

THE COMPANIES ACT (ACT NO 12 OF 2002)

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

JEWEL OF TANGA COMPANY LIMITED

DRAWN BY:

Sultan Mohamed Alkhulaifi (Subscriber)

Building 19, Zone 40,
Street 896,
DOHA, QATAR

THE COMPANIES ACT (NO. 12) OF 2002
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
JEWEL OF TANGA COMPANY LIMITED

1. The name of the Company is **JEWEL OF TANGA COMPANY LIMITED**
2. The registered office of the Company will be situated in the United Republic of Tanzania Mainland.
3. The objects for which the Company is established are:
 - (a) To establish, run and conduct horticulture businesses including but not limited to growing of vegetable and melons, roots and tubers.
 - (b) To establish, run and conduct horticulture business including mixing farming.
 - (c) To establish and carry on the business of manufacturing, making, producing and supply of every description of starch products and other derivatives and ancillary starch products without limiting the generality of the foregoing to engage in the production, manufacturing, selling of the aforesaid products including glucose, dextrin, isomers, modified and unmodified starch making and producing all types of industrial starch, animal feed from flour, malt, hops, grains, meal yeast, cassava, maize, rice, corn, gar.
 - (d) To plant, grow, import, manufacture, sale, supply flowers of all forms artificial and natural, supply and up keeping indoor and outdoor plants and garden keeping of all forms
 - (e) To carry on business of all types of agricultural, dairy and industrial equipment, machinery, raw materials, spare parts for industrial, transport agriculture and minerals sector as an importer, exporter, distributors, wholesaler, retailer, designer and industrial designer
 - (f) To carry out business of petrol service stations and deal in petrol diesel, oils, motor spirit, kerosene, mineral oil, lubricating oils,

grease and / or fuel oils of all kinds and all other kinds of mineral and petroleum products as importers, dealers or distributors, and servicing and repairing motor vehicle of all types,

- (g) To carry on all or any of the trades of planters, gardeners, fruit farming, poultry farming, agriculturists and or any trade of business in connection with agriculture or horticulture or poultry.
- (h) To purchase or otherwise acquire real and personal estate of any description, develop the resources of the same by building and otherwise to sell. Lease. mortgage exchange or otherwise, and with all or any of the real or personal property of the company
- (i) To buy, pack, sell, export and import food products, goods and commodities of any description whether produced by the company or not and to act as general merchants and traders both wholesale and retail and manufacturers representatives.
- (j) To carry on the business of wholesale and retail dealers in fishmeal and oiled products prawns, lobsters, crabs, marine plants, aquariums, sea minerals and the sale other foods or articles which may; be conveniently hold therewith.
- (k) To carry on all types of catering, in any of the Institutional catering, kiosk, running canteens, take away foods and fast foods, caterers for public amusements, clubs, cater for all entertainment, supply of food stuffs, groceries, decorators, dealers in livestock, poultry, market gardeners, horticulturists and dairymen, fish, fish products, timer and timer products, assorted drinks, wines and spirits, general supply of take away foods and fast foods and rendering entertainments to the individuals and institutions, companies and all people in the country
- (l) To engage in or otherwise carry out the business of exporting agricultural products such as cash crops, vegetables, fruits, cereals, flowers, processed goods, be it food staff or other agricultural products, seed cakes, to export and deal in livestock, hides and skin leather'. to export live birds, animals, honey, marine products, forestry products, to deal in antiques, export art crafts such as carvings, curios, leather and leather goods and any other items which the company will conveniently export,
- (m) To carry out the business or trade and deal in the export of all wild live birds, live animals, live games, and generally any kind of pets

for sale and export within the country and other foreign countries, and to improve and prepare for export, import, deal and trade in wattle barks, coconuts and coconut by-products, beeswax, meat, butter, ghee, cooking oils, charcoal, corm flour, cloves, cheese and commodities from mil by-products

