

THE COMPANIES ACT 2002
COMPANY LIMITED BY SHARES
Memorandum
and
Articles of Association
of
FORCE SOURCES SERVICES CO. LIMITED

Incorporated this *day of* **2016**

Drawn by:
Yong Shou Shen
(Subscriber)
P.O. Box 7755
Mwanza
Tanzania

THE UNITED REPUBLIC OF TANZANIA



Certificate of Incorporation

No:

I HEREBY CERTIFY THAT

FORCES SOURCES SERVICES CO. LIMITED

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 sixteen.

Registrar of Companies

THE COMPANIES ACT
(ACT NO. 12 OF 2002)

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

FORCE SOURCES SERVICES CO. LIMITED

TANZANIA
Stamp Duty Slit
Receipt No. 75813
Paid
18/10/2018
Asst. Registrar of Companies

TANZANIA
Stamp Duty Slit
Receipt No. 75813
PAID
18/10/2018
Stamp Duty Officer

1. The name of the Company is Force Sources Services Co. Limited
2. The registered office of the Company will be situated in United Republic of Tanzania.
3. The objects for which the company is formed are:
 - (a) To carry on business as manufacturers, processors, principals or manufacturers' representatives, agents, distributors, merchants, traders, dealers, importers, exporters, buyers, retailers and sellers; warehousemen; and to establish, maintain, operate and/or run agency lines in goods, stores, wares, equipment, tools, consumable items, durable merchandise, chattels and effects of every kind and description in any place in the world and without limiting the generality of the above, to carry on business of importing, buying, distributors, and selling agents, stockiests, brokers and or in any other capacity whatsoever, and to undertake marketing relating to promotion and other aspects of such products;
 - (b) To carry on business as manufacturers, principals or manufacturers' representatives, importers, exporters, buyers, retailers, sellers of all types of supplies related to the complete range of vehicles and tractors, earthmovers, cranes, spares and accessories; engines, oils, batteries, tyres; industrial, mining and agricultural machineries, equipment parts and spares; farming tools and implements; and generally engage in the manufacturing, assembling, repairing and distribution of all or any motor vehicles, machineries, equipment, spares and accessories of all kinds and descriptions;
 - (c) To carry on business as motor garage proprietors, tractors and other agricultural machinery and farming implements, motor cars and motor cycles manufacturers and dealers; tractors and other agricultural machinery and farming implements and motor car and all motor engines agents, metal and alloys makers, painters and decorators of all kinds;

- (d) To carry on business of electronic engineering, communication engineering, communication equipment including satellite communication, wireless loop, internet services, and any other form of communication, navigation equipment engineering and data processing engineering and to offer to any person, firm or entity for consulting services relating to these business for fee; and fabrication and installation of communication towers and other steel and aluminium structures;
- (e) To carry on the business of computer networks, sales of computers, consultancy, computer training, graphic, design, internet café, computer programming, photocopying (sales and repairs, faxing, note counting machines, stationeries, websites, telecommunication equipment, telephones, cellular phones, TV transmission equipment, and all types of computer networks and related activities;
- (f) To carry on the business of manufacturers, designers, repairers, importers and exporters, buyers, sellers, hirers, renters, agents and representatives for manufacturers of computer hardware and software units and systems of all types and descriptions;
- (g) To engage in or otherwise carry on the business of dealing in timber and forestry products, to own and run timber stocking facilities, carpentry workshops for manufacture of all kinds of furniture (using local and imported material and wood products, to be timber merchants, to supply timber, logs, wood, carvings be it for local or export market; and to carry on the business of supplying timber and any other forestry products to any person be it corporate or otherwise as the company may secure order;
- (h) To carry on business as road and marine transporters; road haulage specialists, container operators, freight chatteringers and general cargo dealers as well as conducting the business of clearing and forwarding agents, distributors, sales agents and dealers in heavy trucks, buses, lorries, tractors, caterpillars, cranes and all sorts of transportation equipment and appliances; and for that purpose acquire or lease bonded warehouses;
- (i) To carry on the business as manufacturers, principals or manufacturers' representatives, importers, exporters, buyers and sellers of boats and all kinds of water vessels with accessories;, marine engines and all sorts of fishing gear, marine engines and vessels spares; marine protective and rescue tools and equipment; and engage in marine transport, adventures and entertainment including operating passenger and cargo ferries, operating specially built tourist boats for water safaris; as well as for hiring out boats for all other kinds of marine activities;

