

THE COMPANIES ACT, 2002

COMPANY LIMITED BY SHARES

MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
NILE POINT INTERNATIONAL LTD

Incorporated this day of 2007

Drawn By:

SUBSCRIBER
NICAS E. HAULE
P. O. Box 10027
DAR ES SALAAM.



UNITED REPUBLIC OF TANZANIA



Certificate of Incorporation

No.

I hereby certify that

NILE POINT INTERNATIONAL LTD

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 Seven.

Seal

.....
Registrar of Companies

THE COMPANIES ACT, 2002

COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF

NILE POINT INTERNATIONAL LTD

TANZANIA
299973013-1207
2500F
299973013-1207
2500F

1. The name of the Company is "NILE POINT INTERNATIONAL LTD"
2. The registered office of the Company will be situated in Tanzania;
3. The objects for which the Company is formed are:
 - a) To carry of the business as traders, general merchant, whether wholesale or retail or both, commission agents, importers and Exporters and to buy, sell, hire, manufacture, barter, trade and deal in property, goods, produce, articles and merchandise or all kinds and to transact and every description of agency commission, commercial, industrial, manufacturial, merchantile and agricultural business.
 - b) To carry on the business of clearing and forwarding agent, commission agent, transporters, freighter, haulers, customs bonded warehouse and godown keepers, cargo and travel services, insurance services, 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 other 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.
 - c) To engage and or carry on the business of road Construction, Engineering, general Civil Works, Buildings, renovations office partition's, decoratories, maintainers of dilapidated buildings, plumbing, furniture manufactures, suppliers, and exporters, residential and office furnishers and general to be designers and fabricators of all kinds of gadgets whatsoever, to be timber processors, sawmill's and suppliers of all kinds of timber, to be hardware and building materials suppliers, manufactures of electrical equipment's and suppliers of same.



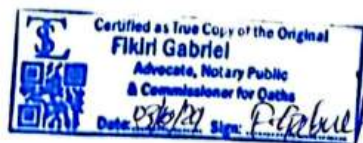
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF

NILE POINT INTERNATIONAL LTD

TANZANIA
5000/=

299973013417A
2500/=

1. The name of the Company is "NILE POINT INTERNATIONAL LTD"
2. The registered office of the Company will be situated in Tanzania
3. The objects for which the Company is formed are:
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 - b) To carry on the business of clearing and forwarding agent, commission agent, transporters, freighter, haulers, customs bonded warehouse and godown keepers, cargo and travel services, insurance services, 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 other 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.
 - c) To engage and or carry on the business of road Construction, Engineering, general Civil Works, Buildings, renovations office partition's, decoratories, maintainers of dilapidated buildings, plumbing, furniture manufactures, suppliers, and exporters, residential and office furnishers and general to be designers and fabricators of all kinds of gadgets whatsoever, to be timber processors, sawmill's and suppliers of all kinds of timber, to be hardware and building materials suppliers, manufactures of electrical equipment's and suppliers of same.



- d) 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, irrigation's, reclamation's, sewage, drainage and other sanitary works, water, gas, electric, and other supply works, houses, buildings and erections of every kind.
- e) 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, warehouses, shops, stores, garages and other buildings, roads, machinery and plant, which may, in the opinion of the Directors of the Company, be like to advance directly or indirectly the Company's interest, to clear sites for the same. To contribute to, subsidize or otherwise assist in the building, construction, alternation, repair, improvement, enlargement, maintenance, development, demolition, removal replacement, working, management, carrying out or control.
- f) To acquire, take over, promote, establish and carry on all or an of the business of seed crushed and manufactures and processors of soybeans, linseeds, cotton seeds, groundnuts, simsim, sunflowers and nay other seeds and Cakes, oil extractors by crushing, chemicals or any other process from the aforementioned plants or other natural and oil substances, prepare, manufacture, mill and render marketable nay such oil, to sell, dispose of and deal in any such oil within its prepared manufacture or raw state.
- g) To carry on the business of Fumigation services, acrial spraying, management services and or commission agent of pharmaceutical industries, agrochemical pesticides, Agrovat Companies, Laboratory chemicals and Equipment manufacturing Company business of wholesale, retail pharmaceutical chemists, druggists and dispensing of medicines, pesticides and fumigation chemicals, import and export agrochemicals, pesticides, fumigation equipments, protective gear/equipment, laboratory chemicals fumigation services.
- h) To carry on the business of fumigation, spraying, respect control, manufacturing chemists and druggists, and all other things which can be conveniently manufactured or dealt in by the persons carrying on any of the above provide fumigation services t aircrafts and airports, marine ships and ports, schools, hospitals, railway wagons, public places, houses, hotels and rest houses, army and police barracks, and industries.

