

THE UNITED REPUBLIC OF TANZANIA

THE COMPANIES ACT, 2002

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

TANZANEX COMPANY LIMITED

Incorporated this.....day of 2025



Drawn by:
Hosea Peter Magelanga, (Subscriber)
P.O Box 75456,
Dar es salaam

THE COMPANIES ACT, 2002

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

TANZANEX COMPANY LIMITED.



1. The name of the company is **TANZANEX COMPANY LIMITED.**
2. The Registered Office of the company will be situated in the Tanzania mainland.
3. The objects for which the Company is established are:

(3.1) To import, export, buy, sell, both wholesale and retail, exchange, barter, let on hire, distribute and otherwise deal in and turn to account, as principal, agent or in any other capacity whatsoever, goods, materials, commodities, produce and merchandise generally in their prepared, manufactured, semi- manufactured and raw states.

(3.2) To manufacture, construct, assemble, design, repair, refine, develop, alter, convert, refit, prepare, treat, render marketable, process, and otherwise produce materials, fuels, chemicals, substances, and industrial, commercial, and consumer products.

(3.3) To apply for, register, purchase or otherwise acquire and protect, prolong, and renew, in any part of the world, any intellectual and industrial property and technology of whatsoever kind or nature and licenses, protections and concessions therefore, and to use, turn to account, develop, manufacture, experiment upon, test, improve and license the same.

(3.4) To carry on business as farmers, grazers, dealers in and breeders of livestock, horticulturists, and market gardeners.

(3.5) To carry on all or any of the businesses usually carried on by land investment, land development, mortgage, property development, and real estate companies in all their branches.

(3.6) To develop, improve and utilize any land within Tanzania or elsewhere acquired by the Company, or in which the Company is directly or indirectly interested, and layout and prepare the same for building purposes, construct, alter, pull down, decorate, maintain, fit up and improve buildings, roads, and conveniences, and to plant, pave, drain, maintain, let on building lease or building agreement any such land, and advance money to, enter into contracts and arrangements of all kinds with builders and tenants of and other parties interested in any such land.

(3.7) To acquire (by way of investment or otherwise) by purchase, exchange, lease, hire, fee farm grants, or otherwise, either for an estate in fee simple or for any less estate or other estate or interest, whether immediate or reversionary and whether vested or contingent, any lands, tenements, or hereditaments of any tenure, whether subject or not to any charges or encumbrances, real or personal property whosoever situated of any kind or any tenure or any interest in the same; and to hold, farm, work, and manage and to let, sublet, mortgage or charge land and buildings of any kind, reversions, interests, annuities, life policies, and any other property real or personal, movable or immovable, either absolutely or conditionally, and either subject or not to any mortgage, charge, ground rent or other rents or encumbrances.

(3.8) To lend the funds of the Company with or without security and at interest or free of interest and on such terms and conditions as the Directors shall from time to time determine.

(3.9) To issue loan stock on such terms as the Company may deem appropriate including rights to convert such loan stock into shares in the Company.

(3.10) To accumulate capital for any of the purposes of the Company, and to appropriate any of the Company's assets to specific purposes, either conditionally or unconditionally, and to admit any class or section of those who have any dealings with the Company to any share in the profits thereof or the profits of any particular branch of the Company's business or to any other special rights, privileges, advantages, or benefits.

(3.11) To reduce the Company's share capital in any manner permitted by law.

(3.12) To make gifts or grant bonuses to officers or other persons who are or have been in the employment of the Company and to allow any such persons to have the use and enjoyment of such property, chattels, or other assets belonging to the Company upon such terms as the Company shall think fit.

(3.13) To enter into any arrangements with any government, or authority, supreme, municipal, local or otherwise, and to obtain from any such government or authority any rights, concessions, and privileges that may seem conducive to the objects of the Company or any of them.

(3.14) To employ any person, firm, company, or other body to investigate and examine the conditions, prospects, values, character, and circumstances of any business concern or undertaking and generally of any assets, concessions, properties or rights.