- (n) To manufacture, buy, sell, improve, treat, preserve, fine create, mineralize bottle, can and otherwise deal in mineral, aerated water ,juice and other liquids of every description
- (o) To cultivate, grow, buy, prepare any kind of fruit such as pineapple, orange, lime, mangoes, grapefruit, passion fruit, guava, water melon, and all types of vegetables, and to dispose them off and sell them, and deal in any such products either in their raw form or in their processed forms which include juices, nectars, concentrates, pulps, pieces and/or slices, jams, marmalades, pickles chutney, oil, animal and poultry feeds.
- (p) To construct, erect, maintain and alter any building, machinery and/or plant works necessary or convenient for the purpose of the company
- (q) To carry out the business of establishing secretarial bureau for the purpose of trading in all types of stationery materials, books, newspapers, magazines and journals, typing, word processing, printing out materials, offering training in secretarial services and office management offering consultancy services in all secretarial engagements, and engaging in the business of editing, reviewing, proof reading assessing manuscripts, translation,
- (r) To carry out the business of establishing communication bureaux for the purpose of selling communication services to the public through the telephone, fax, electronic mail, internet connections and internet cafes,
- (s) To carry on the business as bakers and manufacturers of and dealers in bread, flour, biscuits, confectionery, juice, squash, packing and farinaceous compounds and material of every description and to construct, acquire, hire, hold, work, let and sell, factories, bake houses, ships, buildings, machinery and appliances suitable for such baking manufacturing and dealing.
- (t) To plant, grow, import, manufacture, sell and deal in fruits and/or vegetables in the form of juices, concentrates, and natural extracts.

pulps, piece/and or slices, jams, marmalades, pickles, chutney, oil, animal and poultry feeds

- (u) To engage in camp on business of Tours and Safari Operators, Organizers and out fitters and to promote, arrange, organize conduct and facilitate tourism and travel by land, and air in and out of Tanzania and to carry on the business of travel and Tourist agents in all Branches, guides the Tourist for safe deposits, reliable bureau de change and baggage arrangement transport
- (v) To carry on the business of a game lodge, hotel, restaurant, café, tented camps and hotels for residents and tourist, holiday camp keeper and entertainment of Tourists in the field of recreation and amusement indoor or outdoor including funfair, exhibition, photography, cinema to graph, hunting and site seeing
- (w) To carry on the business of building, electrical materials, roads, maintenance, construction of any kind of building, manufacture iron bars, metals and spare parts deal in business of builders, contractors, surveyors, civil mechanical, electrical, chemical and structural engineering, lime makers, renovate, repair, decorate, maintain develop any building, roads, water, works, railways bridges, dams, and irrigation reservoirs and export outside the country, and exports of general business, retail wholesales and all general merchandise.
- (x) To carry on the business of timber or wooden and steel furniture, carpentry joinery and steel fabrication, joineries, manufacturers, importers, dealers, wholesalers, retailers and or representative for the above goods,
- (y) To carry on business of electrical and electronics goods, audio visual goods, production of all kinds of music in videos, household goods and merchandise of every nature and description whatsoever as a dealer, wholesaler, distributors, retailers, Importers, exporters and after sales services and repairs.
- (z) To carry on all or any of the business of stationers, printers, lithographers, stereotypes, electrotypes, engraves, photographic printers, photo lithographers, typesetting machine operators, die sinters, envelop markers, book binders, account book manufacturers, machine, rulers, numerical printers, paper makers, paper baffles, box makers, flat and box files, makers, cardboard manufacturers, photographers, manufacturers of and dealers in

playing visiting, festival invitation, business complementary and fancy cards and valentine, dealers in parchment stamp agents and other duties advertising agents, designers, draftsmen manufacture, book sellers, publishers and dealers in materials used in the manufacturer of paper, cabinet makers, file rocks maker and dealers in or manufacturers of any other articles or things of character similar of analogous to the foregoing or any of them or connected therewith and to deal in the manufacture of all sell by wholesale, or retail of school chalks and secretarial services.