- (j) To carry on business as tour operators, tourist agents, car rental service providers, hotel reservationists, photographic safaris, camping and hunting safaris, travel agents, flight charter contractors, self and chauffeur-driven cabs, and to facilitate creation and operation of cultural tourism programmes and other services desirable for the advancement of goals and mission of the company;
- (k) To develop, construct, establish, provide, own, operate and maintain leisure and entertainment centres and associated facilities including cinema halls, water park centres, water sports, golf courses and leisure and entertainment facilities and services of all kinds and descriptions;
- (l) To carry on business as real estate developers and managers as well as to build and own commercial centres, apartments, hotels, lodgings, tented camps, office blocks, showrooms, warehousing facilities, and to develop and manage buildings and civil works structures of all kinds and descriptions including residential houses for rent and sale as a company and or enter into joint venture partnership or any arrangement for sharing profits in carrying on such business;
- (m) To carry on business as importers, dealers, sellers, distributors, suppliers and manufacturers of materials, inputs, industrial products, consumables and products of all kinds and descriptions to mining companies and companies dealing with similar activities including manufacturing and/or supply of protective equipment, industrial uniforms and footwear, and all types of mining accessories;
- (n) To carry on business as mining support service providers and to engage in all or any of the businesses of design, fabrication and installation of steel structures and steel plates, spares, parts, tools and general steel fabrication; drilling and blasting specialists; to undertake and execute any contract involving the supply or use of any machinery and to carry out any ancillary or other works comprised in such mining support service contracts;
- (o) To acquire mining, construction, agricultural equipment and cranes, and carry on the business of supply and support of mechanical and electrical equipment on hire basis and other back up services to the mining, construction and agricultural industry; and the public at large;
- (p) To acquire land by purchase, lease or otherwise for livestock and agricultural use and other investments purposes, and develop the land into crop farms and plantations, livestock farming or animal fattening farms, and engage in livestock processing to produce export quality meat and other various livestock products, and engage in agro-processing to produce export quality rice, cotton lint, edible oils, all kinds of flours,

cashew nuts, bio-fuels, and any other product from the farms, the plantations and from any other crop;

- (q) To carry on the business in Tanzania and elsewhere as distributors, wholesalers, retailers, stockiest, importers, exporters, agents and transporters of the entire range of agricultural inputs and related activities;
- (r) To carry on the business of designers, manufacturers, producers, principals or manufacturers' representatives, importers, exporters, buyers and sellers of all types of building materials, construction materials, decorative materials and all kinds of furniture;
- (s) To purchase or otherwise acquire, explore, develop and work claims or mines, drill and sink shafts or wells and raise, pump, dig and quarry for gold, silver, mineral ores, diamonds, gemstones and precious stones, oil, petroleum, natural gas, coal, earth and other substances and generally to carry on business of mining and mineral processing, and dealers in minerals of whatever description;
- (t) To engage in the provision of mining support services to artisanal and small scale miners; procurement of gold tailings and gold ore and setting up and operating leaching, processing and elution plants to recover gold from tailings and gold ores, carry out gold refinery activities to produce bullions and gold products;
- (u) To carry on business as buyers, dealers, cutters, sorters, polishers, sellers and exporters of all types of precious metals and mineral products including gold, diamonds, tanzanite, nickel, platinum, silver, zinc, bauxite, coal, tin, copper, iron, lead, limestone, magnesite, phosphates, rock salt, tin, uranium, oil shale and minerals of all other kinds and descriptions; and to establish and acquire, own and operate training centers and facilities for conducting mineral prospecting, explorations, extraction and processing technology in general;
- (v) To engage in the business of stone quarrying for production of stone aggregates for the construction and building industry; and to carry on business as manufacturers of construction and building materials using locally available raw materials and high technology to produce various products including but not limited to concrete articles of the likes of concrete culverts for road construction, electric poles, roofing tiles, floor tiles, paving blocks, vibrated blocks; hardboards, gypsum boards and related products;
- (w) To carry on business of general engineering, contractors, civil engineers, and road contractors, site formation, plant layout advisers, contractors and consultants, either electrical, civil, mechanical, metallurgical,

structural chemical, aeronautical, marine, or otherwise; and operate as building agencies, and to enter into any contract in relation to and to erect, construct, maintain, alter, repair, pull down and restore or reconstruct either alone or jointly with any other company, person or persons, works of all descriptions, including electrical power houses, plants or stations, railways or tramways, whether terrestrial or actual, worked by steam, electricity, or other motive power, roads ways, bridges, harbours, reservoirs, watercourses, canals, waterways, wharves, fortifications, hydraulic works, irrigation wells, draining, engineering, mining, dredging, smelting, and other ore reduction works, furnaces, factories, warehouses, buildings, shops and other works and conveniences and to contribute to or assist in any such proceedings;

