

**THE COMPANIES ACT 2002  
COMPANY LIMITED BY SHARES**

**MEMORANDUM**

**AND**

**ARTICLES OF ASSOCIATION**

**OF**

**EMIRATE ALUMINIUM & GLASS CO. LIMITED**

**Incorporated this.....day of..... 2009**

**DRAWN BY:**

**DEOGRATIUS E. MARANDU  
(SUBSCRIBER),  
P.O. BOX 15018,  
DAR ES SALAAM**

THE COMPANIES ACT 2002  
COMPANY LIMITED BY SHARES  
MEMORANDUM OF ASSOCIATION  
OF

**EMIRATES ALUMINIUM & GLASS CO. LIMITED**

1. The name of the Company is "EMIRATES ALUMINIUM & GLASS CO. LIMITED"
2. The registered office of the company will be situated in the United Republic of Tanzania.
3. The objectives for which the Company is established are: -
  - a) To acquire or otherwise takeover the business hitherto being carried on under the name and style of "EMIRATE ALUMINIUM & GLASS" which is registered under No 191650 in the register of businessnames, as a going concern together with its assets, goodwill, stock in trade, licences, liabilities and book debts for the time being and carry on the business and activities as contractors to, build, construct, maintain, alter, enlarge, pull down and remove or replace any buildings, factories, mills, farms, offices, works, roads constructions, railways, engines, walls, fences, banks, dams, canals, sites for the same and to join with any other person in doing any of the things aforesaid and to work, manage and control the same or join with others in so doing.
  - b) To carry on the business of importers of Aluminium Materials, exporters, manufacturers and dealers in stores and warehouse of pharmaceuticals and all or any other commodities and things which may be conveniently used or manufactured in conjunction with any of the above or similar business of manufacturers or which shall be capable of being used for the purpose of any business herein mentioned or likely to be required by customers or any business.
  - c) To carry on the business of general supplies, agents, provide Customs clearance services to companies, individual, government, institutions and clearing and forwarding and other bodies corporate or unincorporated, general carries and transporters of goods, and passengers and to construct, equip, let out on hire, commission agents or otherwise and trade in any part of the world with vehicles, vessels or air craft, brokers, sales representatives and any kind of agencies.
  - d) To carry on the business of real estate development, build houses, construct ,lease and/ or, manage of Hotels. Suites services and/ or Residential apartment with built - in kitchen, single, double bedrooms, studios and facilities consisting of health club, food courts swimming pool, and to promote the provision of facilities of every descriptions.

- e) To Search for marketing of any products, as marketing consultancy, to make marketing research, advertising and training of marketing, to own road shop promotions, to conduct promotion show and to own mobile Cinema.
- f) To carry on the business building, residential house, apartment, building of offices, godown and any related structures for the purpose of renting and /or reselling. Decorations, plumbing, design, architecture planning, drainage, earth moving, landscaping, feasibility studies and general engineering construction
- g) To search for ores and minerals, mine, dam, wells construction and carry on generally the business of mining company and to crush, wash, smelt, reduce or otherwise treat and render marketable, export, sell, buy or dispose of the produce of any mines.
- h) To carry on the business of cultivation of ticks, manufacturers, exporters, importers, buyers sellers and dealers in all kinds of wood carvings handicrafts, paintings, live birds, animals, fishes, sea products all kinds of agricultural products, coffee, cotton, seed cakes, millet sisal ropes, grain, green peas, vegetables, fruits, spices and foodstuff animal produce, game products, forest products and all other produce and merchandise.
- i) To carry on business as Tours operators and to be proprietors and/or hirers of trucks, Lorries, cars, minibuses, buses, self or chauffeur driven for transportation of passengers and goods within Tanzania and/or in the neighboring countries.
- j) To carry on the business of general merchandise of stationeries, office supplies, office equipments, school materials, process blocks, printers rollers, printing ink and any other printing inputs to own schools, nursery schools, primary schools, secondary schools, teachers colleges, production and distribution of all school and office materials.
- k) To promote, establish and carry on the business of group and individual tour operators, car rental, self driven or chauffeur driven, local and international travel agency, hunting safari, and game reserve, air charter, transporters, carriers of passengers and goods, hires of motor cars motor vans, motor lorries, motor cycles, motor omnibus, motor boats, air crafts and carriers of any other type of description which can be used to promote the business of tour operators.
- l) To carry on all or any of the business of the manufacturers of and dealers in lime, cement, plasters, whiting, clay, graver, sand, stones, tiles, pipes, pottery, earthenware, chine and builders requisites and conveniences of all kind and as quarry owners builders, general contractors and carries.
- m) To carry on the trade or business of contractors of all computer science and engineering works; Electrical and Computer Engineering works. Buildings

and Civil engineering works, mechanical engineering works, to render services as Industrial maintenance contractors, Surveyors, valuers of land, property or any other assets whatsoever.