- (aa) To carry on the business of suppliers of computer, computer hardware and software, computer programs, internet, telecommunication, Information and Communication Technology (ICT) Training, business studies, Sales of information and Communication Technology equipments, Telecommunications, and deal in sell by wholesale or retail the above products.
- (bb) To carry on all or any of the business of manufacturers or dealers in and workers in cement lime, plasters, whiting, sandstone, minerals, earths, artificial stones, bricks, tiles, pottery, earthenware, hardware and builders, building materials of all kinds and carriers, importers and exporters, wholesaler, retailers, factors, manufacturers, agents, and representatives, commission agents, franchise holders, auctioneers, broilers and to buy, sell hire, barter, pledge, exchange trade and deal in goods, produce, articles and merchandise of all and every description.
- (cc) To carry on the building materials, supplies electrical materials, wholesales, retailers, manufacturers of and dealers in electrical and scientific furniture, equipment and materials, exports and imports of all construction materials and electrical and electronics materials
- (dd) To carry on the business of customers robe, dress and mantle makers, tailors, silk makers, tie-dye makers and suppliers of clothing lingerie and trimmings of every kind, corset makers, furriers, general drapers, haberdashers, milliners, hosiery, gloves, lace makers and dealers, feathers dressers and merchants, hatters, boot and shoe makers, dealers in fabrics, perfume, and flower (artificial and natural).
- (ee) To carry on business of manufacturing, marketing, dealing in or otherwise handling trousers, pullovers, jerseys, sweaters, children's wear, ladies wear including ladies brassieres, blouses

and parties, gents wear including vests, briefs, swimming trunks, slacks, shirts, pants, uniforms, pieces of tie-dye and like other garments, raw materials and fittings for these products, import and export of secondhand clothing and goods.

- (ff) To carry out business of cleaning various buildings including schools, offices, churches, hospitals, restaurants, guest houses, home theater, supermarkets, car washing, carpet cleaning, road cleaning, garbage collections, sanitary services, house maid cleaning services, laundry services, general environmental cleaning services sewage system cleaning and unblocking the same.
- (gg) To carry on the business of estate agents, clearing and forwarding, commission agents, import, export, tour operators, supplies of buying and selling of cereals, logs, all kinds of mines, seafood, car rental hunting, tourist and non tourist restaurants, pubs, hotels, slot machines, big screen projector, bar day and night entertainment clubs both locally and internationally transportation of passengers and goods agricultural implements, agro industry, communicating, fishing of all kinds, fishing industry, oil and gas construction, building, public works banking, Insurance and leasing building and all general merchandise. .
- (hh) To engage in tree cutting and planting gardening, landscaping, hedge trimming, slashing grasses, plant maintenance and purchase and sale of artificial and natural flowers of all kinds in Tanzania and outside Countries.
- (ii) To engage in business of wedding planning, catering services, decorating wedding halls, cars, printing of invitations cards and make souvenir.
- (jj) To carry on the business of motor vehicle garage and repairing and servicing of all business as dealers, wholesalers, retailers, distributor, agents, importers and exporters of hardware motor vehicles, bicycles and its spares, agriculture and industrial machineries and spares, electrical machinery, accessories and spares of all kinds.
- (kk) To adopt means of making known the products of the Company as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of works, internet, radio, television or by publication of books brochures,

fryers, pamphlets, price list and periodicals, and by granting prizes, rewards and donations.

- (ll) To carry on the business of merchant, manufactures, bankers, traders, commission agents, brokers, court-broker, auctioneers, manufactures agents and representatives, clearing and forwarding agents and the trade of dealing in transporting, cartage and haulage contractors, customs agents, running of fuel stations, buying and selling of petrol, diesel, kerosene and other petroleum products, garage proprietors and charters of road vehicles, aircrafts, carries of goods and passengers by road, rail, water or air, shops, supermarkets, general merchants, commercial and manufacturer representatives.
- (mm) To carry on the business of commercial representatives of sea foods, fish products timber and timber products, chemical products for human, veterinary and agricultural purposes to construct steamship, trawlers, catchers, carriers, drifters, fishing boats, boats, or other vessels whatsoever slaughters house, cold storage premises and all storage facilities and to enter into contract agreement and arrangements with any person or company whether in Tanzania or elsewhere.
- (nn) To promote or concur in the promotion of any company, the promotion of which shall be considered desirable, to lend money to and guarantee the performance of contracts, obligations of and the payment and repayment of the capital and principal of, and dividends, interest or premiums payable on any stock, shares and securities of any Company, firm, or person, whether having objects similar to those of this company or not, and to give all kinds of indemnities.
- (oo) To sell, lease, grant licenses, easements and other rights over and in any other manner deal with or dispose of the undertaking, property, assets, rights and effects of the Company or any part there of for such consideration as may thought fit and, in particular, for stock, shares or securities of any other company, whether fully or partly paid up.
- (pp) To acquire any such shares, stocks, debentures, debenture stock, bonds, obligations or securities by original subscription, tender, purchase, exchange or otherwise, and to subscribe for the same, either conditionally or other and to guarantee the

subscription thereof, and to exercise and enforce all right and powers conferred by, of incidental to the to, the ownership thereof.

