

THE COMPANIES ACT CAP 212 OF 2002

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLE OF ASSOCIATION

OF

RALLY LINK COMPANY LIMITED

INCORPORATED THIS DAY OF 2024

DRAWN BY:

Abubakar Aziz Salim(Subscriber)
P.O.Box:121879
Dares Salaam,
Tanzania

THE COMPANIES ACT CAP 212 OF 2002

COMPANY LIMITED BY SHARES

MEMORANDUM

OF

ASSOCIATION OF

RALLY LINK COMPANY LIMITED

1. The name of the company is RALLY LINK COMPANY LIMITED.
2. The registered office of the company will be situated in the United Republic of Tanzania.
3. The objectives for which the Company is established are: -
 - a. To carry on the business of transports.
 - b. To carry on the business of petroleum station
 - c. To carry on the business of supply of office equipment.
 - d. To carry on the business of real estate activities with or leased property.
 - e. To carry on the business of selling building materials in a way of wholesale or retail.
 - f. To carry on the business of sea and coastal Freight water transport.
 - g. To carry on the business of selling all kind of soft drink and water either in whole sale or retails.
 - h. To carry on the business of building contractors and agents for the other building contractors and to acquire and undertake the whole or part of the business, property and business liabilities of any person or company carrying on business which may be usefully carried in connection therewith.
 - i. To carry on the business of manufacturers of all kinds of apparatus, appliances, plant and material employed by building contractors in their business.

- j. To undertake and transact all kinds of agency or business which an ordinary individual may legally undertake.
- k. To carry on the business of manufacturers and sale of cosmetics, toilet beauty and medicinal preparations and generally to carry on the business of manufacturers, buyers and sellers of the dealers in all kinds of cosmetics, toilet and beauty preparations, perfumes and drugs whatsoever, to carry on all or any of the business of chemists, druggists, chemical manufacturers and dealers, dry salutes, importers and manufacturers or and dealers in pharmaceutical importers and medical preparations. To buy and sell milk products. To buy and sell livestock, hides and skin products.
- l. To carry on the business of wholesalers, retailers in textiles, clothing, shoes, furniture and leather products, and any other type of merchandise.
- m. To purchase, acquire, takeover, promote, establish and carry on the business of manufacturers, dealers, distributors, representatives and agents of goods, chattels, and products made out of natural or artificial materials and to treat, prepare, render marketable, buy, sell and dispose of any such products either in their raw or manufactured state.
- n. To carry on any other business by wholesale or retail and whether manufacturing or otherwise as may be conveniently carried on with the above business.
- o. To carry on the trade of warehousemen, removers, stores, packers, and carriers of movable property of every description, dry cleaners, butchers and etc.
- p. To carry on in the United Republic of Tanzania or elsewhere all or any one or more of the following business namely, the buying and selling, letting and hire purchase or easy payment system of manufacturers and contractors of articles and goods of all kinds.
- q. To found, develop, manage, extend, establish and acquire industrial, commercial or agricultural enterprises in all its field and in particular workshop in all branches of work and industry whether alone or enter into partnership or into arrangement for sharing profit union or interest, reciprocal concession or cooperation with any other person, partnership or company in East Africa or overseas and also to form constitute, float, lend, money to and to assist and control any company, association or understanding whatsoever.
- r. To carry on business as traders, general merchants whether wholesalers or retailers or both commission agents, imports and exports and to buy, sell hire, manufacture, barter trade and deal in property, goods, produce, article and merchandise of all kinds and transact any and every description of agency,


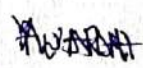
commission, commercial, industry, manufacture, merchandise, insurance and financial business.