- (x) To carry on business in any part of the world as manufacturers of, dealers in and agents for sale of electrical goods or equipment of every kind and description;
- (y) To manufacture, build, buy, sell and deal in goods, wares, tools and merchandise of every nature, kind and description whatsoever;
- (z) To carry general chemist business in preparation, manufacturing, importation, repacking and sale of pharmaceuticals of all kinds, insecticides and disinfectants, patent medicine, cosmetics, perfumery and toilet preparations, veterinary products, chemicals of all kinds and descriptions and related products;
- (aa) To carry on the business in Tanzania and elsewhere as distributors, wholesalers, retailers, stockiest, importers, exporters, agents and transporters, of pharmaceutical and medical formulations, medicines, injectables and drugs, fine chemicals, cosmetic products, surgical products, raw materials for use in the production of chemicals, and chemicals of all kinds and description;
- (bb) To carry on business as manufacturers, importers, exporters, wholesalers and retail dealers of all types of tyres, tubes, steel, iron, aluminium, copper, including all types of iron bars, screws, guttering, wire nails, expanded metals, wire drawings, barbed wire, weld mesh, pipes and fittings, tubular pipes, welding rods, and all kinds of metallurgical products;
- (cc) To carry on business as manufacturers, importers, wholesale and retail dealers of all types of plastic pipes and fittings, plastic products of all kinds and descriptions, electrical products and electrical accessories used in electrical installations including but not limited to cables, switches, lights, pvc boxes, covers and conduit pipes of all types and descriptions;
- (dd) To carry on business of glassware, crockery, cutlery, ironmongery,

machinery turners, automobile and industrial spares and parts of every description and all other industrial and household fittings and requirements and articles and commodities of personal and household use and consumption, provision of optical, photographic and other instruments, apparatus, and generally in all manufactured goods of all types and merchandise of all types and descriptions;

- (ee) To import, distribute, buy, sell, export, produce, process, pack or otherwise deal in food products including rice, sugar, wheat, candies, confectioneries, biscuits, groceries, fruits, spices, herbs, poultry, fish, meat, snacks, table delicacies, and foods and food products of all kinds and descriptions; and to carry on the business of import, export, processing and bottling of pure drinking water; aerated and mineral waters, cordials, syrups, beverages, ice and ice creams, juices, refreshments, and to establish in Tanzania and in any part of East Africa shops, refreshment rooms, depots and distribution network for the sale of the said products either in wholesale or retail;
- (ff) To carry on business as bakers, restaurants owners and operators; operators of a chain of supermarkets, and to process domestic consumables of all sorts and description, producers of the entire range of consumer goods and foodstuffs and agricultural products, dairy farm and horticultural produce as well as to manufacture, process, refine, blend, pack, export, import and deal in any and all kinds of food crops;
- (gg) To carry on the business in Tanzania and elsewhere as distributors, wholesalers, retailers, stockiest, importers, exporters, agents and transporters and manufacturers of the entire range of alcoholic and non-alcoholic beverages including but not limited to all kinds of liqueurs, spirits, beers, wines, carbonated soft drinks and any other business analogous to the same which may be conducted by the company conveniently in connection herewith;
- (hh) To carry on the business of bulk petroleum products stores, suppliers of petroleum and oil products; to build, own and operate petrol stations, motor vehicles service stations and garages, distributors and suppliers of liquefied petroleum gas (LPG) including setting up a plant for repackaging of LPG into convenient various sizes of gas cylinders for domestic and industrial use; as well as to own land, oil wells, refineries, mines, mining and drilling rights and concessions, minerals, ores and attendant rights;
- (ii) To carry on the business of digital printing, large format printing for outdoor and indoor advertisement; colour printers and engravers, art printers, copper plate printers, lithographic printers, offset printers, heat transfer printers, sublimation printers, photographers; artists, designers,

and draughtsman and as roll-form and automatic printers, cheque printers, trade printers and of printers generally and graphics and design screen of all types of newspaper, magazine, brochures and leaflets, books and booklets, posters and calendars, business cards and letterheads, periodical and journal proprietors, press agents, news agents; and undertake and coordinate printing activities of all kinds and descriptions;

- (jj) To carry on the business of professional signage makers and engraving works including manufacturing of signs and sign boards, directional signs, road and safety signs, information signs, outdoor advertising billboards; manufacturing of industrial clothing, embroidery and undertake manufacturing of advertising and promotional materials of all kinds and description;
- (kk) To own and operate medical facilities within Tanzania for commercial purposes, including the acquisition of facilities, whether newly constructed or rehabilitated, for the purpose of managing private clinics, diagnostic centres, hospitals, health centres and dispensaries for the provision of medical services; and to establish medical training institutions such as medical schools for undergraduate and postgraduate education, nursing schools, paramedical training schools such as laboratory technicians, radiologists and technicians, physiotherapists, nutrition experts and health visitors;
- (ll) To carry on business as owner and manager of radio stations and television networks and programmes, business of music recording, audio plays, recording of live events, and audio engineering facilities thereto related in the United Republic of Tanzania and elsewhere;
- (mm) To carry on the business of production and distribution of audiovisual materials, television and radio programmes; fiction, documentary and information films, videos and cinemas and engage in training, support and consultancy services to the film and television industry as a whole; and to manage and promote the business of media including but not limited to radio and television broadcasting, professional advertisement and act as advertisement and publicity agents;
- (nn) To carry on business as providers of marketing consultancy services relating to promotional activities for any kind of products, its marketing, feedback from market, event management, sourcing technological and other consultancy within Tanzania or outside and other relating activities; providing administrative advice and assisting in the setting up of staff performance schemes as contracted consultants;
- (oo) To carry on business as providers of management consultancy services including human resources consultancy relating to selection, placement,

training, orientation, forming employment policies, including outsourcing the employees in all fields throughout the world; and other activities related to employees and employers and their insurance related matters;

