

THE COMPANIES ACT  
ACT No. 12 OF 2002

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COMPANY LIMITED BY SHARES

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MEMORANDUM AND ARTICLES OF ASSOCIATION

OF

ATLAS BRICKS CO. LIMITED

DRAWN BY:

TARAGWA MICHAEL NYANG'ANYI, (ADVOCATE)

P.O.BOX 77567

DAR ES SALAAM

**THE COMPANIES ACT, 2002**  
**COMPANY LIMITED BY SHARES**  
**MEMORANDUM OF ASSOCIATION**  
**OF**  
**ATLAS BRICKS CO. LIMITED**

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1. The name of the company is **ATLAS BRICKS CO. LIMITED**
2. The registered Office of the company will be situated in Tanzania.
3. The objects for which the company is established are:-
  - a. To carry on business as a general commercial company to do all such things as are incidental or conducive to the carrying of any trade or business by it.
  - b. To carry out the business of manufacturing and selling of burned bricks and tiles
  - c. To carry on the business of selling and roof sheets and corrugated sheets
  - d. To carry on the business of manufacturing and selling of tiles of roof, pedestrian road bricks
  - e. To carry out the business of milling, extracting/or processing cassava, millet, sorghum, rice, maize, wheat, gram, groundnuts, beans, oil-seeds or other cereal or roots to get flour, cooking-oil, animal feeds and/ or other consumable products there from.
  - f. To carry out the professional office and home cleaning and maintenance, cleaning and messengers' duties to Government, governmental departments, offices, companies, public or private institutions, individual and any other organization all over the world.
  - g. To carry on the business of sanitation, sewerage works, solid waste management and any other activity related thereof.
  - h. To carry on business of energy equipment suppliers, agro chemical and veterinary drugs suppliers, medical shops, dispensaries and hospitals,

pharmacy, agriculture and farm inputs suppliers, metal fabrication works, gemstone dealers, industrial services and office equipment suppliers.

- i. To engage in and or otherwise carry on the business of landscapers and sale of live nursery product, environmental protection and management, financial management, sanitary services, super cleaners, removal treatment contractors, rural, urban and community centers cleaners, to be professional sanitary services contractors, promoters of health in governmental departments, offices, companies, public and private institutions, individuals, and any other organization all over the world.
- j. To carry on or any of the trades and business of fruit farming, sheep farming, planters, glazier, breeders of the dealers in livestock, market gardeners, arbor culturists, agriculturists, horticulturists and dairymen and any other trade or business in connection with arboriculture, agriculture or horticulture.
- k. To carry on business as financier, capitalists, bankers, commercial agents, mortgage brokers, financial agents, advisory, exporters and importers of goods and merchandise and merchants generally.
- l. To carry on the business of financial analysis, financial business liquidation services, capital investments, funds raising, financial clearing houses, organization of collection, financial consultancy, credit bureau, debt collection agencies, deposits of valuables, financial evaluation, fiduciary, financial information, financial management, financial sponsorship, fiscal assessments, stock exchange quotations, stock and bonds brokerage, fiscal valuations, drawing up of statements of accounts, accounting, business appraisals, book-keeping and cost price analysis.
- m. To carry on the business of discounting, dealing in exchanges in specie and securities and to invest money in such manner as may from time to time be thought proper and to act as agents for the sales and purchases of any stocks, shares or securities, or for any other monetary or mercantile transaction and to carry on business as capitalists and financiers and to securities and to tender for and farm revenues, taxes, privileges, dues, customs and duties of any state, municipality, authority or person and to conduct for public and private loans and to act as executors and trustees of will settlements and trust deeds of all kinds made by customers and others effect, guarantee, underwrite, undertake, participate in, manage and carry out any issue, public or private, of state, municipal or other loans, or of shares, stocks, mortgage/debentures or

mortgage/debenture stock of any company, corporation or association, and to lend money for the purpose of any such issue.

