

**THE COMPANIES ACT, 2002**  
**COMPANY LIMITED BY SHARES**  
**MEMORANDUM**  
**AND**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**RAWASI COMPANY LIMITED**

**Incorporated at .....this..... day of .....2023**

**DRAWN BY:**  
**NMG ATTORNEY (Notary Public)**  
**P.O.BOX 19708**  
**DAR ES SALAAM – TANZANIA**

**THE COMPANY ACT, 2002**  
**COMPANY LIMITED BY SHARES**  
**MEMORUNDUM OF ASSOCIATION**  
**OF**  
**RAWASI COMPANY LIMITED**

1. The name of company 'RAWASI 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) Manufacture of plastics products, This class includes, manufacture of semi-manufactures of plastic products, plastic plates, sheets, blocks, film, foil, strip etc. (whether self-adhesive or not), plastic tubes, pipes and hoses; hose and pipe fittings, plastic bags, sacks, containers, boxes, cases, carboys, bottles etc. plastic doors, windows, frames, shutters, blinds, skirting boards, tanks, reservoirs, plastic floor, wall or ceiling coverings in rolls or in the form of tiles etc. plastic baths, shower baths, washbasins, lavatory pans, flushing cisterns etc. manufacture of plastic tableware, kitchenware and toilet articles and others of the same considerations.
  - (b) Manufacture of plastics and synthetic rubber in primary forms, this class includes the manufacture of resins, plastics materials and non-vulcanizable thermoplastic elastomers, the mixing and blending of resins on a custom basis, as well as the manufacture of non-customized synthetic resins, polymers, including those of ethylene, propylene, styrene, vinyl chloride, vinyl acetate and acrylics, polyamides, silicones, ion-exchangers based on polymers, manufacture of mixtures of synthetic rubber and natural rubber or rubber-like gums, manufacture of cellulose and its chemical derivatives.
  - (c) Recycling, the company will deal with the process of converting waste materials into new materials and objects to be reusable.
  - (d) Packaging activities, this class includes, packaging activities on a fee or contract basis, whether or not these involve an automated process, labeling, stamping and imprinting, parcel-packing and gift-wrapping, packaging of solids (blister packaging, foil-covered etc.)

- (e) Mining of hard coal, includes mining of hard coal: underground or surface mining, including mining through liquefaction methods and cleaning, sizing, grading, pulverizing, compressing etc. of coal to classify, improve quality or facilitate transport or storage, also recovery of hard coal from culm banks.
- (f) Mining of other non-ferrous metal ores, includes mining and preparation of ores valued chiefly for non-ferrous metal content: such aluminium (bauxite), copper, lead, zinc, tin, manganese, chrome, nickel, cobalt, molybdenum, tantalum, vanadium etc. and precious metals: gold, silver, platinum.
- (g) To deal with Mixed farming
- (h) Quarrying of stone, sand and clay, includes quarrying, rough trimming and sawing of monumental and building stone such as marble, granite, sandstone etc., quarrying, crushing and breaking of limestone, mining of gypsum and anhydrite, mining of chalk and uncalcined dolomite, extraction and dredging of industrial sand, sand for construction and gravel, breaking and crushing of stone and gravel, quarrying of sand and mining of clays, refractory clays and kaolin.
- (i) Exportation of different kind of minerals to different countries globally, includes metals (gold, iron ore, nickel, copper, cobalt, silver), industrial minerals (diamond, tanzanite, ruby, garnet, limestone, soda ash, gypsum, salt, phosphate, gravel, sand, dimension stones and lately graphite), and fuel minerals (coal, uranium).
- (j) Importation of different kind of minerals to different countries globally, includes metals (gold, iron ore, nickel, copper, cobalt, silver), industrial minerals (diamond, ruby, garnet, limestone, soda ash, gypsum, salt, phosphate, gravel, sand, dimension stones and lately graphite), and fuel minerals (coal, uranium).
- (k) Mining of lignite, includes mining of lignite (brown coal): underground or surface mining, including mining through liquefaction methods and washing, dehydrating, pulverizing, compressing of lignite to improve quality or facilitate transport or storage.
- (l) To deal with mining elution and other processes, includes gold heap leaching process molybdenum dressing production line, quartz sand dressing production line, hematite