(3.15) To amalgamate or enter into a partnership or any arrangement for sharing profits, union of interest, joint venture, reciprocal concessions, or co-operation with any person or company carrying on, engaged in, or about to carry on or engage in any business or transaction which the Company is authorized to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company, and to take or otherwise acquire and hold, sell, re-issue, or otherwise deal with shares or stock in or securities or obligations of, and to subsidize or otherwise assist any such securities or obligations or any dividends upon any such shares or stock.

(3.16) To apply for, purchase or otherwise acquire any patents, trademarks, copyrights, designs, licenses, and like rights, conferring an exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop, sell, mortgage, and grant

Certified as True Copy of the Original
James Venant Ndumbato
Advocate, Notary Public & Commissioner
for Oaths

Signature: _____
Date: 6/10/2024

licenses in respect of, or otherwise turn to account the rights and information so acquired.

(3.17) To establish and/or carry on any other business or businesses which may seem to the Company capable of being conveniently carried on in connection with any business which the Company is authorized to carry on, or may seem to the Company calculated directly or indirectly to benefit the Company or to enhance the value of or render any of the Company's properties or rights profitable.

(3.18) To purchase or otherwise acquire and hold, own, license, maintain, work exploit, farm, cultivate, use, develop, improve, sell, let, surrender, exchange, hire, convey or otherwise deal in lands, mines, natural resources, and mineral, timber, and water rights, whosoever situate, and any interest, state, and rights in any real, personal or mixed property and any franchises, rights licenses or privileges, and to collect, manage, invest, reinvest, adjust, and in any manner dispose of the income, profits, and interest arising therefrom.

(3.19) To improve, manage, develop, sell, let, exchange, invest, reinvest, settle, grant licenses, easements, options, servitudes, and other rights over, or otherwise deal with all or any part of the Company's property, undertaking and assets, both present and future, including uncalled capital, and any of the Company's rights, interests and privileges.

(3.20) To carry on business as financiers, industrialists, financial agents, concessionaires, brokers, merchants, commercial agents, mortgage and bullion brokers and financial agents and advisers and to undertake and carry on and execute all kinds of financial, commercial, trading, manufacturing, industrial and other operations.

(3.21) To carry on business as air transport contractors both of freight and passengers and to establish, maintain and operate, airlines and communications on scheduled flights and special charters of all kinds and to all places, and to carry on business as proprietors of tourist, travel and other agencies and bureaux, and as designers, manufacturers, testers and repairers of and dealers generally in aircraft of every kind and of and in engines, parts, spares, supplies, apparatus, fittings, accessories and lubricants and fuels of every description for the use of or connected in any way with aircraft of all kinds.

(3.22) To construct and maintain airport aerodromes runways or any surface together with all necessary or suitable buildings for the operation thereof.

(3.23) To carry on the business of general carriers and forwarding agents, warehousemen, bonded warehousemen, carriers, travel and freight agents, and messages and to acquire all necessary licenses and registrations therefor.

(3.24) To carry on business as auctioneers, appraisers, values, surveyors, land, and estate agents.

(3.25) To carry on all or any of the businesses of shippers and ship owners, ship and boat-builders, charterers, ship managers, harbingers, lighter men, stevedores, packers, stores, fishermen, and trawlers.

(3.26) To purchase or otherwise acquire, take in exchange, charter, hire, build, construct, repair, own, work, manage, operate, and otherwise deal with any ship, boat, barge, or other waterborne vessels, hovercraft, balloon, aircraft, helicopter or other flying machine, coach, wagon, carriage (however powered) or other vehicle, or any share or interest therein.

Certified as True Copy of the Original

James Venart Ndumbaro

Advocate, Notary Public & Commissioner

for Oaths

Sign: _____

Date: _____

(3.27) To establish, maintain, and operate sea, air, inland waterway, and land transport enterprises (public and private) and all ancillary services.

Certified as True Copy of the Original
James Venant Ndumbaro
Advocate, Notary Public & Commissioner
for Oaths

(3.28) To charter, sub-charter, take on charter or sub-charter, hire, purchase, and work ships and other vessels of any class, motor vehicles or aircraft and to establish and maintain lines or regular services of ships or other vessels, and to enter into contracts for the carriage of mails, passengers, goods and live- stock by any means.

