

THE COMPANIES ACT (CAP.212)
COMPANY LIMITED BY SHARES

MEMORANDUM AND ARTICLES OF ASSOCIATION OF

PREJIJAH TRADING COMPANY LIMITED

INCORPORATED THIS.....DAY OF.....2016

DRAWN BY:

**Rehema Abdallah Mbade
(Company Secretary)
P.O.BOX 12674
DAR ES SALAAM**

- (i) To carry on the business of traders, general merchants, wholesales and retailers, exports and importers, commissioning agents, and manufactures representatives and to buy, sell, hire, barter, trade and deal in property goods produce articles and merchandise of all kinds and or transact any¹ and every description of agency, commission, distribution, marketing, commercial, industrial manufacturing mercantile, insurance and finance all business.
- (j) To acquire any such shares, stocks, debentures stocks scripts, bonds, notes, securities, obligation, funds, or loan by original subscription tender, purchases, participation, in syndicates, exchange or otherwise, and to guarantee the subscription thereof, and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof, to carry on and transport from time to time be considered expedient any of the company investments for the time being.
- (k) To issue and deposit any securities which the company has power to issue by way of mortgage or secure any such sum less than the nominal amount of such securities, and also by way of security for the performance of any contract or obligation of the company or of its customers or any other company or person having dealing with the company, or in whose business or undertakings the company is interested.
- (l) To supply, purchase or otherwise acquire and protect and renew in any part of the world any patent rights, brevets invention, trade marks, designs, concessions, and the like, conferring, any exclusive or non-exclusive or limited rights for their use, or any secret or other information as to any invention which may seem calculated directly or indirectly to benefit the company, and to use, excuse, develop or grant licenses in respect of, or otherwise turn to account the property, rights, or information so acquire, and to expend money in experimenting upon, testing or improving such patent, invention or rights.
- (m) To borrow or raise or secure the payment of money to bank overdrafts, mortgage, or by the issue of debentures stock, perpetual or otherwise or in such manner as the company shall deem fit, and for the purposes aforesaid or for other lawful purpose to charge all or any of the company` property assets, present and future, including its uncalled capital, and collaterally or further to secure any securities of the company by trust deed or other assurance.
- (n) To buy, sell, or otherwise dispose of, and to deal in any real or personal property and any stock, funds, shares, and securities, of every description, on commission or otherwise, or to act as agent for any of the above or the like purpose.
- (o) To establish and maintain branches and agencies for the purpose of the company in any part of Tanzania or elsewhere and from time to time discontinue and regulate the same.
- (p) To purchase or otherwise acquire the undertaking and/ or any of the goodwill, business, property, and liabilities of any other company, or of any partnership or person carrying or any business which the company is authorized to carry on or which may seem to the board of directors of the company to be calculated, directly and indirectly and indirectly, to benefit the company, and to pay for the same in cash, or by bills or shares in the company, or otherwise.
- (q) To inter into partnership, or into any arrangement for the sharing of profits, union of interests, or co-operation with the any person, partnership or company,

- carrying on or about to carry on, any business or transaction capable of being conducted so as directly or indirectly to benefit the company, and to take otherwise acquire and hold stock or shares in such company
- (r) To grant pensions, allowances, gratuities, and bonuses of officers and ex-officers, employees, or ex-employees of the company, or the dependants of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds, or schemes (whether contributory or non contributory) with a view to providing pensions or other benefits for any such persons as aforesaid and their dependants and to institute and maintain any club or other establishment for the benefit of the company employees.
 - (s) To subscribe to or otherwise aid benevolent charitable national or other institution or objects of a public character.
 - (t) To purchase take on lease or otherwise acquire for the purposes of the company any estates lands, buildings easements or other interest in real estate and to sell let on lease or otherwise dispose of or grant rights over any real property belonging to the company.
 - (u) To purchase or otherwise acquire erect maintain reconstruct and adapt any buildings works plant and machinery and other things found to be necessary or convenient for the purpose of the company,
 - (v) To sell, improve, manage, develop, turn to account, exchange, let rent, share of profits or otherwise grant licenses, easements and other rights in respect of and in any other manner deal with dispose of the undertaking of company or any part thereof, or all or any of the property, for the time without winding up or by (for fully or partly paid shares or otherwise) of all or a controlling interest in shares or stock of any such other company or in any other manner,
 - (w) To register the company, if the directors should so things fit in any other country in Africa or elsewhere, and to take such other steps as may be necessary to give the company so far as may be the same right and privileges abroad as are possessed by local companies or partnership of a like character, and to promote obtain any Act of the parliament or similar authority of any government for the purposes of company objects,
 - (x) To pay the costs, and expenses, preliminary and incidental to the promotion, formation, establishment and registration of the company both in Tanzania or elsewhere, and to remunerate any person or persons, company or association, for the services rendered, or to be rendered for guaranteeing, obtaining or placing any shares, of either the original or any increased capital or securities of the company, or otherwise,
 - (y) To distribute among the members in specie any property of the company,
 - (z) Other objectives of the company are as follow,
 - (aa) 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;
 - (bb) To supply courier services to companies, individual body corporate or unincorporated, and carry in the business, of travel and tourist agents and to facilitate traveling and to provide tourist and travelers generally and to promote the provision of facilities and conveniences of all kids in the way of through