- (pp) To carry on business as providers, consultants and/or advisors of financial and insurance services including insurance brokerage and insurance agents covering all types of insurance covers such as general insurance, life insurance, health insurance; managers of funds including pension and social security funds and funds of all other kinds and descriptions; to conduct business as investors in various activities and collect premiums directly for own schemes and as agents for other companies and to invest these funds for sustainable returns;
- (qq) To engage in the business of commercial banking, micro financing, bureau de change operations, and deal in travelers cheques, credit card, smart cards, bank drafts and all commercial instruments of payments, and to make use of venture capital investment strategies for rural investment drives where capital and management skills will be invested in order to obtain returns prior to selling the business to the rural entrepreneurs; and do all the above activities either directly or as consultants and/or advisers;
- (rr) To carry on the business of fishing and marketing of all sea and freshwater fish products in both local and international market (including interior Africa); fishing operations in the sea and fresh water and to buy, process, sell and export all types of fish and seafood including but not limited to reef cod, red snapper, sea breams, octopus, prawns, lobster, tilapia, Nile perch and sardines, processed, dried, smoked and salted fish, canned fish, fresh fish, sea shells and sea products and generally all types of marine products;
- (ss) To carry on the business of supply and support of mechanical and electrical equipment for mining, agricultural and construction industries and engage in onsite line boring, hard chroming (electrolysis, fabrication and boiler making; and to manufacture, replace and repair earth moving machine buckets arising out of corrosion or heavy usage and also repair of hydraulic pumps, motors and valves
- (tt) To carry on the business of producers, suppliers and distributors of electric power through hydropower, gas, fuel and other turbines or generators of all kinds and in furtherance of this objective to purchase all plants and equipment, generators, turbines, mechanical and scientific instruments and accessories, condensers, transformers, switchgears and all kinds of electrical and electronic apparatus and enter into contracts for the production and distribution of electric power.

- (uu) To carry on the trade or business of electricians, electrical and mechanical engineers, founders, machinists, manufacturers and patentees or licencees of all kinds of electrical equipment and heavy electrical machinery or any accessories thereof.
- (vv) To carry on the business as commercial educationists; to establish, acquire, own and operate affordable schools and institutions of all levels including day care centres, nursery schools, primary schools, secondary schools, colleges, universities, community-based vocational training centres, medical schools and colleges and related human resource development establishments of all kinds and descriptions, and to provide secular education to the public without discrimination, to educate, encourage and instill good ethics and morals to students.
- (ww) To establish, acquire, own and operate training centres and facilities for conducting computer and related training activities for remuneration, such activities including but not limited to the designing and conducting of general and customer-tailored courses in computer systems installations, computer software operations, operations, installations and operation of network systems of all types and descriptions
- (xx) To carry on the business of electro-platters, gold and silver plates, cutlery, bronzes, articles of virtue, objects of art and such other articles and goods as the company may consider capable of being conveniently dealt with in relation to its business and to manufacture and to establish factories for manufacturing goods for the above.
- (yy) To carry on the business of excavation, trackers, exhumers and finders of all types of antiques and antiquities and to process, buy, and sell, export and import, any type of antiques, antiquities, processed or unprocessed
- (zz) To develop the resources and turn to account the lands, buildings and rights for the time being of the company in such manner as the company may think fit and may divide the land of the company into smallholdings.
- (aaa) To carry on any other business (whether manufacturing or otherwise) which may seem to the company capable of being conveniently carried on in connection with the above, or calculated directly or indirectly to enhance the value of or render profitable any of the company's property or rights;
- (bbb) To acquire and undertake the whole, or any part of the business property and liabilities of any person or company carrying on any business which

the company is authorised to carry on, or possessed of property suitable for the purposes of the company.

