

THE COMPANIES ACT, 2002

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

BLUE MASTER LIMITED

Incorporated at this day of 2024

DRAWN BY:
STEPHEN LAMECK MGENI(SUBSCRIBER)
P.O.BOX 63037
DAR ES SALAAM

THE COMPANY ACT 2002
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATLIMITED

BLUE MASTER LIMITED

1. The name of the Company is **'BLUE MASTER LIMITED'**
2. The registered office of the Company shall be situated in Tanzania.
3. The objects for which the Company is established are:-
 - a) 4923 - Freight transport by road , Main activity
 - b) 5012 - Sea and coastal freight water transport
 - c) 5120 - Freight air transport
 - d) 5229 - Other transportation support activities
 - e) 5221 - Service activities incidental to land transportation
 - f) 5222 - Service activities incidental to water transportation
 - g) 0311 - Marine fishing
 - h) 0312 - Freshwater fishing
 - i) 9810 - Undifferentiated goods-producing activities of private households for own use
 - j) 9609 - Other personal service activities n.e.c.
 - k) 4100 - Construction of buildings
 - l) 0990 - Support activities for other mining and quarrying
 - m) 8610 - Hospital activities
 - n) 3290 - Other manufacturing n.e.c.
 - o) 9000 - Creative, arts and entertainment activities
 - p) 6020 - Television programming and broadcasting activities
 - q) 6010 - Radio broadcasting
 - r) 8510 - Pre-primary and primary education
 - s) 8521 - General secondary education
 - t) 8530 - Higher education
 - u) 1629 - Manufacture of other products of wood; manufacture of articles of cork, straw and plaiting materials
 - v) 7410 - Specialized design activities
 - w) 5621 - Event catering
 - x) 7911 - Travel agency activities
 - y) 6190 - Other telecommunications activities
 - z) 5224 - Cargo handling
 - a) 5520 - Camping grounds, recreational vehicle parks and trailer parks
 - b) 6612 - Security and commodity contracts brokerage
 - c) 6209 - Other information technology and computer service activities
 - c) 7710 - Renting and leasing of motor vehicles
 - d) 8219 - Photocopying, document preparation and other specialized office support activities

- (a) To carry on the business of generally cleaning services, land scraping in any environments or premises like any buildings, offices, hotels, schools, Industries hospitals, Banks, Airports and aircrafts cleaning private and governmental offices, premises and collection of all cabbages.
- (b) To carry on the business of prospecting mining, cutting, polishing and processing minerals of all types including Diamond, Gold, and Ruby, Zinc, iron, Tanzanite, Aluminum, copper lead, gypsum for both local and export market trading.
- (c) To carry on the business of Human resources Management services employment service labour and man power services managed services onsite and offsite in any institute organizations, industrial sectors mining sector governmental and private sectors and located business
- (d) To establish manage develop and hire premises foe catering services, restaurant services, bar services, embankment of passenger telecommunications, transits motel food and refreshment facilities and transport and related food industry.
- (e) To carry on the business of fumigation service as provided to each governmental an provided private offices, buildings, industries, factories, homes and all the promises with insects by pest control services and all lard related business.
- (f) To carry on business as a general traders, suppliers, merchants, stockiest wholesaler, retailers as dealer in and all types of hardware, electrical goods, , building materials, spare parts and maintenance, types, tubes, tools accessories for all types of automotive, motor vehicle, agricultural machinery implements, equipment, all kinds of industrial project machinery and equipment, timber, fishing groceries computers, office equipment cooking's oils foodstuffs, cosmetics, oils paints sprits sheets, hinges, screws iron monger, textiles piece goods, all types of leather goods, shoes bags and other similar goods.
- (g) To carry on the business of buying, selling, importing and exporting of cash crops, prime products of agriculture, agriculture equipments, and conducts training of farmers on poultry and flouriest products and related business.
- (h) To take over or enter into contracts or to let the same to sub-contractors.
- (i) To vary the investments of the company.
- (j) To raise and borrow money by the issue of shares or otherwise.
- (k) To mortgage or charge all or any part of the property and rights of the Company, including its uncalled capital.
- (l) To carry on the trade of warehousemen, removers, stores, packers and carriers of movable property of every description.
- (m) To issue warrants to persons warehousing goods with the Company and to lend money upon the security of such goods.