- n) To carry on the business of importers, exporters, provisional merchants, stockiest, wholesalers, retailers, buyers, sellers and dealers in all types of agricultural machinery, implements and equipments, plants and machinery, buses, motor cars, trucks spare parts, tires and tubes, tools and accessories for all types of automotive, motor vehicles and all kinds of industrial project machinery and equipments and industrial supplies, electrical goods, electronic goods, leather goods television sets, video cassettes, telefax, telex and accessories, computers, office equipments, and domestic appliances.
- o) To carry on business of animal husbandry butchery, poultry, agro mechanics hatchery, pest control and fumigation, flour milling, soap manufacturing, carpentry, forestry, confectioners, manure and artificial fertilizers, exporters of horticulture seeds and seedling, hoteliers and guesthouses.
- p) To carry on the business of wholesale and retails shops of any kind, zoo owner and to inspect quality of any kind of plastic material and protecting environmental pollution.
- q) To cultivate, grow, buy, prepare any kind of fruit such as pineapple, orange, lime, lemon, grapefruit, passion fruit, guava and all types of fruits and vegetables and to dispose of, sell and deal in any such product either in its raw form or its processed form.
- r) To plant, grow, import, manufacture, sell and deal in fruits and/or vegetables in the form of juices, concentrates, nectars, pulps, piece/and or slices, jams, marmalades, pickles, chutney, oil, animal and poultry feeds.
- s) To manufacture, buy, sell, improve, treat, preserve, fine aerate, mineralizes, bottle, can and otherwise deal in mineral, aerated waters, juice and other liquids of every description.
- t) To sink wells, and shafts, and to make, build and construct, lay down, acquire and maintain factories, engines, machinery, tramways, docks, plant and appliances and to execute and to do all other works and things necessary or convenient for working, obtaining, storing, treating, preserving, fining, mineralizing bottling, canning and discharging any such fruit products or otherwise for the propose of the company.
- u) To carry on the business or trade and deal in the export of all wild like bird, live animals, live game and generally any kind of pets for sale and export within the country, neighboring countries and other foreign countries and improve prepare for export, import, deal and trade in carvings, paintings, curios, game skins potters, leather and leather goods, clothes batiks, wattle

barks, cooking oils, charcoal, corn flower, clothes, cheese, and commodities from by-products of milk.

- v) To carry on and deal in the business of pharmaceuticals, medical preparation chemicals, Animal feeds, manufacturing, making and assembling, of machine equipment, plants, Vessels, devices of all descriptions using modern technology appropriate and applicable.
- w) To engage in, conduct in and between any and all the regions and districts in Tanzania neighboring countries and other foreign countries as agents or otherwise, the business of General trucking, forwarding, cartage, storage, warehousing, consolidating distributing Warfare, constructing loading, unloading and stevedore business and to conduct as general brokerage commission and customs house, brokerage service business and to handle and forward for transportation by air, highway, water and rail, road between cities, towns, villages and other places in various parts of the world person, bills, notes, packages, merchandise, luggage, goods, wares, parcels and other movable and personal property over and on such lines and routes as ay from time to time exist and generally to act as agents for land and estate, brokers, chatterers, auctioneers, clearing and forwarding agency in all its respective branches.
- x) To carry on the business as bakers and manufactures of and dealers in bread, flour, Biscuits confectionery, juice, squash, packing and farinaceous compounds and materials of every description and to construct, acquire, hire, hold, work, let and sell, mills, factories bake houses, shops, buildings, machinery and appliances suitable for such Baking manufacturing and dealing.
- y) To construct steamships, ships, trawlers, catchers, carriers, drifters fishing boats, boat or other vessels whatsoever, slaughterhouses, cold storage premises, warehouses, sheds and other building requisite useful for the business of the company.
- z) 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 importers, dealer of distributors and servicing and repairing of vehicles of all types generally.
- aa) To carry on the business of motor vehicle garage and repairing and servicing of all types of vehicles and machinery and the business as dealers, wholesalers, retailers, distributors, agents, importers and exporters of hardware, motor vehicles, bicycles and its spares, agriculture and industrial machinery and spares, electrical machinery, accessories and spares of all kinds.
- bb) To acquire, take-over, promote, establish and carry on all or any of the business of seed crushers and manufactures and processors of Soya beans,