- s. To carry on the business as financiers, concessionaires, farmers, carriers of goods and passengers by air, sea and land or warehousemen.
- t. To carry on the business as financiers, monetary agents, concessionaires, merchants and to undertake and carry on and execute all kinds of financial, commercial trading and other operations.
- u. To purchase, acquire, erect or reconstruct any building or any other thing found necessary and convenient for the purpose of the Company.
- v. To borrow, raise, and secure the payment of money in such manner as the company may think fit, including (*so far as law of Tanzania may permit*) issuing debentures of every kind, charged upon the property of the company present and future and to purchase, redeem or pay or any such securities and debentures.
- w. To enter into contract agreements and arrangements with any other company firm or person whether in Tanzania or elsewhere for carrying out any of the objects for such other company, firm or person on behalf of the company.
- x. Generally to purchase, take, lease or exchange, hire or otherwise acquire any real or personal property and rights or privileges, which the company may think necessary or convenient for the purpose of its business.
- y. To act as agents or commissioners of the Company's objectives or in any other activity so as to directly or indirectly benefit the Company.
- z. To invest and deal with monies of the Company in the manner suitable, amalgamate with any other company or companies for the purpose of furthering any of the objects of this Company and carry on any other business, which may deem proper to the Company capable of being convenient and profitable.
- aa. To sell, mortgage, lease or otherwise dispose of the property, assets or undertaking of the company or part thereof for such consideration as the company may think fit and particular for share stock, debentures or other securities of any other company whether or not having objects altogether or in any part similar to those of the company.
- bb. To do all other such things as may be deemed incidental or conducive to attainment for the above objects or any of them.
- cc. To perform the activities of promotion and or to represent promotion agents in the related areas.

THE LIABILITY OF THE MEMBERS IS LIMITED.


4. The liability of the members is limited.
5. The initial share capital of the Company is Tanzanian shillings Fifty million (Tshs. 50,000,000/=) divided into one hundred (100) ordinary shares of Five hundred thousand shillings (500,000) each, with power for the Company to increase or reduce such capital and to issue any part of its original capital or increase with or without preference, priority or special privilege or subject to any postponement or rights, or to any conditions of issue shall otherwise expressly declare, every issue of shares, whether declared to be preference or otherwise shall be subject to the hereinafter contained.

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

<u>NAMES, ADDRESSES, DESCRIPTION OF SUBSCRIBERS</u>	<u>NUMBER OF O SHARES TAKEN BY EACH SUBSCRIBER.</u>	<u>SIGNATURES</u>
ABUBAKAR AZIZ SALIM P.O.BOX: 21879 DAR ES SALAAM	95	
YUSRA AWADH SAID P.O.BOX: 21879 DAR ES SALAAM	05	

Dated at Dar Es Salaam this 13th day of December 2024.

WITNESS to the above signatures.

NAME GODBLESS MUKI
 QUALIFICATION ADVOCATE
 POSTAL ADDRESS 8771 MOSHI
 SIGNATURE 



THE COMPANIES ACT CAP 212 OF 2002

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

RALLY LINK COMPANY LIMITED

PRELIMINARY

Interpretation

1. In these Regulations:-

“The Act” means the Companies Act.

“The article” 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 on which it is to take effect.

“The holder” in relation to shares means the member whose name is entered in the register of members as the holder of the shares.

“The seal” means the common seal of the company.

“Secretary” means the means the secretary of the company or any person appointed to perform the duties of the secretary of the company.

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

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

SHARE CAPITAL AND VARIATION OF RIGHTS

2. Subject to the provisions of the Act, and without prejudice to any rights attach to any existing shares, any share may be issued with such rights or restrictions, whether in regard to dividend, voting, return of capital or otherwise as the company may by ordinary resolution determine.

3. Subject to the provisions of section 61 of the Act, any shares may, with the sanction of an ordinary resolution, be issued on the terms that they are, or at the option of the company are liable, to be redeemed on such terms and in such manner as the company before the issue of the shares may by special resolution determine.
4. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of the class. To every such separate general meeting the provisions of these Regulations relating to general meetings shall apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy one-third of the issued shares of the class and that any holder of shares of the class present in person or proxy may demand a poll.
5. The rights conferred upon the holders of the shares of any class shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking par passu therewith.
6. The company may exercise the powers of paying commissions conferred by section 56 of the Act. Subject to the provisions of the Act, such commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other.
7. Except as required by law, no person shall be recognized by the company as holding any share upon any trust, and the company shall not be bound by or be compelled in any way to recognize (even when having notice thereof) any equitable, contingent, future or partial interest in share or any interest in any fractional part of a share or (except as otherwise provided by the articles or by law) any other rights or interests in respect of any share except an absolute right to the entirety thereof in the registered holder.