separation process, magnetite separation production, manganese ore magnetic separation production, phosphorite flotation equipment production, scheelite flotation production , fluorite flotation process, silver flotation process, barite mineral processing, antimony mineral processing, wolframite mineral processing, chrome ore mining process, iron ore mining process, tin ore mining.

- (m) To deal with importation and exportation of different kind of products .
- (n) To carry activity on imports a range of mining chemicals, includes activated carbon, hessian cloth, sodium cyanide, sulphuric acid, nitric acid hydrochloric etc.
- (o) Supply of protective safety equipment, fire-resistant and protective safety clothing, linemen's safety belts and other belts for occupational use, plastics hard hats and other personal safety equipment of plastics (e.g. athletic helmets), fire-fighting protection suits, gas masks.
- (p) Construction of buildings, this includes the construction of complete residential or non-residential buildings on own account for sale or on a fee or contract basis. Outsourcing parts or even the whole construction process is possible. This class includes, construction of all types of residential buildings, single-family houses, multi-family buildings, including high-rise buildings, construction of all types of non-residential buildings, buildings for industrial production, e.g. factories, workshops, assembly plants, hospitals, schools, office buildings, hotels, stores, shopping malls, restaurants, airport buildings, indoor sports facilities, parking garages, including underground parking garages, warehouses, religious buildings.
- (q) Construction of other civil engineering projects, this includes construction of industrial facilities, except buildings, such as refineries, chemical plants, construction of waterways, harbor and river works, pleasure ports (marinas), locks, etc. dams and dykes dredging of waterways, construction work, other than buildings, such as outdoor sports facilities.

- (t) Building completion and finishing, This 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, interior completion such as ceilings, wooden wall coverings, movable partitions, etc. interior and exterior painting of buildings, painting of civil engineering structures, installation of glass, mirrors, etc.
- (s) Other specialized construction activities, this class includes 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, scaffolds and work platform erecting and dismantling, excluding renting of scaffolds and work platforms, construction of outdoor swimming pools.
- (t) Construction of roads and railways, this class includes construction of motorways, streets, roads, other vehicular and pedestrian ways surface work on streets, roads, highways, bridges or tunnels. Construction of bridges, including those for elevated highways, construction of tunnels, construction of railways and subways.
- (u) Technical testing and analysis, this includes, performance of physical, chemical and other analytical testing of all types of materials and products like testing of physical characteristics and performance of materials, such as strength, thickness, durability, radioactivity. Testing of composition and purity of minerals etc.
- (v) Renting and leasing of other machinery, equipment and tangible goods, this includes, renting and operational leasing, without operator, of other machinery and equipment that are generally used as capital goods by industries: engines and turbines Machine tools, mining and oilfield equipment etc. renting and operational leasing of construction and civil engineering machinery and equipment.

- (w) Wholesale of construction materials, hardware, plumbing and heating equipment and supplies, this includes wholesale of construction materials.
- (x) Wholesale of waste and scrap and other products. This includes wholesale of metal and non-metal waste and scrap and materials for recycling, including collecting, sorting, separating, stripping of used goods such as cars in order to obtain reusable parts, packing and repacking, storage and delivery, but without a real transformation process.
- (y) Real estate activities with own or leased property .This class includes, buying, selling, renting and operating of self-owned or leased real estate, such as: apartment buildings and dwellings, non-residential buildings, including exhibition halls, self-storage facilities, malls and shopping centers, provision of homes and furnished or unfurnished flats or apartments for more permanent use, typically on a monthly or annual basis, development of building projects for own operation, i.e. for renting of space in these buildings, subdividing real estate into lots, without land improvement.
- (z) Electrical installation, this includes the installation of electrical systems in all kinds of buildings and civil engineering structures. This class includes installation of electrical wiring and fittings, telecommunications wiring, computer network and cable television wiring, including fibre optic, satellite dishes, lighting systems, fire alarms, burglar alarm systems, street lighting and electrical signals.
- (aa) Site preparation, this includes the preparation of sites for subsequent construction activities.