linseeds, cottonseeds, groundnuts, simsim, sunflowers and any other seeds and cakes, oil extractors by crushing, chemicals or any other process from the a fore-mentioned plants or other natural and oil substance and to prepare, manufacture, mill and render marketable any such oil and to sell, dispose of and deal in any such oil either in its prepared, manufactured or raw state.

- cc) To carry on the business of imports of motor vehicles, spare parts, electrical goods of various kinds, machinery, computers, calculators, metals, refrigerators, air-conditioners, cookers, textiles, building materials, industrial gingery spares, agricultural machinery, etc.
- dd) To enter into (partnership or into) any arrangements for sharing profits, union or interests, co-operation, joint venture, reciprocal, concession, or otherwise with any persons, firm or company carrying on or engaged in or about to carry on or engage in any business or transaction which this company is authorized to carry on, or engage in or any business or transaction which company is authorized to carry on, or engage in or any business or transaction capable of being conducted so as directly or indirectly to benefit this company and to lend money to, guarantee the contracts of, or otherwise assist, any such person, firm of 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.
- ee) To produce the registration of the company in the laws of any place out side Tanzania.
- ff) To carry on the business of selling, distribution of all products of any description, printers and Publishers, periodicals, maps, guides, news paper sellers, foreign correspondents and advertising Agents, exporters and importers and to by, sell, hire, manufacturer, barter trade and deal in property goods, produce articles and merchandise of all kinds and to transact and every description of agency commission commercial, industrial manufacturers, mercantile, insurance and financial business and manufacturers representatives, consultancy services.
- gg) To draw, make, accept, endorse, discount, negotiate, execute and issue, buy, sell and deal in bills of exchange, promissory notes and other negotiable or transferable instruments, amalgamate or enter into partnership or any joint venture or profit sharing arrangement with, and to co- operative in any way with or assist or subsidize any company, firm or person.
- hh) To promote or concur in the promotion of any company, the promotion of which shall be Considered desirable, to lend money to and guarantee the performance of the contracts, or obligations of and the payment and repayment of the capital and principal of, and divides, interest or premiums payable on any stock, shares and securities of any company, firm, or person, whether having objects similar to those of this company or not, and to give all kinds of indemnities



- ii) To sell, lease, grant licenses, easements and other rights over and in any other manner deal with or dispose of the undertaking, property, assets, rights and effects of the company or any part There of for such consideration as may thought fit and, in particular, for stock, shares or securities of any other company, whether fully or partly paid up.
- jj) To acquire any such shares, stocks, debentures, debenture stock, bonds, obligations or securities by original subscription, tender, purchase, exchange or otherwise, and to subscribe for the same, either conditionally or other and to guarantee the subscription thereof, and to exercise and enforce all rights and powers conferred by, or incidental to, the ownership thereof.
- kk) To issue debentures, debenture stock, bonds, obligations and securities of all kinds and to frame constitute and secure the same, as may seem expedient, with full power to make the same transferable by delivery or by instrument of transfer or otherwise, and either perpetual or terminable, and either redeemable or otherwise, and to charge or secure the same by trust deed or otherwise on the undertaking of the company or upon any specific property and rights, present and future, of the company (including, if thought fit, uncalled capital) or otherwise howsoever.
- ll) To carry on the business of manufacturers and distributors of cattle, poultry feed and feeding and fattening preparation of every description, makers and manufacturers of artificial manure and fertilizers of every description, manufacturers of soaps of all kinds and be wholesalers and retail dealers thereof, flax, cotton oil, cake, corn, merchants and any branch or subsidiary business commonly carried in connection therewith and to carry on the business as agents, consultants or representatives of overseas or local manufacturers, industrialists or other like organization in any type of goods, products or commodities.
- mm) To transact any and every description of agency, commission, commercial, industrial, manufacturing, mercantile and financial business, and to carry on the business of clearing and forwarding agents, shipping agents, commission agents, customs agents, provisional merchants, stockiest, importers, retail's and wholesalers, transporters of passengers and goods, motorcars, omnibuses and coach proprietors and carriers, boat owners, ship owners, amusement carriers and job masters.
- nn) To acquire and undertake the whole or any part of the business, property and liabilities of any person, firm or company carrying on any business which the company is authorized to carry on, or possess property suitable for the purpose of this company.
- oo) To invest and deal with moneys of the company not immediately required upon each security and in such manner as may from time to time be determined.

