

THE UNITED REPUBLIC OF TANZANIA



Certificate of Incorporation

No.

I hereby certify that

ASK ENGINEERING CO. LIMITED.

Is this day incorporated under the Companies Act 2002, and that the Company is Limited

Given under my hand at Dar es Salaam this..... day of..... Two thousand and Seventeen.

Seal

Registrar of Companies.

THE COMPANIES ACT 2002

COMPANY LIMITED BY SHARES

**MEMORANDUM OF ASSOCIATION
OF
ASK ENGINEERING CO. LIMITED.**

1. The name of the company is **ASK ENGINEERING CO. LIMITED.**
2. The Registered office of the Company will be situated in Tanzania.
3. The objects for which the Company is established are: -
 - (a) To carry on the business of mechanical and motor engineering, contractors, mechanical engineering, chemical engineering, air technicians, electrical engineering and telecommunication engineering.
 - (b) To carry on business of garage, motor, auto works, car wash, car accessories, service bay, reconditioning of cars and all kinds of mechanical engineering.
 - (c) To carry on the business of builders, contractors for construction works, renovation, decoration, and demolition and to purchase otherwise acquire land for houses, offices, workshops and building premises.
 - (d) To engage and carry on the business of general civil works, engineering, constructions, buildings, renovations, office practitioners, decoratories, maintainers of dilapidated buildings, plumbing, furniture manufacturers, suppliers and exporters, residential, office furnishers, and generally to be designers and fabricators of all kinds of gadgets whatsoever, to be timber processors, saw millers and suppliers of all kinds of timber, to be hardware and building materials suppliers, manufactures of electrical equipments and suppliers of same.
 - (e) To carry on the business of mechanical and electrical contractors, building and civil engineering contractors, designers of buildings, roads, civil and road engineering works, structural maintenance, contractors, architects and quantity surveyors, painters, decorators, plumbers, metal and alloy workers, fineries and engineers, electricians, warehousemen, harbingers and dealers in hardware, sanitary ware, plants appliances and fittings, tiles, pipes, earthen ware goods, cement concrete workers and building materials and requisites of every kind.
 - (f) To carry on the business of garage proprietors, repair, cleaner, stone and warehouse of all kinds of vehicles, machinery, equipment and plant, whether moved by mechanical power or not, fuel for internal combustions engines, lubricants, batteries, wheel balance and accessories and all things capable of being used in connection with the



said business or in manufacturer or maintenance of such vehicles, machinery equipment and plant.

- (g) To carry on the business of real estate management and development, real estate agents, property managers, and realty administrators of buildings, services of letting or valuation, builders, contractors for construction works, renovation, decoration and demolition and to purchase otherwise acquire land for houses, offices, workshops and building premises.
- (h) To carry on the business of builders, contractors for construction works, renovation, decoration, and demolition and to purchase otherwise acquire land for houses, offices, workshops and building premises.
- (i) To carry on the business of real estate affairs; apartment house management; apartments renting of real estate leasing of; real estate agencies; real estate appraisal; real estate brokers; real estate management; rent collection; rental of offices real estate renting of apartments; renting of flats.
- (j) To carry on the business and act as managers of investments and investment company, commission agents, real estate, property managers, developers, valuers, decorators, engineers and to generally be able to carry out activities of any description with regards to land, property and real estate, investment in any type of property, buildings, lands, securities, bonds, shares and any property act as a holding company with subsidiaries and invest in any projects as the company may think fit.
- (k) To carry on the business of real estate, property managers, developers, agents valuers, decorators, engineers and to generally be able to carry out activities of any description with regards to land, property and real estate, investment in any type of property, buildings, lands, securities, bonds, shares and any property act as a holding company with subsidiaries and invest in any projects as the company may think fit.
- (l) To deal in all aspects of Real Estate, Estate development including buying, constructing, selling, mortgaging, renting, transferring and any other form of conveyance of real estate.
- (m) To carry on the business as developers and for that purpose to purchase, acquire, own process, buy, sell, re-sell and to traffic in land structures and estates other immovable properties and to develop co-operatives, housing schemes, township and prepare for building sites, constructing, re-constructing, erecting, altering, improving enlarging, developing, decorating and furnishing houses, buildings, hotels, motels,

resorts, flats, factories, shops, offices, garages, warehouses, workshops, hospitals, nursing homes, clinics, halls, theatres, palaces etc.

