

THE UNITED REPUBLIC OF TANZANIA



CERTIFICATE OF INCORPORATION

NO.....

I HEREBY CERTIFY THAT

PAN AFRICA PLASTICS LIMITED

Certified as a True Copy of the Original

Abraham Ted Mwakifuna
Advocate, Notary Public & Commissioner for Oaths

Is this day incorporated under the Companies Act 2002 and that the Company is Limited.

GIVEN under my hand at Dar es Salaam, this day of Two Thousand and Twenty-One

Registrar of Companies

THE COMPANIES ACT, 2002

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

PAN AFRICA PLASTICS LIMITED

Incorporated this day of 2021

DRAWN BY:

Norrah Elibariki Metisho (Advocate)
t/a Lenor Attorneys
Plot no. 764/33 & 765/33
NIC Investment House
7th Floor, Wing "A"
P.o Box 14972
Dar es Salaam.

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Abrahams Ted Mwakifuna

Advocate, Notary Public & Commissioner for Oaths



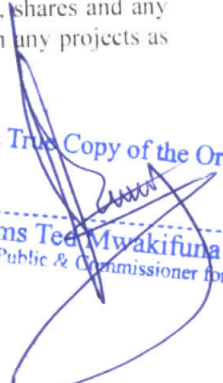
- (h) To engage in and carry out the business of management consultants, proprietors and managers of food and drinks outlet, hotels, restaurants, cafes, road houses, motels, safari and holiday camps, caravan sites, guest houses, apartment housekeepers, refreshment and tea rooms, milk and snacks bars, 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.
- (i) To provide the business of general exporter and importers of goods, urban and suburban passenger land transport, cargo handling, tour operators, travel agents, tourist agents and contractors, insurance, forwarding and general agents, aircraft and ship owners, charters, hotels and hotel management, apartment and lodging house keepers, caterers, advertising agents and generally to facilitate traveling and provide for tourists and travelers or promote and provisions of facilities of every description and in particular by means of booking of travel ticket and hotel and lodging accommodation, providing guides, safe deposits, inquiry bureaux and baggage transport and arranging and operating tours.
- (j) To carry on the business of mixed farming, all types of fishing, cattle ranching, grains and animal feed manufacturing, agricultural equipment suppliers hides, honey and skin sales and processing and to import, export, buy, sell and deal in all kinds of agricultural machinery, plant, implements, tools and accessories, manures, fertilizers and insecticide use in connection with or required for animal husbandry or agriculture.
- (k) To carry on the business as general food processors, packers, to be general suppliers of foods 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 stuffs, agricultural equipments of every description, and generally to deal in any other business connected therewith.
- (l) 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 moneys 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.
- (m) 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.
- (n) To purchase, take on lease and otherwise acquire for investment or resale any estate, land, buildings, easements and other rights and interests in immovable

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THE COMPANIES ACT 2002
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
PAN AFRICA PLASTICS LIMITED

1. The name of the company is "PAN AFRICA PLASTICS LIMITED"
2. The Registered office of the Company will be situated in Tanzania Mainland.
3. The objects for which the Company is established are:-
 - (a) To carry on business of procuring raw materials for the manufacture of PVC Ceilings, Tiles, Printed, embossed & varnish and PVC Profiles, PVC bathroom doors, polymers which include but not limited to Poly vinyl chloride (PVC), Poly propylene ether (PPE), High density ethylene (HDE), marketing and promotion of the same,
 - (b) To carry on the business of manufacturing, marketing and promotion of plastic product which include but limited to water storage tanks, water distribution pipes, storage bins, containers, pet bottles, paint containers, electric fence insulators and insulation materials.
 - (c) To carry on the business of manufacturing and sale of water based paints, solvent based paints, resins oil based polymers, all forms of paints, varnishes for wood, metal and concrete coatings and pigments.
 - (d) To carry on the business of manufacturing and sale of woven poly propylene bags, storage bags, storage sacks for grains, cement, industrial and domestic packaging.
 - (e) To carry on the business of manufacturing and selling of plastic products which include by not limited to buckets containers, water storage tanks, paints, adhesives, glues and laundry detergents, use of blow mould, injection mould and extrusion technology in the manufacturing of plastics and other polymers.
 - (f) To carry on the business of real estate affairs; apartment house management; apartments renting of real estate leasing of; real estate sales management and letting agent; 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.
 - (g) To carry on the business and act as real estate agents, managers of investments and investment company, property managers, developers, valuers, decorators, general engineering 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, general contractors 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.