(3.29) To enter into, take over, negotiate or otherwise acquire, any contract or contracts whatever which the Company may think necessary, desirable or convenient for the Company or any of them at such prices and for such consideration, and upon such terms and conditions, and subject to such stipulations and agreements as the Company may determine, and at any time and from time to time to vary, modify, alter, or cancel any such contract.

(3.30) To carry on business as agents, managers, factors, or brokers for any other person or persons, firm or company in any part of the world and in particular but without in any way restricting the above powers to act as insurance, shipping, airline, transport, and mercantile agents and managers.

(3.31) To engage in and carry on the business of brokers and dealers in commodities, including contracts for future delivery thereof, of every kind, character, or description whatsoever.

(3.32) To engage in and carry on the business of brokers and dealers in commodities, including contracts for future delivery thereof, of every kind, character, or description whatsoever.

(3.33) Subject to the Company obtaining the required licenses from the relevant authorities in Tanzania and other territories and jurisdictions, to carry on the business of borrowing, deposit-taking and banking and dealing in money or securities for money in all its branches including all financial and commercial transactions and other business which now is or at any future time may be carried on in connection therewith.

(3.34) To acquire, provide, and maintain factories, plants, facilities, works, equipment, devices, processes, laboratories, workshops, and accommodations of all descriptions for or about any of the objects of the Company.

(3.35) To carry on all or any of the businesses of hoteliers and restaurateurs, proprietors, sponsors, and managers of all kinds of sporting, competitive, and leisure activities.

(3.36) To promote any company to acquire all or any of the property or liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company, or to enhance the value of or render more profitable any property, assets or business of the Company, or of any company in which the Company is interested, or for any other purpose which may seem, directly or indirectly, calculated to benefit the Company.

(3.37) To procure the Company to be registered or recognized in any foreign country, colony, dependency, or place, and to apply for obtaining any legislative, municipal, or other Acts or authorizations to enable the Company to carry any of its objects into effect, or to effect any modification of the Company's constitution, or for any other purposes which may seem expedient, and to oppose any proceedings or applications which may seem calculated, directly

or indirectly, to prejudice the Company's interests.

(3.38) To acquire by license, lease, or in any other lawful manner, the exclusive or other right or license to manufacture, distribute, sell, and generally deal in appliances, forms, equipment, devices, tools, machinery, and all kinds of products and articles of any character or description whether patented or otherwise; to sub-license or grant to any other corporation or any organization or person the right or license to manufacture, distribute, use, sell and generally deal in any articles or things.

(3.39) To act on its behalf and on behalf of importers, exporters, and manufacturers in connection with the inspection, surveying, testing, and weighing and measuring of merchandise of all descriptions.

(3.40) To carry on any other business or activity and do any act or thing which in the opinion of the Company is or may be capable of being conveniently carried on or done in connection with any of the above objects, or likely directly or indirectly to enhance the value of or render more profitable all or any part of the Company's property or assets or otherwise to advance the interests of the Company or its Members.

(3.41) To enter into any commercial or other arrangements with any government, authority, corporation, company, or person and to obtain or enter into any legislation, orders, charters, contracts, decrees, rights, privileges, licenses, franchises, permits and concessions for any purpose and to carry out, exercise and comply with the same and to make, execute, enter into, commence, carry on, prosecute and defend all steps, contracts, arrangements, negotiations, legal and other proceedings, compromises, arrangements and schemes and to do all other acts, matters and things which shall at any time appear conducive or expedient for the advantage or protection of the Company.

(3.42) To take out insurance in respect of any insurable risks which may affect the Company or any other company or person and to effect insurance and to pay the premiums therefor in respect of the life of any person and to effect re-insurance and counter-insurance.

(3.43) To borrow or raise money in such manner as the Company shall think fit and in particular by the issue, whether at par or a premium or discount and for such consideration as the Company may think fit, of bonds, debentures or debenture stock (payable to bearer or otherwise), mortgages or charges, perpetual or otherwise, and if the Company thinks fit charged upon all or any of the Company's property, both present and future, and undertaking including its uncalled capital and further if so thought fit, convertible into any stock or shares of the Company of any other company, and collaterally or further to secure any obligations of the Company by a trust deed or other assurance.