- (qq) To issue debentures, debenture stock, bonds, obligations and securities of all kinds of frame, constitute and secure the same, as may seem expedient, with full power to make the same transferable by delivery or by instrument of transfer or otherwise, and to charge or secure the same by trust deed or otherwise on the undertaking of the company or upon any specific property and rights, present and future, of the company (including, if thought fit, uncalled capital) or otherwise howsoever.
- (rr) To carry on business of proprietors and/or hirers of trucks, lorries, cars, minibuses, buses, self or chauffeur driven for transportation of passengers and goods within Tanzania and/or in the neighboring countries, carry on the business of manufacturers of species, yellow gram, grain and seed merchants and millers of all types of food products.
- oo) To manufacture, buy, sell, improve, treat, preserve, fine aerate, mineralize, bottle, can and otherwise deal in mineral, aerated waters, juice and other liquids of every description.
- (ss) To carry on business of hairdressing, haircutting, trimming, styling, setting hair dyeing treatment, shampooing, massaging of scalp, beauty treatment, relaxing, facial, manicure, pedicure, waxing, acne, treatment and all sort of beauty soap, creams, lotion, all types of cosmetics, hair lotion, essential oils, denitrifies, bleaching preparations and other substances for laundry use, clearing, polishing, scouring and abrasive preparations.
- (tt) To acquire, take-over promote, establish and carry on all or any of the business of seed crushers and manufacturers and processors of Soya beans, in seeds, cottonseeds, groundnuts, simsim, sunflowers and any other seeds and cakes, oil extractors by crushing, chemical or any other process from the aforementioned plants or other natural and oil substances and to prepare, manufacture, mill and render marketable any such oil and to sell, dispose of and deal in any such oil within its prepared manufacture or raw state.
- (uu) To acquire and undertake the whole or any part of the business, property and liabilities of any person, firm or company carrying in any business which the company is authorized to carry on, or possess property suitable for the purpose of the company.

- (vv) To invest and deal with moneys of the Company not immediately required upon each securities and in such manner as may from time to time be determined.
- (ww) To enter into arrangements with any Government or authorities (supreme, municipal, local or otherwise) or any corporation, companies objects or any of them, and to obtain from any such government, Authority, Corporation, Company or person, any charters, contracts, decrees, rights privileges and concessions.
- (xx) To enter in to (partnership or into) any arrangements for sharing profits, union or interests, co-operation, joint venture, reciprocal, concession, or otherwise with any persons, firm or Company carrying on of engaged in or about to carry on or engage in any business or transaction which this Company is authorized to carry on, or engage in or any business transaction capable of being conducted so as directly or indirectly to benefit this Company. And to lend money to, guarantee the constructs of, or otherwise assist, and to sell, hold, reissue with or without guarantee, or otherwise deal with the same.
- (yy) To promote any other Company for the purpose of all or any of the property, and undertaking, or any of business or operation which may appear likely to assist or benefit this Company, or to enhance the value of the property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares of securities of each Company as aforesaid.
- (zz) To lend and advance money or give credit to such persons, firm or companies and on such terms as may seem expedient, and in particular to customers and others having dealings with Company, and to give guarantee to become surely for any person, firms, or companies for the due payment of money for the performance of any obligations or liabilities.
- (aaa) To receive money or loan and borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures, or debenture stock (perpetual or otherwise) and to secure the repayment of money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of the company (both present and future) including its uncalled capital and also by a similar mortgage charge or lien to secure and

guarantee the performance by the company or any person or company as the case may be.