- (n) To carry on in the United Republic of Tanzania or elsewhere all or any one or more of the following business namely the buying, selling, letting, on hire, hire purchase or easy payment system, of manufactures and contractors of articles and goods of all kinds.
- (o) To manufacture, buy, sell, exchange, alter, improve, manipulate, prepare for market, and otherwise, deal in all kinds of plant, machinery, apparatus, tools, utensils, substances, materials, and things necessary or convenient for carrying on any of the above specified businesses or proceedings or usually dealt in by persons engaged in the like.
- (p) To carry on all or any of the business of importers, exporters, warehousemen, insurance agents, shipping agents, forwarding agents, manufactures' agents, and representatives, traders, merchants, auctioneers, wholesale and retail dealers, in articles of all kinds.
- (q) To carry on any other business 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 property or rights of the Company.
- (r) To enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise or any person or company that may seem conducive to the objects of the Company or any of them and to obtain from any such government authority, person or company any rights, privileges, charters, contracts, licenses and concessions which the Company may think fit or desirable to obtain and to carry out, exercise and comply, therewith.
- (s) To improve, manage, develop, grant rights or privileges in respect of, or otherwise, deal with, all or any part of the property and rights of the Company.
- (t) To vest any immovable or movable property, rights or interest acquired by belonging to the Company in any person or company on behalf of or for the benefit of the Company, and with or without any declared trust in favour of the Company.
- (u) To subscribe for, take or otherwise acquire, and hold shares, stocks, debentures, or other securities of any other company.
- (v) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (w) To procure the Company to be registered or recognized in any part of the world outside the United Republic of Tanzania. To establish or promote or concur in the establishing or promoting any company or companies for the purpose or acquiring all or any of the property, rights and liabilities of the Company or for any other purpose which may seems directly or indirectly calculated to benefit the Company.
- (x) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution

amounting to a reduction of capital be made except with the sanction, if any, for the time being required by law.

- (y) To sell, lease, mortgage, or otherwise dispose of the property, assets, or undertaking of the Company or any part thereof, for such consideration as the Company may think fit, and in particular for shares, stock, debentures, or other securities of altogether or in part similar to those of the Company.
- (z) To do all such other lawful businesses as may be deemed fit by the company.
- (aa) To do all other things as may be deemed incidental or conducive to the entertainment of the objects or any of them.
- (bb) To provide consultancy on estate plans, architecture, construction, soil testing, structural designs and engineering, construction labor management.
- (cc) To carry on the business as insurance agents, commission agents, brokers, importers, exporters, manufacturers, land and estate agents, technical advisors, clearing and forwarding agents, managing agents, general business consultants, garage and lake vessels, boat builders, petrol and service stations owners, motels camps safari lodges, cafes snacks refreshment rooms, licensed victuallers, owners of recreation places and sports and amusements, all businesses and trades incidental or similar thereto or required to be or capable of being carried on in conjunction therewith.
- (dd) To carry on the business of importers, exporters, buying selling, dealers in hardware building materials, sanitary ware, wall papers, roofing tiles, flooring tiles, supplying industrial equipment's agricultural implements and equipment's spares of every description, plumbers, decorators, steel fabrication, machine shop, nickel plating, electric plating, making steel windows, doors, frames and roof tresses.
- (ee) To Carry on the business as manufactures hardware, principals or agents representatives of importing exporting, buying, selling, distributing of cash crops, motor vehicles, bicycles, cars, trucks, lorries or other vehicles, motor cycles, motor vehicles spares and parts of all descriptions, railway, fuel and other oils, petroleum of all kinds and other spares, accessories, motor cycles, bicycles, tractors, mining equipments, fishing gears, new and second hand spare parts and accessories and generally to deal in all types of motor spare parts and industrial and agricultural machinery and parts, electronic goods and accessories thereof.
- (ff) To carry on the business of spare parts for different types of machines and instruments including motor cycle, bicycle, motor vehicles, cars, trucks, lorries or other vehicles, agricultural implements, mining implements and any other machinery, tool maker mechanics, welding fabrication, metal workers, boil makers and any other kind of machine whatsoever.
- (gg) To establish the services of incinerators and combustion equipment, waste management in town centers, thermal technology, waste handling, environmental hygiene services, fumigation of buildings schools, hotels, cleaning services, environment maintenance, garden maintenance, solid management, flower arrangement and cleaning the houses, offices, workshops, buildings and premise and any fixed or movable machineries.

