

THE COMPANIES ACT, 2002  
COMPANY LIMITED BY SHARES

MEMORANDUM & ARTICLES OF ASSOCIATION

OF

SEEBEST LED COMPANY LIMITED

Incorporated this ..... day of .....2020

Drawn by

Upendo & Co Advocates

PO BOX 90105 DAR ES SALAAM

**THE COMPANIES ACT CAP 212**  
**COMPANY LIMITED BY SHARES**  
**MEMORANDUM OF ASSOCIATION**  
**OF**  
**SEEBEST LED COMPANY LIMITED**

1. The name of this Company is "SEEBEST LED COMPANY LIMITED".
2. The Registered office of the Company will be situating on the mainland of the United Republic of Tanzania.
3. The purpose for which the Company is established in the transaction of any and all lawful business for which companies may be incorporated in Tanzania, and more particularly the Company shall have powers:
  - i) To carry on the business of manufacturing and trading led bulbs, led related electronic, lamps and lanterns, and other electronic products, .
  - ii) To construct, lay-out, establish, fix and carry out all necessary cables, wires, lines, accumulators, lamps and works and to generate, accumulate, distribute and supply electricity and light and power to cities, streets, docks markets, theatres, buildings and places both public and private.
  - iii) To carry on business of electrical engineers, electricians, engineers, contractors, manufacturers, supplies of and dealers in electrical appliances, cables, wirelines, dry-cells, accumulators, lamps and works and to generate, accumulate, distribute and supply electricity for the purposes of light, heat motive power and for all other purposes for which electrical energy can be employed and to manufacture, and deal in all apparatuses and things required for capable of being used in connection with the generation, distribution, supply accumulation and employment of electricity.
  - iv) To carry on all any of the business of engineers, mechanists, tool makers, wire drawers, radio tube manufacturers, electric lamp and bulb manufacturer of all kinds , shapes, voltages wattage's in their various application ,designs in existence to day or to be invented thereafter and manufacturers of all types of electronic devices in vogue today or to be invented hereinafter.
  - v) To carry on business of electrical, heating and constructional engineers designing and constructing of electric power engineering programs.
  - vi) To buy and sell petrol, oil and petroleum products, new and sued motor vehicles, caravans, trailers, spare parts, accessories, radios, cassette players, citizens' band equipment and other electrical equipment and any goods or equipment capable of being installed in a motor vehicle or associated with a motor vehicle.

- vii) To construct, improve, maintain, develop, manage or control any building, works, factories, roads, railways, siding, bridges, reservoirs water course, wharves, warehouses, electrical works, shops, store and other installations which may seem calculated to advance the company's interest; and contribute to, subsidise, or otherwise assist or take part in the construction improvement, maintenance, development, management or control of them.
- viii) To carry computer Engineering works, supply of computers, network, voice and data.
- ix) To carry fire stopping Engineering works, supply of fire barriers, fire equipment's.
- x) To carry on any other trade or business whatever which can, in the opinion of the Board of Directors, be advantageously carried on in connection with or ancillary to any of the businesses of the Company.
- xi) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.
- xii) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Republic of Tanzania or elsewhere any patents, patent rights, brevets d'invention, license, secret processes, trademarks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.
- xiii) To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorized to carry on or proposing to carry on any of the businesses which the Company is authorized to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for cooperation, or for mutual assistance with any such person, firm or company, or for subsidizing or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.
- xiv) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- xv) To Importing and export mechanical equipments, PVC, XLPE, copper, aluminum, rubber steel products.
- xvi) To invest and deal with the monies of the Company not immediately required in such manner as may from time to time be determined an to hold or otherwise deal with any investments made.

- xvii) To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and surety ships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).
- xviii) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.
- xix) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- xx) To apply for, promote, and obtain any license of authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the company's construction, or for any other purpose which may seem calculated directly or indirectly to promote the company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- xxi) To enter into any arrangements with any government authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.
- xxii) To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.
- xxiii) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem

desirable with respect to any business or operations of or generally which respect to any such company or companies.

- xxiv) To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- xxv) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- xxvi) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.
- xxvii) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- xxviii) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company.
- xxix) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been directors of, or who are or have been employed by or who are serving or have served the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants, and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.