- (bbb) To draw, make, accept, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (ccc) To establish and support aid in the establishment of association, institutions, funds, trusts, and clubs calculated to benefit the employees or ex-employees of the company which is subsidiary company of the company or is allied thereto or associated therewith, or dependents or connections of such persons and to grant or provide pensions and allowances, to make or enter into arrangements for the provisions of policies of life assurance pensions or other benefits to or for an Directors or employees of the company, or any such predecessor or such company as aforesaid, or the relations, connections or dependents of any such persons, to pay or contribute towards the payments of premiums in respect of any such policies, pensions or benefits, to establish or support funds, trusts and scheme (including funds, trust, and scheme providing for payment towards insurance) which may be considered calculated to promote such persons or benefit.
- (ddd) To sell or otherwise dispose of the whole or any part of the business or property of the company either together or in portions, for such consideration as the company thinks fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (eee) To take all necessary proper steps with the authorities, national, local/municipal, or otherwise, of any place in which the company may have interests, and to carry on any negotiations or operations for the purpose of directly or indirectly carrying out the objects of the company of effecting any modification in constitution of the company or furthering the interests of its members and to oppose any steps taken by any other company or persons which may be considered likely, directly or indirectly, to prejudice the interest of the company or its members.
- (fff) To take part information, management, supervision to control the business or operations of any company, and for that purpose to act as Directors, Administrators, Managers, Secretaries or any other capacity and to appoint and remunerate any directors, administrators, managers, accountants or other expense or agents.

- (ggg) To purchase, sell subscribe for, underwrite, or otherwise acquire and hold shares, stocks or other interest in or obligations of any other company or corporation.
- (hhh) To distribute among the members of the company, in kind any property of the company, and in particular and shares or securities of other companies belonging to this company.
- (iii) To carry on any other business whether manufacturing or otherwise which may seem to the company capable of being conveniently carried on in connection with any of the above business or objects or calculated directly or indirectly to enhance the value of or render profitable any of the company's property or rights for the time being.
- (jjj) To construct, establish, open acquire, maintain and carry on factories, warehouse, shops, shop premises any similar establishments of all kinds, and in particular but without prejudice to the generality of the foregoing, retails shops, for the sale and/or dealt in by the company, or of provisions, beverages, clothing and other articles or products whatever which may be required by any employee of the company or of any subsidiary and dwelling houses or other accommodation for employees of the company or of any subsidiary and dwelling houses or other accommodation for employees of the company or of any subsidiary.
- (kkk) To amalgamate with any other company having objects altogether or in any part similar to those of the country.
- (lll) To distribute any of the property of the company among the members.
- (mmm)To do all such other things as are incidental or conducive to the attainment of the objects.

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 the United Republic of Tanzania or elsewhere. objects mentioned in the first sub-clause, but

the Company shall have full powers to exercise all or any of the powers conferred by any part of this clause and notwithstanding that the business, undertaking, property or acts proposed to be transacted, acquired, dealt with are performed do not fall within the objects of the first clause. The object specified in each of the paragraphs of the paragraph of this clause shall be regarded as independent objects, and accordingly shall in no way be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from terms of any other paragraph of name of the Company but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraph define the objects of the separate and distinct compound.

That the meaning of any general word or words in any paragraph of this clause shall not be restricted by being construed ejusdem generic with any particular word or words in the same paragraph.

4. The liability of the members is limited
5. The authorized share capital of the Company is **Shillings Two Hundred Million only (200,000,000/=)** divided into **Twenty thousand (20,000) Ordinary shares, and the value of each share shall be ten thousand shillings (10,000/=) only.** The First Shareholder shall have 10,000 shares, the second Shareholder shall have 10,000 shares. And the company has the power to alter the capital value of shares and create classes to shares and attach special rights to shares from time to time as it may deem fit.

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

S/N	NAME, ADDRESS AND DESCRIPTION OF SUBSCRIBER	NUMBER OF SHARES TAKEN BY SUBSCRIBER	SIGNATURE OF SUBSCRIBER
1.	SULTAN MOHAMED ALKHULAIFI, Building 19, Zone 40, Street 896, DOHA, QATAR	10,000	
2.	HESSA MAJID AL-KUWARI, Building 19, Zone 40, Street 896, DOHA, QATAR	10,000	

Dated atTanga.....this .02.day ofMay.....2023

WITNESS to the above signatures

Name:Jovin Robert Manyama.....

Signature:

Postal Address:1761 Morogoro.....

Qualification:Advocate.....



THE COMPANIES ACT (NO.12) OF 2002
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
JEWEL OF TANGA COMPANY LIMITED
PRELIMINARY

1. In these articles:-

"the Act" means the Companies Act.

"the articles" means the articles of the company;

"clear days" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

"the seal" means the Common Seal of the company.