- (hh) To carry on the business of travel agents and to construct and acquire the necessary office and building for such business.
- (ii) To carry on business of proprietors, and/or hirers of trucks, lorries, cars, minibuses, buss self or chauffeur driven for transportation of passers and goods within Tanzania and /or in the neighboring countries.
- (jj) To carry on the business of petrol service station and deal in petrol, diesel, oil, kerosene, mineral oil, crude oil, lubricating oil grease and /or fuel oil of all kinds and all other kind of mineral and petroleum products as an importers, dealer or distributors and servicing and repairing of vehicles of all types generally.
- (kk) To engage in the business of motor vehicle garage and repairing and serving of all types of vehicles and machineries and the business as dealers, wholesalers, retailers, distributors, agents, importers and exporters of hardware, motor vehicles, bicycles and its spares, agriculture and industrial machineries and spares, electrical machinery accessories and spares of all kinds.
- (ll) To carry on the business of game lodge, tented camp, hotel, restaurant, café, roadhouse, auto-court, motel holiday camp, health sanatorium and apartment house keepers and to fit and furnish any property for the purpose of selling to any person or letting the same to visitors or guests whether in single rooms, suites, caplets cottages, hostels or otherwise.
- (mm) To deal with business of general importers of books and be suppliers of books to schools, colleges and all learning institutions and government departments and private enterprisers. To carry on business of supply of office furniture and all other equipment for office and school use. To be printers of security documents, maps of all types and be suppliers of stationers and all types of printing materials.
- (nn) To carry on business of selling computer and all types of electronic equipment.
- (oo) To carry on the business of importers and suppliers of laboratory equipment for schools and hospitals and other institutions, to supply laboratory chemicals to establish and run pharmacies and to be suppliers of drugs.
- (pp) To carry on the business of a telephones, telegraph, cable and wireless communications company and to establish work, marriage, sell, hire out, and maintain telephone exchanges, cable communications, telegraph offices and radio and television receiving and transmitting stations and any other systems for communications whether consisting of sounds or visual images and to run internet cafes.
- (qq) To deal with supply of agricultural products, forest products such as timber and logs and carry n business of supply of livestock products.
- (rr) To deal with operation of boats and all kinds of sailing vessels for tour purposes.
- (ss) To operate as tour guide, sightseeing, tour operator, to carry on business of professional hunters. To carry on business of big game fishing, safari outfitters, professional safari photographers, mountain climbing. To carry on activities of tourism.
- (tt) To promote tourism in Tanzania by training personnel in accordance to international standard, to conduct such courses like Hotel and catering Management, Travel and Tourism

Management, IATA Airline Fares and Ticketing, Marketing in Travel and Tourism, computer studies, Accountancy, Secondary School Education and any other educational may be seen advantageous to Tanzania.