- (ccc) To apply for, purchase or otherwise acquire, any patents brevets d'invention, licences, concessions and the like, conferring any exclusive or non-exclusive or limited right to use, or any secret or other information as to an 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, grant licenses in respect of, or otherwise turn to account, the property, rights or information so acquired;
- (ddd) To enter into partnership or into any arrangement for sharing profits, union or interests, co-operation, joint venture, reciprocal concession or otherwise, with any person or company carrying on or engage in any business or transaction which this company is authorised to carry on or engaged in, or any business or transaction capable of being conducted so as directly or indirectly to benefit this company;
- (eee) To guarantee the repayment of money by and the contracts of, or otherwise assist, any person, firm or company, and to take or otherwise acquire shares and securities of any such company and to sell, hold, reissue, with or without guarantee, or otherwise deal with the same.
- (fff) To take, or otherwise acquire and hold shares in any other company having objects altogether or in part similar to those of this company, or any business capable of being conducted so as directly or indirectly to benefit this company;
- (ggg) To enter into any arrangements with any Governments or authorities, supreme, municipal, local or otherwise, that may seem conducive to the company's objects or any of them, and to obtain from any such Government or authority, any rights, privileges and concessions which the company may think it is desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- (hhh) To promote any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the company, or for any other purpose, which may seem directly or indirectly calculated to benefit this company.
- (iii) To invest the money of the company not immediately required in such manner as may from time to time be determined;
- (jjj) To lend money to such persons or companies and on such terms as may seem expedient, and in particular to customers and others having

dealings with the company, or contracts by any persons, firms or companies.

- (kkk) To borrow or raise or secure the payment of money in such manner as the company shall think fit, and in particular by the by mortgaging Company property or issue of debentures or debenture stock, perpetual or otherwise, charged upon all or any of the company's property (both present and future) including its uncalled capital, and to purchase, redeem or pay off any such securities.
- (lll) To amalgamate with any other company having objects altogether or in part similar to those of the company.
- (mmm) To remunerate any person or company for services rendered or to be rendered, in placing or assisting to place or guaranteeing and placing of any of the shares in the company's capital or any debenture stock or other securities of the company, or in or about the formation or promotion of the company or the conduct of its business.
- (nnn) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (ooo) To sell or dispose of the undertaking of the company or any part thereof for such consideration as the company may think fit, and in particular for shares, debentures or securities of any other company having objects altogether or in part similar to those of this company.
- (ppp) To obtain any provisions order, Ordinance or Act of Parliament for enabling the company to carry on any of its objects into effect or for effecting any modification of the company's constitution, or for any proceedings or applications which may seem expedient, and to oppose any proceedings or applications which may seem calculated, directly or directly, to prejudice the company's interest.
- (qqq) To distribute any of the property of the company among the members in specie.
- (rrr) Pursue as a matter of priority investments that are geared to exporting or the generation of foreign currency along with investments that have activities within Tanzania, and pursue establishing an investment presence in East African Countries and other African countries as a basis for global growth with Tanzania being the home base of the company.
- (sss) To do all or any of the above things in any part of the world and as principals, managing agents, agents, contractors, trustees, or otherwise,

and by or through trustees, managing agents, or otherwise, and either alone or in conjunction with others.

- (ttt) To do all such other things as are incidental or conducive to the attainment of the above objects.

And it is hereby declared that "company" in this clause, except where used in reference to this Company, shall include any partnership or other body of persons, whether incorporated or not incorporated, and wherever formed, incorporated, domiciled or resident.

"Person" shall include any company as well as any other legal or natural person,

"Securities" shall include any fully, partly or nil paid or no par value share, stock, unit, debenture, debenture or loan stock, deposit receipt, bill, note, warrant, coupon, right to subscribe or convert, or similar right or obligation,


"And" and "or" shall mean "and/or" where the context so permits,

"Other" and "otherwise" shall not be construed *ejusdem generis* where a wider construction is possible.

The objects specified in the different paragraphs of this clause shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company or the nature of any business carried on by the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraph defined the objects of a separate, distinct and independent company.

4. The liability of the members is limited.
5. The share capital of the company is TShs 200,000,000/= (Shillings Two Hundred Million) divided into 2,000 (Two Thousand) shares of TShs 100,000/= (One Hundred Thousand) each, and the Company shall have the power to divide the original or any increased capital into several classes, and to attach thereto any preferential, deferred, qualified or other special rights, privileges, restrictions or conditions.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a company, in pursuance of the 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/No:	Name, Postal Address and Occupation of Subscribers	Number of Shares Taken by Each Subscriber	Signature and Seal/Rubber Stamp of Subscribers
1.	Yong Shou Shen Plot No. 204 Block "G" Nyakato Area, Ilemela District P.O. Box 7755 Mwanza TANZANIA	1,200	
2.	Bowen Shen Room No. 610, 6F, East Electronics Building Haidian District Beijing CHINA	800	申博文

Dated this.....17th.....day of.....October.....2016.

WITNESS to the above Signatures:

Name Amri Louis FLUGENIE

Signature 

Postal Address: P.O. Box 1952 Mwanza

Qualification: ADVOCATE



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THE COMPANIES ACT, 2002

(ACT NO: 12 OF 2002)

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION TO A COMPANY PRECEDING

MEMORANDUM OF ASSOCIATION

OF

FORCE SOURCES SERVICES CO. LIMITED

PRELIMINARY

1. The regulations in Table A in the First Schedule to the Companies Act, 2002 shall not apply to the Company except so far as the same are repeated or contained in these Articles.

