase from such proposing transferor such at a price to be mutually agreed upon or failing agreement at a price to be fixed as affair price by the Company's Accountant acting as an expert and not as an arbitrator.

9. Bonus Share

It shall be within the power of the company through its directors to issue Bonus shares to any of its members. No such bonus shared shall however be issued by the company unless the financial position of the company is such issue of bonus shares is warranted.

GENERAL MEETINGS

10. Notice of General Meetings

An annual general meetings and a meeting called for the passing of special resolution shall be called by Twenty One (21) days' notice in writing at least and a meeting of the company other than an annual general meeting or a meeting for the passing of a special resolution shall be called by Seven (7) days' notice in writing at least. The notice shall be exclusive of the day on which it is given and shall specify the place, the day and the hour of meeting and in case of special business the general nature of that

Business and shall be given to all shareholders and directors and to the auditors if any of the company at the address applied by these various persons to the company. Provided that a meeting of the company shall withstanding that is called at shorter notice than that specified in this regulation be deemed to have been duly called if it is do agreed-

- a) In the case of a meeting called as the annual general meeting by all the members entitled to attend and a vote thereat and
- b) In the case of any other meeting by majority in number of members having a right to attend and a vote at the meeting being majority together holding not less than Ninety-Five percent (95%) in nominal value of the shares giving that right.

11. Written Resolution

Subject to provision of section 134 of the Act a resolution in writing signed by all members for the time being entitled to receive notice of and to attend and to vote at general meetings (or being corporation by their duly authorized representatives) shall be as valid and effective as if the same had been passed at a general meeting of the company duly convened and held.

12. Quorum

No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Until otherwise determined by the company in general meeting (Two) 2 members present in person or by proxy and entitled to vote shall be quorum.

13. Proceedings at General Meetings

- 14.1 The conduct of proceedings at general meetings shall be directed and controlled by the Chairman appointed by the directors and if the chairman is not preset within fifteen minutes after the time appointed for the holding of the meeting or it is otherwise unwilling to act the directors shall elect one of minutes after the time appointed for the holding of the meeting the members shall choose one of their members to be chairman.

14.2 At any general meeting a resolution out to the vote of the meeting shall be decided on a show of hands unless a poll is (before on or immediately after the declaration of the results of the show of hands) demanded by

- a) The chairman of the meeting or
- b) Any one-member present in person or by proxy

15. **Vote of Members**

Subject to any rights or restriction for the time being attached to any class of shares on a show of hands every member present in person or proxy shall have one vote and on a poll every members shall have one vote for each share for which he is the holder.

16. **Directors Rights at General Meetings**

A director shall be entitled to attend and speak at any meeting of the company whether the holds shares or not but he shall be entitled to vote at such meeting only as shareholders.

17. **Number of Directors**

Until otherwise determined by the company of the company in General meeting the number of directors shall not be less than Two (2) and not more than Six (6).

18. Alternate Directors

Any director from time to time appoint any person who is approved of by the remaining director or directors to act as alternate director in his place during his absence or inability to act as such director. The appointee shall be entitled to notice of meeting of the directors and attend and vote thereat as a director, shall in respect be subjected to the terms and conditions existing with reference to other directors of the company and shall not be entitled to be remunerated otherwise than by the director appointing him

19. Chairman

The directors shall elect a chairman of their meeting who shall also be the chairman of the company and they shall determine the period for which the chairman is to hold office. If the chairman is to hold office if the chairman so elected is not present within five minutes after the time appointed for the holding of any directors meeting, the directors present may choose one of their members to be chairman of that meeting

21. Rotation of Directors

- 21.1 At each annual general meeting of the company all the directors shall retire from office but they shall be eligible for re-election.
- 21.2 The company at the meeting at which the directors retire aforesaid shall fill the vacated office by electing persons thereto and in default any retiring director all offering himself for re-electing be deemed to have been re-elected unless at such meeting it is expressly resolved not to fill vacated office or unless a resolution for their election of such director shall have been out not the meeting and lost.
- 21.3 No person other than a director retiring at the meeting shall be eligible for election of the office of directors at any general meeting unless not less than three (3) days or more than twenty one (21) days before the date appointed for the meeting there has been left with the Chairman or secretary or at the registered office of the company a notice in writing, signed by a member duly qualified to attend and vote at the meeting for which such notice is given of that members intention to propose such person for election and also notice in willingness to be elected.