- (uu) To carry on business of ship owner or other vessels, air craft's railway operations, and to acquire and hold shares, stock, debentures, debentures, debenture stock, script, bond notes, securities and obligations issued or guaranteed by any Company constituted or carrying on business in any part of the world, and funds loans, securities or obligations of or issued for guaranteed by any government, state of dominion, public body or authority, supreme, municipal, local or otherwise, whether at home or aboard.
- (vv) To carry on the business of banking, financial institution bureau de change, gold, gold coins, gold bullion, silver, copper and other precious, metals and precious stones, and to transact and to do all maters and things incidental thereto, or which may at any time hereafter be usual in connection with the business of banking or dealing in money or securities for money to advance and lend money or securities for money to advance and lend money on real personal and mixed securities on cash credit or other accounts on policies bonds, debentures, bills of exchange, promissory notes, letter of credit or on deposit of title deeds, goods bills of sale stock and shares.
- (ww) To engage and or otherwise carry on the business as general roads, highways and building, contractors, to be constructors of all kinds of motorways, bridges, airports of kinds, waterways, harbors and dams and barrages of all kinds and description.
- (xx) To establish workshops for training of heavy duty construction equipment handling and safety measures, high of construction equipment, construction labor and general advisory services.
- (yy) To erect and construct houses, flats and mansions for rent of any tenure or interest for real estate management in the United Republic of Tanzania.
- (zz) To carry on the business of guest hotel, motels and operate duty free shops, lodge, restaurants, bar, canteen, to be importers of spirits, beer wine, soft drinks, act as general traders, importers and exporters, traders in the wholesale and retail business of goods and merchandise of any description size and magnitude general agents for local and overseas principals establish trading outlets for all types of local and imported goods engaged in the export of all types of merchandise and to generally carry out retail and wholesale business general traders and to be trading agents.
- (aaa) To carry on the business as general merchants, operate boutiques, general storekeepers, universal providers, importers, exporters, wholesale and /or retail traders of or otherwise to establish supermarkets, groceries, duty free shop's refreshments houses stocked with both imported and locally manufactured.
- (bbb) To carry on the business as traders suppliers, general merchants, storekeeper, wholesalers, retailers and dealers in all types of foods stuffs, cooking oils, cosmetics agricultural machinery, implements, equipment, spare parts, tyres, tubes tools and accessories for all types of automotive, motor vehicles, and all kinds of industrial projects machinery and equipment, building materials, hardware, timber, electrical goods, fishing gears, groceries, computers office



equipments, oils, paints, spirits, sheets, hinges, screws, iron monger, textiles piece goods , all types of leather goods, shoes, bags and other similar goods.

- (ccc) To carry on the business of soap manufactures, to buy, sell, manufacture, refine, prepare and deal in all kinds of detergents and ingredients, to carry on business as manufacturers of candles and perfumes, collections of flowers and perfume producing vegetation.
- (ddd) To enter into any arrangement with any Government or authorities, supreme municipal, local or otherwise, and to obtain from any such government or authority all rights, concessions and privileges that may seem conducive to the objects of the Company or any of them.
- (eee) To receive money or deposit and borrow or take loans or overdraft or raise or secure the payment of money in such manner as directors may think for better performance of the company. To appropriate any part or parts of the property of the company for the purpose of and to build or let shops, offices and other places of business and to use or lease any part of the property of the company not required for the purposes aforesaid for any purpose for which it maybe congenitally used or let.
- (fff) To undertake, investments in sports related activities to run shops stores and to sell sports and football goods and equipments, to sell all types of goods in wholesale and retail for industrial, office and domestic use.
- (ggg) To carry on the business of Architectural work and technical drawing on building and contractors, masonry and general construction contractors and where necessary to give consultation on the same.
- (hhh) To provide or procure the provision by other of every and any service need want or requirement of any business nature required by any persons, firm or company in connection with any business carried on by them.
- (iii) To improve, manage, develop, to account, grant rights or privileges in respect of or otherwise deal with any of the property, rights and privileges of the Company.
- (jjj) To vast any movable property, right, privilege or interest acquired by or belonging to the Company in any person or company on behalf of or for the benefit of the company and with or without any declared trust in favor of the Company.
- (kkk) To sell or dispose 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 licenses to use the dame outright or on any terms which may, in the opinion of the Directors, to the interest of the Company.

4. The Liability of the Members in Limited.

5. The Capital of the Company is Tanzania Shillings 50,000,000/= divided into 10,000 shares of Tanzanian Shillings 5,000/= each. The Company shall have powers to increase its capital and to divide the shares in its capital for the time being into several classes of stock or shares and to attach thereto respectively such preferential, differed or special rights, privileges or condition as may be determined by or in accordance with the Article of Association of the company.