- n. To engage in advertising, marketing, promotion, consultancy, telecommunication equipment and contractual jobs regarding cellular operations, services and surveys, professional publishers, producers of newspapers, bulletions, journals, periodicals, magazine, programmer, advertisements, to be promoters and financiers of publicity and/or publications, newspapers, to offer and or render communication services, transport facilities, telephones, telex, telefax, audio visual films, to be news collector, editors, disseminators, television, radio broadcasting, buyers, sellers, importers, distributors, suppliers of all kinds of photographic equipment, story books and or booklets, pictorial albums, to be consultants, promoters.
- o. To carry on the business of carpeting, interior designers, contractors, and decorators, curtain and sofa set makers, woodwork and furniture dealers, importers, exporters and makers, woodwork and furniture repairs and dealers in household, hotel, hospitals, public residentially and office, camping and gardening furniture, fixtures and fittings and furniture requisites, utensils and trimmings, vehicles, carriage, boat ship, aircraft and rocket furniture fixtures and to publish and sell all types of journals in relation to furniture and woodwork in the United Republic of Tanzania.
- p. To carry on all or any business as sellers, buyers, importers, packers, suppliers of printers, printing inks, duplicate inks, copying ink, importers, sellers and supplier of printing products and supplies and color mixing and matching machines and equipment.
- q. To carry on the business of decorators, secretarial services, book binding, duplication and telephone services and agent for telecommunication manufactures, stationers, suppliers of office equipment, school materials, hospital equipment, book and furniture.
- r. To carry on the business of supplying stationery, office equipment, writing materials, teaching aids and other educational establishment and as agents, school uniforms and stationers in all their business and to buy and sell stationery, office requirements and equipment, all types of books, sundry goods and to act as general merchants and commission agents of printing and binding and manufacture stationers and other requirements.
- s. To carry on the trade or business of bonded warehousemen, removers, stores, packers and carriers of personal property of every description,

clearing and forwarding agents and to issue warrants to persons warehousing goods with the company, and to lend money upon the security of goods.

- t. To carry on the business of fumigators, vacuum cleaners, steam cleaners, carpet cleaners, window shop, offices, club hotel, theatre cleaners, vermin and insects destroyers and generally to undertake cleaning and fumigation of any kind.
- u. 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, railways, shipping and forwarding agents, truckers, warehousemen, wharfingers, vehicles, lorry proprietors, bonded Carmen, common Carmen and agents for transport of every description.
- v. To carry on the business of importers, sellers of all kinds of spacer in relation to equipment, to fight fire outbreaks and apparatus spares, training of customers as how to utilize the fire control devices and other related technology and fire security system.
- w. To carry on the business of whole-sellers or retailers, stocking of all carbon-dioxide and other chemicals relating to firefighting sanity technology with a view to curb fire outbreaks.
- x. To carry on the business of mail courier in Tanzania and outside the country.
- y. To carry on the main business of providing courier services, for delivering mail and parcels to and from the Government, individual persons, offices, shops factories, schools, hospitals, non-Government offices by road, water, rail or by air or by any means, any kind and other related services and or ancillary thereto.
- z. To carry on the business of color design, decorators, secretarial services, book binding, duplication and telephone services and agent for telecommunication manufactures, stationers, suppliers of office equipment, school materials, hospital equipment, books and furniture.
- aa. To carry on the business of clearing and forwarding agents, commission agents, transporters, freighters, haulers, customs bonded warehouse and godown keepers, cargo and travel agents, insurance agents, tourist agents, manufactures' representative, road contractors, cargo

superintendents, packers, machinery haulage specialists, warehousemen, engineers and electricians.

- bb. To carry on the business of collecting and proving commercial information on marketing, purchasing, distribution and supplies trends and international monetary markets.
- cc. To carry on the business of planners, consultants, supervisors, managers, initiators, promoters and investors in any business.
- dd. To carry on the business as general maintenance and service providers, suppliers of all sorts and types of goods and services to individuals, offices, industries, shops, schools, factories, hospitals, army, military, ministries and all other Government offices, universities and all other places where the services of a supplier are needed.
- ee. To safeguard the environment, emission and monitoring and control systems, and to handle waste management in the environment, maintain good disinfection, fumigation chemicals, cleaning detergents, chemicals for cleaning compounds, detergents, acids, soaps, disinfectants, water or otherwise, offices, warehouses, hotels, halls, stores, godown and buildings of every kind and description; and to rebuild, covert, re-erect, renovate and paint residential and commercial buildings and to plant flowers on lawns, gardens or within the buildings, houses and offices.
- ff. To engage in and or otherwise carry on the business of environmental protection and management, super cleaners, gardeners, garden designing, manpower supply, financial management, sanitary services, landscapers, removal treatment contractors, rural, urban and community centers cleaners, to be professional sanitary services contractors, promoters of health services in governmental departments, offices, companies, public or private institutions, individual and any other organization all over the world.
- gg. 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, require, 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.