- i) To carry on the trade and import and export or business of makers and dealers in pesticides fumigation, equipment/protective gear Laboratory chemicals and other aids for the relief of and to make and deal in all requisites, for veterinary centres and animals, Sale.
- j) To carry out business of importers, exporters, general merchants, general storekeeper, universal providers, wholesaler and or retail traders, dealers of piece wood, paints, hardware, glassware, crockery, cutlery, iron monger, turners, fitting and requirements, article and commodities of personal household and consumption, provision textiles, groceries, medicines, drugs, surgical, chemicals general in all manufactured goods merchandise of all kind.
- k) To carry on all or any of the business of stationers, printers, lithographers, stereotypes, electrotypes, engravers, photographers, printers, 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 T. Shirts, stickers, draftsman, manufacture of 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 or 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 ad secretarial services.
- l) To carry on the business of general suppliers, traders, merchants, importers, exporters, stockists, wholesalers, retailers and dealer in all types of hardware, electrical goods, building materials, spare and maintenance, types, tubes tools and accessories for all types of automotive motor vehicles, agricultural machinery implements, equipment, timber, finishing gear, groceries, computers, office equipments, cooking oils, salts, foodstuffs, cosmetics. Oils, paints, spirits wets, hinges screw, iron monger, textiles piece goods, all types of leather goods, shoes, bags and other similar goods.

- m) To carry business of motor vehicles garage and repairing and servicing of all types of vehicles and machinery and the business as dealers, wholesalers, retailers, distributors, agents, importers and exporters of hardware motor vehicles bicycle and its spares, agriculture and industrial machineries and spares, electric machinery, accessories and spares of all kinds.
- n) To carry on the business as principal, agents or manufacturers, representatives of importing, exporting, buying, selling, distributing, of motor vehicles, cars, trucks, lorries or other vehicles, motor vehicles spares and part of all descriptions, fuel and other oils, petroleum of all kinds, tyres 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 spares parts.
- o) To carry on as bakers and manufactures of and dealers in bread, flour, biscuits, confectionery, juice, squash, packing and compounds and materials, opening supermarkets, shops, appliances suitable for manufacturing and dealing.
- p) To carry on business as sellers, buyers, suppliers, distributors, general merchants worldwide traders wholesalers, retailers, distributors, general merchandise and commodities, maize, tea, rice, jute, bags, corn, sugar, beans, wheat, sisal, hides, leather products, leather goods, beeswax, honey, simsim instant coffee, coconut and coconut products, green peas, food and including, livestock farming of every kind.
- q) To carry on the business of services, consultancy, marketing and selling of all types of information technologies, computer systems, conference systems, telecommunication systems, security systems, public address systems, data communication and to train, research, install and after sale services of electronic systems, voice and data networks and any other systems or components which the company may think fit, necessary or incidental to this business.
- r) To carry on the business of architectural work and technical drawings on building and contractor, masonry and general construction contractors and were necessary to give consultation on the same.
- s) To carry on the business of auctioneers, court brokers, commodity brokers, financial brokers, house agents, land and estate agents, appraisers, values, brokers commission on agents, general agents and to transact agents business of all kind and also act agents for any person firm, Company or corporation.

- t) To carry on the business of miners and mining in all their branches and for the said purpose to peg, purchase, take on lease, or exchange or otherwise acquire concessions, grants, easements, options, claims, properties, cassettes and effects supposed to contain minerals, or other precious stones and any interest therein, and to explore, mine, work, excise develop and turn to account mines and mining rights and any undertaking connected therewith.
- u) 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 house holding fittings and requirements, other articles and commodities of personal, household use and consumption provisions, textiles, groceries, medicines, drugs, wines, spirit, liquors, chemical, surgical, option, photographic and other instruments, apparatus and materials, motor vehicles, automobiles and generally in all manufactured goods of all types and merchandise of all kinds.
- v) 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.
- w) To promote tourism in Tanzania and elsewhere in Africa, to carry of 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.
- x) To carry on the business of big game hunter, trapping and collection of Wild, live birds for sale and export within outside Tanzania, to sell, improved export, and imports. prepare, deal and trade in carvings, painting, curios, export, and provide game sanctuary facilities and to organize of safaris and expeditions. Discover, hunt, shoot, photograph, capture animals, birds, game and fish of all kinds including reptiles, marine products, pottery crafts, crustacean, salt, mangrove sea shells, groceries, vegetables, cereals goods, fruits and all allied products of every description.