- (n) To acquire by purchase, lease, exchange, hire or otherwise, either for a Right of Occupancy or for any other estate interest or tenure in land, whether in possession or inversion, buying, renting, selling and there vested or contingent, any lands, tenements and premises of any tenure, whether subject or not, to any charges or encumbrances, and to hold or to sell, let alienate, mortgage, charge or otherwise deal with or such lands, tenements or premises in the general business of Real Estate.
- (o) To provide consultancy on construction, architecture, Quantity, Surveyors, structural designs and engineering, supervision, construction labor management, estate plans and soil testing.
- (p) To build, construct, alter, improve, enlarge, repair, maintain, develop, demolish, remove or replace and to work, manage, carry out or control works of all descriptions, including but not limited to offices, factories, mills, warehouse, shops, stores, garages and other buildings, roads, dams, machinery and plants, which may, in the opinion of the directors of the Company, be likely to advance directly or indirectly the Company's interests; to clear sites for the same, to contribute to, subsidies or otherwise assist in the building, construction, alteration, repair, improve, entertainment, maintenance, redevelopment, demolition, removal, replacement, working, management, carrying out or control. To be professional services contractors, fumigation agents, renovators.
- (q) To carry on the business of real estate, property managers, developers, agents valuers, decorators, engineers and to generally be able to carry out activities of any description with regards to land, property and real estate, investment in any type of property, buildings, lands, securities, bonds, shares and any property act as a holding company with subsidiaries and invest in any projects as the company may think fit.
- (r) To carry on the business of building contractors, masonry and general construction contractors and among other things to construct, execute, carry out, equip, improve, work and advertise railways, tramways, docks harbors, sharves, canals, water-courses, irrigations, reclamations, sewage, drainage and other sanitary works, water, gas, electric and other supply works, houses, building and erections of every kind.
- (s) To engage in investment scheme for construction, rehabilitation, erection, ownership and management of commercial buildings, export processing zones and special economic zones, to buy, sell, hire, manufacture, trade, and deal in property, goods, produce, articles, and merchandise of all kinds and transact any and every description as

development agency, distribution, marketing, commercial, industrial, manufacturing, mercantile, insurance and financial business and carry on the business of traders, general merchants, general storekeepers, metals, commission agents, business consultants, market research consultants, business transfer agents, company promoters, underwriters, financiers and bill brokers, del-credere agents, barter traders, court brokers, auctioneers and generally to execute and undertake agencies of all kind or carry on the business of warehouse construction, landscaping, engineering, general civil works and deal in all kinds of scrap metal and precious metals.

- (t) To carry on the business of contractors, construction, repairs of roads, railways, tramway, bridges, reservoirs, irrigation, improvements, piers, sewerage and drainage works, construction of drainage structures quarry owners, builders general contractors and carriers and generally any work or works of public or semipublic characters or of public utility.
- (u) To carry on the business of various equipments, tools and or gadgets necessary for secure operation of various business activities in respect of construction industry.
- (v) To carry on the business of hiring construction equipments including trucks of all types.
- (w) To carry on the business of Architectural work, designers, land surveyors and technical drawings on building and contractors, masonry and general construction contractors and were necessary to give consultation on the same.
- (x) To carry on the business of supplying and professional fittings of aluminium frames, glasses, windows, importers of uPVC profile and glass uPVC and other raw materials, accessories and other hardware materials, fittings used in manufacturing uPVC double glazed windows, doors, frames, roof tresses and other allied goods.
- (y) To carry on the business of importers, dealers, storers, warehouse, wholesalers, retail traders, installers, repairers and fixers of aluminium frames and fittings, double glazed windows, doors, sanitary-ware, wall papers, roofing tiles, flooring tiles, industrial equipments, agricultural implements, spares of every description, plumbers, decorators, steel fabrication, aluminum fabrication, machine shop, nickel plating, electric plating, and other allied description.
- (z) To carry on the business of building warehouses, outfitters of warehouses, specialized suppliers of warehouse fittings and generally to carry on all other businesses which can conveniently be carried out in conjunction with the above business.