(3.44) To do all and any of the above matters or things in any part of the world and whether as principal, agent, contractor, trustee or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others, and generally upon such terms and in such manner and for such consideration and security (if any) as the Company shall think fit including the issue and allotment of securities of the Company in payment or part payment for any property acquired by the Company of any services rendered to the Company or as security for any obligation or amount (even if less than the nominal amount of such securities) or any other purpose.

4. The liability of the members is limited.



Certified as True Copy of the Original
James Venart Ndumbaro
Advocate, Notary Public & Commissioner
for Oaths

accept any shares or other securities whereon there is any liability.

INDEMNITY

36. Every Director or other Officer of the Company shall be entitled to the indemnified out of the assets of the Company against all costs, charges loses expenses and liabilities which he may sustain or incur in or during the execution of the duties of his office or otherwise in relation thereto including any liability incurred by him in defending any proceedings whether civil or criminal in which judgment is given in his favor or in which he is acquitted or in connection with any application under the Act in which relief is granted to him by the Court 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 his Office or in relation thereto.

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

Name, address, and Description of the subscriber	Number of shares taken	Signatures
1. HOSEA PETER MAGELANGA P.O.BOX 75456 Dar-es-salaam ,Tanzania	51000	
2. EDS HOLDING FZ-LLC RAK, UNITED ARAB EMIRATES Business Centre 05, B5-809B2	49000	ERWIN DE SMIRT Company Director 

Dated at Dar-es-salaam this 09 day of 07 2025

Witness to the above signatures:

Signatures: 

Postal Address: 67600

Qualifications: Advocate



**THE COMPANIES ACT, 2002
COMPANY LIMITED BY
SHARES
ARTICLE OF ASSOCIATION**

OF

TANZANEX COMPANY LIMITED

PRELIMINARY

1. In these Articles:

- “The Act” Means the Companies Act 2002
- “The Seal” Mean the Common Seal of the Company
- “The Secretary” Means any person appointed to perform the duties of the Secretary of the Company.

“The Register” Mean the Register of the Member of the Company.

“The Dividend” Means the Dividend declared by the Company and Includes bonus.



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

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

2. The Regulations contained in PART II of the First Schedule to the Companies Act 2002 shall unless otherwise provided herein, apply to the Company.

3. 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 is limited to fifty as further provided for in the Act;
- (c) Any invitation to the public to subscribe for any shares or debenture of the public is prohibited;
- (d) The Company shall not have power to issue share warrants to bearer.

PRIVATE COMPANY

4. 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 Company (exclusive of persons who are in the employment of the Company and of persons who have been formerly in the employment of the company were while in such employment to be the members of the company) is limited fifty, provided that where two or more persons hold one or more shares in the

company jointly, they shall for the purpose of this regulation be tested 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.

Certified as True Copy of the Original
James Venant Ndumbaro
Advocate, Notary Public & Commissioner
for Oaths
Sign: _____
Date: 16/07/2025

SHARE CAPITAL

5. The directors may in their absolute discretion and without assigning any reason therefore, decline to register any transfer of any share, whether or not it is a fully paid share.

(i) The share capital of the company is Tanzania shillings one billion (1,000,000,000/=), divided into One Hundred Thousand (100,000) Ordinary shares of Tanzania shillings Ten thousand (10,000=) each and the company shall have power to increase its capital and to divide the shares in its capital for the time being into several classes of stock or shares and to attach thereto respectively such preferential, deferred or by the Articles of Association of the company.

(ii) Subject to the provisions, if any in that behalf of the Memorandum of Association, and without prejudice to any special rights previously conferred on the holders of existing shares, any shares may be issued with such preferred, deferred or other special rights or such restrictions whether in regard to the dividend, voting, return of share capital or otherwise, as the Company may from time to time by special resolution, be issued on the terms that it is or at the option of the Company is liable to be redeemed.

6. The Company may pay to any person a commission consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally or procuring or agreeing to produce subscriptions, whether absolute or conditionally, for any share in the Company;

PROVIDED THAT such commission shall not exceed five percent of the price at which such shares are issued, or an amount equivalent to such percentage and the requirement of Section 56 of the Companies Act shall be observed.

