

THE COMPANIES ACT, 2002

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

AWA-BULLION PRECIOUS METAL REFINERY LIMITED

(A PRIVATE COMPANY)

INCORPORATED AS OF THIS DAY OF 2023

DRAWN BY:

JACQUELINE D EMMANUEL - ADVOCATE
OYSTER PERAL GALLERIA SECOND FLOOR
OYSTERBAY,
P.O. BOX 33493,
DAR ES SALAAM.

THE COMPANIES ACT No. 12 OF 2002

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

AWA-BULLION PRECIOUS METAL REFINERY LIMITED

1. NAME OF THE COMPANY

The name of the Company is AWA-BULLION PRECIOUS METAL REFINERY LIMITED

2. REGISTERED OFFICE

The registered Office of the Company shall be situated in the United Republic of Tanzania - Mainland.

3. OBJECTIVES OF THE COMPANY

The purpose for which the Company is established is to carry on business as a **general commercial company pursuant to section 7 of the Companies Act No. 12 of 2002** without limitations, including the following: -

3.1 To carry on mineral refinery business

3.2 To carry on mining activities in relation to all support activities for other mining quarrying.

3.3 To carry on Mining Processing industry

3.4 To carry on the business of import and export.

3.5 5229 - 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

—goods-handling operations, e.g. temporary crating for the sole purpose of protecting the goods during transit, uncrating, sampling, weighing of goods

3.6 To do all such other things as the Company may deem to be incidental to or conducive to the attainment of all or any of the above objects.

3.7 To carry on manufacture Business

3.8 To carry on mixed farming activities

- Livestock keeping

- Crops farming

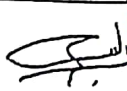
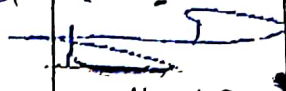


4. **LIABILITY OF MEMBERS**

The liabilities of the members are limited.

5. **SHARE CAPITAL OF THE COMPANY**

The Share capital of the Company is Tanzania Shillings One Billion (TZS. 1,000,000,000/=) divided into Two Thousand (2,000) Shares of Tanzania Shillings five Hundred Thousand (500,000/=) 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.

NOW, THEREFORE WE, the several persons whose names and addresses are hereafter described, are desirous of being formed into a Company in pursuance of this Memorandum of Association and have respectively agreed to take the number of shares in the capital of the Company as set out opposite to our respective names: -

SN	NAME, ADDRESS AND DESCRIPTION OF SUBSCRIBER	NUMBER OF SHARES SUBSCRIBED	CLASS OF SHARES	SIGNATURE OF SUBSCRIBER
1.	AWA GROUP OF COMPANIES LIMITED. P.O.BOX 3634 DAR ES SALAAM, KINONDONI, KAWE BEACH, MLALAKUWA, PLOT NO 319 OLD BAGAMOYO ROAD	1400	Waleed Mohameds Babiker – Director ORDINARY	  Ahmed Omer Suliman Mohamed -Director
2.	HAMOUD ABUU JUMAA P.O.BOX 3634 DAR ES SALAAM, ILALA. MKUNGUNI NA LUMUMBA ABI TRADERS.HOUSE NO 5, GROUND APPARTMENT NO 6B. OPPOSITE MNAZI MMOJA.	300	ORDINARY	
3	NELSON SAMWEL MOLLEL P.O.BOX 33493 PWANI, BAGAMOYO MAPINGA MINGOI. PLOT NO 08 OPPOSITE LEMOON GARDEN.	300	ORDINARY	



DATED at Dar es Salaam, this 26 day of 12, 2023.

IN WITNESS TO THE above the shareholders of the company have subscribed their hands in the manner above stated: -

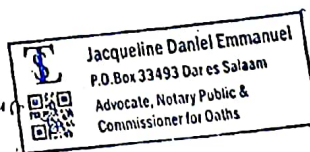
BEFORE ME;

Name: Jacqueline Daniel Emmanuel

Signature: 

Postal Address: 33493 Dar es Salaam

Qualification: Advocate



THE COMPANIES ACT No. 12 OF 2002

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

AWA-BULLION PRECIOUS METAL REFINERY LIMITED

ARTICLE 1: INTERPRETATION

In this article, unless where the context requires otherwise the following words shall bear the meaning described against;