SHARE CERTIFICATES

8. Every member, upon becoming the holder of any shares, shall be entitled without payment to receive within two months after allotment or lodgments of transfer (or within such other period as the conditions of issue shall provide) one certificate for all the shares of each class held by him (and, upon transferring a part of his holding of shares of any class, to a certificate for the balance of such holding) or several certificates after the first such reasonable sum as the directors may determine. Every certificate shall be sealed with the seal which it relates and the amount or respective amounts paid thereon. In respect of a more than one certificate and delivery of a certificate for a share to one joint holder shall be sufficient delivery to all joint holders.

9. If a share certificate is defaced, worn out, lost or destroyed, it may be renewed on such terms (if any) as to evidence and indemnity and payment of expenses reasonably incurred by the company in investigating evidence as the directors may determine but otherwise free of charge, and (in the case of defacement or wearing out) on delivery up of the old certificate.

LIEN

10. The company shall have a first and paramount lien on every share (not being a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that Share; but the directors may at any time declare any share to be wholly or in part exempt from the provisions of this regulation. The company's lien, if any on a share extend to any amounts payable in respect of it.
11. The net proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue, if any, shall (upon surrender to the company for cancellation of the certificate for the shares sold and subject to a like lien for sums not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares, at the date of the sale.

CALLS ON SHARES

12. Subject to the terms of allotment, the directors may make calls upon the members in respect of any moneys unpaid on their shares in respect of nominal value or premium) and not by the conditions of allotment thereof made payable at fixed times, provided that no call shall exceed one-fourth of the nominal value of the share or be call, and each member shall (subject to receiving at least fourteen clear days' notice the specifying when and where payment is to be made) pay to the company as required by the notice the amount called on his shares. A call may be required to be paid by installments. A call may, before receipt by the company of any sum due there under, be revoked in whole or part and payment of a call may be postponed in whole or part. A person upon whom a call is made shall remain liable for calls made upon him notwithstanding the subsequent transfer of the shares in respect of which the call was made.
13. A call shall be deemed to have been made at the time when the resolution of the directors authorizing the call was passed.
14. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
15. If a call remains unpaid after it has become due and payable, the person from whom the sum is due shall pay interest on the amount unpaid from the day it

became due and payable to the time of actual payment at the rate fixed by the term of allotment of the share or, if no rate is fixed, at a rate not exceed five percent per annum as the directors may determine, but the directors may waive payment of such interest wholly or in part.

16. Subject to the terms of allotment, the directors may, on the issue of shares, differentiate between the holders as to the amount of calls to be paid and the times of payment.

TRANSFER OF SHARES

17. The instrument of transfer of any share shall be in any usual form or any other form which the directors may approve and shall be executed by or on behalf of the transferor and, unless the share is fully paid up, by or on behalf of the transferee, and the transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

18. 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.

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.

19. If the directors refuse to register a transfer they shall within sixty days after the date on which the transfer was lodged with the company send to the transferee notice of the refusal.
20. The registration of transfers of shares or any transfers of any class of shares may be suspended at such times and of such periods (not exceeding thirty days in any year) as the directors may determine.
21. No fee shall be charged for the registration of any instrument of transfer or other document relating to or affecting title to any share.