INTERPRETATION

In these Articles, unless the subject or context otherwise requires, the words standing in the first column of the table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof.

WORDS AND MEANINGS

"Articles" these Articles of Association as originally framed or as altered from time to time by special resolution.

"Articles" means these Articles of Association of Force Sources Services Co. Limited

"Board" means the board of Directors of the Company or the Directors present at a duly convened meeting of Directors at which a quorum has been attained.

"Company" shall mean Force Sources Services Co. Limited

"Month" shall mean a calendar month.

"A Shareholder": Any holder from time to time of the shares.

"The Directors": The directors for the time being of the Company present at a duly convened meeting of the directors at which a quorum is present.

"The Office": The registered office for the time being of the company.

"The Act" : The Companies Act, 2002 and every statutory modification and re-enactment thereof for the time being in force.

2. The company is private company and accordingly, no invitation or offer shall be made to the public (whether for cash or otherwise) to subscribe for any shares in or debentures of the company, nor shall the company allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the company with a view to all or any of those shares or debentures being offered for sale to the public.

The company may pay to any person a commission in consideration of his subscribing or agreeing to subscribe, whether absolute or conditional, for any shares in the company, provided that such commission shall not exceed 10 per cent of the price at which such shares are issued, or an amount equivalent to such percentage and the requirements of section 56 of the Act shall be observed.

3. (a) The Directors may subject to Article 48 hereof allot, grant options over, or otherwise deal with or dispose of any relevant securities of the company in accordance with the provisions of these Articles and the Act to such persons and generally on such terms and conditions as the Directors think proper.
(b) The general authority conferred by paragraph (a) of this article shall be conditional upon due compliance with Article 48 hereof and shall extend to the amount of the authorized share capital of the company upon its incorporation.
(c) The Directors shall be entitled under the general authority conferred by paragraph (a) of this Article to make at any time before the expiry of such authority any offer or agreement which will or might require relevant securities of the company to be allotted after the expiry of such authority.
4. If two or more persons are registered as joint holders of any shares any one of such persons may give effectual receipts for any dividends or other moneys payable in respect of such shares.
5. No person shall be recognized by the company as holding any share upon any trust and the company shall not be bound by or required to recognize an equitable, contingent, future or partial interest in any share or any right whatsoever in respect of any share other than an absolute right to the entirety thereof in the registered holder, except as by these Articles otherwise expressly provide or as required by law.

SHARE CAPITAL

6. The authorized share capital of the company is TShs 200,000,000/= (Shillings Two Hundred Million) divided into 2,000 (Two Thousand) shares of TShs 100,000/= (One Hundred Thousand) each, each with such rights, privileges or conditions as may for the time being be provided by the regulations of the Company.

SHARES

7. Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares any share in the capital of the company may be issued with such preferred, differed or other special rights or such restrictions, whether in regard to dividend, voting return of capital or otherwise as the company may from time to time by ordinary resolution determine.
8. Subject to the provisions of Companies Act, 2002, any preference 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.
9. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed not to be varied by the creation or issuance of further shares ranking pari-passu therewith.
10. If 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 be varied with the consent in writing of the holders of the three fourths of the issued shares of that class, or with the sanction of an extraordinary resolution passed at a separate general meeting. Provisions of these articles relating to general meetings shall mutants 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 by proxy may demand a poll.
11. Every person whose name is entered as member in the register of members shall without payment, be entitled to one certificate under the common seal of the company specifying the share or shares held by him and the amount paid up thereon, provided that in respect of a share or shares held jointly by several persons the company shall be bound to issue more than one certificate and delivery of certificate of shares to one of several jointly holders shall be sufficient delivery to all.
12. If a share certificate is defaced, lost, or destroyed, it may be renewed on payment of such fee, if any, not exceeding one thousand shillings, and on such terms, if any, as to evidence and indemnity as the directors think fit.

LIEN

13. The company shall have a lien on every share for all moneys (whether present payable or not) called or payable at a fixed time in respect of that share and the company shall also have a lien on all shares standing registered in the name of a single person for all moneys presently payable by him or her or his/her estate to the company, but the directors may at any time declare any shares to

be wholly or in part exempt from the provisions of this article. The company's lien, if any, on a share shall extend to all dividends payable thereon.

14. The company may sell, in such manner as the directors think fit, any shares on which the company has a lien, but no sale shall be made unless some sum in respect of which the lien exists is presently payable, nor until the expiration of fourteen days after a notice in writing, stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the shares or the person entitled by reason of his/her death or bankruptcy to the share.
15. For giving effect to any such sale the directors may authorize some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer and he/she shall not be found to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in references to the sale.
16. The proceeds of sale shall be applied in payment of such part of the amount in respect of which the lien exists as is presently payable and the residue shall be held (subject to a like lien for sums not presently payable as existed upon the shares prior to the sale) by the company on behalf of the person entitled to the shares at the date of the sale.