This class includes clearing of building sites, earth moving, excavation, landfill, levelling and grading of construction sites, trench, digging, rock removal, blasting, etc. drilling, boring and core sampling for construction, geophysical, geological or similar purposes.
- (bb) Architectural and engineering activities; technical testing and analysis, this includes the provision of architectural services, engineering services, drafting services, building inspection services and surveying and mapping services. It also includes the performance of physical, chemical, and other analytical testing services.

- (cc) Wholesale of household goods, this group includes the wholesale of household goods, including textiles. wholesale of glassware, wholesale of woodenware, wickerwork and cookware ,wholesale of pharmaceutical and medical goods, wholesale of perfumeries, cosmetics and soaps, wholesale of bicycles and their parts and accessories, wholesale of stationery, books, magazines and newspapers, wholesale of photographic and optical goods (e.g. sunglasses, binoculars, magnifying, glasses),wholesale of recorded audio and video tapes, wholesale of leather goods and travel accessories, wholesale of watches, clocks and jewelers, wholesale of musical instruments, games and toys, sports goods.
- (dd) Mining support service activities this includes specialized support services incidental to mining provided on a fee or contract basis. It includes exploration services through traditional prospecting methods such as taking core samples and making geological observations as well as drilling, test-drilling or predrilling for oil wells, metallic and non-metallic minerals. Other typical services cover building oil and gas well foundations, cementing oil and gas well casings, cleaning, bailing and swabbing oil and gas wells, draining and pumping mines, overburden removal services at mines, elution which include separation of mineral materials by washing so as to separate the heavier constituents to settle out in solution from the lighter.
- (ee) Retail sale in non-specialized stores such as the sale of Machinery which are used in the mining site such as VSI Crusher, Sand manufacturing process, primary crusher, froth flotation, Sand screening machine, Grinding Cylpebs, Sand Washing Plant, Quarry Machine, Stone Crushing Machine, Beneficiation Plant, Mineral Processing Plant, Magnetic Separation, Ore Processing Plant and others. The Company will also conduct on business of purchasing and selling of Diamonds and Gold, whereby the company will buy Diamonds and Gold from local market and sell them into other market “international” by connecting small business mining and large business mining.
- (ff) Other professional, scientific and techniques, this is mining consultation, and environmental consultation.

- (gg) Installation of industrial machinery and equipment, this class includes the specialized installation of machinery. However, the installation of equipment that forms an integral part of buildings or similar structures, such as installation of escalators, electrical wiring, burglar alarm systems or air-conditioning systems, installation of industrial machinery in industrial plant, installation of industrial process control equipment, installation of other industrial equipment.
- (hh) Remediation activities and other waste management services, this class includes, decontamination of soils and groundwater at the place of pollution, either in situ or exsitu, using e.g. mechanical, chemical or biological methods, decontamination of industrial plants or sites, including nuclear plants and sites, decontamination and cleaning up of surface water following accidental pollution, e.g. through collection of pollutants or through application of chemicals, asbestos, lead paint, and other toxic material abatement clearing of landmines and the like (including detonation), other specialized pollution-control activities
- (ii) Wholesale of agricultural machinery, equipment and supplies, this includes ploughs, manure spreaders, seeders, harvesters, threshers, milking machines, poultry-keeping machines, bee-keeping machines, tractors used in agriculture and forestry.
- (jj) To carry on the business of electrical engineers and of manufacturers of electric apparatus and appliances required for or capable of being used in connection with the generation, distribution, supply, accumulation and employment of electricity and to buy, sell, import, export, or otherwise deal in such apparatus or appliances.
- (kk) Other transportation support activities, this class includes, forwarding of freight, arranging or organizing of transport operations by rail, road, sea or air, organization of group and individual consignments (including pickup and delivery of goods and grouping of consignments) logistics activities, i.e. planning, designing and supporting operations of transportation, warehousing and distribution issue and procurement of transport documents and waybills, activities of customs agents, activities of sea-freight forwarders and air-cargo agents, brokerage for ship and aircraft space, goods-handling operations.