ALTERATION OF CAPITAL

22. The company may by ordinary resolution: -
- (a) Increase its share capital by new shares of such amount, as the resolution prescribes;
 - (b) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares'
 - (c) Subject to the provisions of section 65(1)(d) of the Act, sub-divide its existing shares, or any of them, into shares of smaller amount than is fixed by the memorandum of association;
 - (d) Cancel shares, which, at the date of the passing of the resolution, have been taken or agreed to be taken by any person and diminish the amount of it, share capital by the amount of the shares so cancelled.
23. Whether as result of a consolidation of shares any members would become entitled for fractions of a share, the directors may, on behalf of those members, sell the shares representing the fractions for the best price reasonably obtainable to any person (including subject to the provisions of this Act, the company) and distribute the net proceeds of sale in due proportion among those members, and the directors may authorize some person to execute an instrument of transfer of the shares to or in accordance with the directions of the purchaser. The transferee shall not be bound to see to the application of the purchase money nor shall his title to the share be affected by any irregularity in or invalidity of the proceedings in reference to the sale.
24. Subject to the provisions of the Act, the company may by special resolution reduce its share capital, any capital redemption reserve fund or any share premium account in any way.
25. 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 notices 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.
26. All general meetings other than annual general meetings shall be called extra ordinary general meetings.

- 27 The Directors may, whenever they think fit, call an extraordinary general meeting, and extraordinary general meetings shall also be convened by such requisitions, as provided by section 134 of the Act. If at any time there are not within the Territory sufficient directors to call the meeting, any director or any two members of the company may call the meeting in the same manner as nearly as possible as that in which meetings may be convened by the directors.

NOTICE OF GENERAL MEETINGS

28. 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 another 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 per cent in nominal value of the shares giving that right.
29. Subject to the provisions of the articles and to any restrictions imposed on any shares, 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 omissions 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 the meeting.

PROCEEDINGS AT GENERAL MEETINGS

30. All business shall be deemed special that is transacted at an extra ordinary 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, and the reports of the directors and auditors, the election of directors in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors.
31. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the 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 represented of a corporation, shall be quorum.

32. If within behalf an hour from the time appointed for the meeting a quorum is not present, or if during the course of a meeting a quorum ceases to be 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 such other time and place as the directors may determine.
33. 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 present and willing to all, he shall be chairman.
34. If 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 and willing to act, he shall be chairman.
35. A directors shall, notwithstanding that he is not a member, be entitled to attend and speak at a general meeting and at any separate meeting of the holders of any class of shares in the company.
36. 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.
37. 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 unless a poll is (before or on the declaration of the result of the show of hands) demanded:
 - (a) By the chairman or;
 - (b) By at least two members having the right to vote at the meeting; or

- (c) By a member or members holding shares conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than once-tenth of the total sum paid up on all the shares conferring that right;
- (d) By a member or members holding shares conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right; and a demand by a person as proxy for a member shall be the same as a demand by the member
38. Unless a poll is so demanded, a declaration by the chairman that a resolution has on a show of hands been carried or carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be evidence of that fact.
39. The demand for a poll may, before the poll is taken, be withdrawn.
40. Except as provided in article 54, if a poll is duly demanded 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.
41. 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 casting vote in addition to any other vote he may have.
42. 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 not being more than thirty days after the poll is demanded as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be preceded with pending him taking of the poll.
43. 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 duly convened and held, and may consist of several instruments in the like form each executed by or on behalf of one or more members.

VOTES OF MEMBERS

44. Subject to any rights or restrictions attached to any share or class or classes of shares, on a show of hands every member (being an individual) present in person or (being a corporation) present by a duly authorized representative, not being himself a member entitled to vote, and on a poll every member shall have one vote for each share of which he is the holder.
45. No member shall be entitled to vote at a general meeting or at a separate meeting of the holders of any class of shares in the company unless all calls or other sums presently payable by him in respect of shares in the company have been paid.
46. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote disallowed at such meeting shall be valid for all purposes. Any objection made in due time shall be referred to the chairman of the meeting, whose decision shall be final and conclusive.
47. On poll votes may be given either personally or by proxy. A member may appoint more than one proxy attend on the same occasion.
48. The instrument appointing proxy shall be in writing executed by or on behalf of the appointer or of his attorney duly authorized in writing, or, if the appointer is a corporation, either under the hand of an officer or attorney duly authorized. A proxy need not be a member of the cooperation, either under seal, or under the hand of an officer or attorney duly authorized. A proxy need not be a member of the company.
49. The instrument appointing a proxy and any authority under which it is executed a copy of that authority certified notarially or in such other manner as approved by the directors shall be deposited at the registered office of the company or at such other place within the Tanzania as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or 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.
50. An instrument appointing a proxy shall be in the following form or a form as near thereto 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/our behalf at the (annual or
 extraordinary, as the case may be) general meeting of the company to be held on
 the.....day of, and at any adjournment
 thereof.