- (aa) To carry on the business as specialized contractors, conduct and do plumbing business in constructions, erection and repair of steam, gas light, water and liquid pipes, fittings and apparatus, to equip and provide buildings, mining sites, railroads, manufacturing and municipal plants with pipes, fittings, apparatus and repair of heat, light gas or water supply, to buy and sell articles and apparatus sold and kept for sale by plumbers and generally to transact and do all manner of business in the plumbing line, incidental or similar thereto or required to be or capable of being carried on in conjunction therewith.
- (bb) To erect and construct houses, buildings, or works of every description on any land of the company or upon other lands, or property and to pull down, rebuild, enlarge, alter and improve existing houses, buildings to convert any such land into roads, street squares, gardens and grounds for various activities.
- (cc) To carry on the business as general distributors of all sorts and types of products and services to individuals, offices, industries, shops, schools, factories, hospitals, army, military, ministries and all other government offices, universities and all other places where the services of a supplier are needed.
- (dd) To carry on the business of timber and lumber merchants, lumber yard and saw-mill proprietors, and to sell, buy, prepare for market, import, export and deal in timber and wood of all kinds, and to manufacture and deal in articles of all kinds, and to manufacture and deal in articles of all kinds in the manufacture of which timber or wood is used; to carry on the business of logging and lumbering, purchasing, acquiring and leasing timber berths, and so far as may be deemed expedient the business of general merchants in any other businesses which may seem to the Company capable of being conveniently carried in connection with any of the above, or calculated directly or indirectly to render profitable or to enhance the value of the Company's property or rights for the time being.
- (ee) To carry on the business of exporters, importers and manufacturers of timber, honey and forest products, composites and plastics and to buy and sell by wholesale or retail, and generally to deal in all such materials.
- (ff) To carry on the business of clearing and forwarding agents, commission agents, transporters, freighters, hauliers, customs bonded warehouse and godown keepers, cargo and travel agents, insurance agents, tourist agents, manufacturers' representatives, road contractors, cargo superintendents, packers, machinery haulage specialists, warehousemen, engineers, electricians, motor cars, cabs, omnibus, lorries, oil tank and coach proprietors and transporters, civil transport

contractors and transporters by any other means of conveyance of people and goods in Tanzania and the neighboring countries and in such other place or places as may from time to time be determined by the company, engage in and or otherwise carry on the business as transporters and transport agents, freight forwarders.