tickets, circular tickets, sleeping cars and berths, reserved places, hotel and lodging accommodation, guides, safe deposits inquiring bureaus, baggage transport and otherwise.

(cc) To do all any of the above things in part of the world and either as principals, agents, trustees, contractors, or otherwise, and either alone or in conjunction, with other, and either by or through agents, subcontractors, trustees or other;

(dd) Management consulting; technology and outsourcing to clients; generally collaborating with clients to help them become high-performance businesses and governments. Our strategy is to build on our expertise in consulting, technology and outsourcing to help clients perform at the highest levels so they can create sustainable value for their stakeholders.

(ee) Generally, to do all such other things as may appear to be incidental or conducive to the attainment of the above objects or any of them.



And is hereby declared that:

- i. In the interpretations of this clause, powers conferred on the company by reference to any paragraph, shall not be restricted by reference to any other paragraph, or by the name of the company, or by the juxtaposition of two or more objects, and that in the event of any ambiguity, this clause and every paragraph hereof shall be construed in such a way
- ii. In the interpretation of this clause, powers conferred on the company by any paragraph shall not be restricted by reference to any other paragraph, or by the name of the company, or by the juxtaposition of two or more objects, and that in the event of the any ambiguity, this clause and every paragraph hereof shall be construed in such a way as to widen, and not to restrict the powers of the company; and
- iii. The word company in this clause, except where used in reference to this company, shall be deemed to include any premiership or other body of persons, whether corporate or unincorporated, and where unincorporated, registered, or domiciled in the united republic of Tanzania or elsewhere

4. The liability of the members is limited

5. The share capital of the company is 5,000,000 divided into 50,000 ordinary shares of Shs100/= each with powers for the company to increase or reduce such capital and to divide the shares in the capital for the time being, whether original or increased. In different classes, and to attach thereto respectively any preferential, deferred, qualified or special rights, privileges, or conditions, shall not be altered or modified except in accordance with the articles of Association resisted herewith.

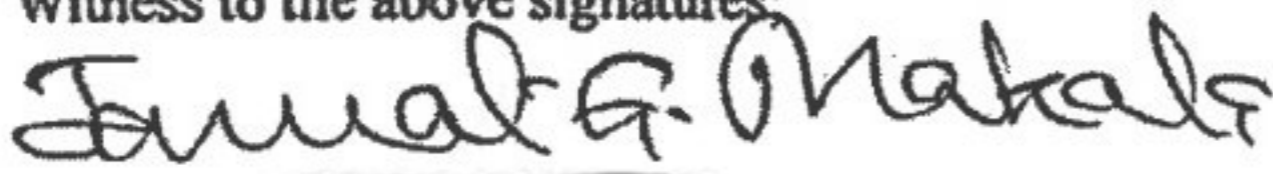
We, the several persons whose names and addresses and description are subscribed. Are desirous of being formed into a company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the company set opposite our respective names

NAMES AND ADRESSES OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH	SIGNATURE OF THE SUBSCRIBER
PRECIOUS EKENE ABIAMUWE P.O.BOX 12674 DAR ES SALAAM	25000	
REHEMA ABDALLAH MBADE P.O BOX 12674 DAR ES SALAAM	25000	

Dated this... 05... day of... 05... 2016



Witness to the above signatures:





P.O Box 10669
Dar-es-Salaam
4/5/2016
Commissioner



TANZANIA
Stamp Duty Shs. 5000/-
ORIGINAL
Receipt No. 65/986/15116
Stamp
City Officer

THE COMPANIES ACT (CAP.212)
COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF PREJIJAH TRADING COMPANY LIMITED.