- i) "The Act" means the Companies Act, [Cap 212] of the law of Tanzania.
- ii) "Articles" means the Articles of Association of this company for the time being.
- iii) "Company" means AWA-BULLION PRECIOUS METAL REFINERY LIMITED and or its subsidiary, and branch
- iv) "Dividend" includes bonus.
- v) "Government" means the United Republic of Government of Tanzania and, or its parastatals, institution or agencies.
- vi) "Memorandum of Association" means the memorandum of Association of this company in force for the time being.
- vii) "Office" means Registered Office of the company at the material time.
- viii) "Seal" means the common Seal of the company.
- ix) "Secretary" shall mean any person appointed to perform the duties of the Secretary of the Company.
- x) "The Board" shall mean the Board of Directors of the Company
- xi) "Table A" means the Regulation contained in "Table A" of the First schedule to the Act.
- xii) Save that in these regulations: -
 - a) When any provision of the Act is referred to, the reference is that provisions are as modified by any law for the time being in force.

- b) Unless the context otherwise requires, the expressions defined in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company, shall have the meaning so defined.
- c) Any words importing the singular shall include the plural and vice versa, and words importing the masculine gender shall include bodies corporate, partnership, firms, cooperative, societies, etc.
- d) The regulations of Table A in the First Schedule to the Companies Act (hereinafter called Table "A" shall apply to the company, save in so far as they are varied or excluded hereby, but in case of any conflict between the provisions hereby, and the provisions under Table "A" the former shall prevail, and in addition to substitution shall be the regulations of the company.

ARTICLE 2: NATURE OF THE COMPANY:

- a) The company is a private company.
- b) The right to transfer shares is restricted in the manner hereinafter prescribed.
- c) The number of members of the Company (exclusive) of persons who are in the employment of the Company and persons who having been formerly in the employment of the Company were while in such employment and have continued after the determination of such employment to be members of the company is limited to fifty.
- d) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.
- e) The Company shall not have power to issue share warrants to bearer.

ARTICLE 3: SHARES

- 1) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issues of shares of that class) may be varied with the consent in writing of the holders of three fourths of the issued shares of that class, or with the sanction of an extraordinary resolution passed at a separate general meeting of the holders of the shares of that class.
- 2) To every such separate general meeting the provision of these Regulations, relating to general meetings shall mutatis mutandis apply, and that the necessary quorum shall be four persons at least holding or representing by proxy one-third of the

issued shares of the class, and that any holder of shares of the class present in person or by proxy may demand a poll.

- 3) For the purpose of this Article, rights conferred upon the holders of the shares of class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking par-pass therewith.
- 4) Every person whose name is entered as a member in the register of members shall, without payment, be entitled to one certificate under the common seal of the Company specifying the share or shares held by him and the amount paid upon thereon, provided that in respect of a share or shares held jointly by several persons the Company shall not be bound to issue more than one certificate and delivery of certificate for a share to one of several joint holders shall be sufficient delivery to all.
- 5) The Company shall be entitled to treat the person whose name appears upon the register in respect of any shares as the absolute owner thereof and shall not be under any obligation to recognize any trust or equity of equitable claim to or partial interest in such shares, whether not it shall have express or other notice thereof.
- 6) If a share certificate is defaced, lost or destroyed it may be renewed on payment of such fee, if any, not exceeding ten thousand shillings, and on such terms, if any, as to evidence and indemnity as the Directors think fit.

ARTICLE 4: TRANSFER AND TRANSMISSION OF SHARES

- 1) Notwithstanding anything set forth herein to the contrary, no shareholder shall transfer any of his Shares or any interest in his Shares until such Shareholder shall have notified the Company of such transaction.
- 2) The instrument of transfer of any share shall be executed by or on behalf of the transferor and transferee, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect thereof
- 3) Ever shareholders or trustee in bankruptcy, or any person who may desire to sell or transfer any such shares and every personal representative of deceased shareholder shall give notice in writing to the Directors that he desires to make such sale or transfer such notice shall institute the Board of Directors of the Company as his agent for the sale of such shares to any member or members of the Company at a price to be agreed upon between the party giving notice and the Board, or in case of differences to be determined by the Auditor of the Company.