- pp) To purchase, lease, or otherwise acquire, and to hold, sell, improve, develop, exchange, mortgage or otherwise dispose of any lands, buildings, machinery or plants, mills, factories, warehouses or any here determents.
- qq) To adopt means of making known the products of the company as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of works, art or interest, by publication of books and periodicals, and by granting prizes, rewards and donations.
- rr) To enter into arrangements with any Government or authorities (supreme, municipal, local or otherwise) or any corporations, companies or persons having objects that may seem conducive to the companies objects or any of them, and to obtain from any such government. Authority, corporation, company or person, any charters, contracts, decrees, rights, privileges and concessions which the company may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights privileges and concessions.
- ss) To promote any other company for the purpose of acquiring all or any of the property, and undertaking, or any of the liabilities of this company, or of undertaking any business or operation which may appear likely to assist or benefit this company, or to enhance the value of the property or business of this company, and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares or securities of each company as aforesaid.
- tt) To lend and advance money or give credit to such persons, firm or companies and on such terms as may seem expedient, and in particular to customers and others having dealings with the company, and to give guarantee to become surety for any persons, firms or companies for the due payment of money for the performance of any obligations or liabilities.
- uu) To receive money or deposit or loan and borrow or raise money in such manner as the company shall think fit, and in particular by the issue of debentures, or debenture stock (Perpetual or otherwise) and to secure the repayment of money borrowed, raised or owing by mortgage) charge or lien upon all or any of the property or assets of the company (both present and future) including its uncalled capital and also by a similar mortgage charge or lien to secure and guarantee the performance by the company or any other person or company of any obligation undertaken by the company or any other person or company as the case may be.
- vv) 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.

The word "COMPANY" in this clause shall be deemed to include any partnership or other body of persons, whether incorporated, or unincorporated, and whether domiciled in East Africa or elsewhere and the intention is that the objects specified in each paragraph of this clause shall except otherwise expressed in such paragraph be independent main objects and shall in no wise be limited or restricted by a reference to or inference from the terms of any other paragraph or the name of the Company

4. The liability of the member is limited.
5. The initial capital of the Company is Tshs. 500,000,000/= divided into 100 shares of shillings 5,000,000/= each and the Company shall have the power to divide the original or any increase capital into several classes and to attach there to 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 this Memorandum of Association, and we respectively agree to take the number of shares in the Capital of the Company set apposite our respective names:

NAME, ADDRESS AND DESCRIPTIONS OF SUBSCRIBER	NUMBER OF SHARES TAKEN	SIGNATURE
1. MR. DEOGRATIUS EMILY MARANDU P.O. BOX 15018 DAR ES SALAAM	75	
2. MRS. GISELA DEOGRATIUS MARANDU P.O. BOX 15018 DAR ES SALAAM	15	

DATED at Dar es Salaam this 3<sup>rd</sup> day of JUNE 2009

Witness to the above signatures:

Name: Ashim Hamza Mtanga

Signature: 

Postal Address: P.O. Box 15726

DAR ES SALAAM

Qualifications: ADVOCATE



THE COMPANIES ACT, 2002  
COMPANY LIMITED BY SHARES  
ARTICLES OF ASSOCIATION  
OF  
EMIRATE ALUMINIUM & GLASS CO. LIMITED

INTERPRETATION

1. In these articles:-

"The Act" means the Companies Act;

"The articles" means the articles of the company;

"Clear days" in relation to the period of a notice means that period excluding the day where the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

"The seal" means any person appointed to perform the duties or the secretary of the company.

"Secretary" shall mean any person appointed to perform the duties of Secretary of the Company.

