

THE COMPANIES ACT 2002

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COMPANIES LIMITED BY SHARES

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MEMORANDUM

AND  
ARTICLES OF ASSOCIATION  
OF

**RJ MUSSA CONSTRUCTION COMPANY  
LIMITED**

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*Incorporated this*                      *day of*                      *2008*  
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**DRAWN BY  
REMIGIUS J. MUSSA  
SUBSCRIBER  
P.O. BOX 201  
HANDENI - TANGA**

30007  
2019/12 of 21/12/08  
Mussa

2019/12 of 21/12/08  
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THE COMPANIES ACT, 2002  
COMPANY LIMITED BY SHARES  
MEMORANDUM OF ASSOCIATION

OF

RJ MUSSA CONSTRUCTION COMPANY LIMITED

1. The name of the company "RJ MUSSA CONSTRUCTION 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) To carry on the business of construction, civil engineering works, building contractors, building materials, road construction, road maintenances, construction of any kind of buildings, hotels, guest house, Inns, real estates, petroleum and petroleum products in the country outside the country, oil depots, coal, coke, patent, fuel, oil of all kinds, manufacture of all goods, mining of all kinds of minerals, promote oil distributors and open small oil shops, importation of petroleum and oil products, to run petrol stations, import and export of general business, retail, wholesaler, and all general merchandise.
  - (b) To provide consultancy on construction, architecture, structural designs and engineering, construction labour management, estate plans and soil testing.
  - (c) 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, 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, alternation, repair, improve, enlargement, maintenance, development, demolition, removal, replacement, working, management, carrying out or control. To be professional services contractors, fumigation agents, renovators.
  - (d) 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.
  - (e) To carry on the business of building contractors, mansory and generals construction contractors and among other things to construct, execute, carry out, equip, improve, work and advertise railways, tramways, docks

habours, 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 kinds.

- (f) To establish workshops for training of heavy duty construction equipment handling and safety measures, high of construction equipment, construction labour and general advisory services.
- (g) To carry on the business as traders, suppliers, general merchants, importers, exporters, stockists, wholesalers, retailers and dealers in all types of electrical goods, hardware, building materials, spare parts and maintenance, tyres, tubes, tools and accessories for all types of automotive, motor vehicles, agricultural machinery, implements, equipment, all kinds of industrial projects machinery and equipment, timber, fishing gears, groceries, computers, office equipments, cooking oils, salts, foodstuffs, cosmetics, oils, paints, spirits sheets, hinges, screws, iron mongery, textiles piece goods, all types of leather goods, shoes, bags and other similar goods.
- (h) To carry on all or any of the business of stationers, printers, lithographers, stereotypes, electrotypes, engravers, photographers, printers of Logos, Wedding card, Letter head, printing T-shirts, Caps, Calendars, photolithographic, typesetting machine operators, die sinkers, envelope makers, book binders, account book manufacturers, machine, rulers, numerical printers, paper makers, paper baffles and account book makers, box makers, cardboard manufactures, type founders, photographers, manufacturers, manufacturers of and dealers in playing, visiting, railways, festivals invitation complimentary and fancy cards and valentins, dealers in parchment stamp, agents for payment of stamps and other duties, advertising agents, designers, screen printing, stickers, draftsman, manufacturers, sellers, publishers and dealers in materials used in the manufacture of paper, cabinet makers, file rack maker and dealers in or manufacturers of any other articles or things of a character similar of analogous to the foregoing or any of them or connected therewith and to deal in the manufacture of and sell by wholesale or retail of school equipments, computer accessories, school chalks, and secretarial services
- (i) To install operate, maintain and exploit public teleshop, system and to carry on business as sellers, buyers, importers, exporters, distributors and dealers in all kinds of mobile telephone, telecommunication equipment, material, apparatus and accessories relating to telecommunication, and to install, repair, maintain, service and generally deal in such equipment; and dealers generally in products or equipment relating to cellular telephone systems, telecommunication visual communication, paging, voice feed back automatic lettering, including all apparatus, accessories, appliance and things used in connection therewith belong to the company or procured by the company or belonging to the customers of the company.