- (gg) To construct, erect, equip and carry on the business of petrol station with all usual or convenient buildings, petrol and oil pumps, plants, machinery, articles and things which may be required for purpose of the said business or commonly supplied or dealt with by persons engaged in such business, to carry on the business of garage proprietors, service proprietors, mechanical engineers, manufactures and repairs of motors cars, motor bodies and equipment and other machinery, general motor engineers, consulting and electrical engineers, welders, fitters, burners, toolmakers, metal workers, millwright, machinists, iron and steel converters, smiths, builders, painters and to buy, sell, manufacture, export, import, repair, convert, alter and let on hire and deal in motor cars and equipment, spare parts and accessories, machinery, implements, rolling stock and hardware and sanitary of all kinds, builder's materials, timber, oils, spirits, varnishes, electrical and electronic machinery and equipments.
- (hh) To carry on the business of dealing in importing, exporting, marketing, manufacturing stocking, buying, selling whether by wholesale or retail of various categories of goods and merchandise, and to act as insurance agents, commission agents, brokers and manufacturers, representatives in all fields. To be agent of foreign company and to establish business enterprises whether small scale, industries and generally deal in all kinds of general merchants and to import, export and all either by merchandise and articles of all description.
- (ii) To carry on the business of garage proprietors and service station for motor vehicles of all kinds, to carry on the safe keeping, cleaning, repairing, refueling, panel beating, body builders, spraying and the general care of motor vehicles, aircraft, machinery, equipment and plant whether moved by mechanical power or not, implements, utensils, appliances, apparatus, fuel for internal combustion engines, lubricants, cements, solutions, batteries and accessories and all things capable of being used in connection with the said businesses or in the manufacture or maintenance of such vehicles, machinery, equipment and plant.
- (jj) To carry on the business as manufacturers, principals or agents representatives of importing, exporting, buying, selling, distributing of new and used motor vehicles, cars, trucks, lorries or other vehicles, motor vehicles spares and parts of all descriptions, railway, fuel and other oils, petroleum of all kinds, tires and tubes, batteries, battery solution and other spares, accessories, motor cycles, bicycles, tractors,

mining equipments, fishing gears, agricultural and industrial machinery and equipments, new and second hand spare parts and accessories and generally to deal in all types of motor spare parts and industrial and agricultural machinery and parts, electronic goods and accessories thereof.

- (kk) To carry on the business of general traders, merchants, manufacturers representatives and to buy, sell, hire, manufacture, barter, trade and deal in property, mechanical machine shop, spare parts and machinery of every description, goods and articles and merchandise of all kinds and to transact any and every description of agency, insurance agents, commission, distribution, marketing, commercial, industrial, manufacturing, merchantile, insurance and financial business.
- (ll) To carry on all or any of the business of transport, carriage and haulage contractors, owners and charter of road vehicles, aircraft and ships and boats of every description and carriers of goods and passenger by road, rail, water or air and to establish, acquire, maintain and operate transport service of every description both public and private and all services ancillary thereto and for such purposes or as independent undertakings to purchase, take in exchange, charter, hire, build, contract or otherwise acquire and to own, operate, work, manage, maintain, repair, service and deal with and in road vehicles, aircraft and vessels of every supplies therefore and to conduct any such business within the country or any other state in Africa or Europe or Asia and or any other foreign country.
- (mm) To carry on the business as general distributors of all sorts and types of products and services to individuals, offices, industries, shops, schools, factories, hospitals, army, military, ministries and all other government offices, universities and all other places where the services of a supplier are needed.
- (nn) To carry on the business of establishing and running supermarkets, department stores, shopping malls, provision stores, groceries and shops of all kinds and description and generally to deal with such activities.
- (oo) To carry on the business of agents, consultants or representatives of foreign or local manufacturers, industries or other like organizations in any type of goods, products, commodities and services.
- (pp) To carry on the business of establishing and running shops, shopping malls, provision stores, supermarkets, department stores, groceries food and shops of all kinds and description and generally to deal with such activities.