(ll) Manufacture and supply of other chemical products, this class includes: manufacture of propellant powders, manufacture of explosives and pyrotechnic products, including percussion caps, detonators, signaling flares etc. manufacture of gelatine and its derivatives, glues and prepared adhesives, including, rubber-based glues and adhesives, manufacture of extracts of natural aromatic products, manufacture of resinoids, manufacture of aromatic distilled waters, manufacture of mixtures of odoriferous products for the manufacture of perfumes or food, manufacture of photographic plates, films, sensitized paper and other sensitized unexposed materials, manufacture of chemical preparations for photographic.

(mm) Management consultancy activities, this class includes the provision of advice, guidance and operational assistance to businesses and other organizations on management issues, such as strategic and organizational planning; decision areas that are financial in nature; marketing objectives and policies; human resource policies, practices and planning; production scheduling and control planning.

(aa) Other education, this includes the provision of instruction and specialized training, generally for adults, Instruction may be provided in diverse settings, such as the unit's or client's training facilities, educational institutions, the workplace, or the home, and through correspondence, radio, television, Internet, in classrooms or by other means. Such instruction does not lead to a high school diploma, baccalaureate or graduate degree. This class includes, academic tutoring services, college board preparation, learning centers offering remedial courses, professional examination review courses, automobile driving schools, computer training, flying schools.

(bb) Research and experimental development on natural sciences and engineering, this class includes the research and experimental development on natural science and engineering, research and development on natural sciences, research and development on engineering and technology, research and development on medical sciences, research and development on biotechnology, research and development on agricultural sciences, interdisciplinary research and development, predominantly on natural sciences and engineering.

(cc) Other sports activities, this class includes, activities of producers or promoters of sports events, with or without facilities, activities of individual own-account sportsmen and athletes, referees,

judges, timekeepers etc., activities related to promotion of sporting events. Advertising, this class includes the provision of a full range of advertising services (i.e. through in house capabilities or subcontracting), including advice, creative services, production of advertising material, media planning and buying, creating and placing advertising in newspapers, periodicals, radio, television, the Internet and other media, creating and placing of outdoor advertising, e.g. billboards, panels, bulletins and frames, window dressing, showroom design, car and bus carding etc. media representation, i.e. sale of time and space for various media soliciting advertising, conducting marketing campaigns and other advertising services aimed at attracting and retaining customers.

(dd) Cargo handling, this class includes: loading and unloading of goods or passengers' luggage irrespective of the mode of transport used for transportation, stevedoring, loading and unloading of freight railway cars.



(ee) Collection of non-hazardous waste, this class includes, collection of non-hazardous solid waste (i.e. garbage) within a local area, such as collection of waste from households and businesses by means of refuse bins, wheeled bins, containers etc. may include mixed recoverable materials, collection of recyclable materials, collection of used cooking oils and fats, collection of refuse in litter-bins in public places, collection of construction and demolition waste collection and removal of debris such as brush and rubble, collection of waste output of textile mills, operation of waste transfer stations for non-hazardous waste.

(ff) Courier activities, this class includes courier activities not operating under a universal service obligation. This class includes, pickup, sorting, transport and delivery (domestic or international) of letter-post and (mail-type) parcels and packages by firms not operating under a universal service obligation. One or more modes of transport may be involved and the activity may be carried out with either self-owned (private) transport or via public transport. distribution and delivery of mail and parcels and home delivery services.