- (j) To carry on the business of exploration in mining minerals, geological survey, prospecting, such as kaolin, gemstones, gold, Diamond, Tanzanite and all minerals available in Tanzania. To engage and or otherwise carry on the business of mining activities, importers and or exporters of all kinds of mines, kaolin, goldsmith, jewellery, to be buyers and sellers of kaolin, gemstones, gold mineral products, both buying and selling, mines and precious stones all over the world, to lease, acquire any lands, mines, mining rights, to import cutting and digging equipment and to do any business that is related to mines, all businesses and trades incidental analogous similar thereto required to be or capable of being carried on in conjunction therewith.
- (k) To carry on all or any of the business of stationers, printers, lithographers, stereotypes, electrotypes, engravers, photographers, printers of Logos, Wedding card, Letter head, printing T-shirts, Caps, Calendars, photolithographic, typesetting machine operators, die sinkers, envelope makers, book binders, account book manufacturers, machine, rulers, numerical printers, paper makers, paper baffles and account book makers, box makers, cardboard manufactures, type foundry, photographers, manufacturers, manufacturers of and dealers in playing, visiting, railways, festivals invitation complimentary and fancy cards and valentine, dealers in parchment stamp, agents for payment of stamps and other duties, advertising agents, designers, screen printing, stickers, draftsman, manufacturers, sellers, publishers and dealers in materials used in the manufacture of paper, cabinet makers, file rack maker and dealers in or manufacturers of any other articles or things of a character similar of analogous to the foregoing or any of them or connected therewith and to deal in the manufacture of and sell by wholesale or retail of school equipments, computer accessories, school chalks, and secretarial services.
- (l) To carry on the business of general traders, merchants, suppliers of general goods, commission agents, manufacturers representative and to buy, sell, hire, manufacture, barter trade deal in property, spare and machinery of every description goods and services of general merchandise of all kinds and transact any and every description of agency, distribution, marketing, commercials, industrial, manufacturing of petroleum oil, fuel depots, oil extraction, oil purification and sale the same, mercantile, insurance and financial business, general services of all kinds of goods and general merchandise.
- (m) To carry on the business of plant hire, machinery hire, transport of plants, machinery, from different places within Tanzania, distributors of plants, machinery, and agents of such plants, machinery, its accessories and operate garages, workshops, yards, and deal in the same plants, machineries, its spares, accessories and all similar merchandise.

- (n) To engage in and or otherwise carry on the business as consultants, advisors, managers, taxation consultants, trustees, financial advisers, book keepers and registrars or transfer agents for any company, individual or undertaking.
- (o) To carry on the business of advisors and problems relating to the administration and organization of industry and business and the training of personnel for industry and business and to carry on all or any of the businesses of industrial, businesses and personnel consultants, and to advise upon means and methods for extending, developing and improving all types of businesses and industries and all systems or processes relating to the production, storage, distribution, marketing and sale of goods or relating to the rendering of services.
- (p) To engage in research into all problems relating to industrial, 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 to 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.
- (q) To act as agents or managers in carrying on any businesses, concerns or undertakings and to employ experts to investigate and examine the condition, management, prospects, value and circumstances of any business concerns, and undertakings and generally, of any property or rights of any kind.
- (r) To carry the business of importers, exporters, buying, selling, dealers in building materials, hardware, sanitary-ware, wall papers, roofing tiles, flooring tiles, supplying industrial equipments agricultural implements and equipments spares of every description, plumbers, decorators, steel fabrication machine shop, nickel plating, electric plating, making steel windows, doors, frame and roof tresses.
- (s) To carry on the business of importers, exporters, general merchants, general store-keepers, universal providers, wholesale and/or retail traders, dealers of piece wood, paints, hardware, glassware, crockery, cutlery, ironmongery, turners and other household fittings and requirements, other articles and commodities of personal, household use and consumption provisions, textiles, groceries, medicines, drugs, wines, spirits, liquors, chemical, surgical, optical, photographic and other instruments, apparatus and materials, motor vehicles, automobiles and generally in all manufactured goods of all types and merchandise of all kinds.
- (t) To carry on the business as exporters, traders, suppliers, general merchants, stockists, wholesalers, retailers and dealers in business of scrapers, agricultural machinery, implements, equipment and all kinds of industrial projects machinery.