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- (aa) To draw, make, accept, endorse, discount execute and issue promissory notes, bills of lading, warrants, debentures and negotiable or transferable instruments.
- (bb) 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.
- (cc) To obtain any provisional order, ordinance or act of Parliament for enabling the Company to carry any of it's 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.
- (dd) 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.
- (ee) 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.

That the meaning of any general word or words in any paragraph of this clause shall not 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 500,000,000/= divided into 500,000 shares of Shillings 1,000/= each.

The Company shall have powers to increase its capital and to divide the shares in its capital for the time being into several classes of stock or shares and to attach thereto respectively such preferential, deferred or special rights, privileges, or conditions as may be determined by or in accordance with the Articles of Association of the Company.

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

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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.

- (o) To purchase, take or lease or in exchange, hire or otherwise acquire and hold any state or interest in any lands buildings, easements, rights, licenses secret processes, machinery, plants, stock, in trade and real or personal property of any kind.
- (p) 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.
- (q) 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.
- (r) To act as agents for the sale and purchase of any stocks shares or securities or for any other monetary or mercantile transactions, commission and insurance agent.
- (s) To act as executors and trustees of wills and settlements made by customers and others and undertake and execute trusts of all kinds.
- (t) To do all or any of the above things in any part of the world and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others and either or though agents, sub-contractors, trustees and otherwise.
- (u) 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.
- (v) To accept for safe custody and keep for customers of the company all kinds of securities valuables and things.
- (w) To carry on the business of banking, lend money on any terms that may thought fit and particularly to customers or other person or corporations having dealing with societies and to give any guarantees that may be expedient.
- (x) To advance money to shareholders in the company, and other with 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.
- (y) 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.
- (z) 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.

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THE COMPANIES ACT 2002
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
PAN AFRICA PLASTICS LIMITED

PRELIMINARY

1. In these regulations:-
"The Act" means the Companies Act 2002 of the Laws of Tanzania.

When any provision of the Act is referred to, the reference is that provision is as modified by any law for the time being in force.

Unless the context otherwise requires, the expressions defined in the Act or any statutory modification thereof in the force at the date at which these regulations become binding on the company, shall have the meaning so defined.

Any words importing the singular shall include the plural and vice versa, and words importing the masculine gender shall include females, and the words importing persons shall include bodies corporate, partnership, firms, cooperatives, societies, etc.

The regulations of Companies Act shall not apply to the Company; save in so far as they are varied or excluded hereby, but in case of any conflict between the provisions herein, and the provisions under this regulation the former shall prevail, and in addition to substitution shall be the regulations of the company.

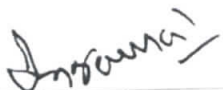
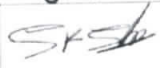


PRIVATE COMPANY

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 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 treated 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.

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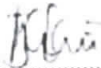
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Advocate, Notary Public & Commissioner for Oaths

Names, Addresses, and Description of Subscribers.	Number of shares taken by each Subscriber	Signature
ABDULSULTAN HASHAM JAMAL P.O BOX 21207 DAR ES SALAAM	40,000	
SHAIK SALEEM P.O BOX 21207 DAR ES SALAAM	30,000	
BARKATALI SABUDIN NATHANI P.O BOX 21207 DAR ES SALAAM	15,000	
ASHIK SHABUDDIN NATHANI P.O BOX 21207 DAR ES SALAAM	15,000	

Dated at Dar es Salaam this 07th day of July, 2020

Witness to the above signatures:

JOSEPHINE MKINI





COMMISSIONER FOR OATHS

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Abrahams Ted Mwaifuna
Advocate, Notary Public & Commissioner for Oaths

- (c) Any ordinary resolution of the company determined without any general meeting and evidenced by writing under the hands of majority of the Directors and of the members of the company holding three - fourths of the issued shares of the company shall be valid and effectual as an ordinary resolution duly passed at a general meeting of the company.