22. Casual Vacancies

The director shall have power at any time and from time to time to appoint any person to be director either to fill a casual vacancy or as an addition to the existing directors but so that the total number of directors shall not at any time exceed the number fixed in accordance with these regulations.

23. Removal of Directors

The company may by ordinary resolution of which special notice has been given in accordance with section 175 of the Act remove any director from office, notwithstanding anything in any agreement between the company and such director. Such removal shall be without prejudice at any claim such director may have for damages for breach of any contract of service between him and the company.

24. Appointment by Company

The Company may by ordinary resolution appoint another person in place of a director removed from office under the immediately proceedings regulations and without prejudice to the powers of the directors under section 174 the company in general meeting may appoint any person to be director either to fill a casual vacancy or as an additional director.

DIRECTORS- PROCEEDINGS POWER AND DUTIES

25. Conduct of proceedings

The directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, question arising at any meeting shall be decided by the majority of votes. In the case of an equality of votes the chairmen have a second or casting vote. The chairman may and the secretary on the requisition of any other director shall at any time summon a meeting of the directors. It shall not be necessary to give notice of a meeting of directors for the time being absent from Zimbabwe.

26. Quorum

The quorum necessary for the transaction of the business of the directors may be fixed by the directors and until so fixed shall be two (2).

27. Written Resolution

A resolution in writing signed by all the directors for the being entitled to receive notice of a meeting of the directors shall be as valid and effectual as if it had passed at a meeting of the directors duly convened and held.

28. Minutes

The director shall cause minutes to be made in books provided for the purpose:-

- a) Of all appointments of office made by the directors
- b) Of the names of the directors present at each meeting of the directors and of any committee of the directors
- c) Of all resolutions and proceedings at all meeting of the company and of the director and of any committee of directors.

29. Borrowing Powers

The director may exercise all the powers of the company to borrow money and to mortgage or charge its undertaking property and uncalled capital or any off and of issue debentures, debentures stock and other security whether outright or as security for debt , liability or obligation of the company or for any third party.

30. Remuneration and Expenses

The remuneration of the directors shall from time to time be determined by the company such remuneration shall be deemed to accrue from day to day, but even if no remuneration is fixed the director shall be entitled to be reimbursed and proper discharge of their function and such expenses may be met by ad hoc payment the fixing of a general allowance for expenses or both.

31. Gratuities and Pensions

The directors on behalf of the company may pay a gratuity or pension or allowance on retirements to any director who has held any other salaries office or place of profit with the company or it is widow or dependents and may make contributions to any funds and pay premiums for the purchase or provisions of any such gratuity, pension or allowance.

32 Seal

The company may have a seal and the director shall if the company has a Seal provide for its safe custody subject to the provisions of section 104 of the Act the Seal shall only use by authority of the director in that behalf an every instrument to which the Seal shall be signed by a director and shall be countersigned by the secretary or any a second director or some other person appointed by the directors for that purpose.

33. Indemnity

No director or other officer of the company shall be liable for the acts, receipts, neglects or defaults of any other director or officer or for joining in any receipt or other act of conformity or for any loss or expenses happening to the company through insufficiency or deficiency of any security in or upon which any monies of the company shall be invested or lent or for any loss or damages arising from bankruptcy insolvency or delicate act of any person with whom any monies securities effects shall be deposited or for any loss accession by any error of judgments or oversight on his part or for any other loss damages or misfortune whatsoever which shall happen in the execution of the duties of his office or in relation thereto unless the same shall happen through his dishonesty.

We the several people whose names, addresses and descriptions are desirous of being formed into a company in pursuance of these Articles of Association.

Name and Address Occupation

Signatures of the Subscribers

Bartholomew Chireza

11093
ZENGEZA 4
CHITUNGWIZA
ZIMBABWE
DIRECTOR



Paul Chifakacha

STAND 4509
KNOWE, NORTON
ZIMBABWE
DIRECTOR



Nyaradzai Chisanduro

12 PASI MANSIONS
RUWA
ZIMBABWE
DIRECTOR



Date at Harare this.....30^HDay of.....MAY.....2002

Witness to the above signatures

Full names:

Taurai Chinguwa

Full Address:

316 New Marimba Park, Harare

Occupation:

Accountant

Signature:

