

THE COMPANIES ACT

(CAP. 212)

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLE OF ASSOCIATION

OF

ROCKTECH ENGINEERING COMPANY LIMITED

Incorporated this Day of20....

**DRAWN BY:
FORTUNATUS SALMINI SAID,
(SUBSCRIBER),
P.O BOX 1542,
DODOMA.**

THE COMPANIES (ACT 12, CAP. 212 OF 2002)

PRIVATE COMPANIES LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

ROCKTECH ENGINEERING COMPANY LIMITED


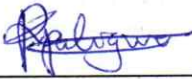
1. The name of the Company is “**ROCKTECH ENGINEERING COMPANY LIMITED**” and is to be a Private Company.
2. The registered office of the company will be situated in Tanzania Mainland.
3. The Objects for which the company is established are ;
 - a. To prepare designs and drawings of various processes, plants and projects and to manufacture, erect, install, commission, supply, fabricate, construct, repair, maintain, procure and deal in all types of material handling equipment and other machineries of all kinds and do all related services and work.
 - b. To manufacture, and deal in all kinds of Mechanical Handling equipment's such as Bucket Elevators, Belt Conveyors, Gravity roller, Slat Conveyors, Bag filling machine, Bag stacking machine, Overhead Chain Conveyors and Other machineries.
 - c. To carry on the business of importing all kinds of telecommunication materials as per demands.
 - d. To carry on the business of selling of all types of information technologies, computer system, conference systems, telecommunication systems, security systems, public address system, data communication and to train, research, install, do maintenance and after sale services of electronic systems voice and data networks and any other system or components which the company may think fit, necessary or incidental to this business.
 - e. To deal in all kind of electrical works include repairs ,maintenance, electricity accessories, electrical installation ,professional advice ,spare parts related to Security and electrical works ,tools, running electrical workshop ,electrical equipment machinery and general counselling.
 - f. To carry on the business as general suppliers of all sorts and types of goods and services to individuals, offices, industries ,shops, schools, factories, hospitals, ministries and all other government offices, universities and all other places where the services of supplier are needed.

- g. To construct, maintain, improve, control and manage Telecommunication network infrastructures, television studios, station, relay stations, antennae satellites, dishes cable etc. to carry on the business as buyers, sellers, dealers, importers, exporters and distributors of all types of telephones and equipment's and its accessories be it cellular phone, radio, phones, prepaid telephone, cards, call back telephone services, fax etc.
- h. To carry on the business of electronic equipment's, computers and its accessories and also to provide network infrastructure services, data voice and video network services on the infrastructures. Data warehousing interconnectivity services of data and voices network transport services, geographic network extension, internet backbone, partner interconnect platforms (extranets, VPN'S and advanced peeling) backhaul services, feeding services for the back station on the network, internet service and internet cafe.
- i. To carry on the business of owning and running Real Estates. Here including plantations for Agricultural activities and buildings for renting and Hiring.
- j. To carry on the Business of poultry farming and owning Butchery for slaughtering those poultries. And also sell all those products harvested from those poultries / animals.
- k. To enter into partnership or into any arrangement for sharing profit, Union of Interest, Co-operation joint venture, mutual assistance or otherwise with any person or company carrying or engaged in any business which this company is authorized to carry on.
- l. To carry on business as tour operators, tourist agents, safari contractors, organizers and operators, and to equip, organize, arrange hunting, photographic, game, fishing and other safari and expeditions of all kinds whatsoever.
- m. To do all such other things as the company may think incidental or conducive to the attainment of the above objects or any of them

4. The Liability of the members is Limited.

5. The Share capital of the Company is Tanzanian shillings five hundred million (500,000,000/=) divided into ten thousand shares (10000) of Tanzanian shillings fifty thousand (50,000/=) each. And the company shall have power to increase its capital and to divide the shares in its capital for the time being into several classes of stock or shares and to attach thereto respectively such preferential, deferred or in accordance with the Articles of Association of the company.

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

S/NO	NAME OF SUBSCRIBER	NUMBER OF SHARES	SIGNATURE
1.	FORTUNATUS SALMINI SAID P.O.BOX 1542, DODOMA	4000	
2.	PENINA MESHACK MPALIGWA P.O.BOX 1542, DODOMA	4000	

TOTAL SHARES TAKEN 8000

DATED AT DODOMA THIS 11th DAY OF FEBRUARY, 2021.

WITNESS OF THE ABOVE SIGNATURES:

SIGNATURE: 

NAME: GODFREY S.J WASONGA

POSTAL ADDRESS: Box 2550 DODOMA

QUALIFICATION: Commissioner for Oaths



THE COMPANIES (ACT 12, CAP. 212 OF 2002)

PRIVATE COMPANIES LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

ROCKTECH ENGINEERING COMPANY LIMITED

INTERPRETATION

1. In these Articles —

"Act" means the Companies Act (No 212) and any statutory modification or Re-enactment thereof for the time being in force;

"The Company" means ROCKTECH ENGINEERING COMPANY LIMITED"

"Office" means the Registered Office of The Company.

"Seal" means the common seal of the company;

"Secretary" means any person appointed to perform the duties of a secretary of the company;

"Month" means the Calendar month.

"Year" means Calendar year.

Expressions referring 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;

The expressions "**Debenture**" and "**Debenture Holder**" shall include "**Debenture Stock**" and "**Debenture Stockholder**" and the expression "**Secretary**" shall include a temporary or assistant secretary and any person appointed by the Directors to perform any of the duties of the Secretary.

Words or expressions contained in these Articles shall be interpreted in accordance with the provisions of the Interpretation Act, and of the Act as in force at the date at which these Articles become binding on the company.

Words importing males shall include females.

The regulation of Table 'A' in the First Schedule to the Companies Act shall not apply to this Company.

2. The Company is a private company and accordingly.
 - a) The right to transfer shares is restricted in manner hereafter prescribed;
 - b) 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
 - c) Any invitation to the public to subscribe for any shares or debentures of the company is prohibited; the company shall not have power to issue share warrants to bearer.

SHARE CAPITAL

3. The Share capital of the Company is Tanzanian shillings five hundred million (500,000,000/=) divided into ten thousand shares (10000) of Tanzanian shillings fifty thousand (50,000/=) each.

RIGHTS OF SHARE HOLDERS

4. Without prejudice to any special rights previously conferred on the holder of any existing deferred 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 resolutions determine.
5. 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.

CALLS ON SHARES

6. 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

7. 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

LIEN

8. 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

9. All transfer or shares may be effected by transfer in writing.
10. 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.
11. 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.
12. The Directors may refuse to register any transfer of a share where the company has a lien on the share

ALTERATION OF CAPITAL

13. The company may be ordinary resolution:
- a) increase the share capital by such sum to be divided into shares of such amount as the resolution shall prescribe;
 - b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
 - c) subdivide its shares or any of them into shares of smaller amount than is fixed by the memorandum; so however that in the subdivision the proportion between the amount paid and the amount (if any) unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived;

- d) cancel shares which at the date of the passing of the resolution in that behalf have not been taken or agreed to be taken by any person or which have been forfeited and diminish the amount of its share capital by the amount of the shares so cancelled.
- 14. The company may, subject to the act, by special resolution, reduce its share capital and any capital and any capital redemption fund in any manner as deemed necessary.

GENERAL MEETING

- 15. Subject to the provision of section 133 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".
- 16. 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 134 of the act shall apply.

NOTICE OF GENERAL MEETING

- 17. Subject to the provisions of section 135 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.
- 18. The non-receipt of a notice of a meeting by any member, shall not invalidate the proceedings any meeting.

DIRECTORS

- 19. (a) Until otherwise determined by the Company in general meeting the Directors shall be not less than 1 and not more than 2
 - (b) The following persons shall be the first Directors to the Company:-
 1. **FORTUNATUS SALMINI SAID**
 2. **PENINA MESHACK MPALIGWA**

There shall be no share or may be fixed by the Company In General meeting for qualification for Directors.

20. The remuneration of the Directors shall from time to time be determined by the company in General Meetings.
21. 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 .

BORROWING POWERS

22. The Director may raise or borrow to the purpose of the company's business any sum or sums of money as they think fit and they may secure the repayment of or raise any such sum or sums as aforesaid by mortgage or charge upon the present and future, including its uncalled or unissued capital or by the issue, at such prices as they may think fit, or bonds or debentures either charged upon the whole or any part of the property and assets for the company, not charged, or such other way as the Director may think expedient.

ALTERNATE DIRECTOR

23. Each Director may nominate a person, who shall be approved of in writing by the other Director, to act as alternate in his place during his absence from Tanzania or inability to act as such Director. Such Alternate Director shall be subject in all other respects to the terms and conditions existing with reference to the Director of the company, discharge all the duties and functions of the Director being unable to act during the absence or inability to act and he may subject to the like approval of the other Director appoint a duly qualified person to act in his place.

DISQUALIFICATION OF DIRECTORS

24. The office of a Director shall ipso facto be vacated;
- a) if he be found lunatic or becomes of unsound mind;
 - b) if he becomes bankrupt or compounds with his creditors;
 - c) if he absents himself from the meetings of the Directors for two consecutive meetings or which notice was duly sent to him, without special leave of absence by the Directors resolve that his office he vacated;
 - d) if by Extraordinary Resolution, he be removed from office;
 - e) if by notice in writing to the Secretary, at the registered office of the company, he resigns his office;
 - f) if he shall, pursuant to the act, be prohibited from acting as Director

DIVIDENDS AND RESERVE

25. The Company in general meeting may, by special resolution declare dividends, but no dividend shall exceed the amount recommended by the Directors.
26. No dividend shall be paid otherwise than out of profits.
27. Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid on the shares, but if and so long as nothing is paid up on any of the shares in the Company dividends may be declared and paid according to the amounts of the shares. No amount paid on a share in advance of calls shall, while carrying interest, be treated for the purposes of this article as paid on the share.
28. The Directors may, before recommending any dividend, set aside out of the profits of the Company such sums as they think proper as a reserve or which shall, at the discretion of the Directors, be applicable for meeting contingencies, or for equalizing dividends, or for any other purpose to which the profits of the Company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares in the Company) as the Directors may from time to time think fit.
29. If several persons are registered as joint holders of any share, any one of them may give effectual receipts for any dividend or other moneys payable on or in respect of the share.
30. Any dividend may be paid by cheque or warrant sent through the post to the registered address of the member or person entitled thereto or in the case of joint holders to any one of such joint holders at his registered address or to such person and such address as the member or person entitled to such joint holders, as the case may be, may direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent or to the order of such other person as the member or person entitled or such joint holders, as the case may be, may direct.
31. No dividend shall bear interest against the Company

SECRETARY

32. The Secretary shall be appointed by the Board for such terms and conditions as it may think fit, and any Secretary so appointed may be removed by the Board.

WINDING UP

33. With the sanction of the special resolution of the shareholders, any part of the assets of the company including any shares in other companies may be divided between the members of the company in specie or may be vested in Trustees for the benefit of such members and the liquidation of the company may be closed and the company dissolved but so that no member shall be compelled to accept any shares whereupon there is any liability.

INDEMNITY

34. 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 an} application (under Section 345 of the Act, 2002) in which relief is granted to him by the Court.

ALTERATIONS OR ADDITIONS

35. Subject to the provisions of the Act, 2002 and to those contained in the memorandum of Association, the Company may be Special Resolution make alterations or additions to the Articles of Association and any such alterations or additions made shall be as valid and effectual as if originally contained in these Articles and be subject in like manner to alteration by Special Resolution.

ARBITRATION



36. If and whenever any dispute or difference shall arise between the Company and an of the members or their respective representatives touching upon the construction or meaning of any of the Articles herein contained or any act matter or thing made or done or omitted to be done or with regard to the rights or liabilities arising three under or arising out of the relation existing between the parties by reasons of these Articles or the Act, 2002, such differences shall (unless a sole arbitrator be agreed upon) forthwith be referred to the arbitration of three (3) arbitrators, one to be appointed by each party and the third to be appointed by the first two or, in the event of failure to agree within (Cap. 15) or any than existing statutory modifications or re-enactments thereof shall apply.

THE SEAL

37. 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

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

S/NO	NAME OF SUBSCRIBER	NUMBER OF SHARES	SIGNATURE
1.	FORTUNATUS SALMINI SAID P.O.BOX 1542, DODOMA	4000	
2.	PENINA MESHACK MPALIGWA P.O.BOX 1542, DODOMA	4000	

Total share taken 8000

Dated at Dodoma this 11TH Day of February, 2021.

Witness to the above signature:

Signature: 

Postal Address: Box 2550 Dodoma

Qualification: Commissioner for CATAs