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- (u) To carry on the business of export and or import of bird, carvings, artworks, woodworks, guiding aids, artistic and or demonstration tools, business promotion apparatus and or tools, wood and or timber products, forest produce, designers of arts and representations thereof, dealers in carvings of all kinds, types and description whatsoever.
- (v) To promote tourism in Tanzania and elsewhere in Africa, to carry on business of travel and tourist agents and tour operators, to promote facilitate traveling to organize hunting, tented-camps, fishing and diving expeditions, safari promoters and undertakers generally and in particular to arrange and manager hunting safaris, photo safaris adventure tours, fishing trips, handling of game trophies and animal skins, catching, harbouring, transporting, wildlife and marine products of all kind.
- (w) To carry on the business gardening and general food processors packers and suppliers, to be general suppliers of hard foods stuffs and agricultural crops, to be grain millers and food mixers to be general exporters of fresh fruits vegetables and flowers, to act as agents of buying and selling all kinds of motor vehicles, General supplies, buying and selling building hardware of every description, electrical appliances, lease.
- (x) 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.
- (y) To carry on all any of the wholesale and/or retail as gemstones merchants, jewelers and/or dealers in and/or buy, sell market import export and/or general deal in all or any kinds of gemstones precious and semi-precious stones, gold silver and precious metals of whatsoever kind or description.
- (z) 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.
- (aa) 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.
- (bb) 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.

- (cc) 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.
- (dd) To act as agents for the sale and purchase of any stocks shares or securities or for any other monetary or mercantile transactions.
- (ee) To act as executors and trustees of wills and settlements made by customers and others and undertake and execute trusts of all kinds.
- (ff) 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.
- (gg) To accept for safe custody and keep for customers of the company all kinds of securities valuables and things.
- (hh) To lend money on any terms that may thought fit, and particularly to customers or other person or corporations having dealing with societies and to give any guarantees that may be expedient.
- (ii) To advance money to shareholders in the company, and other to the purpose of enabling the person borrowing the same erect or purchase, or enlarge or repair any house or building or to purchase the fee simple or any less estate or interest in, or to take a demise for any term or terms of years of any freehold or leasehold property upon such terms and conditions as the company may think fit.
- (jj) 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.
- (kk) To distribute among the members in pieces any property of the company, or any proceeds of sale or disposal of any property of the company.
- (ll) To draw, make, accept, endorse, discount execute and issue promissory notes, bills of lading, warrants, debentures and negotiable or transferable instruments.
- (mm) To act as agents or brokers, and as trustees for any person firm or company, and to undertake and perform sub-contracts and also to act in any other business of the company through or by means of agents, brokers, sub-contractors or others.



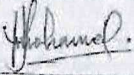
cc) To do all such other things as are incidental to or conducive to the attainment of any or all of the above objectives.

**AND** it is hereby declared that the word "company" in this clause, except where used in reference to this company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Tanzania or elsewhere, and that the intention is that each of the objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph be an independent main object and be in no wise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the company.

4. The liability of the members is limited.
5. The share capital of the company is Shillings One Hundred Million (TShs. 100,000,000.00) divided into one thousand (1,000) ordinary shares of Shillings One Hundred Thousand (100,000.00) each. Subject and without prejudice to the rights attached to any class or the company, whether part of the original or any increased capital of the company may be issued with any special qualified, preferred or differed right and privileges or conditions as to capital, dividends, rights or voting or other matters, but so that any such rights, privileges or conditions shall not be altered or

WE, the several persons whose names addressed and occupations 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.

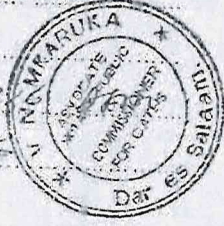
We, the several persons whose names and addresses are subscribed, are desirous of being formed into a company, in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Names, Addresses, and Description of Subscribers	Number of shares taken by each Subscriber	Signature.
1. REMIGIUS JEREMIAH MUSSA P.O. BOX 201 HANDENI -TANGA	50	
2. GLORIA MSEMWA MUSSA P.O. BOX 201 HANDENI -TANGA	40	
3. HABIBU MOHAMED JAHA P.O. BOX 201 HANDENI -TANGA	10	

Dated at Mm this 20<sup>th</sup> day of May 2008

Witness to the above signatures

Name : Victoria N. Mwakana  
 Signature : [Signature]  
 Postal Address : P.O. Box 2226  
 Qualification : Associate



5007  
20/12/2008  
RJ Mussa

5007  
20/12/2008  
RJ Mussa

THE COMPANIES ACT 2002  
COMPANY LIMITED BY SHARES  
ARTICLES OF ASSOCIATION

OF

RJ MUSSA CONSTRUCTION COMPANY LIMITED

PRELIMINARY

1. In these regulations:-  
"The Act means" the Companies Act 2002 of the Laws of Tanzania.

When any provision of the Act is referred to, the reference is that provision is as modified by any law for the time being in force.