We, the several persons whose names, addresses and descriptions 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 our respective names.

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBES	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE
STEPHEN LAMECK MGENI P.O.BOX 63037 DAR ES SALAAM	4500	
HUANG JIANQIANG P.O. BOX 63037 DAR ES SALAAM	3000	HUANG JIANQIANG
ISMAIL LAMECK MGENI P.O BOX 63037 DAR ES SALAAM	1000	

Dated at Dar es salaam this 23rd day of December 2024

Witness to the above signatures:

Name FESTO D.N LEMA

Signature Festo

Postal Address P.O BOX III, KAHAMA

Qualification ADVOCATE



THE COMPANIES ACT, 2002
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
BLUE MASTER LIMITED

Interpretation

1. In these Regulations:-

“The Act” means the Companies Act” 2002 of the Laws of Tanzania

“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” 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.

2. Expression 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.

3. 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.

Table A of the Company Act shall apply accordingly save where it is otherwise provided in these Articles of Association.

PRIVATE COMPANY

4. The Company is a private company and accordingly.
The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares.
5. The right to transfer shares is restricted in manner hereafter prescribed:
 - (a) The members of the company (exclusive of persons who are in the employment of the company) is limited to fifty; PROVIDED THAT, where two or more persons hold one or more shares in the company jointly, they shall, for the purpose of this article, be treated as a single member
 - (b) Any invitation to the public to subscribe for any shares or debentures of the company is prohibited.
 - (c) The Company shall not have power to issue share warrants to bearer.
6. The rights conferred upon the holders of the shares of any class issued with preferred or other rights 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 *pari passu* therewith.

ALLOTMENT OF SHARES

7. Subject to the provisions of these Articles the shares shall be at the disposal of the Directors, and they may (subject to the provisions of the Act) allot, grant option over or otherwise dispose of them to such persons, on such terms and conditions, and at such times as they think fit, but so that no share shall be issued at a discount, except in accordance with the provisions of the Act.

CALLS ON SHARES

8. The Directors may, from time to time, subject to the provisions of these Articles and to any conditions of allotment, make such calls upon the shareholders in respect of all moneys unpaid on their shares as they may think fit. A call may be revoked or postponed as the Directors may determine.

CERTIFICATES

Every person, whose name is entered as a member in the register shall be entitled, without any payment, to receive within two months after allotment or lodgment of transfer or within such other period as the condition of issue shall provide, a certificate under the seal specifying the shares allotted or transferred to him and the amount paid thereon, provided that in the case of joint holders, the company shall not be bound to issue more than one certificates to each of the joint holders and delivery of such certificate to any one of them shall be sufficient delivery to all.

10. If any such certificate shall be worn out, defaced, destroyed or lost, it may be renewed on such evidence being produced, as the Directors shall require and it may be renewed in case of wearing out or defacement on delivery of the old certificate and in case of destruction or loss on execution of such indemnity. In case of destruction or loss, the member to whom such renewed certificate is given, shall also bear and pay to the Company all expenses incidental to the investigation by the company of the evidence of such destruction or loss and to such indemnity.

PROHIBITION OF DEALING IN COMPANY'S SHARES

11. The company shall not give, whether directly or indirectly or whether by means of a loan guarantee, the provision of security or otherwise financial assistance for the purpose of or in connection with the purchase or subscription made or to be made by any person or for any shares in the company or in its holding company (if any) nor shall the company make a loan for any purpose whatsoever on the security of its shares or those of its holding company (if any), but nothing in these Article shall prohibit transactions mentioned in the provision to section 46 (1) or the Act.

LIEN

12. The company shall have a first and paramount lien on every share for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share and the company's lien, if any, on a share, shall extend to all dividends payable thereon.

TRANSFER OF SHARES

13. All transfer or shares may be affected by transfer in writing in the usual common form, under hand only.

14. The instrument of transfer of a share shall be signed by or on behalf of 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 in respect thereof.