- y) To carry on the business as general food processors packers and suppliers, to be general suppliers of hard foods stuff and agricultural crops, to be grain milers 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.
- z) To engage in and carry out the business of proprietors and manages 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.
- aa) 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, 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 business or in the manufacture or maintenance of such vehicles, machinery, equipment and plant.
- bb) To carry out the business of providing technical and allied services in the filed of welding, metal fabrication, non destructive testing; quality assurances and other business which can be carried out in connection to the above.
- cc) 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 al or any kinds of gemstones precious and semi-precious stones, gold silver and precious metals of whatsoever kind or description
- dd) 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.
- ee) 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 paid up shares of the company or corporation, with or without deferred or preferred or guaranteed rights.

- ff) To transact or carry on all kinds of Agency business and in particular in relation to the investment of money, the sale of property, and the collection and receipt of money.
- gg) 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 of the company.
- hh) To act as agents for the sale and purchase of any stocks shares or securities or for any other monetary or mercantile transactions.
- ii) To act as executors and trustees of wills and settlements made by customers and others and undertake and execute trusts of all kinds.
- jj) To do all or any of the above things in any part of the work 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.
- kk) 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.
- ll) 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 lease hold property upon such terms and conditions as the company may think fit.
- mm) 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.
- nn) 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.
- oo) To draw, make, accept, endorse, discount execute and issue promissory notes, bills of lading, warrants, debentures and negotiable or transferable instruments.
- pp) To obtain any provisional order, ordinance or act of Parliament for enabling the Company to carry any of its objects into effect, or for affecting any modification of the Company's constitution, or any other purpose which may.
- qq) 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.

rr) To obtain any provisional order, ordinance or act of Parliament for enabling the Company to carry any of its objects into effect, or for affecting any modification of the Company's constitution. Or any other purpose which may seem expedient, and to oppose any proceedings or application which may seem calculated, directly or indirectly to prejudice the company's interest.

4. The liability of the member is limited.

5. The share capital of the Company is Shillings **THIRTY MILLION SHILLINGS ONLY (30,000,000/=)** divided into **ONE THOUSAND ORDINARY (1000)** Shares of Shillings **(30,000/=) THIRTY THOUSAND ONLY** each with power of the Company to increase or reduce the said capital into several classes or otherwise and to attach thereto respectively preferential, qualified or special right, privileges and conditions.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into 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.

S/N	NAMES ADDRESSES AND DESCRIPTION OF SUBSCRIBERS	NUMBER OF SHARES	SIGNATURE
1	PONTION ANDREW BUTANE P.O.BOX 76277 DAR ES SALAAM	650	<i>Pontion</i>
	ILIVIN MGETA MGANGA P.O.BOX 76277 DAR ES SALAAM.	300	<i>Ilivin</i>

Dated at Dar es Salaam this 16th day of OCTOBER 2007

Witness to the above signatures:

NAME : _____
SIGNATURE : *[Signature]*
POSTAL ADDRESS : _____
QUALIFICATION : _____

MATHEW M. J. LUKWARO -
- BOX 26880 DBM. -
ADVOCATE
NOTARY PUBLIC & COMMISSIONER
FOR OATHS

Certified as True Copy of the Original
Fikiri Gabriel
Advocate, Notary Public
& Commissioner for Oaths
Date: 08/10/24 Sign: *[Signature]*

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION TO A COMPANY PRECEDING

OF

NILE POINT INTERNATIONAL LTD

INTERPRETATION

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 any person appointed to perform the duties of the secretary of the company;

"Secretary" shall mean any person appointed to perform the duties of secretary of the company;

Expressions referring to writing shall, unless the contrary intention appears, be construed as including reference to printing, lithography, 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 become binding on the company.

MEMBERS

2. The numbers of members with which the company proposes to be registered is but the directors may from time to time register an increase of members.

3. The subscribers to the memorandum of association and such other persons as the directors shall admit to membership shall be members of the company.

