

THE COMPANIES ACT 2002, (CAP 212)

COMPANY LIMITED BY SHARE

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

**MGM EXPERT
COMPANY LIMITED**

Incorporated this Day of 2024

**Drawn By
Japhary Mohamed
(Subscriber)
Box 14810
Dar Es Salaam**

THE COMPANIES ACT (CAP. 212)
COMPANY LIMITED BY SHARES
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**OF**  
**MEMORANDUM OF ASSOCIATION**  
**OF**  
**MGM EXPERT COMPANY LIMITED**

1. The name of the company MGM EXPERT Company Limited
2. The registered office of the Company will be situated in the united republic of Tanzania
3. The objects for which the Company is established are:
  - a) To carry on the business of support activities for animal production, mixed farming
  - b) Support activities for petroleum and natural gas extraction.
  - c) To carry on the business of other transportation support activities to export charcoal and wood production
  - d) To carry of the business of support services to forestry, Gathering of non-wood forest products, logging
  - e) To carry on the business of support activities for crop production,
  - f) To carry on the business of seeds and food exportation of cereals and leguminous crops.
  - g) Mining Activities and quarrying.
  - h) To carry on the business of Construction of other civil engineering project importers exporters, buying selling dealers in of wholesale of construction materials, hardware, plumbing and heating equipment and supplies building materials, hardware, sanitary ware, wall paper, roofing tiles, flooring tiles, supplying industrial equipment's agricultural implements and equipment's spares of every description, plumbers, decoration steel fabrication, machine shop, nickel plating, electric plating, making steel windows, doors, frames and roof tresses.
  - i) To carry on the business of manufacture of other production of wood, manufacture of articles of cork, straw and plaiting material



- j) To establish and carry on the business of plumbing, heat and air conditioning installation.
- k) To carry on business of Cargo handling, provide transport facilities for the carriage of goods and passengers of all kind and to organize, maintain and operate for hire transportation services in all parts of the world for transporting passengers, luggage, merchandise mails and freight of every descriptions and kinds of whatsoever by means of automobiles, motor buses, motor trucks, airplanes, trains, ships and other vehicle of all kinds and to run other transport of all kinds on such line as the company may think fit.
- l) To carry on the business of import and export computer accessories, providing computer repair and maintenance service, information and communication Technology services, computer networking service, Installation and maintenance of Radio communication equipment, supply and install electronic security Training service, General safety and security training service, risk assessment and consultancy services, and fire fighting Training service.
- m) To engage in the business of Real estate activities with own or leased property
- n) To carry on business of Real estate activities on a fee or contract basis
- o) To carry on business of wholesale of construction materials, hardware, plumbing and heating equipment and supplies.
- p) To carry on the business of wholesale of electronic and telecommunications equipment and parts supplying of 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 type of books sundry goods and to act as general merchants and commission agents of print and bind and manufacture stationary stationers and other requirements.
- q) To carry out the business of wholesale of agricultural raw material and live animals
- r) To carry out the business leasing of intellectual property and similar products, except copyrighted works

- s) To carry out the business of support activities for selling of sisal, export and import of sisal, sisal farming and processing and selling sisal by products
- t) To carry out the business of selling beverages, soft drinks, mineral water, energy drinks, TO open industries for different kinds of non-alcohol drinks and their products, be agent or use other companies trademarks and drinks business in general
- u) To carry on business of Construction of other civil engineering projects
- v) To carry on business of Other personal service activities n.e.c

And it is hereby declared that, in the interpretation of this clause the power conferred on the company by any paragraph, shall not be restricted by reference to any other paragraph, or to the name of the company, or by the juxtaposition of two or more objects and that in the event of any ambiguity, this clause and every paragraph hereof shall be construed in such a way as to widen, and not to restrict the power of the company.


4. The liability of the members is limited
5. The Nominal share capital of the company is Tsh 100,000,000/= divided into 10,000 share of Tsh 10,000/= each with power for the company to increase or reduce the said share capital and to issue any of its capital, original or increase, with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions, and so that unless the condition of issues shall otherwise expressly declared, every issue of shares, whether declared to be preference or otherwise, shall be subject to the power herein before contained.