15. The Directors may refuse to register a transfer of any share to any person who in their opinion is undesirable in the interests of the company to admit to membership. No transfer shall be registered by any reason thereof if the numbers would exceed the limit herein before prescribed.

18. The Directors may decline to recognize any instrument of transfer unless the instrument of the transfer is deposited at the office or such other place as the Directors may appoint, 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.

TRANSMISSION OF SHARES

19. In case of the death of a shareholder, the survivor or survivors (when the deceased was a joint holder) and the executors or administrators of the deceased (when he was a sole or only surviving holder), shall be the only persons recognized by the company as having any title to his shares, but nothing herein contained shall release the estate of a deceased holder (whether sole or joint) from any liability in respect of any share solely or jointly held by him.

21. Subject to any other provision of these Articles, if the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the secretary, at the registered office or the company, a notice in writing, signed by him, stating that he so elects. If he shall elect to have his nominee a transfer of such share. All the limitations, restrictions and provisions of these Articles, relating to the right to transfer of such share. And the registration of transfer as aforesaid, as if the death of bankruptcy of the member had not occurred and the notice of transfer executed by such member.

22. A person becoming entitled to a share, in consequence of the death of bankruptcy of a member, shall be entitled to receive and may give a good discharge for all dividends and other moneys payable in respect thereof, but shall not be entitled to receive notices of or to attend or vote at meetings of the company or, save as aforesaid, to any of the rights or privileges of a member until he shall become a member in respect of the share.

FORFEITURE OF SHARES

23. If any member fails to pay the whole or any part of any call on or before the day appointed for the payment thereof, the Directors may at any time thereafter during such times as the call remains

unpaid or any part thereof, serve a notice on him requiring him to pay such call or such part thereof as remains unpaid together with any accrued interest and any expenses incurred by the company by reason of such non-payment.

24. The notice shall name a further day (not being less than fourteen days from the date of the notice) on or before which such call or any part thereof as aforesaid and all such interest and expenses as aforesaid, are to be paid. It shall also name the place where payment is to be made and shall state that in the event of non-payment, on or before the time and at the place appointed, the shares in respect of which such call was made will be liable to be forfeited.
25. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which such notice has been given may, at any time thereafter, before payment of all calls, interest and expenses due in respect thereof has been made, be forfeited by a resolution of the Directors to that effect..
26. Where any share has been forfeited in accordance with these Articles, notice of the forfeiture, by transmission as the case may be, shall forthwith be given to the holder of the shares and an entry of such notice having been given and of the forfeiture with the date thereof shall forthwith be made in the register opposite to the entry of the share; but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make such entry as aforesaid.
28. Notwithstanding any such forfeiture as aforesaid, the Directors may, at any time before the forfeited share has been otherwise disposed of, permit the share so forfeited to be redeemed upon the terms of payment of all calls, interest due upon and expenses incurred in respect of the share and upon any further or other terms they may think fit.
29. A person whose shares have been forfeited shall cease 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 forfeiture, were presently payable by him to the company in respect of the share, with interest thereon at such rate equal to the prevailing prime lending rate of the bank, but his liability shall cease if and when the company receives payment in full of the nominal amount of the shares plus accrued interest thereon.

A statutory declaration in writing that the declaring is a Director of the company has been duly forfeited on a date stated in the d declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. The company, through its secretary, may receive the consideration, if any, given for the above on any sale or disposition thereof and may execute a transfer of the share in favor 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 as 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 proceedings in reference to the forfeiture, sales or disposal of the share.

INCREASE OF CAPITAL

31. The company may from time, by ordinary resolution, increase the share capital by such sums, to be divided into shares of such amount, as the resolution shall prescribed.
32. The company, by the resolution increasing the capital, may direct that the new shares or any of them be offered in the instance either at par or at a premium or (subject to the provisions of section 38; of the Act) at a discount to all the holders for the time being of shares, of any class or classes, in proportion to the number of such shares held by them respectively or may make any other provisions as to the issue of the new shares. In the absence of any such direction or so far as the same shall not provide, the new shares shall be at the disposal of the Board, which may offer, allot, grant options over or otherwise dispose of them to such person and on such terms as it shall think fir.
33. Unless otherwise stated in the terms of the issue, the new share shall be subject to the same provisions with reference to the payment of calls, lien, transfer, transmission, and forfeiture and otherwise, as the original share capital.

