

THE COMPANIES ACT, 2002

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

KAWE SHOPS LIMITED

1. The name of the company "KAWE SHOPS 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 the business of other specialized construction activities such as a construction activities specializing in one aspect common to different kind of structures, requiring specialized skill or equipment; construction of foundations, including pile driving; damp proofing and water proofing works; de-humidification of buildings , shaft sinking ; erection of non-self-manufactured steel elements ; steel bending ; bricklaying and stone setting; roof covering for residential buildings; and work with specialist access requirements necessitating climbing skills and use of related equipment.
 - b) To carry on the business of Electrical materials and installation, which includes: electrical wiring and fittings; telecommunications wiring; computer network and cable television wiring, including fiber optic; satellites dishes; lighting systems, fire arms, burglar alarm systems, street lighting and electrical signals and airport runway lightning.
 - c) To carry on the business of Building completion and finishing. These includes: application in buildings or other construction projects of interior and exterior plaster or stucco, including related lathing materials; installation of doors (except automated and revolving), windows, door and window frames, of wood or other

materials ; installation of fitted kitchens , staircases, shop fittings and the like; installation of glass , mirror , etc. other building completion work and to be general distribute agents for use copper cement, roofing materials , tiles , tubes , wire mash, fencing wire and other materials , to carry on the business as general traders and trading agent to distributors of all kinds of goods.

- d) To carry on the business plumbing, heat and air-conditioning installation such as installation in buildings or other construction projects; heating systems (electric, gas and oil); furnaces, cooling towers; non-electric solar energy collectors; plumbing and sanitary equipment; ventilation, refrigeration or air-conditioning equipment and ducts; gas fittings; steam piping; fire sprinkles systems; and duct work installation.
- e) To carry on the business of restaurants
- f) To carry on the business of general supplies, export and import
- g) To carry on the business of accommodation, hotels, real estate

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 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 or the name of the Company but may be carried out in as full and ample a manner and construes in as well a sense as if each of the said paragraph define the objects of the separate and distinct compound.

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

- 4. The Liability of Members is Limited.
- 5. The initial share of the Company is Shillings 10,000,000/= divided into 10,000 shares of Shillings 1,000/= each. The Company shall have powers to increases 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 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 former 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
1. FARUK ALAN ERGENEKON MAH. HUDAVENDIGAR SOK. N.42 TURGUTLU/MANISA	4900	
2. HALOD GABRIEL MNONDWA Municipal. kinondoni Ward kigogo mbuyuni Street. Kigogo mbuyuni P.o.box 705 daresaalam	5100	

Dated at DAR ES SALAAM This 18th day of JUNE 2021

Witness to the above signatures

Name : REVOCATUS SEDEDE

Signature :

Postal Address: 33653, DSM

Qualifications : ADVOCATE



THE COMPANIES ACT NO. 12 OF 2002

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

KAWE SHOPS LIMITED

INTERPRETATION

1. In these articles: -

“The Act” means the Companies Act;

“The articles” means the act 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 of which it is given or on which it is to take effect;

“The seal” means 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 which these articles become binding on the company.

PRIVATE COMPANY

2. The company is private and according: -

- a) The right transfer share is restricted in manner hereinafter prescribed transfer. Such notice shall constitute the Board of Direction of the Company as his agent for the sale of the said shares to any member of 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 determine by the Auditor of the company.

- b) Upon price of such shares being agreed on a determined as per clause (a) 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 the 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. 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 shareholders, 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 shareholders 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 of Meeting, Ordinary or Extraordinary may with the consent in writing of all members, be convened on a shorter notice less than seven days or without notice.
- b) Two members, present either personally or by proxy shall form a Quorum.
- c) Any ordinary resolution of the company determined without any general meeting and evidence by writing under the hands of majority 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 seven in number.
- b) The following persons shall be the first Directors of the Company: -

1. FARUK ALAN
2. HALOD GABRIEL MNONDWA

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

11. The Directors may from time to time in their discretion raise or borrow for the purpose of any company's business such sums of money as they think fit.

The Directors may secure the repayment of or raise any such 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 debenture either charges upon the whole or any part of the property and assets of the company or not so changed or in such other way as the Directors may think expedient.

VOTE OF MEMBERS

12. 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 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.

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 myself from meeting of the directors for a period six months without special leave of absence from 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 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 every instrument to which the seal of the Company is so affixed in their presence.

ALTERNATE DIRECTORS

16. Any Directors shall have power to nominate any person to act or attend as alternate Directors during his absence or during his inability so to act. Such Directors shall be subjected 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 Directors 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 shareholder any part of the assets of the Company including any shares in other companies may be divided between the members of the company in a special or may be vested in Trustees for the benefits of such member and the liquidation of the company may be closed and the company dissolved but so that no members shall be compelled 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 alternation or addition so made shall be as valid and effectual as if originally contained in those article and be subject in like manner to alternation by Special Resolution.

IDEMNITY

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 judgment is given in his favor 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 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 part and the third to be appointed by the first, two or in the event of failure to agree within (cap 15) or any than existing statutory modifications or re-enactment thereof shall apply.

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