- hh. To carry on the business as general traders, suppliers, merchants, stockiest, wholesalers, retailers, and dealers in all types of electrical goods, hardware, building materials, spare parts and maintenance, tires, tubes, tools and accessories for all types of automotive, motor vehicles, agricultural machinery, implements, equipment, all kind of industrial projects machinery and equipment, timber, fishing gears, groceries, computers, office equipment, cooking oils, foodstuffs, cosmetics, oils, paints, spirits sheets, hinges, screws, iron monger, textiles piece goods, all types of leather goods, shoes, bags and other similar goods.
- ii. To establish the services of incinerators and combustion equipment waste management in town centers, thermal technology, waste handling, environmental hygiene services, fumigation of buildings, schools, hotels, cleaning services, environment maintenance, garden maintenance, solid management, flower arrangement and cleaning the buildings, offices, and also beautification of buildings and deal in all materials related to the above mentioned businesses.
- jj. To carry on the business of establishing and running supermarkets, third party agent, sellers (LUKU), department stores, shopping malls, provision stores, groceries and shops of all kinds and description and generally to deal with such activities.
- kk. To carry on the business as manufacturers, principals or agents representative of importing, exporting, selling, buying, distributing of motor cycles, motor vehicles, bicycles, cars, trucks, lorries, or other vehicles, motor cycles, Howo Brand motor vehicles spares and parts of all descriptions, railway, fuel and other oils, petroleum of all kinds and other spares, accessories, motor cycles, bicycles, tractors, mining equipment, fishing gears, agricultural and industrial machinery and equipment, new and second hand spare parts and accessories and generally to deal with all types of motor spare parts and industrial and agricultural machinery and parts, electronic goods and accessories thereof.
- ll. To carry on the business of spare parts for different types of machines and instruments including motor cycles, bicycles, motor cycles, cars, trucks, lorries, or other vehicles, agricultural implements, mining implements and any other machinery, tool maker, mechanics, welding, fabrication, metal workers, boil makers and any other kind of machine whatsoever.

- mm. 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 periodicals, brochures and books and any other reading materials.
- nn. To provide services on escorting cash, goods, raw materials and various items on transit and any other business related to these.
- oo. To own special trucks and vehicles and equipment to enable the company carry on its business.
- pp. To raise security dogs, horses or any other animals for purposes of the business of the company.
- qq. To conduct investigations in private lives of clients and make thereof on hire confidential surveillance reports, investigate or hire commercial business sector with similar work. To conduct private investigation claims, commercial frauds and liabilities, the investigation will be done by writing, photographic, electronically, nature technological, investigator gadgets to other agencies.
- rr. To train personnel and to offer consultancy services on matters government organization, private company, institutes, colleges and schools, private persons and their premises. The company will engage on the business of general and specialized investigations of legal defense in civil as well as criminal cases dully instituted in court of tribunal legally constituted as well investigation of human rights abuse.
- ss. To carry on business as dealers and distributors of security alarms and systems, security technologies, CCTV, Biometric access controls, revolving doors, boom GAT, siren, fire alarms, fire getting equipment, fire extinguishers and apparatus, safety devices, safes, locks, security devices of all kinds including radios, telephones, electric wires, television radar's, electronic rays and other electrical equipment, flares, signal rockets, guns, firearms ammunition, explosives, steel helmets, bullet proof vests, armored glass, armored cares, armored plantings, batons and all other types of weapons for self-defense, security clocks both mechanical and electrical steel gates, burglar bars fencing and all other matter necessary in connection with such business.

- tt. To carry on the business of heavy duty equipment and machinery after sales services and sale of parts and components thereof.
- uu. To carry on the business as suppliers of heavy duty machines and equipment for loading, transporting and offloading of heavy loads for civilian and military use.
- vv. To carry on the business as importers, sellers, suppliers and hires of heavy duty machines and equipment for mining sites, gas and petroleum exploration sites and electrification projects.
- ww. To carry on the business of real estate affairs; apartment house management; apartment renting of real estate leasing of; real estate agencies; real estate appraisal; real estate brokers; real estate management; rent collection; rental of offices, real estate renting of apartments; renting of flats.
- xx. To carry on the business of dealing in importing, exporting, marketing, manufacturing, stocking, buying, selling whether by wholesale or retail of various categories of goods and merchandise, and to act as insurance agents, commission agents, brokers and manufacturers, representatives in all fields. To be agent of foreign company and 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.
- yy. To carry on the business of general traders, merchants, manufacturers' representatives and to buy, sell, hire, manufacture, barter, trade and deal in property, mechanical machine shops, spare parts and machinery of every description, goods and articles and merchandise of all kinds and to transact any and every description of agency, insurance agents, commission, distribution, marketing, commercial, industrial, manufacturing, mercantile, insurance and financial business.
- zz. To carry on the business and act as managers of investments and investment company, real estate agents, property managers, developers, valuers, decorators, engineers and to generally be able to carry out activities of any description with regards to land, property and real estate, investment in any type of property, buildings, lands, securities, bonds, shares and any property act as a holding company with subsidiaries and invest in any projects as the company may think fit.