BORROWING POWERS

34. 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 debenture stock and other securities whether outright or as a security for any debt, liability or obligation of the company or of any third party.

GENERAL MEETING

35. Subject to the provision of section 112 of the Act, General Meetings shall be held at least once in every calendar year at such time not being more than fifteen months after the holding of the last preceding General Meeting which shall be called "ordinary General Meetings" and all other meetings of the company shall be called Extraordinary General Meetings".
36. The Directors may, whenever they think fit, convene an Extraordinary General Meeting and they shall, on the request in writing of the holders of not less than one-tenth of the issued capital of the company, upon which all calls or other sums then due have been paid, forthwith proceed to convene an Extraordinary General Meeting and the provisions of Section 114 of the Act shall apply.

NOTICE OF GENERAL MEETING

37. Subject to the provisions of section 113 and 117 of the Act twenty one days notice at the least inclusive of the day for which the notice is given, specifying the place, the day and the hour of the meeting and in case of special business, specifying the nature of the business, shall be given to such persons as are entitled, under the regulations of the company, to receive notice from the company. PROVIDED that with the consent of all the members entitled to receive notice of some particular meeting obtained in writing, such meeting may be convened by such shorter notice and in such manner as those members may think fit.

VOTES OF MEMBERS

38. On a show of hands, every member present in person shall have one vote and for this purpose a person who is present as the representative of a corporation shall be treated as if he was a member present in person and on a poll every member present in person or by proxy shall have one vote for each share of which he is the holder.
39. No member shall be entitled to be present or to vote at any General Meeting, either personally or by proxy for another member or to exercise any privilege as a member, unless all calls or other sums presently payable by him or in respect of shares in the company have been paid, whether such shares are held by him alone or jointly with any other person or persons.
40. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the voter objected to is given or tendered and every not disallowed at such meeting

shall be valid for all purposes. Any such objection made in due time shall be referred to the chairman of the meeting, whose decision shall be final and conclusive.

41. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorized in writing or if the appointer is a corporation either under seal or under the hand of an officer or attorney duly authorized. A proxy need not be a member of the company. The instrument should thereafter be annexed to the minutes of the meeting as evidence of the proxy.

DIRECTORS

42. Subject to the provision of the Act and unless otherwise determine by the company in general Meetings, the number of Directors shall not be less than two nor more than Seven in number. The first Directors of the Company shall be :-

- 1. STEPHEN LAMECK MGENI**
- 2. HUANG JIANQIANG**
- 3. ISMAIL LAMECK MGENI**

43. The remuneration of the Directors shall from time to time be determined by the company in General Meetings.
44. The Directors shall be entitled to be repaid all travelling, hotel and other expenses incurred by them in and about the business of the company, including their expenses of travelling to and from Board and Committee Meetings or General Meetings.
45. If any Director, being willing, shall be called upon to perform extra services for the purposes of the company, the company shall remunerate such Director by a fixed sum or percentage of profits or otherwise as may be determined by the Board and such remuneration may be either in addition to or in substitution for his reimbursement above provided.
46. Unless otherwise determined by the company in General Meetings, the Chairman of the Board of Directors shall be appointed by the Board and his remuneration shall be fixed by the Board and the General Meeting of the Company.