- xxx) To distribute among the members of the Company in kind any property of the Company of whatever nature.
  - xxxi) To procure the Company to be registered or recognized in any part of the world.
  - xxxii) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and wither alone or in conjunction with others.
  - xxxiii) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.
4. The liability of the Members Is limited.
5. The Company's authorized share capital is Tanzanian Shilings One Billion (TShs.1,000,000,000) divided into 10,000 Ordinary shares of Tanzania Shilings 100,000 each.

We, the persons whose names and addresses are subscribed, desire to be formed into a Company, in pursuance of this Memorandum of Association and we respectively agree to take the number fo shares in the Capital of the Company set opposite our respective names.

Naems, Address and Descriptions of Subscribers	Number of shares taken by each subscriber	Signature of Subscriber
<b>LIMEI, TONG</b> Passport No.:E51982504 Address: NO. SG/MB/214, MIGOMBANI, TABATA, ILALA, DAR ES SALAAM, TANZANIA.( Near Segerea Mwisho Bus Stop)	6,000	仝利美
<b>XIAOMING, LYU</b> Passport No.: EE6736718 Address: NO. SG/MB/214, MIGOMBANI, TABATA, ILALA, DAR ES SALAAM, TANZANIA.( Near Segerea Mwisho Bus Stop)	4,000	吕晓明

Dated at Dar es Salaam this 4<sup>th</sup> day of May 2020

Witness to the above signatures:-

Before me:

Name: GEORGE YUDAS MSANGI

Signature: *George Yudas Msangi*

Postal Address: 90105 DAR ES SALAAM

Qualification: ADVOCATE.



**THE COMPANIES ACT No. 12 OF 2002**  
**COMPANY LIMITED BY SHARES**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**SEEBEST LED COMPANY LIMITED**

1. The regulations in Table A in the First Schedule to the Companies Act shall apply to the Company save if the same is repeated or contained in these Articles.

**INTERPRETATION**

2. In these Articles unless the context otherwise requires:

"Act" shall mean the Companies Act, No. 12 of 2002

"Articles" means these Articles of Association of

"Board" means the Board of Directors of the Company or the Directors present at a duly convened meeting of Directors at which quorum has been attained;

"Chairman" means chairman of the company.

"Company" means SEEBEST LED COMPANY LIMITED

"Directors" means the directors for the time being of the company.

"Member" means a registered shareholder in the Company;

"Memorandum" means the Memorandum of Association of the Company.

"Month" means calendar month

"Register" means a book that will be kept by the Company in which the names and addresses, and the occupations, if any, of the members, a share capital a statement of the shares held by each member distinguishing each share by its number, and of the amount or agreed to be considered as paid on the shares of each member are entered;

"Objects" means the objects of the Company;

"Office" means the Registered Office of the Company

"Seal" Means the common seal of the company

"Year" means from 1<sup>st</sup> January to 31<sup>st</sup> December inclusive; and

"Writing" includes printing and lithography and any other mode or modes of representing or producing words in a visible form.

"Tanzania" shall mean the mainland part of the United Republic of Tanzania

The expression "in writing" or "written" shall include words written, printed, lithographed or represented or reproduced in any other mode in visible form;

Words signifying the singular number only shall include the plural number and vice versa;

Words signifying the masculine gender only shall include the feminine gender;

Words importing persons shall include corporations;

Reference to any provision of the Act shall be construed as a reference to such provision as modified or reenacted by any act for the time being in force.

3. Subject as aforesaid, any words or expression defined in the Act shall, except where the subject or context forbids, bear the same meaning in these Articles.

#### **PRIVATE COMPANY**

4. The Company is a Private Company, and accordingly:
  - a) No invitation shall be issued to the public to subscribe for any shares or debentures of the Company;
  - b) The number of the Members for the Company, not including persons who are in the employment of the Company is limited to fifty (50). Provided that, for the purpose of this provision, where two or more persons hold one or more shares in the Company jointly, they shall be treated as a single Member;
  - c) The right to transfer the shares of the Company is restricted in the manner hereinafter provided; and
  - d) No bearer Share Warrant shall be issued.