- aaa. To carry on the business of marketing ,services ,consultancy and selling of all types of information technologies, computer system, conference systems, telecommunication systems, security systems ,public address system, data communication and train, research, install and after sale services 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.
- bbb. To carry on business as general food processors, to be general suppliers of food stuffs and agricultural crops, grain millers, food mixers, general exporters of fresh fruits, vegetables and flowers, to act as agents of buying and selling all kinds of food staffs, agricultural equipment of every description, and generally to deal in any other business connected therewith.
- ccc. To engage in and carry out the business of proprietors and managers of food outlet, hotels, restaurants, cafes, road houses, motels, safari and holiday camps, caravan sites, quest houses, apartment housekeepers, refreshments, and tea rooms, milk and snacks bars, tavern, beer house and lodging housekeepers and to provide food and catering services to individuals, private and public institutions and to industrial and business concerns.
- ddd. To promote tourism in Tanzania and elsewhere in the world, tourism industry, to carry on business of travel and tourist agents and tour operators, car hire, hotel bookings, air ticketing, promote facilitate travelling 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.
- eee. To purchase or acquire freehold, leasehold or other immovable property and movable property generally and also rights, privileges and easements over or in respect of any property movable or immovable, and to pay for the same in cash or in any other manner agreed upon, and to take over and assume liabilities for payments of all money owing whatsoever under and by virtue of any mortgages, charges or other existing and charged upon any and all such property as may be purchased at any time by the company from any Government, person, firm or company and to do all things and execute such documents and deeds as may be necessary to that end.

- fff. To advance money to any person or persons or corporations, either with or without interest upon the security of freehold or leasehold property by way of mortgage, or upon marketable security and in particular to advance money to shareholders in the company and others, upon the security of or for the purpose of enabling the person borrowing the same to effect or purchase, or enlarge or repair any house of building or to purchase the free simple or any term or terms of years of any property in Tanzania, or elsewhere upon such terms, and conditions as the company may think fit.
- ggg. 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 therein.
- hhh. 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.
- iii. To purchase, take or lease or 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.
- jjj. 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.
- kkk. 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.
- lll. To act as agents for sale and purchase of any stocks, shares or securities or for any other monetary or mercantile transactions.

- mmm. To act as executors and trustees of wills and settlements made by customers and other s and undertake and execute trusts of all kind.
- nnn. 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 through agents, subcontractors, trustees and otherwise.
- ooo. 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.
- ppp. To accept for safe custody and keeping of customers of the company all kinds of securities valuable and things.
- qqq. To lend money on any terms that may thought fit, and particularly to the customers or other person or corporations having dealing with societies and to give any guarantees that may be expedient.
- rrr. 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.
- sss. 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.
- ttt. 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.
- uuu. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of lading, warrants, debentures and negotiable or transferable instruments.
- vvv. 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.

- www. To obtain any provisional order, act 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 proceedings or applications which may seem calculated, directly or indirectly to prejudice the company's interest.
- xxx. 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.
- yyy. To transact or carry on all kinds of agency business and in particular in relation to the investment of money, the sale of property, and the collection and receipt of money.
- zzz. To institute, promote and undertake any education work or training which may be advantageous to the company or conducive to the welfare of its employees and to pay or distribute to the expense of such education or training aforesaid and to operate direct or indirect nursery schools, primary schools, secondary schools and colleges.
- aaaa. To export whole frozen fish, fillets, fish, skins, gills bones and fish wows and to carry on business of product, growers, produces, distributors and suppliers of all type of high quality seeds of cash crops, food crops, fruits and vegetables.
- bbbb. To operate factory or industrial of nature fresh food, fresh juice, fresh natural water, milk and all agricultural products and livestock products.
- cccc. To carry on the business of dairy farms, farmers, grazers, breeders of and dealers in cattle, sheep, horses, pig, goats, poultry and other animals, feel-mongers, tuners, manufacturers of preserved meat, dealers in hides, fat, tallow, geese, offal and other animal products, dealers in producers and dairy farm and garden produce of all kinds and in particular milk, creams, butter, fat, cheese, poultry and eggs, yogurt, ice-cream, fruits and vegetables.
- dddd. To carry on the business of farming in large and small scale, contract farming, to promote marketing of agricultural and improve small scale farmers to fight poverty and educate them on good farming practices so that they get good harvest and improve their life standards.