- 4) Upon the price of such shares being agreed or determined as per clause (3) 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 price of such inviting the number and price of such shares inviting the persons to whom notice is sent to state within twenty-one (21) days from the date of such notice whether he is willing to purchase any, what maximum number of such shares. At the expiration of such 21 days' notice the Board shall apportion such shares amongst the shareholders (if more than one) who shall have expressed their desire to purchase the same and as far may be pro-rate accordingly to the number of shares already held by them respectively, the whole of 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 respectively shareholders or to the single shareholders who shall have agreed to purchase the same.
- 5) The Directors may in their absolute discretion decline to register any transfer of shares to a person of whom they do not approve not being already a member of the company and may also decline to register any transfer to shares on which the Company has a lien. The Directors may also suspend the registration of transfer during the fourteen days immediately preceding the ordinary general meeting in each year. The Directors may decline to recognize any instrument of transfer unless
 - a) A fee as shall be determined by the Board is paid to the Company in respect thereof, and
 - b) The instrument of Transfer is accompanied by the certificate of 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.

Provided always that, if the Directors refuse to register a transfer of any shares, they shall within two months after the date on which the transfer was lodged within the company send to the transferee notice of the refusal

ARTICLE 5: TRANSMISSION OF SHARES

- 1) On the death of a member, the survivor or survivors where the member was a joint holder, and his/her nominee or nominees or legal representatives where he/she was a sole holder, shall be the only persons recognized by the Company as having any title to his/her interest in the shares. ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
- 2) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may

from time to time properly be required by the Board and subject as hereinafter provided, elect, either –

- (a) To be registered himself as holder of the share; or
 - (b) To make such transfer of the share as the deceased or insolvent member could have made.
- 3) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.
 - 4) The Company shall be fully indemnified by such person from all liability, if any, by actions taken by the Board to give effect to such registration or transfer.
 - 5) Every transmission of a share shall be verified in such manner as the Directors may require and the Company may refuse to register any such transmission until the same be so verified or unless such indemnity be given to the Company with regard to such registration which the Board at its discretion shall consider sufficient provided nevertheless that there shall not be any obligation on the Company or the board to accept any indemnity.
 - 6) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his/her death or insolvency.

ARTICLE 6: ENFORCING LIEN ON SHARES

- 1) The Company shall have a first and paramount lien on every share for all money (whether presently payable or not) called or payable at a fixed and time in respect of that share, and the company shall also have a first and paramount lien on all shares standing registered in the name of any person for all moneys presently payable by him or his estate to the Company, but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this article.
- 2) The lien hereby conferred shall attach to all shares registered in the name of any person indebted or under liability to the Company, whether he is the sole registered holder or shall be one of several joint holders.
- 3) The Company' liens, if any, shall extend to all dividends payable thereon.

ARTICLE 7: SELL OF SHARES

- 1) The Company may sell, in such manner as the Directors think fit, any shares on which the Company has a lien, but no sale shall be made unless

such sum-in respect of which the lien exist is presently payable, nor until the expiration of fourteen days (14) after a notice in writing, stating and demanding payment of the amount in respect of which lien exist as is presently payable has been given to the registered holders for the time being of the share, or the person entitled by reason of his death or bankruptcy to the share.

- 2) For giving effect to any such sale the Directors may authorized some person to transfer the shares sold to the purchaser shall be registered as the holder of the shares comprised in any transfer and he shall not be bound to see to the application of the purchaser money, nor shall his title to the shares be affected by any irregularity of invalidity in the proceedings in reference to the sale.
- 3) The proceeds of the sale shall be applied in payment of such part of the amount in respect of which the lien exists as is presently payable and the residue shall be held (subject to a like a lien for sums not presently payable as existed upon the shares prior to the sale) by the Company on behalf of the person entitled to the date of the sale.

ARTICLE 8: CALL ON SHARES

- 1) The Directors may from time make calls upon the members in respect of any moneys unpaid on their shares, and each member shall (subject to receiving at least fourteen days (14) notice specifying the time or times of payment) pay to the Company at the time or time so specified the amount called on his shares. A call shall be deemed to have made at the time when the resolution of the Directors authorizing the call was passed.
- 2) The joint holders of a share shall be joint and severally liable to pay all calls in respect thereof.
- 3) The sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest upon the sum at the rate of 10% per annum from the day appointed for the payment thereof to the time of the actual payment, but the Director shall be at liberty to waive payment of such interest or any part thereof.
- 4) The provisions of these articles as to the liability of joint holders and as to payment of any sum which, by the terms of issue of a share becomes payable to a fixed time whether on account of the share, or by way of premium, as if the same had become payable by virtue of a call dully made and notified.
- 5) The Directors, may if they think fit, receive from any member willing to advance the same all or any part of the monies uncalled and unpaid upon

any held by him, and upon all or any of the moneys so advanced may (until the same, would, but for such advance, become presently payable) pay interest at such rate (not exceeding, without the sanction of the Company in general meeting, 8%) as may be agreed upon between the member paying the sum in advance and the Director.