CALLS ON SHARES

17. The directors may from time to time make calls upon the members in respect of any moneys unpaid on their shares and each member shall (subject to perceiving at least fourteen days notice specifying the time or times of payment) pay to the company at the time or times of specified the amount called in his shares. A call shall be deemed to have been made at the time when the resolution of the directors authorizing the call was passed.
18. The joint holders of shares shall be jointly and severally liable to pay all calls in respect hereof.
19. If sum called in respect of a share is not paid before or on the date appointed for payment thereof, the person from whom the sum is due shall pay interest upon the sum at bank rate prevailing from time to time from the day appointed for payment thereof to the time of actual payment, but the directors shall be at liberty to waive payment of the interest wholly or in part.
20. The provisions of these articles as to the liability of joint holders and as to payment of interest shall apply in the case of non-payment of any sum which, by the terms of issue of shares, becomes payable at a fixed time, whether on

account of the amount of the shares, or by way of premium, as if the same has become payable by virtue of a call duly made and notified.

21. The directors may make arrangements on the issue of shares for a difference between the holders in the amount of calls to be paid and in the times of payment.
22. The directors may, if they think fit, receive from any member willing to advance the same all or any part of the moneys uncalled and unpaid upon any shares held by him and upon all or any of the moneys so advanced may (until the same would but for such advance, become presently payable) pay interest at such rate (not exceeding, without the sanction of any company in general meeting the bank rate existing from time as may be agreed upon between the member paying the sum in advance and the directors.

TRANSFER AND TRANSMISSION

23. Subject to the provisions hereinafter continued shares in the company shall be transferable by written instrument in the common form signed by both the transferor and 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.
24. The directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of shares to neither any person whom they do not approve nor being already a member of the Company and may also decline to register any transfer of share on which the Company has alien. The directors may also suspend the registration of transfers during the fourteen days immediately preceding the ordinary general meeting in each year. The directors may decline to recognize any instrument of transfer unless:-
 - (a) A fee not exceeding shillings two thousand five hundred is paid to the Company in respect thereof, and
 - (b) The instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the directors may reasonably require to show the right of the transferor to make the transfer.

If the directors refuse to register a transfer of any shares, they shall within two months after the date on which the transfer was lodged with the Company send to the transferee notice of the refusal.

25. The personal representatives of a deceased sole holder of share shall be the only person recognized by the Company as having any title to the share. In the case of shares registered in the names of two or more holders, the survivors or

survivor, or the personal representatives of the deceased survivor, shall be the only persons recognized by the Company as having any title to the share.

26. Any person becoming entitled to a share in consequence of the death or bankruptcy of a member shall, upon such evidence being produced as may from time to time be required by the directors, have the right, either to be registered as a member in respect of the shares or, instead of being registered himself/herself, to make such transfers of share as the deceased or bankrupt person could have made; but the directors shall, in either case, have same right to decline or suspend registration as they would have had in the case of transfer of the share by the deceased or bankrupt person before the death or bankruptcy.
27. Except as hereinafter provide no share in the company shall be transferred unless and until the rights of pre-emption hereinafter conferred shall have been exhausted.
28. Every member or other person referred to in article 26 hereof who intends to transfer shares (hereinafter called the vendor) shall give notice in writing to the board of his/her intention. The notice shall constitute the board his/her agent for the sale of the said shares in one or more lots at the discretion of the board to members of the Company at a price to be agreed upon by the vendor and the board, and in default of agreement, at a price which the auditor of the Company for the time being shall certify, by writing under his/her hand, to be in his/her opinion, the fair selling value thereof as between a willing vendor and a willing purchaser.
29. Upon the price being fixed as aforesaid the board shall forthwith give notice to all the members of the Company other than holders of employees' shares of the number and price of the shares to be sold and invite each of them to state in writing within twenty one days from the date of the said notice whether he/she is willing to purchase any, and if so, what maximum number, of the said shares.
30. At the expiration of the said twenty-one days the board shall allocate the said shares to or among the member or members who shall have expressed his/her or their willingness to purchase as aforesaid, and (if more than one) so far as may be pro rata according to the number of shares already held by them respectively, provided that no member shall be obliged to take more than the said maximum number of shares so notified by him as aforesaid. Upon such allocation being made the vendor shall bound on payment of the said price to transfer the shares to the purchaser or purchasers. If he/she makes default in so doing the chairman for the time being of the directors of the Company or failing him one of the directors duly nominated by resolution of the board for that purpose shall forthwith be deemed to be duly appointed attorney of the vendor with full power to execute complete and deliver in the name and on

behalf of the vendor a transfer of the shares to the purchasing member and the board may receive and give a good discharge for the purchase money on behalf of the vendor and enter the name of the purchaser in the register of members as holder by transfer of the shares purchased by him.