- eeee. To engage in engineering works, in the roads and bridges construction, building, electrical works, solar and energy engineering, mechanical engineering, electrics engineering, to be contractors, suppliers of earthworks, paints, machines, motor vehicle and building materials.
- ffff. To carry on the business of civil engineering, telecom engineering, to act as agent of buying and selling all kind of food crops and cash crop, fruits and vegetable, agriculture equipment of every description and generally to deal in any business connected therewith.
- gggg. To carry on all or any of the stationers, printers, cutting papers, car branding, graphic design, roll up stands, lithographers, stereotypes, electrotypes, engravers, photographers, printers, photolithographic, typesetting machine operators, die sinkers, envelope makers, book binders, account book manufacturers, machines, rulers, numerical printers, paper makers, paper baffles and account book makers, box makers, cardboard manufacturers, type of founders, photographers, manufacturers of and dealers in playing, visiting, railways, festivals invitation complimentary and fancy cards and valentine, dealers in parchment stamp, agents for payments of stamps and other duties, advertising agents, designers, screen printing, T-shirts, stickers, draftsman, manufacture of sellers, publishers and dealers in materials used in the manufacture of paper, cabinet makers, file rack makers and dealers in or manufacturers of any other articles or things of a character similar of analogous to the foregoing or any of them or connected therewith and to deal in the manufacture of and sell by wholesale or retail of school chalks and secretarial services.

And it is hereby declared that: -

The word "Company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether corporate or incorporate and whether domiciled in the United Republic of Tanzania or elsewhere.

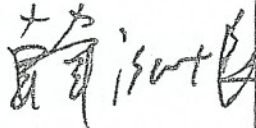

The objects specified in each of the paragraphs of this clause shall be regarded as independent objects, and accordingly shall in no way be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph of the name of the company but may be carried out in as full and ample a manner and construed in as wide a sense as if each.

That the meaning of any general word or words in any paragraph of this clause shall be restricted by being construed ejusdem generis with any particular word or words in the same paragraph.

4. The Liability of the Members is Limited.
5. The capital of the company is shillings **100,000,000/=** (One hundred million) divided into 100 (One Hundred) shares of Tanzanian shillings 1,000,000/= (One Million) 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 there to respectively such preferential, deferred or special rights, privileges, or conditions such may be determined by or in accordance with the Article 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.

Name, Addresses and Description of Subscriber	Number of shares taken by each Subscriber	Signature
HONGYIN HAN P.O BOX 58359, DAR ES SALAAM KIBAHA INDUSTRIAL AREA PLOT NO. 30, HOUSE NO. 11 BLOCK A KIBAHA DISTRICT AREA DAR ES SALAAM	25	
QIZHI HAN P.O BOX 58359, DAR ES SALAAM KIBAHA INDUSTRIAL AREA PLOT NO. 30, HOUSE NO. 11 BLOCK A KIBAHA DISTRICT AREA DAR ES SALAAM	75	

Dated at Dar es Salaam This 03<sup>rd</sup> day of January, 2020.

**Witness to the above signature:**

Name: TARAGWA MICHAEL NYANGANI

Signature: 

Postal Address: BOX 77567 DAR ES SALAAM

Qualification: COMMISSIONER FOR OATHS



**THE COMPANIES ACT NO.12 OF 2002**

**COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION**

**OF**

**ATLAS BRICKS CO. LIMITED**

**PRELIMINARY**

**1. In these Articles —**

"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 expression 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 the 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 addition to substitution shall be the regulation of the company.

## PRIVATE COMPANY

2. The Company is a **Private Company** and accordingly:-
  - a. The right to transfer shares is restricted in manner hereinafter prescribed.
  - b. The number of members of the company (exclusive of persons who are in the employment of the company and of persons who have been formerly in the employment of the company were while in such employment to be the member of the company) is limited to fifty, provided that where two or more persons hold one or more shares in the company jointly they shall for the purpose of this regulation be tested as a single member.
  - c. Any invitation to the 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. Subject to these Articles, any member may transfer all or any of his shares by instrument in writing in any usual or common form or in any other form which the Directors may approve. The instrument shall be executed by or on behalf of the transferor and the transferor shall remain the holder of the shares transferred until the transfer is registered and the name of the transferee is entered in the register of members in respect thereof.
4. The instrument of transfer must be left for registration at the registered office of the company together with such fee, not as the Directors from time to time may require, accompanied by the certificate of the shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer, and thereupon the company shall subject to the powers vested in the Directors by these Articles register the transferee as a shareholder and retain the instrument of transfer.
5. The Directors may decline to register any transfer of shares, not being fully paid shares to a person of whom they do not approve and may also decline to register any transfer of shares on which the company has a lien.
6. Subject to clauses 2, 3, 4 and 5 thereof the rights of members to transfer their shares shall be restricted as follows.
  - a. No shares shall be transferred to a person who is not a member so long as any member of a 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 shares and everyone who may desire to sell

or transfer any such shares any every personal representatives of a deceased shareholder shall give notice in writing to the directors that he desire to make such sell or transfer. Such notice shall constitute the Board of directors 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 part giving such notice and the board, or in case of difference to be determined by the Auditor of the company.