6. DIRECTORS

- (a) Until otherwise determined by the company in General Meeting the Directors shall not be less than two and not more than four in number.
- (b) The following persons shall be the first Directors of the company:-
1. SHAIK SALEEM
 2. BARKATALI SABUDIN NATHANI
 3. ASHIK SHABUDDIN NATHANI
7. The shareholding qualification for Directors may be fixed by the company in General Meeting, and unless and until so fixed no qualification shall be required.
8. The quorum of Directors for transacting business shall, unless otherwise fixed by the Directors, be two.
9. A resolution in writing signed by all the Directors then in Tanzania shall be as valid and effectual as if it had been passed at a meeting of Directors duly called and constituted.
10. The Directors may from time to time borrow or raise any money for the purposes of the Company which may exceed the issued share capital of the company.

BORROWING POWERS

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.

11. 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.

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VOTE OF MEMBERS

12. On a show of hands every member present in person shall have one vote. On a poll every member shall have one vote only for the shares of which he is holder.
13. 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.

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TRANSFER OF SHARES

3. The Directors may in their direction and without assigning any reason thereof refuses to register the transfer of any share to any person who it shall in their opinion be undesirable for any reason whatsoever to admit to membership.
4. Subject to clauses 2 and 3 hereof the right to members to transfer their shares shall be restricted as follows:
 - (a) No share shall be transferred to a person who is not a member so long as any member of any person selected by the Directors as one who 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 and every personal representatives of a deceased shareholder shall give notice in writing to the Directors that he desires to make such sale or transfer. Such notice shall constitute the Board of 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 party giving such notice the party and the board, or in case of difference to be determined by the Auditor of the Company.
 - (c) Upon price 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 his 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 party 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.

5. GENERAL MEETINGS: NOTICE OF GENERAL MEETING AND PROCEEDINGS OF THE GENERAL MEETINGS.

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

- (a) A General Meeting, Ordinary or Extraordinary may with the consent in writing of all members, be convened on a shorter notice than seven days or without notice.
- (b) Two members, present either personally or by proxy shall form a quorum.

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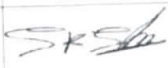


so made shall be as valid and effectual as if originally contained in those articles and be subject in like manner to alteration by Special Resolution.


INDEMNITY

21. Every Director, Managing Director, Agent, Auditor, Secretary and other Officer for the time being of the Company shall be indemnified out of the Assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgement is given in his favour or in which he is acquitted or is in connection with any application in which relief is granted to him by the Court.

ARBITRATION

22. If and whenever any dispute or difference shall arise between the Company and any of the members or their respective representatives touching upon the construction or meaning of any of the Articles 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 arbitration of three (3) arbitrators, one to be appointed by each party and the third to be appointed by the first two or, in the event of failure to agree within (Cap. 15) or any then existing statutory modifications or re-enactment thereof shall apply.

Names, Addresses, and Description of Subscribers.	Number of shares taken by each Subscriber	Signature
ABDULSULTAN HASHAM JAMAL P.O BOX 21207 DAR ES SALAAM	40,000	
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DISQUALIFICATION OF DIRECTORS

14. 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.

SEAL

15. The Directors shall provide for the safe custody of the Seal. The Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors and in the presence of at least two Directors or a Director and Secretary or other person as aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.

ALTERNATE DIRECTORS

16. 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 the other Directors and such Alternate Director shall exercise and discharge all the duties of Director whom he represents.
17. Unless otherwise decided by the Directors the quorum necessary to transact business of the Directors shall be two Directors personally present.

SECRETARY

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

WINDING UP

19. With the sanction of a special resolution of the shareholders any part of the assets of the Company including any shares in other Companies may be divided between the members of the Company in special or may be vested in Trustees for the benefit of such members and the liquidation of the company may be closed and the company dissolved but so that no member shall be compelled to accept any shares whereupon there is any liability.

ALTERNATION OR ADDITION

20. Subject to the provisions of the Act and to those contained in the Memorandum of Association the Company may by Special Resolution make alteration or addition

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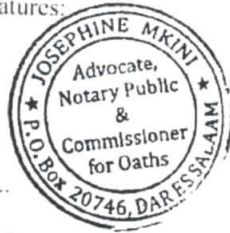

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Abrahams Ted Mwa Tsuna
Advocate, Notary Public & Commissioner for Oaths

Dated at Dar es Salaam this 07 Day of 01 2020

Witness to the above signatures:

JOSEPHINE MKINI



COMMISSIONER FOR OATHS

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