ARTICLE 9: GENERAL MEETING AND INCIDENTAL MATTERS THEREOF

Articles 39 to 53 of Table "A" shall apply subject to the following variations: -

- 1) A general Meeting, ordinary or extra – ordinary may, with the consent in writing of all members, be convened on a shorter notice than seven days (7) or without notice.
- 2) Two members, present either personally or by proxy shall form a quorum.
- 3) Any ordinary resolution of the Company determined without any General Meeting and evidenced by writing under the hands of the majority of the Directors and of the members of the Company holding three – fourth of the issued shares of the company shall be valid and effectual as an ordinary resolution duly passed at General Meeting of the Company.
- 4) In any circumstances, where it is impracticable for a Company to convene Meetings and pass resolutions pursuant to the Article above or any Article herein, either of the Director or Member of the company may seek for a court redress

ARTICLE 10: DIRECTORS:

- 1) Until otherwise determined by the Company in General Meeting, the Directors shall not be less than two not more than seven in number.
- 2) The following persons shall be the first Directors of the Company: -
 - a) **NELSON SAMWEL MOLLEL**
 - b) **HAMOUD ABUU JUMAA**
 - c) **AWA GROUP OF COMPANIES LIMITED**
- 3) The shareholding qualifications for the Directors may be fixed by the Company in the General Meeting and unless so fixed no qualifications shall be required
- 4) The quorum of Directors for transacting business shall, unless otherwise fixed by the Directors, be Three.

- 5) A resolution in writing signed by all the Directors shall be as valid and effected as if it had been passed at a meeting of Directors duly called and constituted.
- 6) The Directors may from time to time borrow or raise money for the purpose of the company which exceeds the issued share capital of the Company.

ARTICLE 11. BORROWING POWERS:

The Directors may raise or borrow for the purpose of the Company's business such or sums of money as they think fit and they may secure the repayment of or raise an 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 uninsured capital or by the issued, 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 not charge, or in such, other way as the Directors may think expedient.

ARTICLE 12: VOTE OF MEMBERS:

- 1) On a show of hands every member present in person shall have one vote. On a poll every member shall have one vote for each share of which he is the holder.
- 2) In the case of joint holder, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for the purpose seniority shall be determined by the order in which the names stand in the register of members.
- 3) A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, curator, or other person in the nature of committee, or curator, appointed by that court, and any committee, curator or other person may, vote by proxy.
- 4) No member shall be entitled to vote at general meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.

ARTICLE 13. VOTE BY PROXY:

- 1) On a poll votes may be given either personally or by proxy.
- 2) The instrument appointed a proxy shall be in writing under the hand of the appointer or of his attorney duly authorize in writing, or if the appointer is

a corporation, either under the common seal, or under the hand of an officer or attorney so authorized. A member shall not be entitled to appoint more than one proxy to attend on the same occasion nor may a proxy vote except on a poll.

- 3) The instrument appointing a proxy and the power of attorney or other authority in any, under which it is signed or a naturally certified copy of that power of authority shall be deposited at the registered office of the Company not less than forty-eight hours before the time for holding the meeting, or adjourned meeting, or taking of the poll at which the person named in the instrument proposed to vote, and in default the instrument of proxy shall not be treated as valid.

ARTICLE 14. NATURE OF INSTRUMENT APPOINTING A PROXY:

An instrument appointing a proxy may be in the following form, or in any other form which the Directors shall approve

“Ibeing a member of

AWA-BULLION PRECIOUS METAL REFINERY LIMITED

Do hereby appoint.....

As my proxy to vote for me and on my behalf at the Annual/Extraordinary General Meeting of the Company to be held on theday of

.....20..... and at any adjournment thereof”

“SIGNED this day of20.....

“(Signature of me)

ARTICLE 15. DISQUALIFICATION OF DIRECTORS:

- 1) The Office of a Director shall be vacated:
 - i) If he becomes bankrupt or insolvent or compounded with his creditor; or
 - ii) If he becomes of unsound mind or-is found lunatic or dies; or
 - iii) If he absents himself from the meetings of Directors for a continuous period of six months without special leaves that he vacates his office; or

- iv) If he becomes prohibited from being a Director by reasons of any order made by the court
- v) If he gives the Director one calendar months' notice in writing that he resigns his office.