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

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

#### **MEMBERS**

7. The number of members with which the company proposes to be registered is two but the Directors may from time to time register an increase of members.
8. The subscribers to the memorandum of Association and such other persons as the Directors shall admit to membership shall be members of the company.

#### **GENERAL MEETINGS**

9. The Regulation of Companies shall apply the following variations:-

- a. 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 notice of calling it; and not more than fifteen month shall elapse between the date of one annual general meeting of the company and that of the next.
- b. Two members present either personally or by proxy shall form a quorum.
- c. All general meetings other than annual general meetings shall be called extraordinary general meetings.
- d. The Directors may, whenever they think fit, convene an extraordinary, and extraordinary extraordinary general meeting shall also be convened on such requisition, or in default, may be convened by such requisitionists as provided by section 133 of the Act.

#### **NOTICE OF GENERAL MEETINGS**

10. Every general meeting shall be called by twenty-one clear days' notice in writing at the least. The notice shall specify the place, the day and hour of meeting.
11. Subject to the provisions of the Articles, the notice shall be given to all the members, to all persons entitled to a share in consequence of the death or bankruptcy of a member and to the Directors and auditors.

The accidental omission of to give notice of a meeting to or the non-receipt to notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings of the meeting.

#### **PROCEEDINGS OF THE GENERAL MEETINGS**

12. All businesses shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with exception of declaring a dividend, the considerations of the accounts, balance sheets, and the reports of the Directors and auditors, the election in the place of those retiring and the appointment of and the fixing of the remuneration of the auditors.
13. No business shall be transacted at any general meeting unless a quorum of members is preset at the time when the meeting proceeds to business; two-thirds of the Directors, 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.

14. If within half an hour from the time appointed for the meeting quorum is not present, or if during the course of a meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Directors may determine.

#### **VOTE OF MEMBERS**

15. 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 a holder.
16. No member shall be entitled to vote at any general meeting unless all calls or other sums presently by him in respect of shares in the company have been paid.
17. On a poll votes may be given either personally or by proxy.

#### **DIRECTORS**

18. Until otherwise determined by the company in General Meeting the Directors shall not be less than two and not more than seven in number.
19. The remuneration of the Directors shall from time to time determine by the company in general meeting, such may be deemed to accrue from day the Directors shall be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors of any committee of the Directors or general meeting of the company or in connection with the business of the company.
20. The following persons shall be the first Directors to the company:

1. QIZHI HAN
2. HONGYIN HAN

#### **BORROWING POWERS**

21. The Directors may from time to time in their discretion raise or borrow for the purpose of any company's business such sum or sums of money as they think fit.
22. The Directors may secure the repayment of or raise any such sum or sums 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 charged upon the whole or any part of the property and assets of the company or not so charged or in such other way as the Directors may think expedient.

### **POWERS AND DUTIES OF DIRECTORS**

23. The business of the company shall be managed by the Directors who may pay all expenses incurred in promoting and registering the company, and may exercise all such powers of the company as are not, by the Act or by these Articles, required to be exercised by the company in general meeting, subject, nevertheless, to any of these Articles, to the provisions of the Act, and to such regulations, being not inconsistent with the aforesaid Articles or provisions, as may be prescribed by the company in general meeting; but no regulation made by the company in general meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.
24. 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 and other securities whether outright or as security for any debt, liability, or obligation of the company or of any third party.
25. The Directors may exercise all the powers of the company in relation to any official seal for use outside Tanzania and in relation to branch registers.
26. The Directors may from time to time by power of attorney appoint any corporation, firm, or person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the company for such purposes and with such powers, authorities, and discretions (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit and may also authorize any such attorney to delegate all or any of the powers, authorities, and discretions vested in him.
27. All cheques, promissory notes, drafts, bills of exchange, and other negotiable instruments, and all receipts for money paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by any two Directors or in such other manner as the Directors from time to time determine.
28. The Directors shall cause minutes to be made —

- a. of all appointments of officers to be engaged in the management of the company's affairs;
- b. of names of Directors present at all meetings of the company and of the Directors; and
- c. of all proceedings at all meetings of the company and of the Directors.

Such minutes shall be signed by the chairman of the meeting at which the proceedings were held or by the chairman of the next succeeding meeting.

Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares but subject to the Act, shares in the company may be issued by the Directors and any such shares may be issued with such preferred, deferred, or other special rights or such restrictions, whether in regard to dividend, voting, return of capital, or otherwise, as the Directors, subject to any ordinary resolution of the company, determine.

