

THE COMPANIES ACT 2002 (CAP 212)

COMPANY LIMITED BY SHARES

MEMORANDUM AND ARTICLES OF ASSOCIATION

OF

TMS (EAST AFRICA) LIMITED

Certified true Copy of the Original  
Sign: *Eliezer E. Kileo* Date: *14/6/2021*  
ELIEZER E. KILEO  
P. O. Box 1345, Arusha  
Advocate, Notary Public & Commissioner for Oaths

Drawn by:  
Mohamed Shaban Rweyemamu  
(Subscriber)  
P.O Box 756  
Dar es Salaam

THE COMPANIES ACT 2002 (CAP. 212)

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

TMS (EAST AFRICA) LIMITED



1. The name of the Company shall be **TMS (EAST AFRICA) LIMITED**
2. The registered office of the Company shall be situated in Tanzania.
3. The objects for which the Company is established are:-
  - (i) To carry on business of construction and building contractors and importation of all kinds of construction materials, buying and selling of flats and shops.
  - (ii) To engage and or otherwise carry on the business as general construction equipment importers, installers, to provide hire services of all such equipment, for the electronic and Telecommunications.
  - (iii) To carry on the business as wholesalers on textiles, clothing and footwear.
  - (iv) To carry out business of remedial and others waste management services.
  - (v) To carry out the business of wireless telecommunication activities.
  - (vi) To carry out business of real estates with own or leased property
  - (vii) To carry out the business of post-harvest crops activities
  - (viii) To carry out business of Architectural and engineering activities and related technical consultancy
  - (ix) To carry out business of Power generation, transmission and distribution

**AND IT IS HEREBY DECLARED** that the word "Company" save when used in reference to this Company, in this clause shall be deemed to include any partnership and any other body of persons, whether domiciled in East Africa or elsewhere and the intention is that the objects specified otherwise expressed in each paragraph of this clause shall except where otherwise

expressed in such paragraph be independent main objects and shall in no wise be limited or restricted by a 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 authorised share capital of the Company is Tanzania Shillings 50,000,000/= (Tanzanian Shilling Fifty Million) only at the date of registration divided into 1000 (One Thousand) ordinary shares of Tanzania Shillings 50,000/= (Tanzanian Shilling Fifty Thousand) each with such rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company, and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being is provided by the regulations of the Company.

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

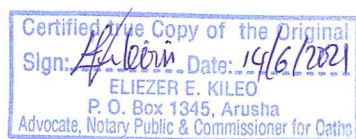
Names, addresses and description of subscribers	No. of shares taken	Signatures
MOHAMED SHABAN RWEYEMAMU P.O Box 756 DAR ES SALAAM ENGINEER	510	
JOHN STEWART HENRY ROGERSON 117 STOCK-PORT MANCHESTER SK6 6AG STOCKPORT, CHESHIRE UNITED KINGDOM ENGINEER	490	

DATED this 17<sup>th</sup> April, 2019

WITNESS to the Signatures above:

Stamp \_\_\_\_\_

Signature \_\_\_\_\_



THE COMPANIES ACT 2002 (CAP. 212)

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION  
OF

TMS (EAST AFRICA) LIMITED

1. Table A shall apply to this company only where these regulations do not provide.

Meanings of words and phrases;

“the Act” means the Companies Act.

“the articles” means the articles of the company;

“the holder” in relation to shares means the member whose name is entered in the register of members as the holder of the shares;

“the seal” means the common seal of the company;

“Secretary” means the secretary of the company or any person appointed to perform the duties of the Secretary of the company.

Unless the context otherwise requires, 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.

**Share Capital and Variation of Rights**

1. The authorised share capital of the Company is Tanzania Shillings 50,000,000/= (Tanzanian Shilling Fifty Million) only at the date of registration divided into 1000 (One Thousand) ordinary shares of Tanzania Shillings 50,000/= (Tanzanian Shilling Fifty Thousand) each.

**Share Certificates**

2. Every member, upon becoming the holder of any shares, shall be entitled without payment to receive within two months after allotment or lodgement of transfer (or within such other period as the conditions of issue shall provide) one certificate for all the shares of each class held by him.

**Lien**

3. The company shall have a first and paramount lien on every share (not being a fully paid share) for all moneys (whether presently payable or not) called or payable at a

fixed time in respect of that share; but the directors may at any time declare any share to be wholly or in part exempt from the provisions of this regulation.

4. The company may sell, in such manner as the directors determine, any shares on which the company has a lien if a sum in respect of which the lien exists is presently payable and is not paid within fourteen clear days after a notice in writing has been given to the holder of the share
5. To give effect to any such sale the directors may authorize some person to transfer the shares sold to, or in accordance with the directions of, the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer.

#### **Calls on Shares**

6. Subject to the terms of allotment, the directors may make calls upon the members in respect of any moneys unpaid on their shares. A call may be required to be paid by instalments.
7. A call shall be deemed to have been made at the time when the resolution of the directors authorizing the call was passed.