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

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

**MEMBERS**

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

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

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

Provided that so long as the company holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its

incorporation or in the following year. The annual general meeting shall be held at such time and place, as the directors shall appoint.

5. All general meetings other than annual general meetings shall be called extraordinary general meetings.
6. The directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or in default, may be convened by such requisitions, as provided by section 133 of the Act. If at any time there are not within the Tanzania sufficient directors capable of acting to form a quorum, any director or any two members of the company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meeting may be convened by the directors.

### **NOTICE OF GENERAL MEETINGS**

7. Every general meeting shall be called by twenty one clear days' notice in writing at the least. The notice shall specify the place, the day and hour of meeting and, in case of special business, the general nature of that business:

Provided that a meeting of the company shall, notwithstanding that it is called by shorter notice than that specified in this article be deemed to have been duly called if it so agreed:-

- (a). In the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and
  - (b). In the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representation not less than ninety five percent of the total voting rights at that meeting of all the members.
8. Subject to the provisions of the articles, the notice shall be given to all the members, to all persons entitled to a share in consequence of the death or bankruptcy of a member and to the directors and auditors. The accidental omission to give notice of a meeting to, or the non receipt to notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

### **PROCEEDINGS AT GENERAL MEETINGS**

9. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting with exception of declaring a dividend, the consideration or the accounts, balance sheets, and the reports of the directors and auditors, the election in the place of those retiring and the appointment of, and the fixing of the remuneration of the auditors.

10. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; two persons, entitled to vote on the business to be transacted, each being a member or a proxy for a member or a duly authorized representative of a corporation, shall be a quorum.
11. If within half an hour from the time appointed for the meeting quorum is not present, or if during the course of a meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the directors may determine.
12. The Chairman, if any, of the board of directors or in his absence some other director nominated by the directors shall preside as chairman of the general meeting, but if neither the chairman nor such other director (if any) be present within fifteen minutes after the time appointed for the holding of the meeting and willing to act, the directors present shall elect one of their member to be chairman of the meeting and, if there is only one director and willing to act, he shall be chairman.
13. If at any meeting no director is willing to act as chairman or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be a chairman of the meeting.
14. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall transacted at any adjourn meeting other than the business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days notice of the adjourned meeting shall be given specifying the time and place of the meeting and the general nature of the business to be transacted. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
15. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands demands:-
  - (a) by the chairman; or
  - (b) by a least (three) members present in person or by proxy; or
  - (c) by any member or members present in person or by proxy and representing not less than one – tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular

majority, or lost and an entry to the effect in the book containing the minutes of proceedings of the company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

*The demand for a poll may, before the poll is taken, be withdrawn.*

16. Except as provided in article 18, if a poll is duly demand it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demand.
17. In the case of an equality of votes, whether on a shoe of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote.
18. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time as the chairman of the meeting directs, and any business other than upon which a poll has been demanded may be proceeded with pending the taking of the poll.
19. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall have effect as if it had been passed at a general meeting duly convened and held, and consist of several instruments in the like form each executed by or behalf of one or more member.

#### **VOTE OF MEMBER**

20. Every member shall have one vote
21. A member in respect of whose estate a manager has been appointed under section 26 of the Mental Diseases Ordinance, may vote, whether on a show of hands or on a poll, by his said manager, and any such manager may, on a poll, vote by proxy.
22. No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the company have been paid.
23. On a poll votes may be given either personally or by proxy.
24. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing, or, if the appointer is a corporation, either under sea) or under the hand of an officer or attorney duly authorized. A proxy need not be a member of the company.
25. The instrument appointing a proxy and the power of attorney of other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the company or at such other place within the Territory as is specified for that purpose in the notice

convening the meeting, not less than 48 hours before the time for holding the meeting of adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

26. An instrument appointing a proxy shall be in the following form or a form as near hereto as circumstances admit:-

".....Limited

I/We ..... of ....., being a member / members of the above – named company, hereby appoint..... of or failing him..... of ....., as my/our proxy to vote for me / us on my/or behalf at the (annual or extraordinary, as the case may be) general meeting of the company to be held on the ..... day of.....200....., and at any adjournment thereof.