Unless the context otherwise requires, the expressions defined in the Act or any statutory modification thereof in the force at the date at which these regulations become binding on the company, shall have the meaning so defined.

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, partnership, firms, cooperatives, societies, etc.

The regulations of Companies Act shall not 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 this regulation the former shall prevail, and addition in addition to substitution shall be the regulation 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 have been formerly in the employment of the company were while in such employment to be the member of the company) is limited fifty, provided that where two or more persons hold one or more shares in the company jointly they shall for the purpose of this regulation 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 share warrants to bearer.

#### TRANSFER OF SHARES

- 3. The Directors may in their direction and without assigning any reason thereof 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 to 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 of 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 personal 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 seven days or without notice.
- (b) Two members, present either personally or by proxy shall form a quorum.
- (c) Any ordinary resolution of the company determined without any general meeting and evidenced by writing under the hands of majority of the Directors and of the members of the company holding three - fourths of the issued shares of the company shall be valid and effectual as an ordinary resolution duly passed at a general meeting of the company.

6.

DIRECTORS

- (a) Until otherwise determined by the company in General Meeting the Directors shall not be less than two and not more than seven in number.
- (b) The following persons shall be the first Directors of the company:-
  - 1. REMIGIUS JEREMIAH MUSSA
  - 2. GLORIA MSEMWA MUSSA
  - 3. HABIBU MOHAMED JAH

- 7. The shareholding qualification for Directors may be fixed by the company in General Meeting, and unless and until so fixed no qualification shall be required.
- 8. The quorum of Directors for transacting business shall, unless otherwise fixed by the Directors, be two.
- 9. A resolution in writing signed by all the Directors then in Tanzania shall be as valid and effectual as if it had been passed at a meeting of Directors duly called and constituted.
- 10. The Directors may from time to time borrow or raise any money for the purposes of the Company which may exceed the issued share capital of the company.

### BORROWING POWERS

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.

### ALTERNATE DIRECTORS

16. 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.

17. Unless otherwise decided by the Directors the quorum necessary to transact business of the Directors shall be two Directors personally present.

#### SECRETARY

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

#### WINDING UP

19. With the sanction of a special resolution of the 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 there is any liability.

#### ALTERNATION OR ADDITION



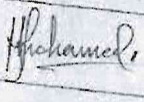
20. Subject to the provisions of the Act and to those contained in the Memorandum of Association the Company may by Special Resolution make alteration or addition so made shall be as valid and effectual as if originally contained in those articles and be subject in like manner to alteration by Special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

#### INDEMNITY

21. Every Director, Managing Director, Agent, Auditor, Secretary and other Officer for the time being of the Company shall be indemnified out of the Assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgment is given in his favour or in which he is acquitted or is in connection with any application (under Section 481 of the Act) in which relief is granted to him by the Court.

**ARBITRATION**

22. If and whenever any dispute or difference shall arise between the Company and any of the members or their respective representatives touching upon the construction or meaning of any of the Act 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 Act such differences shall (unless a sole arbitrator be agreed upon) forthwith be referred to the arbitration of three (3) arbitrators, one to be appointed by each party and the third to be appointed by the first two or, in the event of failure to agree within (Cap. 15) or any then existing statutory modifications or re-enactment thereof shall apply.

Names, Addresses, and Description of Subscribers	Number of shares taken by each Subscriber	Signature.
1. REMIGIUS JEREMIAH MUSSA P.O. BOX 201 HANDENI -TANGA	50	
2. GLORIA MSEMWA MUSSA P.O. BOX 201 HANDENI -TANGA	40	
3. HABIBU MOHAMED JAHA P.O. BOX 201 HANDENI -TANGA	10	

Dated at Handeni this 20<sup>th</sup> day of May 2008

Witness to the above signatures

Name : Victor N. Mwakaruka  
 Signature : [Signature]  
 Postal Address : P.O. Box 2221  
 Qualification : Advocate