#### **Transfer of Shares**

8. The shareholder has a right to transfer any or whole of his shares at any time to another person. The others shareholders in the Company must be give a first priority under this clause.
9. The director may refuse to register the transfer of a share, which is not fully paid to a person of whom they do not approve and they may refuse to register the transfer of a share on which the company has a lien or contravene clause 10 above.

#### **Transmission of Shares**

10. In case of the death of a member, the survivor or survivors of the deceased or the personal representatives of the deceased, shall be the only persons recognized by the company as having any title to his interest in the shares; but nothing herein contained shall release the estate of a deceased member from any liability in respect of any share which had been held by him.

#### **Forfeiture of Shares**

11. If a call remains unpaid after it has become due and payable, the directors may give to the person from whom it is due not less than fourteen clear days' notice requiring payment of the amount unpaid, together with any interest which may have accrued. The notice shall name the place where payment is to be made and shall state that if

the notice is not complied with, the shares in respect of which the call was made will be liable to be forfeited.

12. If the notice is not complied with, any share in respect of which it was given may, before the payment required by the notice has been made, be forfeited by a resolution of the directors to that effect and the forfeiture shall include all dividends or other moneys payable in respect of the forfeited shares and not paid before the forfeiture.
13. Subject to the provisions of this article, a forfeited share may be sold, re-allotted or otherwise disposed of on such terms and in such manner as the directors determine either to the person who was before the forfeiture the holder or to any other person, and at any time before a sale, re-allotment or other disposition the forfeiture may be cancelled on such terms as the directors think fit. Where for the purpose of its disposal a forfeited share is to be transferred to any person, the directors may authorize some person to execute an instrument of transfer of the share in question.
14. A person any of whose shares have been forfeited shall cease to be a member in respect of the forfeited shares and shall surrender to the company for cancellation the certificate for the shares forfeited, but shall remain liable to the company for all moneys which, at the date of forfeiture, were payable by him to the company in respect of the shares.

#### **Alteration of Capital**

15. The Company may by ordinary resolution:-
  - (a) Increase its share capital by new shares of such amount, as the resolution prescribes;
  - (b) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
16. Subject to the provisions of the Act, the company may by special resolution reduce its share capital.

#### **Meeting**

17. The company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the company and that of the next.
18. All general meetings other than annual general meetings shall be called extraordinary general meetings which shall be convened on such requisitions at any time by shareholders. Shareholders may make any resolution regarding the operation and business of the Company in this meeting.

**Notice of General Meetings**

- 19. Every general meeting shall be called by twenty-one clear days notice in writing. The notice shall specify the time and place of the meeting and the general nature of the business and, in the case of an annual general meeting, shall specify the meeting as such;

Provided that a meeting of the company may be called by shorter notice if it is so agreed

- 20. Subject to the provisions of the articles and to any restrictions imposed on any shares, the notice shall be given to all the members

**Proceedings at General Meetings**

- 21. 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; Third quarter of persons entitled to vote on the business to be transacted, each being a member or a proxy for a member or a duly authorized representative of a corporation shall be a quorum.
- 22. At any general meeting a resolution put to the vote of the meeting shall be decided on a secret ballot.
- 23. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a casting vote in addition to any other vote he may have.

**Votes of Members**

- 24. No member shall be entitled to vote at a general meeting or at a separate meeting of the holders of any of shares in the company unless all calls or other sums presently payable by him in respect of shares in the company have been paid.
- 25. On a poll votes may be given either personally or by proxy. A member may appoint more than one proxy to attend on the same occasion.
- 26. The instrument appointing proxy shall be in writing executed by or on behalf of the appointer or of his attorney duly authorized in writing, or, if the appointer is a corporation, either under seal, or under the hand of an officer or attorney duly authorized. A proxy need not be a member of the company.
- 27. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:  
“.....Limited.....”

I/We, ..... of ..... , being .....  
 ..... A Member/members of the above  
 named company, hereby appoint ..... Of  
 ..... of failing him, of .....  
 As my/our proxy to vote for me/us on my/our behalf at the (annual or extraordinary,  
 as the case may be) general meeting of the company to be held on the  
 ..... day of ..... , and at any adjournment thereof.  
 Signed this ..... day of ..... 201....”

28. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:

“ ..... Limited .....  
 I/We, ..... of ..... , being  
 ..... A  
 Member/members of the above named company, hereby appoint  
 .....  
 Of ..... of failing him, of ..... ”

As my/our proxy to vote for me/us on my/our behalf at the (annual or extraordinary,  
 as the case may be) general meeting of the company to be held on the  
 ..... day of ..... , and at any adjournment thereof.  
 Signed this ..... day of ..... 201....”

This form is to be used \* in favour of/against resolutions {1/2/3 etc.}. Unless otherwise instructed, the proxy will vote as he thinks fit or abstain from voting.

29. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

**Directors**

30. The number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum of association or a majority of them and until such determination **MOHAMED SHABAN RWEYEMAMU AND JOHN STEWART HENRY ROGERSON** shall be the first directors. Unless otherwise determined by ordinary resolution, the number of directors shall not be subject to any maximum but shall be not less than two.