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

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

".....Limited

I/We ..... of..... Being a member / members of the above named company, hereby appoint of..... of ..... or failing him ..... of..... as my/our proxy to vote for me/ us on my/our behalf at the (annual or extraordinary, as the case may be) general meeting of the company to be held on the ..... day of ..... 200....., and at any adjournment thereof.

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

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

"Strike out which ever is not desire"

28. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

29. A vote given in accordance with the terms of an instrument of proxy, or poll demanded by proxy, or by the duly authorized representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the company at its registered office (or at such other place at which

the instrument of proxy was duly deposited) before the commencement of the meeting or adjourned meeting at which the proxy is used.

### **CORPORATIONS ACTING BY REPRESENTATION AT MEETINGS**

30. Any corporation which is a member of the company may be resolution of its directors or other governing body authorize such person as it thinks fit so act as its representative at any meeting of the company, and the person so authorized shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the company.

### **DIRECTORS**

31. The Number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum of association or a majority of them and until such determination the signatories to the Memorandum of Association shall be the first directors. Unless otherwise determined by ordinary resolution, the number of directors shall not subject to any maximum but shall be not less than two.
32. The remuneration of the directors shall from time be determined by the Company in general meeting. Such remuneration shall be deemed to accrue from day to day. The Directors shall also be paid all traveling, Hotel and other expenses properly incurred by them in attending and returning from meeting of the directors or any committee or the directors or general meetings of the company or in connection with the business of the company.
33. The following persons shall be first Directors to the Company:-
1. **MR. DEOGRATIUS EMILY MARANDU**
  2. **MRS. GISELA DEOGRATIUS MARANDU**

### **BORROWING POWERS**

34. The director may exercise all the powers of the company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright to as security for any debt, liability or obligation of the company or any third party.

### **POWERS AND DUTIES OF DIRECTORS**

35. Subject to the provisions of the Act. The memorandum and the articles and so any directors given by special resolution, the directors, who may exercise all the powers of the company, shall manager the business of the company. No alteration of the memorandum of articles and no such directions shall invalidate any prior act of the directors, which would otherwise have been valid. The

powers given by this article shall not be limited by any special power given to the directors by the articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.

36. The directors may by power of attorney appoint any person to be the attorney or agent of the company for such purposes and on such conditions as they determine, including authority for the attorney or agent to delegate all or any of his powers
37. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the company, shall be signed drawn, accepted, endorsed, or otherwise executed, as they case may be, in such manner as the directors shall from time to time by resolution determine,
38. The directors shall cause minutes to be made in books provided for the purpose:-
  - (a) of all appointments of officers made by the directors;
  - (b) of the names of the directors present at each meeting of the directors and of any committee of the directors;
  - (c) of all resolution and proceedings at all meetings of the company, of the holders of any class of shares in the company, and of the directors, and of committees of directors.

#### **REMUNERATION AND EXPENSES, GRATUITIES AND PENSIONS**

39. The remuneration of the directors shall be determined by ordinary resolution of the company and, unless, the resolution provides such remuneration shall be deemed to accrue from day to day. The directors may also be paid all traveling, hotel and other expenses properly incurred by the them in attending and returning from meetings of the directors or any committee of the directors or any committee of the directors of general meetings or separate meetings of the holders of any class of shares or of debentures of the company or otherwise in connection with the business of the company
40. The director on behalf of the company may pay a gratuity or pension or allowance on retirement to any director who had any other salaries office or place of profit with the company or to his widow or dependants and may make contributions to any fund and pay premiums for the purchase or provisions of any such gratuity, pension or allowance.