We the several personal whose names and addresses are described below are desirous of being formed in 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<br>SUBSCRIBERS                                                        | POSTAL ADDRESSES | NUMBER OF<br>SHARES<br>TAKEN BY<br>EACH<br>SUBSCRIBER | SIGNATURE<br>OF<br>SUBSCRIBER                                                        |
|---------------------------------------------------------------------------------------|------------------|-------------------------------------------------------|--------------------------------------------------------------------------------------|
| MAGED EL MAKSSOUD<br>CANADA, QUEBEC, 1210<br>RUE ALBERT LOZEAU, QC G1T1H2, 141 CANADA |                  | 9900                                                  |   |
| SARAH MAHSEN MBARAK<br>POSTAL CODE 67109 BOMA WARD,<br>MOROGORO REGION, TANZANIA      |                  | 100                                                   |  |

DATED this 13<sup>th</sup> Day of JANUARY 2024

**WITNESS to the above signatures**

NAME MWAJUMA CHOGGY  
 ADDRESS 7803 DAR ES SALAM  
 OCCUPATION ADVOCATE  
 SIGNATURE 



**THE COMPANIES ACT 2002, (CAP. 212)**  
**COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION**  
**OF**  
**MGM EXPERT COMPANY LIMITED**

**INTERPRETATION**

1. In these Articles the words standing in the first column of the table nest hereinafter contained shall bear the meaning set opposite to them respectively in the second column hereof, if not inconsistent with the subject or context.

| <b>WORD</b>  | <b>MEANINGS</b>                                                                                                                   |
|--------------|-----------------------------------------------------------------------------------------------------------------------------------|
| The Act      | the Companies Act, Chapter 2012 of the laws                                                                                       |
| The Station  | the Companies Act, and every other statute for the time Being in force concerning joint stock companies and affecting the company |
| The Register | The register of Members of the Company                                                                                            |
| The office   | The registered office of the company                                                                                              |
| The seal     | The common seal of the company                                                                                                    |
| Month        | Calendar Month                                                                                                                    |
| Paid up      | Includes credited as paid up                                                                                                      |
| Dividend     | Includes bonus                                                                                                                    |
| On Writing   | Written or printed or produced by any substitute for Writing or printing                                                          |
| The Board    | The board of director for the time being of the company                                                                           |
| Members      | A holder of paid –up shares                                                                                                       |

2. Words importing the singular number only shall include the plural number and vice versa.  
Words importing the masculine gender only shall include the feminine gender  
Word importing persons shall include corporations

**APPLICATION OF TABLE "A"**

3. The regulations in Table "A" in the first schedule to the Companies Act, chapter 212 of the Laws shall not apply to the company except in so far as the same are repeated contained in these Articles

### **PRELIMINARY**

4. It shall not be an objection to any agreement for acquisition of any property or rights to which the Company may be a party that the other parties thereto, or some or one of them may be promoters or a promoter of the company or that in the circumstances the Director of the Company do not constitute an independent Board and every member of the company, present or future, shall be deemed to join the company on this basis.

### **PRIVATE COMPANY**

1. The Company is a "Private Company" within the meaning of section 27 of the Act and accordingly (1) no invitation shall be issued to the public to subscribe for any shares or debentures of the company (2) the number of members of the company, (not including persons who are in its employment and have continued after the determination of that employment to be members of the company) shall be limited to fifty, provided that, for the purpose of this provision, where two or more persons held one or more shares in the Company jointly, they shall be treated as a single member; and (3) the right to transfer the shares of the company is restricted in manner and to the extent hereinafter appearing

### **SHARES**

6. (i) In clause 2 of table "A" the words "Ordinary Resolution" shall be substituted for the words "Special Resolution" where these words first occur

(ii) The Nominal share capital of the company is Tsh 100,000,000/= divided into 10,000 shares of Tsh 10,000/= each

2. The shares shall be at disposal of the director, and (save as otherwise directed by the Company in General Meeting, they may allot or otherwise dispose of them to such persons at such times and generally on such terms and condition as they may think proper subject nevertheless to Article 3 provided that no share shall be issued at a discount, except as provided by section 60 of the Act
3. The Company may pay a commission to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any shares in the company, or procuring or agreeing to procure subscriptions, whether absolutely or conditionally, for any shares in the company, provided that the commission does not exceed 10 per cent of the price at which such shares are issued, or an amount equivalent thereto, and such commission may be paid, in whole or in part in cash or fully or partly paid of the company, as may be arranged. The statement required by section 56 of the Act shall be duly delivered to the registrar of companies of registration, and section 56 of the Act shall, where necessary be duly complied with and the amount of any such commission shall be duly stated in the annual returns of the company as required by section 128 of the Act

4. No persons shall be recognize by the company as holding any shares upon any trust, and the company shall not be bound by or recognize any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share, or (except only as by these presents otherwise expressly provided) any other right in respect of any share except an absolute right to the entirety thereof in the registered holder
5. The company shall have a first and paramount lien and charge on all the shares registered in the name of a member (whether solely or jointly with others) of all moneys due to the Company from his estate, either alone or jointly with any other person, operate as a waiver of the Company's lien (if any) on a share shall extend to all dividends and other moneys payable in respect thereof.