Stamp Duty Paid
PNIL/13/2015
Receipt
2997739
15-11-2015
JM

Stamp Duty Paid
PNIL/13/2015
Receipt
2997739
15-11-2015
JM

GENERAL MEETINGS

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

7. Every general meeting shall be called by twenty-one 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.
8. Subject to provisions of the articles, the notice shall be given to all the members, to all persons entitled to a share in consequence of the death or bankruptcy of a member and to the directors and auditors. The accidental omission to give notice of a meeting to, or the non receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

9. 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.
10. 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.
11. 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.
12. 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.
13. 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 number to be a chairman of the meeting.
14. 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 notice of the adjourned meeting shall be given specifying the time and place of 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 be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

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

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

16. 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 demand.
17. In the case of any equality of votes, whether on a shoe of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote.
18. 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 tie as the chairman of the meeting directs, and any business other than upon which a poll has been demanded may be preceded with pending the taking of the poll.
19. A resolution in writing executed by or c 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

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

22. No member shall be entitled to vote at any general meeting unless all money presently payable by hi to the company have been paid.
23. On a poll vote may be given either personally or by proxy.
24. The instrument appointing a proxy shall be in writing under the apponter or of his attorney duly authorized in writing, or, if the apponter is a corporation, either under sea or under the hand of an officer or attorney duly authorized. A proxy nee not be a member of the company.
25. 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 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 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 of the poll, and in default the instrument of proxy shall not be treated as valid.
26. An instrument appointing a proxy shall be in the following form or a form as near hereto as circumstances admit

.....Limited

I/Weof.....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 a behalf at the (annual or
 extraordinary, as the case maybe) general meeting of the company to be
 held on the.....day of.....,200..... and at any
 adjournment thereof.

Signed this.....day of.....,200.....

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

.....Limited

I/Weof.....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 a behalf at the (annual or
 extraordinary, as the case maybe) general meeting of the company to be
 held on the.....day of.....,200..... and at any
 adjournment thereof.

Signed this.....day of.....200.....

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

*Strike out which ever is not desire"

28. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
29. A vote given in accordance with the terms of an instrument of proxy, or poll demanded by proxy or by the duly authorised 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 at such other place at which the instrument of proxy was duly deposited) before the commencement of the meeting or adjourned meeting or adjourned meeting at which the proxy is used.

CORPORATIONS ACTING BY REPRESENTATION AT MEETINGS

30. 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 as this representative at any meeting of the company, and the person so authorized shall be entitled to exercise the same powers on behalf of the corporation could exercise if it were an individual member of the company.

DIRECTORS

31. The number of the directors and the names of the first directors shall be determined in writing by the subscribers of 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. The names of the first Directors as the Company are as follows: -
1. **PONTION ANDREW BUTANE**
 2. **ILIVIN MGETA MGANGA**
32. The remuneration of the directors shall from time to time be determined by the Company in general meeting. Such remuneration shall be deemed to accrue from day to day. The directors shall also be paid all traveling, hotel and other expenses properly incurred by them in attending and returning from meetings of the directors or any committee of the directors or general meetings of the company or in connection with the business of the company.

BORROWING POWERS

33. The director may exercise all the power 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 of or obligation of the company or any third party.

POWERS AND DUTIES OF DIRECTORS

34. 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.
35. The directors may by power of attorney appoint any person to be the attorney or agent of the company for such purpose and on such conditions as they determine, including authority for the attorney or agent to delegate all or any of his powers.
36. 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.
37. The directors shall cause minutes to be made in books provided for the purpose: -
- (a) of all appointments of officers made by the directors;
 - (b) of the names of the directors present at each meeting of the directors
and of any committees of the 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

38. The office of director shall be vacated if the director: -
- (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 bylaw 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.
39. 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.
40. 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. Any director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election.
41. The company may by ordinary resolution, of which special notice had been given 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 the 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.
42. 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.
43. 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.
44. The quorum necessary for the transaction of the business of the directors may be fixed by the directors and unless so fixed shall be two.
45. 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.

46. The directors may appoint one of their numbers to be 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 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 though meeting.
47. 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.
48. 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 nay of them were disqualified from holding office, or hand vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and was entitled to vote.
49. 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

50. The Secretary shall be appointed by the directors for such term at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.
51. A provisions of the Act or theses articles requiring or to the same person acting both as direct an as, or in place of, the secretary.

THE SEAL

52. 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.

53. 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 liberties of the company.

Property 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.