**Powers and Duties of Directors**

31. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the company shall be managed by the directors, who may exercise all the powers of the company.
32. The directors may by power of attorney appoint any person to be the attorney or agent of the company for such purposes and on such conditions as they determine, including authority for the attorney or agent to delegate all or any of his powers.
33. The directors may exercise all the powers of the company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the company or of any third party.

#### **Directors' Appointments and Interests**

34. The directors may appoint one or more of their number to the office of managing director or to any other executive office under the company and may enter into an agreement or arrangement with any director for his employment by the company or for the provision by him of any services outside the scope of the ordinary duties of a director. Any such appointment, agreement or arrangement may be made on such terms as the directors determine and they may remunerate any such director for his services as they think fit.
35. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed in such manner as the directors shall from time to time by resolution determine.

#### **Minutes**

36. The directors shall cause minutes to be made in books kept for the purpose -
  - (a) Of all appointments of officers 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 meetings of the company, of the holders of any class of shares in the company, and of the directors, and of committees of directors.

#### **Remuneration and Expenses**

37. The remuneration of the directors shall be determined by ordinary resolution of the company and, unless the resolution otherwise provides, such remuneration shall be deemed to accrue from day to day.

#### **Disqualification and Removal of Directors**

38. The office of director shall be vacated if the director -

- (a) Died
- (b) If all directors agrees mutually
- (c) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (d) becomes of unsound mind; or
- (e) resigns his office by notice in writing to the company; or

#### **Appointment and Retirement of Directors**

39. The company may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or to be an additional director.

40. The company may by ordinary resolution, of which special notice has been given, remove any director before the expiration of his period of office notwithstanding anything in these articles or in any agreement between the company and the director. Such removal shall be without prejudice to any claim the director may have for damages for breach of any service contract with the company.

41. The company may by ordinary resolution appoint another person in place of a director removed from office to fill a vacancy or as an additional director.

#### **Proceedings of Directors**

42. Subject to the provisions of the articles, the directors may regulate their meetings as they think fit. Questions arising at a meeting shall be decided by a majority of votes. In case of an equality of votes, the chairman shall have a second or casting vote.

43. Directors of the Company shall at any time develop Policies, procedures and guidelines of running the business of the Company.

44. A resolution in writing, signed by all the directors entitled to receive notice of a meeting of the directors, or of a committee of directors, shall be as valid and effectual as if it had been passed at a meeting of the directors or (as the case may be) a committee of directors duly convened and held, and may consist of several documents in the like form each signed by directors.

#### **Secretary**

45. The Secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

#### **The Seal**

46. The seal shall only be used by the authority of the directors or of a committee of the directors authorized by the directors. The directors may determine who shall sign

any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary

#### **Dividends and Reserve**

47. The company may by ordinary resolution declare dividends in accordance with the respective rights of the members, but no dividend shall exceed the amount recommended by the directors.
48. The directors may from time to time pay to the members such interim dividends as appear to the directors to be justified by the profits of the company available for distribution.
49. The directors may, before recommending any dividend, set aside out of the profits of the company such sums as they think proper as a reserve or reserves which shall, at the discretion of the directors, be applicable for any purpose to which the profits of the company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the directors may from time to time think fit.

#### **Accounts**



50. The directors shall cause proper books of account to be kept with respect -
  - (a) all sums of money received and expended by the company and the matters in respect of which the receipt and expenditure takes place;
  - (b) all sales and purchases of goods by the company; and
  - (c) The assets and liabilities of the company.
51. The books of account shall be kept at the registered office of the company, or such other place or places as the directors think fit, and shall always be open to the inspection of the directors.
52. The directors shall, in accordance with sections 153, 155 and 159 of the Act, cause to be prepared and to be laid before the company in general meeting such profit and loss accounts, balance sheets, cash flow statements, group accounts (if any) and reports as are referred to in those sections.
53. In accordance with section 163 of the Act, the copy of the company's annual accounts to be laid before the company in general meeting together with a copy of the director's report and the auditor's report shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of, the company. Provided that this regulation shall not require a copy of those documents to be sent to any person of whose address the company is not aware or to more than one of the joint holders of any shares or debentures.

### Winding Up

54. If the company is wound up the liquidator may, with sanction of a special resolutions of the company and any other sanction required by the Act divide amongst the members in specie the whole or any part of the assets of the company and may, for that purpose, set such value as he deems fair upon any property to be divided and may determine how such division shall be carried out as between the members or different classes of members.

### Indemnity

55. Subject to the provisions of the Act, but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor 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 in connection with any application under section 481 of the Act in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the company.

Names, addresses and description of subscribers	No. of shares taken	Signatures
MOHAMED SHABAN RWEYEMAMU P.O Box 756 DAR ES SALAAM ENGINEER	510	
JOHN STEWART HENRY ROGERSON 117 STOCK-PORT MANCHESTER SK6 6AG STOCKPORT, CHESHIRE UNITED KINGDOM	490	


DATED this 17<sup>th</sup> April, 2019

WITNESS to the Signatures above:

Stamp \_\_\_\_\_

Signature 



Certified true Copy of the Original  
 Sign:  Date: 16/6/2018  
 ELIEZER E. KILEO  
 P. O. Box 1345, Arusha  
 Advocate, Notary Public & Commissioner for Oaths