PRELIMINARY

1. The regulations contained in Table A in the first schedule to the companies' ACT (Cap.212) shall not apply to this company except in so far as the same are repeated or contained in this Article.

INTERPRETATION

2.

In these regulations:-

- (a) Words denoting the singular number only shall include the plural number also vice versa;
- (b) Words denoting the masculine gender only shall include the feminine gender
Oslo
- (c) Words denoting persons only shall include corporations;
- (d) The company shall mean 'PREJIJAH TRADING COMPANY LIMITED Month shall mean calendar month
- (f) Dividend shall include bonus;
- (g) A Directory shall include Alternative director;
- (h) The Director shall, include means the directors for the time being of company
And the boards mean the directory or any of them acting as the board of the
Company
- (i) "Paid up" shall include credited as paid;
- (j) Tanzania means the Mainland of the United Republic of Tanzania;
- (k) The Secretary shall include a temporary or assistant secretary or any person
Appointed by the Board to perform the duties of the secretary;
- (l) 'the seal' means the common seal of the company;
- (m) "The ACT" shall mean the company ACT (Cap.212) or any statutory
Re-enactment or modifications thereof for the time being in force, and reference
Shall force and reference to any section or provision of the ACT shall
Include a reference to any statutory re-enactment or modification of such
Section or provision for the time being in force.
- (n) The Register shall mean the Register of Company.
- (o) Expressions in these writing referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photograph, telex, cables and other modes of representing or reproducing words in visible from.

TANZANIA
Stamp Duty Shs. 5000/-
Paid
Receipt No. 65/986/15116
Asst. Registrar
Companies

(p) Unless the context otherwise requires, word or expression contained in these regulation shall bear the same meaning as in the ACT or any statutory modification thereof in force at the date at which these regulation becoming binding on the company

3. The company is a private company and accordingly
 - (a) The right to transfer is restricted in manner hereafter prescribed.
 - (b) The member of the company (exclusive of persons who are in the employment And have continued after the determination of such employment to be Members of the company) is limited to fifty; PROVIDED THAT where two Person hold one or more shares in the company jointly, they shall for the Of this article be as single member.
 - (c) Any invitation to the public for the any shares or debentures of the company is Prohibited
 - (d) The company shall not have powers to issue share warrant to bearer

SHARE CAPITAL AND VARIATION OF RIGHT

4. The initial share capital of the company is Shs 5,000,000/= divided into 50,000 or Ordinary shares of Shs 100/= each
5. Without prejudice to any special rights previously conferred on the holders of any existing shares class of shares, any shares in the company may be issued with Such preferred, deferred or other special rights or such restrictions, whether in Regard to divided, voting, return of capital or otherwise as the company may from time to time by Ordinary resolution determine. Subject to the provision us section 46 of the ACT, the company shall not give, directly or indirectly (And whether by means of loans, guarantee, the provision security or otherwise) Any financial assistance for the purpose of in connection with a purchase or Subscription made or to be made by any person of or for any shares in the Company or in its Holding company and the company shall not make any loan For any purpose whatsoever on the security of the security of its shares or those of Its holding company.
6. Subject to the provisions of section 47 of the ACT, any preference shares May, with the sanction of an Ordination Resolution, issued on the terms that they Are, at the opinion of the company are be, redeemed an manner as the company before the issue shares may by special Resolution determine.
7. The holders of any class shares may time and from time and whether or during Liquidation, by an extraordinary resolution passé at a meeting of such holders, A vote of least 75% of the holder of the shares of the affected by such resolution, consent on behalf of all the holders of shares of the class to the issue or creation of any shares ranking equally therewith, or having any priority thereto, or to the abandonment of any preference or priority or of any accrued divided, or the reduction for any time or permanently of the dividends payable thereon, or the amalgamation into one class of shares of any two or more classes, or to the subdivision of one class into shares of different classes, or any alterations in these articles varying or taking away any rights or privileges attached to shares of the