TRANSFER OF SHARES

7.(i) Subject to the provisions hereinafter contained shares in the Company shall Be transferable by written instrument in the common form hereunder provided and which shall be signed by both the transferor and the transferee, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect thereof.

(ii) Shares shall be transferred in the following form or in any usual or common form which the Directors shall approve.

"I, _____ of _____ in consideration of the sum of Tshs. _____ paid to me by C.E.O of _____ (Hereinafter called "the said transferee")

DO HEREBY transfer to said transferee the share (or shares) numbered _____ in the undertaking called to hold onto the said transferee, subject to the several conditions on which I hold the same, and I the said transferee,

DO HEREBY agree to take the said share (or shares) subject to the conditions aforesaid.

As witness our hands this _day of 2025

8. The Company may from time to time by ordinary resolution increase the share capital by such sum, to be divide into shares of such amount, as the resolution shall prescribe.

9. The new shares shall be subject to the same provisions with reference to the payment

of calls, liens, transfer, transmission and forfeiture and otherwise as the shares in the original share capital.

10. The Company may be ordinary resolution;

(a) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares.

11. The Company may, by special resolution reduce its share capital in any manner and with land subject to any incident authorized, and consent required by law.

Certified as True Copy of the Original
James Venart Ndumbaro
Advocate, Notary Public & Commissioner
Sign: _____
Date: 16/07/2025

GENERAL MEETINGS

12. A General Meeting shall be held once in every calendar year (Not being more fifteen months after the holding of the preceding General Meeting) at such time and place as may be determined by the Directors in default of a General Meeting so held a General Meeting may be convened by any one member in the same manner as nearly as possible as that in which meetings are to be convened by the Directors.

13. All General Meeting other than Annual General Meeting shall be called Extra Ordinary General Meetings.

14. The Directors may, whenever they deem fit, convene an Extraordinary General Meeting and Extraordinary General Meeting shall also be convened on such requisition or in default may be convened by such requisitions as provided by Section 134 of the Act.

NOTICE OF GENERAL MEETINGS

15. Every general meeting shall be called by twenty-one clear days' notice in writing the notice shall specify the time and place of the meeting and the general nature of the business and in the case of an annual general meeting, shall specify the meeting as such; Provided that a meeting of the Company may be called by shorter notice if it is so agreed:

(a) In the case of an 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 holding not less than 95 percent in nominal value of the shares giving that right.

16. The accidental omission to give notice of a meeting to or the non-receipt of notice of meeting by any member shall not invalidate the proceedings at any meeting.

17. Subject to the provisions of the Act, a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general Meetings shall be as valid and effective as if the same had been passed at a General Meeting of a Company duly convened and held.

PROCEEDINGS AT GENERAL MEETINGS

18. All business shall be deemed special that is transacted at an Extraordinary Meeting and all that is transacted at the Annual General Meeting with the exception of sanctioning a dividend the consideration of the accounts, balance sheets and the ordinary report of the Directors and Auditors the election of Directors and other officers in place of those retiring by rotation and the appointment and fixing of the remuneration of the Auditors.

19. 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.

20. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting if convened upon the requisition of member shall be dissolved in any other case it shall stand adjourned to the same day in the next week at the same time and place and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting shall be dissolved.

21. The Chairman, if any of the Board of Directors shall preside as Chairman at every general Meeting of the Company.

22. If there is no such Chairman or if at any meeting, he is not present within fifteen minutes after the time appointed for holding the meeting the remaining Directors (Or alternate Directors as the case may be) shall choose one of their number to be Chairman of the meeting.

23. 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 unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for ten days or more notice of the adjourned meeting shall be given as in the case of an original meeting, 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.

PROCEEDINGS AT GENERAL MEETINGS

24.(a) Unless and until the Company in General Meeting shall otherwise determine the number of Director shall not be less than two nor more than seven.

(b) The first Directors of the Company shall be;

- 1: HOSEA PETER MAGELANGA.
2. ERWIN DE SMIRT
3. QINGHUA MEN



25.(a) The remuneration of Directors shall from time to time be determined by the Company in General Meeting.