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

Expressions referring to writing shall unless the contrary intention appears, be construed as including references to printing, photograph, 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 Act or any statutory provision thereof in force at the date at which these articles become binding on 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 persons who have been formerly in the employment of the company and persons who are or were in the employment 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 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.

MEMBERS

- 3. The number of members with which the company proposes to be registered is but the directors may from time register an increase of members.
- 4. The subscribers to the memorandum of association and such other persons as the directors shall admit to membership shall be members of the company.

GENERAL MEETINGS

- 5. The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notice calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the company and that of the next.

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

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

NOTICE OF GENERAL MEETINGS

- 8. Every general meeting shall be called by twenty-one clear days' notice in writing at the least. The notice shall specify the place, the day and hour of

meeting and, in case of special business, the general nature of that business:

Provided that a meeting of the company shall, notwithstanding that it is called by shorter notice than that specified in this article be deemed to have been duly called if it so agreed:-

- (a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and
 - (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than ninety - five percent of the total voting rights at that meeting of all the members.
9. Subject to the provisions of the articles, the notice shall be given to all the members, to all persons entitled to a share in consequence of the death or bankruptcy of a member and to the directors and auditors. The accidental omission to give notice of meeting to, or the non receipt to notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

10. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the directors, and auditors, the election in the place of those retiring and the appointment of, and the fixing of the remuneration of the auditors.
11. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; two persons, entitled to vote on the business to be transacted, each being a member or a proxy for a member or a duly authorized representative of a corporation shall be a quorum.
12. If within half an hour from the time appointed for the meeting quorum is not present, or if during the course of a meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the directors may determine.
13. The Chairman, if any, of the board of directors or in his absence some other director nominated by the directors shall preside as chairman of the

general meeting, but if neither the chairman nor such other director, (if any) be present within fifteen minutes after the time appointed for the holding of the meeting and willing to act, the directors present shall elect one of their number to be chairman of the meeting and, if there is only one director and willing to act, he shall be chairman.

14. If at any meeting no director is willing to act as chairman or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be a chairman of the meeting.
15. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days notice of the adjourned meeting shall be given specifying the time and place of the meeting and the general nature of the business to be transacted. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
16. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands demand:-
 - (a) by the chairman; or
 - (b) by at least (three) members present in person or proxy; or
 - (c) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

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

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

17. Except as provided in article 18, if a poll is duly demand it shall be taken in such manner as the chairman directs, and the result of the poll shall be

deemed to be the resolution of the meeting at which the poll was demanded.

18. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote.
19. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time as the chairman of the meeting directs, and any business other than upon which a poll has been demanded may be proceeded with pending the taking of the poll.
20. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall have effect as if it had been passed at a general meeting duly convened and held, and consist of several instruments in the like form each executed by or on behalf of one or more member.

VOTE OF MEMBERS

21. Every member shall have one vote.
22. A member in respect of whose estate a manager has been appointed under section 26 of the Mental Diseases Act, may vote, whether on a show of hands or on a poll, by his said manager, and any such manager may on a poll, vote by proxy.
23. No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the company have been paid.
24. On a poll votes may be given either personally or by proxy.
25. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing, or, if the appointer is a corporation, either under sea) of under the hand of an officer or attorney duly authorized. A proxy need not be a member of the company.
26. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the

company or at such other place within the Territory as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting of adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

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

".....Limited
I/We.....of....., being a member/members of the above-named company, hereby appoint....., of or failing him.....of....., as my/our proxy to vote for me/us on my/or behalf at the {annual or extraordinary, as the case may be} general meeting of the company to be held on theday of.....20....., and at any adjournment thereof.

Signed.....day of.....20....."

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

".....Limited
I/We.....of.....being member/members of the above named company, hereby appoint of.....of.....or failing him.....of.....as my/our proxy to vote for me/us or my/our behalf at the {annual or extraordinary, as any the case may be} general meeting of the company to be held on the.....day of.....20....., and at any adjournment thereof.

Signed.....day of.....20....."

The form is to be used*in favour/against the resolution. Unless otherwise instructed, the proxy will vote as he thinks fit.