#### **BUSINESS**

5. Any branch or kind of business which the Company is either expressly or by implication authorized to undertake may be undertaken by the Board at such time or times as it shall deem fit and, further, may be permitted by it to be in abeyance, whether such branch or kind of business may have been actually commenced or not so long as the Board may deem it expedient not to commence or proceed with the same.

132. A copy of every balance sheet, including every document required by law to be annexed thereto, which is to be laid before the Company in General meeting, together with a copy of 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 income notes or debentures of the Company.

## AUDIT

133. Auditors shall be appointed and their duties regulated in accordance with sections 170, and 174 – 179 of the Act.

## NOTICES

134. Any notice or other document may be served by the Company on any Member or Director either personally or by sending it through the post (by airmail where such service is available) in a prepaid letter or by telegram, telex or fax addressed to such Member or Director at his registered address as appearing in the Register of members or the Company's other records, whether such address shall be within or outside Tanzania, or by telegram, telex or fax addressed as aforesaid. In the case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the Register of members and notice so given shall be sufficient notice to all the joint holders.

135. Where a notice or other document is sent by post it shall be deemed to have been served on the third day after the day on which it was posted, if addressed within Tanzania, and on the seventh day after the day on which it was posted if addressed outside Tanzania. In proving such service or sending, it shall be sufficient to prove that the cover containing the notice or document was properly addressed and put into the post office as a prepaid letter or prepaid airmail letter. Where a notice is sent by telegram, telex or fax it shall be deemed to have been served at the expiration of twenty-four hours after the time at which it was sent.

136. A notice may be given by the Company to the person entitled to any share in consequence of the death or bankruptcy of a Member by sending it through the post in a prepaid cover or by telegram, telex or fax addressed to him by name or by the title of representative or trustee of such deceased or bankrupt member or any like description at the address supplied for the purpose by the person claiming to be so entitled or by giving the notice in the manner in which the same would have been given if the death or bankruptcy had not occurred.

137. Notice of every General meeting shall be given in some manner authorized above to every member, to every person upon whom the ownership of a share devolves by reason of his being a personal representative or trustee in bankruptcy of a member where the Member, but for his death or bankruptcy, would have been entitled to receive

notice of the Meeting, to the Directors of the Company and also to the Auditors for the time being of the Company.

## WINDING UP

138. If the Company shall be wound up, the liquidator may, with the sanction of a Special resolution of the Company and any other sanction required by the Act, divide amongst the members, in specie or in kind, the whole or nay part of the assets of the Company (whether they shall consist of property of the same kind or not) and may, for such purpose, set such value as he deems fair upon any property to be divided as aforesaid and any determine how such 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 such assets in trustees upon such trusts for the benefit of the Members as the liquidator, with the like sanction, shall think fit but so that no member shall be compelled to accept any shares or other securities whereupon there is any liability.

## INDEMNITY

139. Subject to the provisions of the Act, every Member, 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, wheter civil or criminal, relating to anything done or not done by him on behalf of the Company in which judgement is given in his favour or in which he is acquitted or in which relief is granted to him by rhe Court and he shall not be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. This Article shall however only have effects in so far as its provisions are not avoided by Section 214 of the Act.

(see next page)

Naems, Address and Descriptions of Subscribers	Number of shares taken by each subscriber	Signature of Subscriber
<b>LIMEI, TONG</b> Passport No.: E51982504 Address: NO. SG/MB/214, MIGOMBANI, TABATA, ILALA, DAR ES SALAAM, TANZANIA. (Near Segerea Mwisho Bus Stop)	6,000	仝利美
<b>XIAOMING, LYU</b> Passport No.: EE6736718 Address: NO. SG/MB/214, MIGOMBANI, TABATA, ILALA, DAR ES SALAAM, TANZANIA. (Near Segerea Mwisho Bus Stop)	4,000	吕晓明

Dated at Dar es Salaam this 4<sup>th</sup> day of May 2020

Witness to the above signatures:-

Before me:

Name: GEORGE YUDAS MSANGI

Signature: *George Yudas Msangi*

Postal Address: 90105 DAR ES SALAAM

Qualification: ADVOCATE