Signed this.....day of.....20.....”

51. 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 circumstance admit;

“.....Limited

I/weof
being.....a
 Member/members of the above named company, hereby
 appoint.....
ofor failing him,of
as
 May/our proxy to vote for me/us on my/our behalf at the (annual or extraordinary,
 as the case may be) general meeting of the company to be held on
 the.....day of, and at any adjournment thereof.

Signed this.....day of
20.....”

This form is to be used in favor of / against resolutions (1/2/3 etc) unless otherwise
 instructed, the proxy will vote as he thinks fit or abstain from voting.

52. The instrument appointing a proxy shall be deemed to confer authority to demand
 or join in demanding a poll.
53. 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 was received by the company at its registered office (or at such other place at which the instrument or proxy was duly deposited) before the commencement of the meeting or adjourned meeting at which the proxy is used.

DIRECTORS

54. 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 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.
55. The shareholding qualification for directors may be fixed by the company in general meeting, and unless and until so fixed no qualification shall be required.

POWERS AND DUTIES OF DIRECTORS

56. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the company shall be managed by the directors, who may exercise all the powers 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 this article shall not be limited by any special power given to the directors by the directors by the articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the director.
57. 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.
58. 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 party.
59. The company may exercise the powers conferred upon the company by sections 124 to 127 of the Art with regard to the keeping of a branch register, and the

directors may (subject to the provisions of those sections) make and vary such regulations as they may think fit respecting the keeping of any such register.

DIRECTOR'S APPOINTMENTS AND INTERESTS

60. The directors may appoint one or more of their number to the office of managing director or to any other executive office under the company and may enter into an agreement or arrangement with any director for his employment by the company or for the provision by him of any service outside the scope of the ordinary duties of a director. Any appointment of a director to an executive shall terminate if he ceases to be a director, but without prejudice to any claim to damages for breach of the contract of service between the director and the company. A managing director and a director holding any other executive office shall not be subject to retirement by rotation.
61. A director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the company shall declare the nature of his interest at a meeting of the directors in accordance with section 209 of the Act.
62. Subject to the provisions for the Act, and provided that he has disclosed to the directors the nature and extent of any material interest of his, a director notwithstanding his office-
- (a) May be a party to, or otherwise interested in, any transaction or arrangement with the company or in which the company is otherwise interested;
 - (b) May be a director or other office of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in anybody corporate promoted by the company or in which the company may be interested;
 - (c) Shall not, by reason of his office, be accountable to the company for any benefit which he derives from any such office or employment remuneration or other benefits received by him as a director or office of, or from his interest in, such other company unless the company otherwise directs.

Provided that nothing herein contained shall authorize a director his firm to act as auditor to the company.

63. For the purposes of articles 76 and 77-

- (a) a general notice given to the directors that a director is to be regarded as having an interest of the nature and extend specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has interest in such transaction of the nature and extend specified; and
 - (b) an interest of which a director has no knowledge and of which it is reasonable to expect him to have knowledge shall not be treated as an interest of his.
64. 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 in such manner as the director shall from time to time by resolution determine.

MINUTES

65. The directors shall cause minutes to be made in books kept 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 committee of the directors;
 - (c) of all resolutions and proceedings at all meetings of the company, of the holders of any class of shares in the company, and of the directors, and of committees of directors.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

66. The office director shall be vacated if the director.
- (a) Ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director; or
 - (b) Becomes bankrupt or makes any arrangement
 - (c) Becomes of unsound mind; or
 - (d) Resigns his office by notice in writing to the company; or

- (e) Shall for more than six consecutive months have been absent without permission of the directors from meetings of the directors held during that period and the directors resolve that his office be vacated.