*Strike out which ever is not desire"

29. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

30. A vote given in accordance with the terms of an instrument of proxy, or poll demanded by proxy, or by the duly authorized representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the company at its registered office (or such other place at which the instrument of proxy was duly deposited) before the commencement of the meeting or adjourned meeting at which the proxy is used.

CORPORATION ACTING BY REPRESENTATION AT MEETINGS

31. Any corporation which is a member of the company may by resolution of its directors or other governing body authorize such person as it thinks fit to act 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 which he represents as that corporation could exercise if it were an individual member of the company.

DIRECTORS

32. The number of the directors and the names of first directors shall be determined in writing by the subscribers of the memorandum of association or a majority of them and until such determination the signatories to the memorandum of Association shall be the first directors. Unless otherwise determined by ordinary resolution, the number of directors shall not be subject to any maximum but shall be not less than two.
33. The following persons shall be first Directors to the Company:
- 1) **BERNARD PETER MALLYA**
 - 2) **SULTAN MOHAMED ALKHULAIFI**
34. The remuneration of the directors shall from time to time be determined by the Company in general meeting. Such remuneration shall be deemed to accrue from day to day. The directors shall also be paid all traveling, hotel and other expenses properly incurred by them in attending and returning from meeting of the directors or any committee of the directors or general meeting of the company or in connection with the business of the company.

BORROWING POWERS

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

POWERS AND DUITES OF DIRECTORS

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

DISQUALIFICATION OF DIRECTORS

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

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

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

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

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

SECRETARY

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

THE SEAL

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

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

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

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

AUDIT

60. Auditors shall be appointed and their duties regulated in accordance with sections 170 to 179 of the Act.
61. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of directors need to be in writing. The company may give any notice to a member either personally or by sending it by post in a prepared envelope addressed to the member at his registered address, or by leaving it at that address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected at the expiration of seventy - two hours after the letter containing the same was posted. A member whose registered address is not which notice may be given him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the company.

NOTICES

62. If a member or Director has no registered address in Tanzania and has not supplied to the Company an address within the country for the giving of notice to him a notice addressed to him and posted up in the Registered Office of the Company shall be deemed to be duly served on him on the day it is so posted up.

INDEMNITY

63. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities (including any such) liability as is mentioned in paragraph © of the provision to section 153 for the Act) which he may sustain or incur in or about the execution of the duties of this office or otherwise in relation thereto, and no Director or other officer shall be liable for any loss,

damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of this office or in relation thereto. But these Articles shall have effect in so far as its provisions are not avoided by the said Section.

WINDING UP

- 64 If the Company shall be wound up, the liquidator may, with sanction of an extraordinary resolution of the Company and any other sanction required by the Company Act, and having due regard to the respective rights of the holders of different classes of shares to which special rights are attached, divide amongst the members in specie 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 or different classes of members. The liquidator may with like sanction vest the whole or any part such assets in trustees upon such trusts for the benefit of the contributors, as the liquidator, with the like sanction, shall think fit, but so that no member shall be compelled to accept any shares of other securities whereon there is any liability

ALTERATIONS AND ADDITIONS



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

ARBITRATION.

- 66 If and whenever any dispute or difference arise between the company and any of the member or the respective representative touching upon the construction or meaning or 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 or the Act, such differences shall (unless a sole arbitrator be agreed upon) forthwith then referred to the arbitrators, one to be appointed by each part and the third to be appointed by the first two Arbitrators,) in the event of failure to agree within Thirty (30) days the procedure laid down in the Arbitration

Act (Cap 15) or any then existing statutory modifications or re-enactment shall apply .

We, several persons whose addresses and descriptions are subscribed , wish to be formed into Company in pursuance of these Articles of Association.

S/N	NAME, ADDRESS AND DESCRIPTION OF SUBSCRIBER	NUMBER OF SHARES TAKEN BY SUBSCRIBER	SIGNATURE OF SUBSCRIBER
1.	SULTAN MOHAMED ALKHULAIFI, Building 19, Zone 40, Street 896, DOHA, QATAR	10,000	
2.	HESSA MAJID AL-KUWARI, Building 19, Zone 40, Street 896, DOHA, QATAR	10,000	

Dated atTanga.....this .02..day ofMay.....2023

WITNESS to the above signatures

Name:Jovin Robert Manyama.....

Signature:

Postal Address:1761 Morogoro.....

Qualification:Advocate.....

