

THE COMPANIES ACT, 2002

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

USAWA OFFICIAL COMPANY LIMITED

DRAWN BY:

MARINA RIUSECH MADRID
(SUBSCRIBER)
P.O. BOX 12275
DAR ES SALAAM

THE COMPANIES ACT 2002
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
USAWA OFFICIAL COMPANY LIMITED

1. The name of the company "USAWA OFFICIAL COMPANY 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 all or any of the businesses as manufacturer, garment, buyer, seller, importer, exporter, distributor, stockiest, commission agent and dealer of all kinds of fabrics, bags, sack of all kind, textiles including decorative hand and machine-made ready-made garments, carpets, durries, rugs, *namdas*, blankets, shawls, tweeds, linens, flannels, beds, spreads, quilts, *scrufs*, belts, tapestry and all other articles of silk, cotton, woolen and worsted materials and all sorts of apparels, dressing materials, mixed, blended products, nylon, polyester, fibre, yarn, hosiery and mixed fabrics, natural silk fabrics and garments;
 - (b) To carry all or any of the businesses of ginning, spinning, open end spinning, sizing, weaving, stitching, manufacturing, pressing, doubling, packing, and bailing of cotton, jute, hems, silk, artificial silk, synthetic fibre, wool and any fibrous materials used for textile and the cultivation or manufacturing thereof and the business of weaving or otherwise manufacturing, bleaching, printing, whether textile, frebled, netted or looped and of importing, buying, selling and dealing in cotton, yarn, cloth fabrics, wool and other raw material and to transact mercantile business that may be necessary or expedient and to purchase and sell raw material and manufacturing articles;
 - (c) To carry on the businesses of embroidery on cotton cloth, silk cloth, manmade fiber and natural leather, manmade leather and any other natural or artificial fiber or fibrous substance in all its forms and perspectives and undertake all such activities as are allied, related, linked or associated therewith and to do all such acts deeds or thing as may be required for effective discharge of these objects;
 - (d) To erect, maintain, alter, extend and purchase plant and machinery for the purpose of ginning, preparing, combing, spinning, weaving, manufacturing, bleaching, dyeing, mercerizing, printing or otherwise working any of the fabrics and materials;

wood, paints, glassware, scrap metal, crockery, cutlery, ironmongery, turners and other household fittings and requirements, other articles and commodities of personal, household use and consumption provisions, textiles, groceries, medicines, drugs, beers, wines, spirits, liquors, chemical, surgical, optical, photographic and other instruments, apparatus and materials, motor vehicles, automobiles and generally in all manufactured goods of all types and merchandise of all kinds. To carry on the business of timber and sawmill proprietors, tree fellers, woodworkers, joiners, carpenters, wood and timber merchants, woodwork contractors, and to buy, sell, mine, prepare for market, import, export and deal in minerals, tree logs, hardboards, soft boards, building materials, hardware's, oil, paints, varnishes and generally to deal in articles of all kinds in the manufacturers of which timber or wood is used.

- (p) To carry on the business of dealers, buyers, processors, exporters and importers of minerals, including diamond, Gemstones and gold, to engage in cutting and polishing, gems and any other types of gems or precious stones and to do any kind of business relating to minerals, and to own and run jewelers shops. To carry on the business of mining, mineral exploration, and deal in minerals as miners, buyers, processors.
- (q) 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, manufacturers' representatives, road contractors, cargo superintendents, packers, machinery haulage specialists, warehousemen, engineers, electricians, motor cars, trucks, cabs, omnibus, oil tank and coach proprietors and transporters, civil transport contractors and transporters by any other means of conveyance of people and goods in Tanzania and the neighboring countries and in such other place or places as may from time to time be determined by the company.
- (r) To carry on all or any of the business of stationers, printers, lithographers, stereotypes, electrotypes, engravers, photo lithographers, typesetting, machine operators, die sinkers, envelope makers, book binders, account book manufacturers, machine, rulers, numerical printers, paper makers, paper baffles and account book makers, box makers, flat and box file makers, cardboard manufacturers, type foundry photographers, manufacturers of and dealers in playing visiting, railways, festival invitation, business complimentary and fancy cards and valentine, dealers in parchment stamp agents of payments of stamps and other duties, advertising agents, designers, draftsmen manufacturers, book sellers, publishers and dealers in materials used in the manufacturers of paper, cabinet makers, file rack maker and dealers in or manufacturers of any other articles of things of character similar of analogous to the foregoing