ARTICLE 16. CORPORATION MAY APPOINT REPRESENTATIVE:

Any corporation which is a member of the company may by resolution of its Directors or other government 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.

ARTICLE 17. SECRETARY:

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.

ARTICLE 18. WINDING UP:

If the Company shall be wound up, the liquidator may, with the sanction of any extraordinary resolution of the Company and having due regard to the respective rights of the holders of different classes of shares to which special rights are attached, divided amongst the members in species or kind the whole or any part of the assets of the Company and may for such purpose set such value as he deems fair upon any property to be divided as aforesaid any may determine how such division shall be carried out as between the members of different classes of members. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon assets in trustees upon such trust for the benefit of the contributories as the liquidators, with the like sanction shall think fit, but so that member shall be compelled to accept any shares or other securities whereon there is any liability.

ARTICLE 19. IDEMNITY:

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 proceedings relating to the company, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court.

ARTICLE 20. ADDITIONS AND ALTERATIONS:

Subject to the provisions of the Act and to those contained in the Memorandum of Association, the Company by a Special resolution, may make alterations or additions to these Articles of Association and any such alteration or addition so made shall be of valid effect as if originally contained in these Articles and be subject in like manner to alteration by Special Resolution.

ARTICLE 21. DIVIDENDS, BONUS AND RESERVE FUNDS:

- 1) Subject to any rights or privileges for the time being attached to any shares in the capital of the Company having preferential or special rights in regard to dividend, the profits of the Company which it shall from time to time be determined to distribute by way of dividends upon the shares of the Company in proportion to the amounts paid up thereof respectively otherwise than in advance of calls
- 2) The company may in general Meeting declare dividends, but no such dividends shall be payable otherwise than out the profits of the Company. No higher dividends shall be paid than is recommended by the Directors and a declaration by the Directors as of the amount to profits at any time available for dividends shall be conclusive.
- 3) With the sanction for General Meeting, dividends may be paid wholly or in part by the distribution amongst the members in accordance with their rights of fully paid shares, debentures or other property suitable for distribution as aforesaid.
The Directors shall have fully liberty to make all such valuations, adjustment and arrangements and to issue all such certificates or documents of title as may in their opinion be necessary or expedient with a view to facilitating the equitable distribution dividends to be satisfied as aforesaid or to giving them the benefit of their proper shares and interests in the property, and no valuation, adjustment or arrangement so made shall be questioned by any member.
- 4) The Directors may before declare or recommending any dividend set aside out of the amount available for dividends such sums as they think proper as a reserve fund of addition thereto.

- 5) The Directors may divide the reserve fund into such special fund or funds as they think fit with full power to employ the assets constructing such fund or funds in the business of the Company or may invest the same upon such investments (other than shares of the Company) as they may select, without being liable for any depreciation of or loss in consequence of such investment for trust funds or not. The reserve fund shall at the discretion of the Directors be applicable for the equalization or dividends or for making provision for exceptional losses, expenses or contingencies, or the extension or development of the Company's business or for writing down the value of any of the assets of the Company's or for repairing, improving and maintain any buildings, plant, machinery or works connected with the business of the Company or to the cover the loss in wear and tear or other depreciation in the value of any property of the Company or for any of the objects of the company as defined by the Company's Memorandum of Association or for any other purpose to which the profits of the Company may be property applied, and the Directors may at any time divide among the members by way of bonus or special dividends any part of the reserve funds which they in their discretion may determine not to be required for the purpose aforesaid.
- 6) The Directors may deduct from any dividends or other money payable in respect of any shares held by member, either alone or jointly with any other member, all such sums of money (if any) as may be due and payable by him either alone or jointly with any other person to the Company on account of calls otherwise.

ARTICLE 22. ACCOUNTS:

- 1) The Directors shall cause to be kept such books of accounts as are necessary under the provisions of the Act to exhibit and explain the transactions and financial position of the Company, and in particular proper books of accounts with respect to:-
 - i) The assets and liabilities of the Company;
 - ii) All sums of money received and expended by the Company and the matters in respect of which receipts and expenditure take place; and
 - iii) All sales and purchaser of goods by the Company. The books of account shall be kept at the place as the

Directors shall think fit, and shall always be opened to the inspection of the Directors.