54. 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.
55. No number shall (as such) have right of inspecting any accounting records or other books or document of the company except as conferred by statute or authorized by the directors or by ordinary resolution of the company.
56. The directors shall from time to time in accordance with section 153, 155 and 150 of the Act, cause to be prepared and to be laid before the company in general meeting, such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those section.
57. 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-on days before the date of the meeting be sent to every member of, and every holder of debentures of, the company. Provided that this regulation shall not require a copy of those documents to be sent to any person of whose address the company is not aware or to more than one of the joint holders of any debentures.

AUDIT

58. Auditors shall be appointed and their duties regulated in accordance with section 170 to 179 of the Act.
59. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of directors need not be in writing. The company may give any notice to a member either personally or by sending it by post in a prepared envelope addressed to the member at his registered address, or by leaving it at that address. Where a notice is sent by post, service of the notice shall be deemed to be 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 within the Tanzania and who gives to the company an address within the Tanzania at which notices may be given

him shall be entitle to have notices given to him at that address .but otherwise no such member shall be entitled to receive any notice from the company

WINDING UP

60 If the company shall be wound up ,the Liquidator may with the sanction of an Extraordinary Resolution of the company and other sanction required by the Companies Act ,if any 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 specified or kind the whole or any part of the assets of the company and may determine how such division shall be carried out as between the members of different classes of members. The Liquidator may with like sanction vest the whole or any part of such assets in Trustees upon such Trusts for the benefit of the contributories as the Liquidator, with the like sanction ,shall think fit but so that no member shall be compelled to accept any shares or other securities whereon there is any liability .

S/N	NAMES DESCRIPTIONS OF SUBSCRIBERS	ADDRESSES AND	NUMBER OF SHARES	SIGNATURE
1	PONTION ANDREW BUTANE P.O BOX 76277 DAR ES SALAAM		650	<i>P. Butane</i>
2	ILIVIN MGETA MGANGA P.O.BOX 76277 DAR ES SALAAM		300	<i>M. Mgeta</i>

Dated at Dar es salaam this 16th day of OCTOBER 2007

Witness to the above signatures:

NAME : _____
SIGNATURE : *[Signature]*
POSTAL ADDRESS : _____
QUALIFICATION : _____

MATHEW M. J. LUKWARO
BOX 26880 DSM.
ADVOCATE
NOTARY PUBLIC & COMMISSIONER
FOR OATHS

Certified as True Copy of the Original
Fidri Gabriel
Advocate, Notary Public
& Commissioner for Oaths
Date: 16/10/2007 Sign: *[Signature]*



TANZANIA



Register of Companies Detailed information

Information date and time: 05/09/2024 14:44:53

Registration date and time: 15/11/2007 00:00:00

1. **Status:** Registered
2. **Incorporation number:** 62999
3. **Company:** NILE POINTS INTERNATIONAL LIMITED
4. **Company type:** Private company Limited by shares
5. **Registered office:** Region Dar Es Salaam, District Ubungo, Ward Manzese, Postal code 16108, Street manzese, Road Morogoro, Plot number 1408/18, Block number Usangi, House number 4th Floor
6. **Contacts:** Email: Nilepointinternationaltd@gmail.com, Mob no/Tel no: 0717595788, P.O.Box 76277
7. **Business activity:**
 - 5210 - Warehousing and storage
 - 5224 - Cargo handling
 - 5221 - Service activities incidental to land transportation
 - 4290 - Construction of other civil engineering projects
 - 4100 - Construction of buildings
 - 4210 - Construction of roads and railways
 - 4659 - Wholesale of other machinery and equipment
 - 4773 - Other retail sale of new goods in specialized stores
 - 7310 - Advertising
 - 7320 - Market research and public opinion polling
8. **Directors / Directors in the country of origin:** MGETA ILIVIN MGANGA, Tanzanian
NURU JULIUS MKUWA, Tanzanian
9. **Company secretary / Company secretary in the country of origin:** FRANCIS ANTHONY ABRAHAM, Tanzania
10. **Authorised share capital:** 30000000 TZS
11. **Class of shares:** Class Ordinary: 1000 shares, 30000 TZS/share, 30000000 TZS
12. **Shareholders:** MGETA ILIVIN MGANGA Class Ordinary 350 shares taken
NURU JULIUS MKUWA Class Ordinary 50 shares taken

Information ordered by: MGETA MGANGA

NOTE. Information printed from the Register of Company is true and complete as per extract generation date and time. Please be advised to refer to the Online Registration System at BRELA (ors.brela.go.tz) for an up-to-date information regarding given Company.



Princ. Asst. Registrar of Companies