4. The liability of the members is Limited.

5. The capital of the Company is Tanzania Shillings 100,000,000/= divided into 100 Ordinary shares of Tanzania Shillings 1,000,000/= 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, differed or special rights, privileges or condition as may be determined by or in accordance with the Article of Association of the Company.

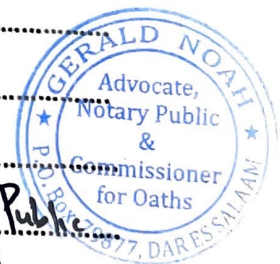
We, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a company in pursuance of this memorandum of Association and we respectively agree to take the number of shares in the capital of the company set opposite our respective names.

Names addresses and description of subscribes	Number of share taken by each subscriber	Signature
1. ELSHAFIE ALI YOUSIF ELSHAIB SOUTH GEZI SUDAN	75	
2. RABIE AHMED ABDELGADIL MOHAMED SOUTH GEZI SUDAN	25	

Dated at Dar-es-salaam this 25<sup>th</sup> day of October 2023

Witness to the above signatures

Name : Gerald Noah  
Signature : Gerald Noah  
Postal Address : P.O Box 19708  
Qualification : Commissioner for Oath & Notary Public



**THE COMPANIES ACT, NO 12 OF 2002**  
**COMPANY LIMITED BY SHARES ARTICLES OF**  
**ASSOCIATION**  
**OF**  
**RAWASI COMPANY LIMITED**  
**PRELIMINARY**

1. "In these articles: -

"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 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 constructed as including references to printing, lithography, photography, and other modes of presenting or reproducing words in 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 two but the directors may change from time to time as resolved by the body of directors.
3. The subscribers to the memorandum of association and such other person 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 fifteen months shall elapse between the date of one annual general meeting of the company and that of the next.

Provide that so long as the company holds its first annual general meeting within eighteen months of its incorporation, it need not hold in the year of its incorporation or in the following year. The annual general meeting shall hold at such time and place, as the directors shall be held at such time and place, as the directors shall appoint.

5. All general meeting other than annual general meeting shall be calls extraordinary general meetings.
6. The directors may, whenever they think fit, convince an extraordinary general meeting, and extraordinary general meeting shall also be convened on such requisitions, or I default, may be convened by such requisitions, as provided by section 133 of the Act. If at any time there are not within the Tanzania sufficient directors capable of acting to form a quorum, any director or any two members of the company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meeting may be convened by directors.

## **NOTICE OF GENERALMEETING**

7. Every general meeting shall be called by twenty-one clear days' notice in writing at the least. The notice shall specify the place, the day and hour of meeting and in, case of special business, the general nature of that business;
8. Provided that a meeting of the company shall, notwithstanding that it is called by shorter notice than that specifies in this article be deemed to have been dully called it so agreed:  
-
  - (a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and
  - (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representation not less than ninety-five percent of the total voting rights at that meeting of all the members.
9. Subject to the provisions of the articles, the notice shall be given to all the members to all persons entitled to a share in consequence of the death or bankruptcy of a member and

to the directors and auditors. The accidental omission to give notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at the meeting.

### **PROCEEDINGS AT GENERAL MEETINGS**

10. All Business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the directors and auditors, the election in the place of those retiring and the appointment of, and the fixing of the remuneration of the auditors.
11. 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 persons, entitled to vote on the business to be transacted, each being a member or a proxy for member or a duly authorized representative of corporation, shall be a quorum.
12. If within half an hour from the time appointed for the meeting quorum is not present, or if during the course of a meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the directors may determine.
13. The Chairman, if any, of the board directors or in his absence some other director nominated by the directors shall preside as chairman of the general meeting, but if Neither the chairman nor such other director (if any) be present within fifteen after the time appointed for the holding of the meeting and willing to act; the directors present shall elect one of their members to be chairman of the meeting and, if there is only one director and willing to act, he shall be chairman.
14. If any meeting no directors is willing to act as chairman or if on director is present within fifteen minutes after the time appointed for holding the meeting the members present shall choose one of their members to be chairman of the meeting.
15. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if director by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at and adjourned meeting other than the business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice of the adjourned meeting shall be given specifying the time and place of the meeting and the general nature of the business to be transacted. Save as aforesaid

it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

16. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands demand.