- (qq) To engage in and carry out the business of proprietors and managers of food outlet, hotels, restaurants, cafes, road houses, motels, safari and holiday camps, caravan sites, guest houses, apartment housekeepers, refreshment and tea rooms, milk and snacks bars, tavern, beer house and lodging housekeepers and to provide food and catering services to individuals, private and public institutions and to industrial and business concerns.
- (rr) To purchase or acquire freehold, leasehold or other immovable property and movable property generally and also rights, privileges and easements over or in respect of any property movable or immovable, and to pay for the same in cash or in any other manner agreed upon, and to take over and assume liabilities for payments of all moneys owing whatsoever under and by virtue of any mortgages, charges or other existing and charged upon any and all such property as may be purchased at any time by the Company from any Government, person, firm or company and to do all things and execute such documents and deeds as may be necessary to that end.
- (ss) To advance money to any person or persons or corporations, either with or without interest upon the security of freehold or leasehold property by way of mortgage, or upon marketable security and in particular to advance money to shareholders in the company, and others, upon the security of or for the purpose of enabling the person borrowing the same to effect or purchase, or enlarge or repair any house or building or to purchase the free simple or any term or terms of years of any property in Tanzania, or elsewhere upon such terms, and conditions as the Company may think fit.
- (tt) To carry on the business of spare parts for different types of machines and instruments including motor vehicles, cars, trucks, Lorries or other vehicles, agricultural implements, mining implements and any other machinery, tool maker, metal workers, boil makers and any other kind of machine whatsoever.
- (uu) To engage in and carry out the business of proprietors and managers of hotels, restaurants, cafes, road houses, motels, safari and holiday camps, caravan sites, guest houses, apartment housekeepers, refreshment and tea rooms, milk and snacks bars, tavern, beer house and lodging housekeepers and to provide food and catering services to individuals, private and public institutions and to industrial and business concerns.
- (vv) To purchase, take on lease and otherwise acquire for investment or resale any estate, land, buildings, easements and other rights and interests in immovable property or any tenure in Tanzania and

elsewhere and to sell let or lease exchange or otherwise dispose of or grant rights over any immovable property, belong to the company.

- (ww) To purchase, take or lease or in exchange, hire or otherwise acquire and hold any state or interest in any lands buildings, casements, rights, licenses secret processes, machinery, plants, stock, in trade and real or personal property of any kind.
- (xx) To accept payment for any property or rights sold or otherwise disposed or dealt with by the company either in cash, by installment or otherwise or in fully or partly paid up shares of the company or corporation, with or without deferred or preferred or guaranteed rights.
- (yy) To carry any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on by the Company in connection with the above business or the general business of the company.
- (zz) To act as agents for the sale and purchase of any stocks shares or securities or for any other monetary or mercantile transactions.
- (aaa) To act as executors and trustees of wills and settlements made by customers and others and undertake and execute trusts of all kinds.
- (bbb) To do all or any of the above things in any part of the world and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others and either or through agents, sub-contractors, trustees and otherwise.
- (ccc) To remunerate any person, firm or company rendering services to this company, whether by cash payments or by allotment to him or them of shares or securities of the Company credited and paid in full or in part, otherwise.
- (ddd) To accept for safe custody and keep for customers of the company all kinds of securities valuables and things.
- (eee) To lend money on any terms that may think fit, and particularly to customers or other person or corporations having dealing with societies and to give any guarantees that may be expedient.
- (fff) To invest and deal with the moneys of the Company not immediately required, upon such securities and in such manner as may from time to time be determined.

elsewhere and to sell let or lease exchange or otherwise dispose of or grant rights over any immovable property, belong to the company.

- (ww) To purchase, take or lease or in exchange, hire or otherwise acquire and hold any state or interest in any lands buildings, casements, rights, licenses secret processes, machinery, plants, stock, in trade and real or personal property of any kind.
- (xx) To accept payment for any property or rights sold or otherwise disposed or dealt with by the company either in cash, by installment or otherwise or in fully or partly paid up shares of the company or corporation, with or without deferred or preferred or guaranteed rights.
- (yy) To carry any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on by the Company in connection with the above business or the general business of the company.
- (zz) To act as agents for the sale and purchase of any stocks shares or securities or for any other monetary or mercantile transactions.
- (aaa) To act as executors and trustees of wills and settlements made by customers and others and undertake and execute trusts of all kinds.
- (bbb) To do all or any of the above things in any part of the world and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others and either or though agents, sub-contractors, trustees and otherwise.
- (ccc) To remunerate any person, firm or company rendering services to this company, whether by cash payments or by allotment to him or them of shares or securities of the Company credited and paid in full or in part, otherwise.
- (ddd) To accept for safe custody and keep for customers of the company all kinds of securities valuables and things.
- (eee) To lend money on any terms that may think fit, and particularly to customers or other person or corporations having dealing with societies and to give any guarantees that may be expedient.
- (fff) To invest and deal with the moneys of the Company not immediately required, upon such securities and in such manner as may from time to time be determined.