31. In the event of the whole of the said shares not being purchased under article 28 the vendor may, at any time within six calendar months after the expiration of the said twenty-one days, transfer the shares not sold to any person (subject to article 17) and at any price.
32. Articles 25,26,27,28 and 29 hereof shall not apply to a transfer to a person who is already a member of the Company, nor to a transfer merely for the purpose of effecting the appointment of new trustees, nor to a transfer by personal representatives to a legatee under the will of, or to the husband, wife or next of kin of a deceased member, nor to a transfer by trustee to a beneficiary, provided that it is proved to the satisfaction of the board that the transfer bona fide falls within one of these exceptions.

FORFEITURE OF SHARES AND EXPROPRIATION OF SMALL HOLDINGS

33. If a member fails to pay any call or installment of a call, on the day appointed for payment thereof, the directors may at any time thereafter during such time as any part of such call or installments remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued.
34. The notice shall name a further day (not earlier than the expiration of fourteen days from the data of the notice) on or before which the payment required by the notice is to be made and shall state that in the event of non-payment at or before the time appointed the shares in respect of which the call was made will be liable to be forfeited.
35. If the requirements of any such notice as aforesaid are not complied with, any shares in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the directors to that effect and such forfeiture shall extend to any dividends in respect of any shares so forfeited not actually paid at the data of the said notice.
36. A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the directors think fit, and at any time before a sale or disposition the forfeiture may be cancelled on such terms as the directors think fit.
37. A person whose shares have been forfeited shall ceased to be a member in respect of the forfeited shares, but shall notwithstanding, remain liable to pay

to the company all moneys which, at the date of the forfeiture, were presently payable by him to the company in respect of the shares, but his liability shall cease if and when the company receives payment in the full of the nominal amount of the shares.

38. The holders for the time being of four fifths of the issued shares in the company shall be entitled at any time to purchase ex dividend all or any of the shares held by any member of the company at a price equal to the sum paid up thereon and upon the tender of that price by the holders of four fifths of the issued shares to any other member for the shares held by him that member shall execute transfer of the shares to the members by whom the tender is made or their nominees in such shares and proportions as they shall direct. If the member to whom the tender is made neglects or refuses to accept the sum tendered or to execute transfers of the shares the company may on proof of his neglect or refusal accept and give a good discharge for the moneys tendered on behalf of the member to whom the same shall have been tendered, and the provisions of article 23 shall apply to the execution of transfer of the shares and the registration of the members by whom the tender was made or their nominees as owners of the said shares.
39. A statutory declaration in writing that declarant is a director of the company and that a share in the company has been duly forfeited or expropriated on a date sated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. The company may receive the consideration, if any, given for the shares in favour of the person to whom the share is sold or disposed of and he shall thereupon be registered as the holder of the share, and shall not be bound to see to the application of the purchase money, if any nor shall his title to the share be affected by any irregularity or invalidity in the proceeding in reference to the forfeiture or expropriation, sale or disposal of the share.
40. The provisions of these articles as to forfeiture shall apply in the case of non-payment of any sum which by terms of issue of share, becomes payable at a fixed time, whether on account of the amount of the share, or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

ALTERATION OF CAPITAL

41. The company may, from time to time by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount as the resolution shall prescribe.
42. Subject to any direction to the contrary that may be given by the resolution sanctioning the increase of share capital, all new shares shall, before issue be offered to such persons as at the date of the offer are entitled to receive notices from the company of general meetings in proportion, as nearly as the

circumstances admit, to the amount of the existing shares to which they are entitled. The offer shall be made by notice specifying the number of shares offered and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration to that time or on receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered the directors may dispose of the same in such manner as they think most beneficial to the company. The directors may likewise so dispose of any new shares which (by reason of the ratio which the new shares bear to shares held by persons entitled to an offer of new shares cannot in the opinion of the director, be conveniently offered under this article.

43. The new shares shall be subject to the same provisions with reference to payment of calls, lien, transfer, transmission, forfeiture, and expropriation and otherwise as the shares in the original share capital.
44. The company may by any ordinary resolution:-
 - (a) Consolidate and divide all or any of its share capital into shares of larger amount than existing shares.
 - (b) Sub-divide its existing shares, or any of them, into shares of smaller amount than is fixed by the memorandum of association, subject, nevertheless, to the companies Act.
 - (c) Cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person and may by special resolution,
 - (d) Reduce its share capital and any capital redemption reserve fund in any manner and with, and subject to, any incident authorized and consent required by law.

GENERAL MEETINGS

45. 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 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 at such place as the directors shall appoint.
46. All general meeting other than the annual general meeting shall be called extraordinary general meetings.
47. The directors may, whenever they think fit, convene an extraordinary general meeting. If at any time there are not within the United Republic of Tanzania