- (a) By the chairman or;
- (b) By at least (three) members present in person or by proxy; or
- (c) By any member or members present in person or by proxy and representing not less than one – tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll be demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to the effect in the book containing the minutes of proceedings of the company shall be conclusive evidence of the fact without proof of the number or proportion of the votes reordered in favor of or against such resolution.

The demand for a poll may, before the poll is taken, be withdrawn.

17. Except as provided in article 18, if a poll is dully demand it shall be taken in such manner as the chairman directs, and the result of the poll shall be demand to be the resolution of the meeting at which the poll was demand.

18. In case of an equality of votes, whether on a show of hands or on poll, the chairman of the meeting shall be entitled to as second or casting vote.

19. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time as the chairman of the meeting directs, and any business other than upon which a poll has been demand may be preceded with pending the taking of the poll.

20. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting which he was present shall have effect as if it had been passed at a general meeting dully convened and held, and consist of several instruments in the like form each executed by or on behalf of one or more member.

### **VOTE OF MEMBERS**

21. Every member shall have one vote.

22. A member in respect of whose estate a manager has been appointed under section 26 of the Mental Diseases Ordinance, may vote, whether on a show of hands or on a poll, by his said manager, and any such manager may, on a poll, vote by proxy.

23. No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the company have been paid.

24. On a poll votes may be given either personally or by proxy.

25. The instrument appointing or proxy shall be in writing under the hand of the appointer or of his attorney dully authorized in writing, or, if the appointer is a corporation, either under sea) or under the hand on an officer or attorney dully authorized. A proxy need not be a member of the company.

26. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed of the power or authority shall be deposited at the registered office of the company or at such other place within the Territory as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time to holding the meeting of adjourned meeting at which the person named in the instrument proposes to vote, or , in the case of a poll, less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

27. An instrument appointing a proxy shall be the following form or a form as near here as circumstances admit: -

“ ..... Limited  
I/We..... of ....., being a member / members of the above named company, hereby appoint ....., of or failing him .....of..... , as my/ our proxy to vote for me/us on my/or behalf at the (annual or extraordinary, as the case may be) general meeting of the company to be held on the .....day of ..... 201 ....., and at any adjournment thereof.

Signed this ..... day of, ..... 201.....”

28. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit.

“ ..... Limited  
I/We..... of ....., being a member / members of the above named company, hereby appoint ....., of or failing him ..... of ..... , as my/ our proxy to vote for me/us on my/or behalf at the (annual or

extraordinary, as the case may be) general meeting of the company to be held on the .....day of ..... 201 ....., and at any adjournment thereof.

Signed this .....day of..... 201.....“

This form is to be used\* in favor of/against the resolution. Unless otherwise instructed, the proxy will vote as he thinks fit.

\*Strike out whichever is not desire”

29. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
30. A vote given in accordance with the terms of an instrument of proxy, or poll demanded by proxy, or by the duty authorized representative of a corporation shall be valid notwithstanding the previous determination of, the authority of the person voting or demanding a poll unless place at which the instrument of proxy was dully deposited) before the commencement of the meeting of adjourned meeting at which the proxy is used.

#### **CORPORATIONS ACTING BY REPRESENTATION AT MEETINGS**

31. Any corporation which is a member of the company may be resolutions of it directors or other governing body authorize such person as it thinks fit to act as its representative at any meeting of the company, and the person so authorized shall be entitled to exercise the same powers on behalf of the corporation could exercise if it were an individual member of the company.