#### **DISQUALIFICATION OF DIRECTORS**

29. The office of a Director shall be vacated if the Director;
  - a. becomes bankrupt; or
  - b. is found to be a 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 Directors for a period of six months without special leave of absence from the other Directors.
  - e. Without the consent of the company in the general meeting holds any other office of profit under the company; or
  - f. Is directly or indirectly interested in any contract with the company and fails to declare the nature of his interest in manner required by the Act.

#### **ALTERATION OF CAPITAL**

30. The company may from time to time by ordinary resolution —
  - a. increase the share capital by such sum to be divided into shares of such amount as the resolution shall prescribe;

- b. consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
  - c. subdivide its shares or any of them into shares of smaller amount than is fixed by the memorandum; so however that in the subdivision the proportion between the amount paid and the amount (if any) unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived;
  - d. cancel shares which at the date of the passing of the resolution in that behalf have not been taken or agreed to be taken by any person or which have been forfeited and diminish the amount of its share capital by the amount of the shares so cancelled.
31. Subject to any direction to the contrary that may be given by the company in general meeting, all new shares shall, before issue, be offered to such persons as at the date of the offer are entitled to receive notices from the company of general meetings in proportion, as nearly as the circumstances admit, to the amount of the existing shares to which they are entitled. The offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may dispose of those shares in such manner as they think most beneficial to the company. The Directors may likewise so dispose of any new shares which (by reason of the ratio which the new shares bear to shares held by persons entitled to an offer of new shares) cannot, in the opinion of the Directors, be conveniently offered under this Article.
32. The company may by special resolution reduce its share capital, any capital redemption reserve fund or any share premium account in any manner and with, and subject to, any incident authorized, and consent required by law.

#### **ALTERATION OR ADDITION**

33. 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.

#### **ALTERNATE DIRECTORS**

34. 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 be subject in all respects to the terms and conditions existing with reference to other Directors and such Alternate Director shall exercise and discharge all the duties of Director whom he represents.
35. Unless otherwise decided by the Directors the quorum necessary to transact business of the Directors shall be two Directors personally present.

#### **SECRETARY**

36. The secretary shall in accordance with the Act 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.

#### **SEAL**

37. The Directors shall provide for the safe custody of the seal, which shall only be used by the authority of the Directors or of a committee of the Directors authorized by the Directors in that behalf, and every instrument to which the seal is affixed shall be signed by a Director and shall be countersigned by the secretary or by a second Director or by some other person appointed by the Directors for the purpose.

#### **ACCOUNTS AND AUDITING**

38. The Directors shall cause proper accounting and other records to be kept and shall distribute copies of balance-sheets and other documents as required by the Act and shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting and other records of the company or any of them shall be open to the inspection of members not being Directors, and no member (not being a Director) shall have any right of inspecting any account or book or paper of the company except as conferred by statute or authorized by the Directors or by the company in general meeting.
39. Auditors shall be appointed and their duties regulated in accordance with sections 170 to 179 of the Act.

## DIVIDENDS AND RESERVES

40. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Directors.
41. 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.
42. No dividend shall be paid otherwise than out of profits or shall bear interest against the company.
43. The Directors may, before recommending any dividend, set aside out of the profits of the company such sums as they think proper as 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 any 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 in the company) as the Directors may from time to time think fit. The Directors may also without placing the same to reserve carry forward any profits which they may think prudent not to divide.
44. Subject to the rights of persons, if any, entitled to shares with special rights as to dividend, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect of which the dividend is paid, but no amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date that share shall rank for dividend accordingly.
45. The Directors may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.
46. Any general meeting declaring a dividend or bonus may direct payment of such dividend or bonus wholly or partly by the distribution of specific assets and in particular of paid-up shares, debentures or debenture stock of any other company or in any one or more of such ways and the Directors shall give effect to such resolution, and where any difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient, and fix the value for

distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustees as may seem expedient to the Directors.

47. Any dividend, interest, or other money payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members or to such person and to such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent. Any one of two or more joint holders may give effectual receipts for any dividends, bonuses, or other money payable in respect of the shares held by them as joint holders.

#### **CAPITALIZATION OF PROFITS**

48. The company in general meeting may upon the recommendation of the Directors resolve that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution, and accordingly that such sum be set free for distribution amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportions on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or paying up in full unissued shares or debentures of the company to be allotted, distributed and credited as fully paid up to and amongst such members in the proportion aforesaid, or partly in the one way and partly in the other, and the Directors shall give effect to such resolution. A share premium account and a capital redemption reserve may, for the purposes of this regulation, be applied only in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares.
49. Whenever such a resolution as aforesaid shall have been passed the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalized thereby, and all allotments and issues of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, and also to authorize any person to enter on behalf of all the members entitled thereto into an agreement with the company providing for the allotment to them respectively, credited as fully paid up, of any further shares or debentures to

which they may be entitled upon such capitalization, or, as the case may require, for the payment up by the company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalized, of the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such members.