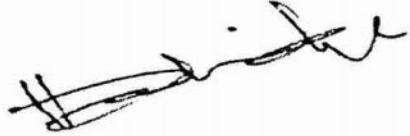

- (ggs) • To carry on the business of builders, contractors for construction works, renovation, decoration, or demotion and to Purchase otherwise acquire land for houses, offices, workshops and building premises.
- (hhh) • To establish workshops for training of heavy duty construction equipment, handling and safety measures, high of construction equipment, construction labor, and general advisory services
- (iii) • To carry on the business of building contractors, masonry and general construction contractors and among other things to construct, execute, carry out, equip, improve, work, and advertise railways, tramways, docks harbors, starves, canals, water courses, irrigations, reclamations, sewage, drainage and other sanitary works, water, gas, electric, and other supply works, houses, building and erections of every kind.
- (jjj) • To provide consultancy on construction, architecture, structural designs and engineering, construction labor management, estate plans and soil testing.
- (kkk) • To engage in research into all problems relating to industries business and personnel management and to distribution, marketing and selling and to collect, prepare and distribute information and statistics relating to any type of industry or business and promote or propose such methods, procedures and measures as may be considered desirable or beneficial for or in connection with all or any of the company's objects.
- (lll) • To carry the business of importers, exporters, buying, selling, dealers in building materials, hardware, sanitary ware, wall paper, roofing tiles, flooring tiles, supplying industrial equipment, agricultural implements and spares of every description, plumbers, decorators, steel fabrication machine, shop, nickel plating, electric plating, making steel windows, doors, frame and roof tresses.

4. The liability of the members is limited.

5. The initial capital of the company is shillings four hundred million, **(400,000,000/=)** divided into **40,000** shares of shillings **10,000/=** each. The company shall have powers to increase its capital and to divide the shares in its capital for the time being into several classes of stock or shares and to attach thereto respectively such preferential, deferred or special rights, privilege, or conditions as may be determined by or in accordance with the Articles of Association of the company.




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

Names, Addresses and Description of Subscribed	Number of shares taken by each subscriber	Signature
AZAN SAID SALUM P.O. Box 950. KAHAMA SHINYANGA	25,000	
VINCENT DONALD KASHINDYE P.O. Box 856. KAHAMA SHINYANGA	5,000	
SABURI MIKIDADI MSUNA P.O. BOX	3,000	

Dated at Kahama this 5th day of January 2017

Witness to above signature:

Name : ALEX M. CHILIKO
 Signature : 
 Postal Address : P.O. Box 701 Kahama, Shinyanga
 Qualification : ADVOCATE



THE COMPANIES ACT 2002
COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
OF
ASK ENGINEERING CO. LIMITED.

PRELIMINARY

1. In these regulations: -

"The Act" means the Companies Act 2002 of the Laws of Tanzania.

"The Seal" means the common Seal of the Company.

"Secretary" means any person appointed to perform the duties of the Secretary of the Company.

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

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Company Act 2002 or any statutory modification thereof in force at the date at which these articles become binding upon the Company.

Any words importing the singular shall include the plural and vice versa, and words importing the masculine gender shall include females, and the words importing persons shall include bodies corporate, partnerships, firms, cooperatives, societies, etc.

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 herein, and the provisions under Table "A", the former shall prevail; and addition to substitution for or modification of the provisions of Table "A" the following shall be regulations of the Company.