#### **DIRECTORS**

32. The Number of the directors and the names of the first directors shall be determined in writing by the subscribes of the memorandum of association or a majority of them and until such determination the signatories to the Memorandum of Association shall be the first directors. Unless otherwise determined by ordinary resolution, the number of directors shall not be subject to any maximum but shall be not less than two.
33. The following persons shall be first Directors of the Company
- 1. ELSHAFIE ALI YOUSIF ELSHAIB**
  - 2. RABIE AHMED ABDELGADIL MOHAMED**
34. The remuneration of the directors shall from time to time be determined by the Company in general meeting. Such remuneration shall be deemed to accrue from day to day.The

directors shall also be paid all traveling, hotel and other expenses properly incurred by them in attending and returning from meetings of the directors or any committee of the directors or general meetings of the company or in connection with the business of the company.

#### **BORROWING POWERS**

35. The director may exercise all the powers of the company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the company or any third party.

#### **POWERS AND DUTIES OF DIRECTORS**

36. Subject to the provisions of the Act, the memorandum and the article and to any directors given by special resolution, the directors, who may exercise all the powers of the company, shall manage the business of the company. No alteration of the memorandum or articles and no such directions shall invalidate any prior act of the directors, which would otherwise have been valid. The power given by article shall not be limited by any special power given to exercise all powers exercisable by directors.
37. The directors may by power of attorney appoint any person to be the attorney or agent of the company for such purposes and on such conditions as they determine, including authority for the attorney or agent to delegate all or any of his powers.
38. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be in such manner as the directors shall from time to time by resolution determine,
39. The directors shall cause minutes to be made in books provided for the purpose: -
- (a) of all appointments of officers made by the directors;
  - (b) of the names of the directors present at each meeting of the directors and of any committees of the directors;
  - (c) Of all resolution and proceedings all meetings of the company, and of the directors, and of committees of directors.

#### **DISQUALIFICATION OF DIRECTORS**

40. The office of director shall be vacated if the directors: -

- (a) Without the consent of the company in general meeting holds any other office of profit under the company; or
- (b) Becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (c) Causes to be a director by virtue of any provision of the Act or becomes prohibited by law from being a director; or
- (d) Becomes of unsound mind; or
- (e) Resigns his office by notice in writing to the company; or
- (f) Is directly or indirectly interested in any contract with the company and fails to declare the nature of his interest in manner required by the Act.

A director shall not vote in respect of any contract in which he is interested or any matter arising thereat, and if he does so vote shall not have counted.

- 41. The company may by ordinary resolution appoint a person who is willing to act as director to fill a vacancy or be an additional director.
- 42. The directors may appoint a person who is to act to be a director, either to fill a vacancy or as an additional director, but so that the total number of directors shall not at any time exceed the number fixed by or in accordance with these articles. Any director so appointed shall hold office only until the next following annual general meeting, shall then be eligible for re-election.
- 43. The company may by ordinary resolution, of which special notice had been given in accordance with section 144 of the Act, remove any director before the expiration of this period of office notwithstanding anything in the article or any agreement between the company and such director such removal shall be without prejudice to any claim such director may have for damages for breach of any contract of service between him and the company.
- 44. The Company may by ordinary resolution appoint another person in place of a director removed from office under the immediately preceding article. Without prejudice to the power of the directors under article 40 the company in general meeting may appoint any person to be a director either to fill a vacancy or as an additional director.
- 45. Subject to the provisions of the articles, the directors may regulate their meetings as they think fit. Questions arising at a meeting shall be decided by a majority of votes. In case of an equality of votes, the chairman shall have a second or casting vote. A director may, and the secretary at the request of a director shall, call a meeting of the directors, it shall

not be necessary to give notice of a meeting of directors to any directors who are absent from Tanzania.