- 2) The Directors shall from time to time determined whether, in any particular place or place, or Generally, and to what extend and what time a place and under what conditions, or regulations, the accounts and books of the Company or both of them shall be opened to the inspection of members, and no member (not being a Director) shall have any right of inspection any account or book or document of the Company, except as conferred by statute or authorized by the Directors or by a resolution of the Company in General Meeting.
- 3) Once at last in every year the Directors shall lay before the Company in General Meeting a profit and loss account for the period since the preceding account, or (in the case of the first account) since the incorporation of the Company, made up to a date not more than nine months before such meeting. A balance sheet shall also be made out in every year as at the date to which the profit and loss is made up, and shall be laid before the Company in General Meeting.
- 4) The said account and balance sheets shall be accompanied by such reports and documents and shall contain such particular as are prescribed by the Act and the Directors shall in their report state the amount which they recommend to be paid by way of dividend, and the amount (if any) which they propose to carry to any attached to the balance sheet and shall read before the Company in General Meeting and be opened to inspection by any member.

ARTICLE 23. NOTICE:

- 1) A notice or any other document may be served by the Company upon any member either personally or by sending it through the post in a prepaid envelop or wrapper addressed to such member at his registered address as appearing in the register of members.
- 2) All notices directed to be given to the members shall, with respect to any share to which persons are jointly entitled be given to whichever of such persons is named first in the register of members, and any notice so given shall be sufficient notice to the holders of such shares.
- 3) A notice may be given by the Company to the person entitled to any share in consequence of the death or bankruptcy of a member by sending it through the post in a prepaid envelope or wrapper address to them, by name or by the title of representatives or trustees of such deceased or bankrupt member, at the address supplied for the purpose by such persons as

aforesaid, or (until such address has been supplied) by giving the notice in the manner in which the same would have been given if the death or bankruptcy had not occurred.

- 4) Any notice or other document, if served or sent by post shall be deemed to have been or delivered at the time when the letter containing the same.
- 5) Would have been delivered in the ordinary course of the post, and in proving such service or sending the notice of document was properly addressed and put into the post office as a prepaid letter.
- 6) When a given number of days' notice extending over any other period is required to be given, the day of service shall not be counted in such number of days or other period.


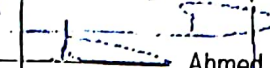
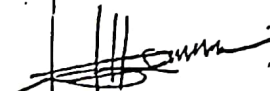

ARTICLE 24. THE SEAL:

The seal of the Company shall not be affixed to any instrument except by the authority or a resolution of the Directors and in the presence of at least two Directors or Director and the Secretary and such other persons as the Directors may appoint for the purpose; and those two Directors or Director and Secretary or other person as aforesaid shall sign every instrument to which the Seal the Company is so affixed in their presence.

ARTICLE 25. LEGAL ACTION:

The Company may, in it's co-operate name, sue or be sued.

WE, the several persons whose means and address are subscribed, are desirous of being formed into a Company in pursuance of these Articles of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

SN	NAME, ADDRESS AND DESCRIPTION OF SUBSCRIBER	NUMBER OF SHARES SUBSCRIBED	CLASS OF SHARES	SIGNATURE OF SUBSCRIBER
1.	AWA GROUP OF COMPANIES LIMITED P.O.BOX 3634 DAR ES SALAAM, KINONDONI, KAWE BEACH, MLALAKUWA, PLOT NO 319 OLD BAGAMOYO ROAD	1400	Waleed Mohameds Babiker – Director ORDINARY	  Ahmed Omer Suliman Mohamed -Director
2.	HAMOUD ABUU JUMAA P.O.BOX 3634 DAR ES SALAAM, ILALA. MKUNGUNI NA LUMUMBA ABI TRADERS.HOUSE NO 5, GROUND APPARTMENT NO 6B. OPPOSITE MNAZI MMOJA.	300	ORDINARY	
3	NELSON SAMWEL MOLLEL P.O.BOX 33493 PWANI, BAGAMOYO MAPINGA MINGOI. PLOT NO 08 OPPOSITE LEMOON GARDEN.	300	ORDINARY	




Dated at Dar es Salaam this 26..... day of..... 12.....2023

IN WITNESS TO THE above the shareholders of the company have subscribed their hands in the manner above stated: -

BEFORE ME:

NAME: Jacqueline Daniel Emmanuel

SIGNATURE: 

POSTAL ADDRESS: 33493 Dar es Salaam

QUALIFICATION: Advocate