#### NOTICES

50. A notice may be given by the company to any member either personally or by sending it by post to him at his registered address, or, if he has no registered address in Tanzania, to the address, if any, in Tanzania supplied by him to the company for the giving of notices to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting on the day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post.
51. A notice may be given by the company to the joint holders of a share by giving the notice to the joint holder first named in the register of members in respect of the share.
52. A notice may be given by the company to the persons entitled to a share in consequence of the death or bankruptcy of a member by sending it through the post in a prepaid letter addressed to them by name, or by the title of representatives of the deceased, or assignee of the bankrupt, or by any like description, at the address, if any, in Tanzania supplied for the purpose by the persons claiming to be so entitled, or, until such an address has been so supplied, by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.
53.
  - i. Notice of every general meeting shall be given in any manner hereinbefore authorized to —
    - a. every member;
    - b. every person entitled to a share in consequence of the death or bankruptcy of a member who, but for his death or bankruptcy, would be entitled to receive notice of the meeting; and

- c. the auditor for the time being of the company.
- ii. No other person shall be entitled to receive notices of general meetings.

#### **WINDING UP**

54. If the company is wound up, the liquidator may, with the sanction of a special resolution of the company, divide amongst the members in kind the whole or any part of the assets of the company, whether they consist of property of the same kind or not, and may for that purpose set such value as he considers fair upon any property to be divided as aforesaid and may determine how the division shall be carried out as between the members or different classes of members. The liquidator may, with the like sanction, vest the whole or any part of any such assets in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction, thinks fit, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

#### **LIEN**

55. The company shall have a first and paramount lien on every share (not being a fully paid share) for all money (whether presently payable or not) called or payable at a fixed 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) registered in the name of a single person for all money presently payable by him or his estate to the company; but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this regulation. The company's lien, if any, on a share shall extend to all dividends payable thereon.
56. The company may sell, in such manner as the Directors think fit, any shares on which the company has a lien, but no sale shall be made unless a sum in respect of which the lien exists is presently payable, nor until the expiration of 14 days after a notice in writing, stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share, or the person entitled thereto by reason of his death or bankruptcy.
57. To give effect to any such sale the Directors may authorize some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer, and he shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

58. The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue, if any, shall (subject to a like lien for sums not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale.

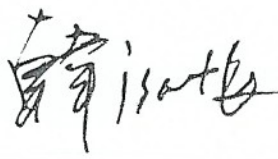
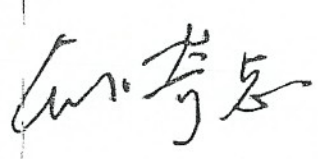
#### **INDEMNITY**

59. 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 favor or in which he is acquitted or in connection with any application under the Act in which relief is granted to him by the Court in respect of any negligence, default, breach of duty or breach of trust.

#### **ARBITRATION**

60. 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 Article 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 Articles or the act. Such differences shall, unless a sole arbitrator be agreed upon, forthwith be referred to the arbitrators be agreed upon, forthwith the referred the arbitration of three (3) arbitrators, one to be appointed by each part and the third to be appointed by the first two or, in the event of failure to agree within thirty (30) days, the procedure laid down in the arbitration Act or any than existing statutory modification or re-enactment thereof shall apply.

The business to be transacted, each being a member of a proxy member or a dully authorized representative of a corporation, shall be a quorum.

Name, Addresses and Description of Subscriber	Number of shares taken by each Subscriber	Signature
HONGYIN HAN P.O BOX 58359, DAR ES SALAAM KIBAHA INDUSTRIAL AREA PLOT NO. 30, HOUSE NO. 11 BLOCK A KIBAHA DISTRICT AREA DAR ES SALAAM	25	
QIZHI HAN P.O BOX 58359, DAR ES SALAAM KIBAHA INDUSTRIAL AREA PLOT NO. 30, HOUSE NO. 11 BLOCK A KIBAHA DISTRICT AREA DAR ES SALAAM	75	

Dated at Dar es Salaam This 03<sup>rd</sup> day of January 2020.

**Witness to the above signature:**

Name: TARAGWA MICHAEL NYANGANI

Signature: 

Postal Address: Box 77567 DAR ES SALAAM.

Qualification: COMMISSIONER FOR OATHS