class, or to any scheme for the reduction of the company's capital affecting the class of shares in a manner not otherwise authorized by these articles, or to any scheme for the reduction of the company capital affecting the class of shares in a manner not otherwise authorized by these articles, or to any scheme for the distribution (through not in accordance with legal rights) of assets in money or in kind in or before liquidation, or to any contract for the sale of the whole any part of the company property or business determining the way in which as between the several classes of shareholders the purchase consideration shall be distributed, and generally consent to any alteration or abrogation or rights, contract, compromise or arrangement which the persons voting thereon could if sui juris and holding all the shares of the consent to or enter into, and such resolution shall be binding upon all the holders of the shares of the class. These articles shall not be read as impaling the necessity for such consent in any case in which but for the Article the object of the resolution could have been affected without it under the provision

CERTIFICATES

8. Every person whose name entered as member in the register shall, without Payment, be entitled to received within two months after allotment or lodgment of transfer, or within such other period as the the conditions of issue shall proved, 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 certificate to each of the joint holders, and delivery of such certificate to any one of them shall b sufficient delivery to all
9. If any such certificate shall be out worn out or defaced, destroyed or lost, it may Renewed on such evidence being produced as the directors shall require, and in such case of wearing, out defacement delivery of the old certificate and in case of destruction or loss 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 such destruction or loss and to such indemnity.

PROHIBITION IN DEALING IN COMPANY SHARES

10. The company shall not give, whether directly or whether by means of a loan guarantee, the provision, the provision of security otherwise financial assistance for the purpose of or in connection with the purchase 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 this Article shall prohibit transaction mentioned in the provision to section 46(1) of the ACT.

TRANSFER OF SHARES

- 11. All transfers of shares may be affected by transfer in writing usual common form Under hand only.**
- 12. The instrument of transfer of 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 shares name of the name of the transferee is entered in the register in respect thereof.**
- 13. The Directors may, in their absolute discretion and without specifying any grounds Refuse to register a transfer of any shares to any person who in its opinion is undesirable to the interests of the company to admit to membership. No transfer shall be registered if by reason thereof the number of members would exceed the limit therein before prescribed. Acceptance or refusal to register a transfer will be by simple majority of the directors save for the vote powers hereby being conferred to any of the first directors of the company. Provided that the powers of the vote cannot be exercised in the case of the transmission of the shares.**
- 14. The directors may refuse of a shares where the company has a lien on the shares**
- 15. No shareholder of less than a majority of the outstanding shares may pledge such shares as collateral for any obligation whatsoever. Any such pledge such be violation of these articles, and shall cause the immediate forfeiture to the company of such shares, without compensation on the shareholder of such shares.**
- 16. If the directors refuse to register a transfer of shares, they shall within two months of the date transfer was lodged with the company send to the transferee notice of the refusal. Where such refusal has been exercised the shares shall be valued by a competent auditor chosen by the directors and the shares bought by the remaining directors *pari passu***
- 17. The directors may decline to recognize any instrument of transfer unless the instrument of transfer is deposited at the office or such other place as the directors may appoint, as accompanied by the certificate if the shares to which it relates, and such other evidence as the directors may reasonably require to show the right of the transfer to make the transfer.**
- 18. In case of the death of the shareholder the executor(s) where the deceased was a joint holder, and the executors or administrators of the deceased where he was a sole or only surviving holder shall be the only person recognized by the company as having any title to the shares, but nothing herein contained shall release the estate of a deceased holder (whether sole or joint) in respect of any share solely held by him.**
- 19. Subject to any provision of this articles, any person becoming entitled to a shares in consequence of the death or bankruptcy of a member may, upon such evidence as to this title being produced as may from time to time be required by the directors, and subject as herein after provided, be registered himself as the holder of the shares or elect to have some person nominated by him registered as the transferee thereof**
- 20. Subject to any other provision of the articles, if the person so becoming entitled shall elect to register himself, he shall deliver or send to the company a notes in writing signed by him stating that he so elects. If he elects to have his nominee registered he shall testify his election by executing to his nominee a transfer of**

The directors may exercise all the powers of the company borrow money and to mortgage or charge its undertaking, property and uncalled capital or any part thereof and issue debenture stock and other securities whether outright or as security for any debt, liability or obligation of the company or of any other third. However any act of the directors undertaken under these paragraphs 23,24 and 25 shall require the approval by vote of 75% of the outstanding shares of the company.