- (vv) 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.
- (tt) 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.
- (uu) To do all other things as may be deemed incidental or conducive to the entertainment of the objects or any of them.

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 object specified in each of the paragraphs of the paragraph 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 of the said paragraph define the objects of the separate and distinct compound.

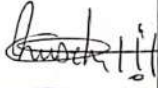

That the meaning of any general word or words in any paragraph of this clause shall not be restricted by being construed ejusdem generis with any particular word or words in the same paragraph.

AND it is hereby declare that the word "Company" in this clause, except where used in reference of this Company, shall be deemed to include any partnership or other body of persons, whether incorporated, and whether domiciled in Tanzania or elsewhere, and that the intention is that each of the objects set forth in any sub-clause or by the same of the company. None of such sub-clause or the objects herein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first sub-clause.

4. The Liability of the Members is Limited

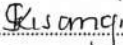
5. The capital of the Company is Shillings 10,000,000/= divided into 1,000 shares of Shillings 10,000/= each. The Company shall have powers to increase its capital and to divide the shares in its capital for the time being into several classes of stock or shares and to attach thereto respectively such 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.

Names, Addresses, and Description of Subscribers.	Number of shares taken by each Subscriber	Signature
MARINA RIUSECH MADRID P.O. BOX 12275 DAR ES SALAAM	700	
ANTONIO RIUSECH SERRA P.O. BOX 12275 DAR ES SALAAM	300	

Dated at Dar es Salaam this 27th day of June 2022

Witness to the above signatures

Name : GLORIA KISANGI
 Signature : 
 Postal Address : P.O. Box 21199, DSM
 Qualification : ADVOCATE



THE COMPANIES ACT NO. 12 OF 2002
PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

USAWA OFFICIAL COMPANY LIMITED

1. In these articles:-

"the Act" means the Companies Act;

"the Articles" means the Articles of the company;

"clear days" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

"the seal" means any person appointed to perform the duties of the secretary of the company;

"Secretary" shall mean any person appointed to perform the duties of Secretary of the Company;

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photograph, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these articles become binding on the company.

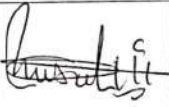

MEMBERS

2. The number of members with which the company proposes to be registered is but the directors may from time to time register an increase of members.
3. 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

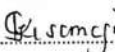
4. The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notice calling it; and not more than

59. Any notice to be given to or by any person pursuant to the act shall be in writing except that a notice calling a meeting of directors need not be in writing. The company may give any notice to a member either personally or by sending it by post in a prepared envelope addressed to the member at his registered address, or by leaving it at that address. 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 at the expiration of seventy two hours after the letter containing the same was posted. A member whose registered address is not within the Tanzania and who gives to the company an address within the Tanzania at which notices may be given him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the company.

Names, Addresses, and Description of Subscribers.	Number of shares taken by each Subscriber	Signature
MARINA RIUSECH MADRID P.O. BOX 12275 DAR ES SALAAM	700	
ANTONIO RIUSECH SERRA P.O. BOX 12275 DAR ES SALAAM	300	

Dated at Dar-es-salaam this 27th day of June 2022

Witness to the above signatures

Name : GLORIA KISANGI
 Signature : 
 Postal Address : P.O. BOX 21199, DSA
 Qualification : ADVOCATE