POWERS OF DIRECTORS

47. The business of the company shall be managed by the Directors, who may pay all expenses incurred in setting up and registering the company and any exercise all such powers of the company as are not by the Act or by these articles required to be exercised by the company in General Meeting, subject nevertheless to any regulations of these Articles, to the provisions of the Act and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by Extra Resolutions of the company in General Meetings shall invalidate any prior act of the Directors which

53. All acts done by an meeting of the Board or a committee or by any Director acting under delegated powers, as provided in the preceding Articles, shall, as regards all persons dealing in good faith with the company, notwithstanding that it be afterwards discovered that there was some defects in the appointment of any such committee or Directors acting as aforesaid, in that they or any of them were disqualified, be as valid as if every such person had been qualified so to act.
54. A resolution in writing, signed by all the Directors for the time being shall be as effective as a resolution passed at a meeting of the Directors duly convened and held and may consist of several documents in the like form each signed by one or more of the Directors.
55. A meeting of the Directors at which a quorum is present, shall be competent to exercise all powers and discretion for the time being exercisable by the Directors.

DIVIDENDS

56. The profit of the company available for dividend and resolved to be distributed shall be applied in the payment of dividends to the members in accordance with their respective right. The company in General Meetings may declare dividends accordingly.
57. When any asset, business or property is bought by the company as from the past date (whether such date before or after the incorporation of the company) the company shall, as from that date, take the profits and bear the losses thereof, such profits or losses, as the case may be, shall, at the discretion of the Board, be credited or debited wholly or in part to revenue account and in that case the amount so credited or debited shall, for the purpose of ascertaining the funds available for dividend, be treated as a profit or loss arising from the business of the company and available for dividend accordingly. If any share or security are purchased cum-dividend or interest, such dividend or interest, when paid may at the discretion of the Directors be treated as revenue and it shall not be obligatory to capitalize the same or any part.
58. All dividends shall be declared and paid according to the amounts paid on the shares and (for the purpose of this Article only) no amount paid on a share in advance of calls shall be treated for purposes of payment of dividend. All dividends shall be apportioned and paid pro-rata according to the amounts paid on the shares during any portion or portions of the period in respect of which the dividend is paid, but if any share is issued on terms providing that it shall rank for dividend accordingly.

59. The Directors may deduct from any dividend or bonus payable to any member, all sums of money, if any, presently payable by him to the company on account of calls or otherwise.
60. The Director may retain any dividends and bonuses payable on shares on which the company has a lien and may apply the same in or towards satisfaction of the liability in respect of which the lien exists.

ACCOUNTS

61. The Directors shall cause proper books of account to be kept with respect to:
 - (a) All sum 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;
 - (c) The assets and liabilities of the company
62. The books of account shall be kept at the registered office of the company or (subject to the provisions 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.
63. A copy of every balance sheet including every document required by law to be annexed thereto which is to be laid before the company in General Meeting together with a copy of the Auditor's report, shall, not less than fourteen days before the date of the meeting, be sent to all persons entitled to receive notices of General Meeting of the company.

THE SEAL

64. The seal shall not be affixed to any instrument except by the authority of a resolution of the Directors and shall be so affixed in the presence of at least one director and the Secretary or some other person approved by the Directors, both of whom shall sign every instrument to which the seal is affixed in their presence.

AUDIT

65. The company in General Meeting shall appoint Auditors of the company and their tenure and duties shall be regulated in accordance with the Act



NOTICES

66. Any notice or document may be served by the company upon any member, either, personally, or by telecopy or telex, or by sending it through the post in a prepaid registered place or address notified to the company

67. Any notice or document sent by telex or telecopy or prepaid post shall be given to every member of the company.

INDEMNITY

68. Every Director, Managing Director, Agent, auditor, Secretary and other Officer for the time being 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 is in connection with any application in which relief is granted to him by the Court.

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBES	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE
STEPHEN LAMECK MGENI P.O.BOX 63037 DAR ES SALAAM	4500	
HUANG JIANQIANG P.O. BOX 63037 DAR ES SALAAM	3000	HUANG JIANQIANG
ISMAIL LAMECK MGENI P.O.BOX 63037 DAR ES SALAAM	1000	

Dated at Dar es salaam this 22nd day of December 2024

Witness to the above signatures:

Name FESTO D.N LEMA
Signature Festo
Postal Address P.O.BOX 111, KAITUMA
Qualification ADVOCATE