PRIVATE COMPANY

2. The Company is a Private Company and accordingly:-

- (a) The right to transfer shares is restricted in manner hereinafter prescribed.
- (b) The number of members of the company (exclusive of persons who are in the employment of the Company and of 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,

PROVIDED THAT where two or more persons hold one or more shares in the Company jointly they shall for the purpose of this Article be treated as a single member.

- (c) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.
- (d) The Company shall not have power to issue shares and warrants to bearer.

TRANSFER OF SHARES.

- 3. The Directors may in their direction and without assigning any reason there of refuse to register the transfer of any share to any person who it shall in their opinion be undesirable for any reason whatsoever to admit to membership.
- 4. Subject to clauses 2 and 3 hereof the right of members to transfer their shares shall be restricted as follows;
 - (a) No share shall be transferred to a person who is not a member so long as any member or any person selected by the Directors as one who it is desirable in the interest of the Company to admit to membership.
 - (b) Every shareholder or trustee in bankruptcy, or any person who may desire to sell or transfer any such shares and every who may desire to sell or transfer any such shares and every person's representatives of a deceased shareholder shall give notice in writing to the Directors that he desires to make such sale or transfer. Such notice shall constitute the Board of Directors of the Company as his agent for the sale of the said shares to any member or members of the company at the price to be agreed upon between the party giving such notice the party and the board, or in case of difference to be determined by the Auditor of the Company.
 - (c) Upon price of such shares being agreed on a determined as per clause (b) 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 share inviting the person to whom notice is sent to state within 21 days from the date of such notice whether he is willing to purchase any, if so what maximum number of such shares. At the expiration of such days 21 notice the board shall apportion such shares amongst the shareholders (if more than one) who shall have expressed their desire to purchase number of shares already held by them respectively, or if there be only one such shareholder, that the whole of such shares shall be sold to him, provided no shareholder shall be obliged to take more than the maximum number of such shares stated in his answer to the said notice.

- Upon such apportionment being made or such one shareholder notifying his intention to purchase, as the case may be, the party desiring to sell or transfer such shares shall be bound upon payment of the said price to transfer the shares to the respective shareholders or to single shareholder who shall have agreed to purchase the same.

5. GENERAL MEETINGS: NOTICE OF GENERAL MEETING AND PROCEEDINGS OF THE GENERAL MEETINGS.

The regulation of companies Act shall apply the following variations:-

- a) A General Meeting, ordinary or extraordinary may with the consent in writing of all members, be convened on a shorter notice than days or without notice.
- b) Two members, present either personally or by proxy shall form a quorum.
- c) Any ordinary resolution of the company determined without any general meeting and evidenced by writing under the hands of majority of the directors and of the and of the members of the company holding three-fourths of the issues shares of the company shall be valid and effectual as an ordinary resolution duly passed at a general meeting of the company.

6. DIRECTORS

- a) Until otherwise determined by the company in General Meeting the directors shall not be less than two and not more than seven in number.
 - b) There shall be chairman of the body of directors whose qualification, remunerations, terms and conditions of service shall be determined by the directors of the company by vote of simple majority.
 - c) The following persons shall be the first directors of the company:-
 - 1. AZAN SAID SALUM**
 - 2. VINCENT DONALD KASHINDYE**
 - 3. SABURI MIKIDADI MSUNA**
7. The shareholding qualification for directors may be fixed by the company in General Meeting, and unless and until so fixed no qualification shall be required.
 8. The quorum of directors for transacting business shall, unless otherwise fixed by the Directors, be two
 9. A resolution in writing signed by all the Directors then in Tanzania shall be as valid and effectual as if it had been passed at a meeting of Directors dully called and constituted.

10. The Directors may from time to time borrow or raise any money for the purposes of the Company, which may exceed the issued share capital of the company.

BORROWING POWERS.