#### **CALLS ON SHARES**

6. The Directors may from time to time make calls upon the members in respect of any money unpaid on their shares, and each member shall (subject to receiving at least fourteen day's notice specifying the time or times of payments) pay to the company at the time or times specified, the amount called on his shares
7. On the trial or hearing of any action for the recovery of any money due for any call, it shall be sufficient to prove that the name of the member sued is entered in the register of Members of the Company as the holder, or one of the holders, of the shares, in respect of which such debt accrued; that the resolution making the call is duly recorded in the minute book and that notice of such call was duly given to the member sued in pursuance of these presents, and it shall not be necessary to prove the appointment of the Director who made such call, nor any other matters whatsoever but the proof of the matters aforesaid shall be conclusive evidence of the debt

#### **TRANSFER AND TRANSMISSION OF SHARES**

8. No transfer of any share in the capital of the company to any person whether already a member of the Company or not shall be made or registered without the previous sanction of the Directors, who may, without assigning any reason, decline to give such sanction and shall so decline in the case of any transfer the registration of which would involve a contravention of Article 4 hereof. The Director may also suspend the registration of transfers during fourteen days immediately preceding the Ordinary General Meeting in each year.

9. The Director may decline to register any instrument of transfer unless (a) such a fee not exceeding two shilling or as the Directors may from time to time determine, is paid to the company in respect thereof, and (b) the instrument of transfer is 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. The Directors may decline to register any transfers of any shares on which the company has a lien. If the Director refuses to register a transfer of any shares, they shall within two months after the date on which the transfer was lodged with the company send to the transferee notice of the refusal as required by section 80 of the Act.

10. Any member desiring to dispose of any share or shares held by him shall intimate to any Director in writing the numbers of such shares and the price at which he is willing to sell the same. Such notice shall constitute such Director the selling agent of the member and on receipt of such notice the director shall forthwith inform or cause to be informed all other members of the proposed sale and on receiving offers from any other member or members within thirty days for the purchase of the shares, shall submit the names of the proposed purchaser or purchasers to the board of directors who may sanction the transfer, or in the event of more than one offer being received may allot the shares for sale among the proposed purchasers in such manner or proportions as the Board of Director may, in their sole discretion, deem fit. Such sanction and/or allocation shall be binding upon the proposed purchaser or purchaser or purchasers who shall thereupon be bound to pay the stipulated price and upon payment thereof the proposed seller shall be bound to transfer the share or shares to the purchaser. In the event of the proposed seller defaulting in transferring the said share or shares, the Board of Director may receive the purchase price and the Directors shall hereupon cause the name of the purchaser or purchasers to be entered in the Register of Members as the holder of the share or shares and shall remit the purchase money to the seller or retain it in trust on his behalf until he claims it. The receipt by two directors for the purchase money shall be a good discharge to the purchaser and after his name has been entered in Register of Member in purported exercise of the aforesaid power, the validity of the proceedings shall not be questioned by any person and the remedy (if any) of the former holder of the shares or of any person claiming through or, under him shall be against the Company and in damages only. If the shares or any of them are not sold to existing members, the member desiring to sell may sell to any person not a member of the company but so that the price paid by such persons shall be not less than the price fixed by the selling member in his notice to the Director hereinbefore referred to and in any event the directors shall not be bound to register any person as a member unless such person has been approved in writing by the Board of Director

### **FORFEITURE OF SHARES**

11. If a member fails to pay any call or instalment of a call on the day appointed for payment thereof the Director may, at any time thereafter during such time as any party of such call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid together with any interest which may have accrued and any expenses incurred by reason of such non – payment. Such notice shall state the place at which payment required by such notice is to be made.
12. An entry in the Minute Book of the Company of the forfeiture of any shares, or that any have been sold to satisfy a lien of the Company, shall be sufficient evidence as against all persons all claiming to be entitled to such shares that the said shares were properly forfeited or sold; and such entry and the receipt of the Company for the price of such shares shall constitute a good title to such shares, and the name of the purchaser shall be entered in the register of Members as a member of the company and he shall not be bound to see to the application of the purchase money nor shall his title to the said shares be affected by any irregularity or invalidity in the proceeding in reference to the forfeiture or sale. The remedy (if any) of the former holder of such shares, and of any person claiming under or through him shall be against the Company and in damages only.

### **PROCEEDINGS AT GENERAL MEETINGS**

13. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business Two members personally present shall be a quorum.
14. The chairman (if any) of the Board of Directors shall preside at every General Meeting but if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to act as Chairman the members present shall choose a Director or if no Director be present, or if all Director present decline to take the chair, they shall choose a member present to be chairman of the meeting
15. At any General Meeting a resolution put to vote of the meeting shall be decided on a show of hands, unless if a poll is (before or on the declaration of the result least two members personally present in person or by proxy at the meeting or by the holder or holders present in person or by proxy of at least one twentieth part of the issued ordinary share capital of the company and unless a poll is so demanded a declaration by chairman that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, or lost or not carried by a particular majority and an entry to that effect in the minute book of the company shall be conclusive evidence thereof without proof of the number or proportion of the votes recorded in favour of or against such resolution.