(b) In addition to their usual remuneration, the Directors shall also pay such traveling, hotel and other expenses incurred in connection with their attendance at meetings of Directors.

26.(a) Each Directory may nominate in writing to the Secretary of the Company a Person approved by his absence or if he is unable to act as such Director himself.

(b) On such appointment being made, the Alternate Director shall, except as regards remuneration, be subject to all respects to the terms and conditions existing with reference to the other Directors and each alternate Director whilst acting in the place of an absent Director, shall enjoy all the rights of and exercise and discharge all the duties of the Director he represents.

BORROWING POWER

27. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking property and uncalled capital 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 of any third part.

POWERS AND DUTIES OF DIRECTORS

28. The business of the Company shall be managed by the Directors, who may pay all

expenses incurred in a setting up and registering the Company and may exercise all such powers of the Company as are not, by the Act or by these Articles required to be exercised by the Company in general meeting, subject nevertheless to any regulations of these articles to provisions of the Act and to such regulations being consistent with the aforesaid regulation or provisions as maybe prescribed by the Company in general meeting but no regulation made by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

29. The Board of Directors may from time to time entrust to and confer upon the Managing Director or Manager all or any of the powers of the Directors (except the power to make calls, forfeit shares or issue debentures) as they may see fit but the exercise of all powers by the Managing Directors may from time to time make and impose and the said power may at any time be withdrawn revoked or varied.

30. The Board of Directors shall cause minutes to be made in books provided for the purpose to record.

(a) The names of the Directors present at each meeting of the Directors and of any committee of the Directors and every such Director presents at any meeting of Director or Committee of Directors shall sign against his name in a book to be kept for that purpose.

(b) All resolutions and proceedings at all meetings of the Company and of the Directors and of Committees of Directors.

(c) All appointments of Officers made by the Directors.

SECRETARY

31. The Secretary shall be appointed by the Directors for such term at such remuneration and upon such conditions as they may see fit and they may remove any Secretary so appointed.

32.(a) No person shall be appointed or hold office as a Secretary who is. (a) The Sole Director of the Company OR

(b) A Corporation the sole Director of which is the sole Director of the Company

(c) The Sole Director of a Corporation which is the Sole Director of the Company.

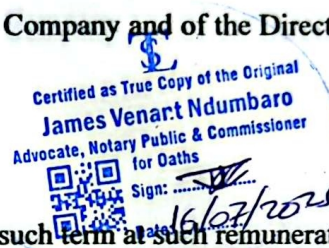
33. A provision of the Act or these regulations requiring or authorizing a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as or in place of the Secretary.

THE SEAL

34. The Directors shall provide for the safe Custody of the Seal of the Company and the Seal shall only be used by the authority of the Directors or of a committee of the Directors authorized by the Directors in that behalf and every instruments to which the Seal shall be affixed shall be signed by a Director and countersigned by the Secretary or a second Directors or by some other person appointed by the Directors for the purpose.



WINDING-UP

35. If the Company shall be wound up the liquidator may with the sanction of an extraordinary resolution of the Company 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 may deem fair upon any property to be divided as aforesaid and may determine how much division shall be carried out as between the members or different classes of members. The liquidator may with the 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 see fit but so that no member shall be compelled to



5. The share capital of the company is Tanzania shillings one billion (1,000,000,000/=), divided into One Hundred Thousand (100,000) Ordinary shares of Tanzania shillings Ten thousand (10,000/=) each and the company shall have power to increase its capital and to divide the shares in its capital for the time being into several classes of stock or shares and to attach thereto respectively such preferential, deferred or by the Articles of Association of the company.

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

Name, address, and Description of the subscriber	Number of shares taken	Signatures
1. HOSEA PETER MAGELANGA P.O.BOX 75456 Dar-es-salaam ,Tanzania	51000	
2. EDS HOLDING FZ-LLC RAK, UNITED ARAB EMIRATES Business Centre 05, B5-809B2	49000	 ERWIN DE SMIRT Company Director

Dated at Dar-es-salaam this 09 day of 01 2025

Witness to the above signatures:

Signatures: 

Postal Address: 67600

Qualifications: Advocate