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

11. The Directors 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 or future including its uncalled capital for the time being, or by the issue at such price as they may think fit, of bonds or debentures either charged upon the whole or any part of the property and assets of the company or not so charged or in such other way as the Directors may think expedient.

VOTE OF MEMBERS.

12. On a show of hands every member present in person shall have one vote. On a roll every member shall have one vote only for the shares of which he is holder.
13. No member shall be entitled to vote at any general meeting unless all calls or other sums presently by him in respect of shares in the Company have been paid

DISQUALIFICATION OF DIRECTORS.

14. The office of a Director shall be vacated if the Director;
- (a) Becomes bankrupt; or
 - (b) Is found to be a lunatic or becomes of unsound mind; or
 - (c) Resigns his office by notice in writing to the Company;
 - (d) Abstains himself from meetings of the directors for a period of six months without special leave of absence from the other Directors.

SEAL.

15. The Directors shall provide for the safe custody of the Seal. The Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors and in the presence of at least two Directors or a Director and Secretary or other person as aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.

AUDIT.

16. Auditors shall be appointed and their duties regulated in accordance with the law for the time being governing the business of auditors, specifically of a company like this;



ALTERNATE DIRECTORS.

17. Any director shall have power to nominate any person to act or attend as alternate Director during his absence or during his inability so to act. Such Director shall be subject in all respects to the terms and conditions existing with reference to the other Directors and such Alternate Director shall exercise and discharge all the duties of Director whom he represents.
18. Unless otherwise decided by the Directors the quorum necessary to transact business of the Directors shall be two Directors personally present.

SECRETARY.

19. The Secretary shall be appointed by the Board for such terms at such remuneration and upon such condition as it may think fit, and any Secretary so appointed may be removed by the Board.

WINDING UP.

20. With the sanction of a special resolution of the shareholders any part of the assets of the Company including any shares in other Companies may be divided between the members of the Company in special or may be vested in Trustees for the benefit of such members and the liquidation of the company may be closed and the company dissolved but so that no member shall be compelled to accept any shares whereupon he shall be liable.

ALTERATION OR ADDITION.

21. Subject to the provisions of the Act and to those contained in the Memorandum of Association the Company may by Special Resolution make alteration or addition so made shall be as valid and effectual as if originally contained in those articles and be subject in like manner to alteration by Special Resolution.

INDEMNITY.



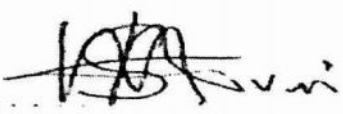
22. Every Director, Managing Director, Agent, Auditor, Secretary and other Officer for the time being of the Company shall be indemnified out of the Assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgement is given in his favour or in which he is acquitted or is in connection with any application in which relief is granted to him by the Court.

ARBITRATION.

23. If and whenever any dispute or difference shall arise between the Company and any of the members or their respective representatives touching upon the construction or meaning of any of the Articles herein contained or any act matter or thing made or done or omitted to be done or with regard to the rights or liabilities arising here under or arising out of the relation existing between the parties by reasons of these Articles



of these Act, such differences shall (unless as sole arbitrator be agreed upon) forthwith be referred to the arbitration of three (3) arbitrators, one to be appointed by each party and the third to be appointed by the first two or, in the event of failure to agree within (Cap. 150 or any then existing statutory modification or re-enactment thereof shall apply.

Names, Addresses, and Description of Subscribed	Number of shares taken by each subscriber	Signature
AZAN SAID SALUM P.O.BOX450 KAHAMA SHINYANGA	25,000	
VINCENT DONALD KASHINDYE P.O. BOX 856 KAHAMA SHINYANGA	5,000	
SABURI MIKIDADI MSUNA P.O. BOX	3,000	

Dated at Kahama 5th this January day, of 2017

Witness to above signature

Name :

ALEX NI CHILIKO

Signature :



Postal Address :

P.O. Box 701 Kahama, Shinyanga

Qualification :

ADVOCATE