APPOINTMENT AND RETIREMENT OF DIRECTORS

67. The company may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or to be an additional director.
68. The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the total number of directors does not exceed the number fixed by or in accordance with these articles. A director so appointed shall hold office only until the next following annual general meeting, and shall they be eligible for re-election.
69. The company may by ordinary resolution appoint another person in place of a director removed from office under the immediately preceding regulation, and without prejudice to the powers of the directors under article 85 the company may by ordinary resolution appoint any person to be a director either to fill a vacancy or as an additional director

PROCEEDINGS OF DIRECTORS

70. 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 meeting directors to any director who is absent from the Tanzania.
71. 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.
72. The continuing directors may notwithstanding any vacancy in their number, but, if their number is reduced below the number fixed as the necessary quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.
73. 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 as 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, directors present may choose one of their number to be chairman of the meeting.

74. Save as otherwise provided in the articles, a director shall not vote at a meeting of directors or of a committee or directors on any resolution concerning a matter in conflicts or may conflict with the interests of the company. Subject to and in accordance with the provisions of the Act, an interest of a person who is connected with a director shall be treated as an interest of the director.
75. A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.
76. The company may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the articles prohibiting a director from voting at a meeting of directors or of a committee of directors.
77. If a question arises at a meeting of directors or of a committee of directors as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any director other than himself shall be final and conclusive.

SECRETARY

78. 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.
79. 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

80. 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 satisfy by is being done by or to the same person acting both as director and as, or in place of, the secretary.

DIVIDENDS AND RESERVE

81. Subject to section 180 of the Act, the company may by ordinary resolution declare dividend in accordance with the respective rights of the members, but no dividend shall exceed the amount recommended by the directors.
82. No dividend or other moneys payable in respect of a share shall bear interest against the company unless otherwise provided by the rights attached to the share

ACCOUNTS

83. 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 of which the receipt and expenditure takes place;
 - (b) All sales and purchases 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 fair view of the state of the company's affairs and to explain its transactions.

84. The books of account shall be kept at the registered office 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.

AUDIT

85. Auditors shall be appointed and their duties regulated in accordance with sections 170 of the Act.

NOTICE

86. By 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 wither personally or by sending it by post in a

prepaid 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, preparing, 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 Tanzania and who gives to the company an address within Tanzania at which notices may be given to him shall be entitled to receive any notice from the company.


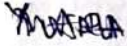
87. A notice may be given by the company to the joint holders of a share by giving the notice to the joint holder first named in the register of members in respect of the share.
88. A member present, either in person or by proxy, at any meeting of the company or of the holders of any class of shares in the company shall be deemed to have received notice for the purpose for which it was called.

WINDING UP

89. If the company is wound up the liquidator may, with sanction of a special resolution of the company and any other sanction required by the Act divide amongst the members in specie the whole or any part of the assets of the company and may, for that purpose, set such value as he deems fair upon any property to be divided and may determine how such 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 the assets in trustees upon such trusts for the benefit of the members as the liquidator, with the like sanction, shall determine, but no member shall be compelled to accept any shares or other securities upon which there is a liability.

INDEMNITY


90. Subject to the provisions of the Act, but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favor or in which he is acquitted or in connection with any application under section 481 of the Act in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the company.

Names, Addresses, and Description of Subscribers.	Number of shares taken by each Subscriber	Signature
ABUBAKAR AZIZ SALIM P.O.BOX: 21879 DAR ES SALAAM	95	
YUSRA AWADH SAID P.O.BOX: 21879 DAR ES SALAAM	05	

Dated at Dar es Salaam this.....13rd.....day of.....DEC.....2024

WITNESS TO THE ABOVE SIGNATURES:

NAME :GODBLESS MUKI.....

SIGNATURE :.....

POSTAL ADDRESS :8771 MOSHI.....

QUALIFICATION :ADVOCATE.....