16. A resolution in writing signed by every member of the company shall have the same effect and validity as an ordinary resolution of the company passed in general meeting duly convened and constituted, but this provision shall not apply to a resolution for winding up the company or to a resolution passed in respect of any matter which by the Act or these presents is required to be dealt with in general meeting of the company

#### **VOTES OF MEMBERS**

17. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his authorized in writing or if the appointer is a corporation, either under its common seal or under the hand of an officer or attorney duly authorized. No person shall act as proxy unless either he is entitled on his own behalf to be present and vote at that meeting at which he acts as proxy or he is appointed to act at the meeting as proxy for corporation but a proxy for or representative of corporation, unless entitled on his own behalf to be present and vote at the meeting, shall not act except for the corporation which appointed act as a proxy unless either he entitled on his own behalf to be present and vote at that meeting at which he acts a proxy or he is appointed to act at the meeting as proxy for a corporation but a proxy for or representative of a corporation, unless entitled on his own behalf to be present and vote at the meeting shall not act except for the corporation which appointed him.

#### **DIRECTORS**

18. (a) Unless and until otherwise determine by the company in General meeting the number of the Director shall not be less than two or than ten. The first Directors shall be appointed by the subscribers of the Memorandum of Association A Director shall not require share qualification  
(b) The following persons shall be the first director of the company
- I. MAGED EL MAKSSOUD
  - II. SARAH MAHSEN MBARAK
19. The Director shall be paid out of the funds of the company all their travelling and other expenses property necessary expended by them in or about the performance of their duties as Director and the Director shall be entitled to be paid out of the funds of the Company as remuneration fo their services such sums as the company may in general meeting determine

### **BORROWING POWERS**

58. The directors may raise or borrow for the purpose of the company's business such sum or sums of money as they think fit and they 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 and future, including its uncalled or un-issued capital or by the issue, at such price as they may think fit, or bonds or debentures, either charged upon the whole or any part of the property and assets of the company or to be charged, or in such other way as the directors may think expedient.

### **LIEN**

59. The company shall have a first and paramount lien upon all shares (whether fully paid or not) registered in the name of any member, either alone or jointly with any other person for his debits, liabilities and engagements, whether solely or jointly with any other person to or with the company whether the period for the payment, fulfillment or discharge thereof shall have actually arrived or not and such lien shall extend to all dividends from time to time declared in respect of such shares. But the directors may at any time declare any share to be exempt wholly or partially from the provisions of this article.

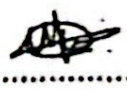

### **WINDING UP**

60. In a winding up the liquidator may, with the sanction of extra-ordinary resolution, distribute all or any of the assets in specie among the members in such proportions and manner as may be determined by such resolution provided always that if any such distribution is determined to be made otherwise than in accordance with existing rights of the members, every member shall have the same right of dissent and other ancillary rights as if such resolution were a special resolution passed pursuant to section 342 of the act.

### **INDEMNITY**

61. Every Director or other officer of the company shall be entitled to be indemnified out of the assets of the company against all losses or liabilities (including any such liability as is mentioned in paragraph (c) of the proviso to section 481 of the act) which he may sustain, incur in or about the execution of the duties of his office or otherwise in relation thereto, and no director or other officer shall 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. But this article shall have effect in so far as its provisions are not avoided by the said section 481 of the act.

We the several personal whose names and addresses are described below are desirous of being formed in 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<br>SUBSCRIBERS                                                        | POSTAL ADDRESSES | NUMBER OF<br>SHARES<br>TAKEN BY<br>EACH<br>SUBSCRIBER | SIGNATURE OF<br>SUBSCRIBER                                                           |
|---------------------------------------------------------------------------------------|------------------|-------------------------------------------------------|--------------------------------------------------------------------------------------|
| MAGED EL MAKSSOUD<br>CANADA, QUEBEC, 1210<br>RUE ALBERT LOZEAU, QC G1T1H2, 141 CANADA |                  | 9900                                                  |   |
| SARAH MAHSEN MBARAK<br>POSTAL CODE 67109 BOMA WARD,<br>MOROGORO REGION, TANZANIA      |                  | 100                                                   |  |

DATED this.....13<sup>th</sup>..... Day of .....JANUARY..... 2024

**WITNESS to the above signatures**

NAME ..... MWAJUMA CHOGEY  
 ADDRESS ..... 7303 DAR ES SALAM  
 OCCUPATION ..... ADVOCATE  
 SIGNATURE ..... 