#### **DISQUALIFICATION AND REMOVAL OF DIRECTORS**

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

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

#### **APPOINTMENT AND RETIREMENT OF DIRECTORS**

42. The company may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or to an additional director.
43. The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the total number of directors does not exceed the number fixed by or in accordance with these articles. A director so appointed shall hold office until the next following annual general meeting, and shall then be eligible for re-election
44. The company may by ordinary resolution, of which special notice has been given in accordance with section 144 of the act, remove any director before the expiration of his period of office notwithstanding anything in these articles or in any agreement between the company and the director. Such removal shall be without prejudice to any claim the director may have for damages for breach of any service contract with the company.
45. The company may by ordinary resolution appoint another person in place of a director removed from office under the immediately preceding regulation, and without prejudice to the powers of the directors under article 85 the company may by ordinary resolution appoint any person to be a director either to fill a vacancy or as an additional director.
46. The continuing directors may act notwithstanding any vacancy but, if and so long as their number is reduced below the number fixed by or pursuant to the articles of the act for the purpose of increasing the number of directors to that number, or summoning a general meeting of the company, but for no other purpose.
47. The directors may appoint one of their numbers to be the chairman of the board of directors and determine the period of which he is to hold office. Unless he is unwilling to do so, the director so appointed shall preside at every meeting of directors at which he is present. But if no such chairman is appointed, or if he is unwilling to preside, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the directors present may choose one of their number to be chairman of the meeting
48. The directors may delegate any of their powers to any committee consisting of one or more directors; any committees so formed shall in the exercise of the powers so to any such regulations, the proceedings of a committee with two or more members shall be governed by the articles regulating the proceeding of directors so far as they are capable of applying.
49. All act done by a meeting of the directors or a committee of directors or by a person acting as a director shall withstanding that it be afterwards discovered

that there was some defect in the appointment of any such director, or that any of them were disqualified from holding office, or had vacated office, or that were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to vote, be as valid as if every such person had been duly appointed to be a director and was entitled to vote.

50. A resolution in writing signed by all the directors entitled to receive notice of a meeting of the directors, or of a committee of directors, shall be as valid and effectual as if it had been passed at a meeting of the directors or (as the case may be) a committee of directors duly convened and held, and may consist of several documents in the like form each signed by one or more directors.

### SECRETARY

51. The Secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.
52. A provisions of the Act or these articles requiring or authorizing a thing to be done by or to a director and the secretary shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of the secretary.

### THE SEAL

53. The seal shall only be used by the authority of the directors or a committee of the directors authorized by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or by a second director.
54. The directors shall cause proper books of account to be kept with respect to:-
- (a). All sums of money received and expended by the company and the matters in respect to which the receipt and expenditure takes place;
  - (b). All sales and purchase of goods by the company; and
  - (c). The assets and liabilities of the company.



Property books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and air view of the state of the company's affairs and to explain its transactions.

55. The books of account shall be kept at the registered office or the company, or subject to section 151 (4) of the Act, at such other place or places as the directors think fits, and shall always be open to the inspection of the directors.
56. No number shall (as such) have right of inspecting any accounting records or other book or document of the company except as conferred by statute or authorized by the directories or by ordinary resolution of the company.

57. The directors shall from time to time in accordance with sections 153, 155 and 150 of the Act, cause to be prepared and to be Laid before the company in general meeting, such profit and loss accounts, balance sheets, group accounts(if any) and reports as are referred to in those sections.
58. In accordance with section 164 of the Act, the copy of the company's annual accounts to be Laid before the company in general meeting together with a copy of the directors' report and the auditors shall not less than twenty one days before the date of the meeting be sent to every member of, and every holder of debentures of, the company. Provided that this regulation shall not require a copy of those documents to be sent to any person or whose address the company is not aware or to more than one of the joint holders of any debentures.

### AUDIT

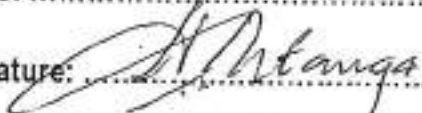
59. Auditors shall be appointed and their duties regulated in accordance with section 170 to 179 of the Act.
59. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of directors need not be in writing. The company may give any notice to a member either personally or by sending it by post in a prepared envelope addressed to the member at his registered address, or by leaving it at that address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected at the expiration of seventy two hours after the letter containing the same was posted. At member whose registered address is not with the Tanzania and who gives to the company an address within the Tanzania at which notices may be given him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the company.

NAME, ADDRESS AND DESCRIPTIONS OF SUBSCRIBER	NUMBER OF SHARES TAKEN	SIGNATURE
1. MR. DEOGRATIUS EMILY MARANDU P.O. BOX 15018 DAR ES SALAAM	75	
2. MRS. GISELA DEOGRATIUS MARANDU P.O. BOX 15018 DAR ES SALAAM	15	

DATED at Dar es Salaam this 3<sup>rd</sup> day of JUNE 2009

Witness to the above signatures:

Name: Hashim Fauza Mtanga

Signature: 

Postal Address: P.O. Box 15726

DAR ES SALAAM



Qualifications: ADVOCATE