46. The quorum necessary for the directors may fix the transaction of the business of the directions and unless so fixed shall be two.
47. The continuing directors may act notwithstanding any vacancy but, if and so long as their numbers is reduced below the number fixed by or pursuant to the articles of the act for the purpose of increasing the number of directors to that number, or summoning a general meeting of the company, but for no other purpose.
48. The directors may appoint one of their members to be the chairman of the board of directors and determine the period of which he is to hold office. Unless he is unwilling to do so, the director so appointed shall preside at every meeting of directors at which he is present. But if no such chairman is appointed, or if he is unwilling to preside, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the directors present may choose one of their number to be chairman of the meeting.
49. The directors may delegate any of their powers to any committee consisting of one or more directors; any committees so formed shall in the exercise of the of the powers so to any such regulations, the proceedings of a committee with two or more members shall be governed by the articles regulating the proceedings of directors so far as they are capable of applying.
50. All act done by a meeting of the directors or of a committee of directors or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such director, or that any of them were disqualified from holding office, or hand vacated office, or were not entitled to vote, be as valid as if every such person had been dully appointed and was qualified and had continued to be a director and was entitled to vote.
51. A resolution in writing signed by all the directors entitled to receive notice of a meeting of the directors, or of committee of directors, shall be as valid and effectual as if it had been passed at a meeting of the directors or (as the case may be) a committee of directors dully convened and held, and may consist of several documents in the like form each signed by one or more directors.

## **SECRETARY**

52. The secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed maybe removed by them.
53. A provisions of the Act or these articles requiring or authorizing a thing to be done by or to a director and the secretary shall not be satisfied by its being done or to the same person acting both as director and as, or in place of, the secretary.

## **THE SEAL**

54. The seal shall only be used by authority of the directors or a committee of the directors authorized by the directors. The directors may determine who shall sign any instrument to which the seal if affixed and unless otherwise so determined it shall be signed by a director and by secretary or by a second director.
55. The directors shall cause proper books of account to be kept with respect to:-
- i. all sums of money received and expended by the company and the matters in respect to which the receipt and expenditure takes place;
  - ii. all sales and purchase of goods by the company; and
  - iii. The assets and liabilities of the company.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and air view of the state of the company's affairs and to explain its transactions.



56. The books of account shall be kept at the registered officer of the company, or subject to section 151 (4) of the Act, at such other place as the directors think fit, and shall always be open to the inspection of the directors.
57. No member shall (as such) have right of inspecting any accounting records or other book or document of the company except as conferred by statue or authorized by the directors or by ordinary resolution of the company
58. The directors shall from time to time in accordance with section 153, 155 and 150 of the Act, cause to be prepared and to be laid before the company in general meeting, such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.

59. In accordance with section 164 of the Act, the copy of the company's annual accounts to be laid before the company in general meeting together with a copy of the directors' report and the auditors shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of, the company. Provided that this regulation shall not require a copy of those documents to be sent to any person of whose address the company is not aware or to more than one of the joint holders of any debentures.

#### AUDIT

60. Auditors shall be appointed and their duties regulated in accordance with sections 170 to 179 of the Act.

61. Any notice to be given to or by any person pursuant to the articles 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 affected by properly addressing, prepaying, and posting a letter containing the notice, and to have been affected at the expiration of seventhly two hours after the letter containing the same was posted. A member whose registered address is not within the Tanzania at which notices may be given him shall be entitled to notice given to him at that address, but otherwise no such member shall be entitled to receive any notice .

Names addresses and description of subscribes	Number of share taken by each subscriber	Signature
<b>1. ELSHAFIE ALI YOUSIF ELSHAIB</b> SOUTH GEZI SUDAN	75	
<b>2. RABIE AHMED ABDELGADIL MOHAMED</b> SOUTH GEZI SUDAN	25	

Dated at Dar-es-salaam 18<sup>th</sup> day of October 2023

Witness to the above signatures

Name : Gerald Noah

Signature : Gerald Noah

Postal Address : P.o Box 19702

Qualification : Commissioner For Oaths and Notary Public