GENERAL MEETINGS

28. Subject to the provision of the section 112 of the ACT, general meetings shall be held once at least in every calendar year at such time to not exceed the 15 Months from the last preceding general meeting and at such places as may be The board. Such general meeting shall be called the ordinary general meetings a And all other meetings of the company shall be called extraordinary general Meetings;
- 29 The directors may whenever they think fit, convene an extraordinary general Meeting and they shall on request in writing of the holders of not less than one Tenth of the issued capital of the company all call or other sums then due have Paid forthwith proceed to convene an extra ordinary general meeting and the Provisions of section 114 of the ACT shall Apply
30. If any time not within Tanzania sufficient directors capable of acting to form a Quorum any director or two members of the company may convene an extra ordinary genera meeting. The directors may attend such meeting by telephone or video conference if physical presence is not practical

NOTICE OF GENERAL MEETING

31. Subject the provision of section 114 and 117 of company or ACT, served But inclusive of the day on the which notice is given specifying the place, the day and the hour of the meeting and in case of special business the general natural nature of the business shall be given in the manner hereinafter mentioned, or in such other manner if any, as may be prescribed by the company in general meeting to such persons as are under the regulation of the company entitled to receive notice from the company, but with the consent of all the members entitled to receive notice some particular meeting obtained in writing that such meeting may be convened by such shorter notice and in such a manner as those members may think fit

PROCEEDINGS AT GENERAL MEETINGS

32. All business shall be deemed special that is transacted at the extraordinary general meeting, with the exception of the declaration and sanctioning of a dividend, the consideration of an account, balance sheet and the ordinary report of the directors and the auditors (if any) the election of the directors and other officers in the place of those rating by rotation and the appointment and fixing of the remuneration of the auditors.
33. No business shall be transacted at any ordinary general meeting unless the quorum of the members is present at the time of the when the meeting proceed

such shares. All the limitations, restrictions and provision of the article, relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the member had not occurred and the notice or transfer executed by such member

21. A person becoming entitled to a share in consequence of the death or bankruptcy of a member shall be entitled to receive and may give a good discharge for all dividends and moneys payable in respect thereof, but shall not be entitled to receive notice of or to attend or vote at meetings of the company, or save aforesaid, to any of the rights or privileges of a member until he in respect of the share.
22. The provisions of these regulations as to forfeiture shall apply in case of non payment of any sums which, by the time of the issue of the shares becomes payable at a fixed time, whatsoever on account of the shares, or by way of the premium, as if the shares had been payable by virtue of a call duly made and notified.

INCREASE IN CAPITAL

23. The company may from time to time by ordinary resolution increase the shares capital by such sums, to be divided into shares of such amounts, as the resolution shall prescribe
24. The company by the resolution of increasing the shares capital may direct the
 - New shares or any of them be offered in the instance either at par, or at a premium or (subject to the provision of section 38 of the ACT) at a discount to all the holder for the time being of any class or classes in proportion to the number of such shares held by them respectively or may make any other provision as to the issue of the new shares. In default of any such direction or so far as the same shall not extend 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 persons and on such terms as it shall think fit.

ALTERATION OF CAPITAL.

25. The company may by ordinary resolution:
 - a) Consolidate or divide all or any of its share capital into shares of larger amount than its existing shares; or
 - b) Subdivide its existing shares or any of them into shares of smaller amounts than is fixed by the memorandum of association subject, nevertheless, to the provisions of section 51(1)(d) of ACT.
 - c) Cancel any shares which, at date of the passing of the resolution have not been taken or agreed to be taken by any person, and diminish the amounts of its capital by the amount of shares so cancelled.
 - d) issue any preference, cumulative or redeemable shares.
26. The company may by special resolution reduce its share capital and any capital redemption fund in any manner and with subject to any incident authorized and consent required by law.

to business, and when such quorum shall be present for the entire time of the meeting save as herein otherwise provided 3 members personally present be a quorum. For the purpose of this article, a corporation begin a member shall be deemed to be personal present if represented by proxy. Declaration or result of the show of hands demanded by a member present in person or by proxy and entitled to vote and uncles a poll is so demanded, a declaration by the chairman that a resolution by the show hands been carried or unanimously or by a particularly majority or not carried by a particular majority or lost and an entry to that effect in the proceedings of company shall be conclusive evidence of the fact without proof of the number of proportion of the votes recorded in favor of or against such resolution

34. If a poll is duly demanded it shall be taken in such a manner as the chairman Directs and the result of poll shall be deemed to be the resolution of the meeting at which the poll is demanded. A demand for a poll may be withdrawn at any time before the next business is proceeded with.
35. A poll demanded on any question shall be taken immediately
36. The demand for a poll shall not prevent the continuance of a meeting for a meeting for the transaction of any business other then the question on which poll has been demanded
37. A document setting a resolution signed by each member for the time being entitled to receive if and attend vote at general meetings or by that member duly appointed attorney (if it is a corporation by its duly authorized representative) and stating each member is in favor of that resolution has effect as ordinary resolution (uncles the law otherwise permits or requires, in which case it tokens effect as the kind of resolution required by the law of Tanzania or, if there is not relevant requirement of the law as specified in the document).

VOTE OF MEMBERS

38. On the show of hands every member present 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. On a poll ever member present in or by proxy shall have one vote for each share of which he is the holder
39. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected is given or tendered and every vote not disallowed at such meeting shall be valid for purpose. Any such objection made in due time shall be referred to the chairman of the meeting, whose decision shall be final and conclusive.
40. On a poll votes be given either personally or by proxy.
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, under seal or under the hand of an officer or attorney duly authorized. A proxy need not be a member of the company.
42. Any corporation which is a member of the company may by resolution of its directors or any governing body, authorized any such person as it thinks fit to

act its representative at any meeting of the company or at any meeting of any class of members of the company and the person so authorized shall be to exercise the same power on behalf of the corporation which he represents as the corporation could exercise if it were an individual member of the company.

43. The instrument appointing a proxy and power of attorney or other authority if any under which its signed or a materially certified copy of that power or authority shall be deposited at the registered office of the company not less than forty eight hours before the time for holding the meeting or adjourned at which the person named in the instrument purposes to vote and in default, the instrument of proxy shall not be treated as valid
44. The instrument appointing a proxy shall be deemed to confer authority to deemed join in demanding a poll and generally to act at the meeting for the person giving the power.
45. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of insanity or principal or revocation of the proxy, or the authority under which the proxy was executed or the transfer of the share in respect of which the proxy was, provided no intimation in writing of such death, insanity revocation or transfer shall have been received by the company at its registered office before the commencement of the meeting or adjourned meeting at which the is intended to be used.

DIRECTORS

46. Until other determined by the directors at the general meeting the number of the directors shall not be less than two nor more than five. The following persons shall be the first directors of the company
 - 1) Precious Ekene Abiamuwe
 - 2) Rehema Abdallah Mbade
47. There shall be no shares qualification for a director.
48. The remuneration of the directors shall be determined from time by the company at the general meeting.
49. The director shall be in separate resolution of the directors for each applicable meeting, be entitle to be all traveling, hotel and other expenses incurred by them in and about the business of the company, including board sitting allowances and also their expenses of traveling to and from board and committee meeting or general meetings.
50. If any director willingly shall be called upon to perform extra services for purpose of the company, company may remunerate such director by a fixed sum of percentage or profits or otherwise as may be ermined by the board and such remigration may be either in addition to or in substitution for his remuneration as above provided.

POWERS OF DIRECTORS

51. The business of the company shall be managed by the directors who may pay All expenses in getting u and registering the company and exercise all such power of the company as are not by the statutes or by these articles required to be exercised by the company in general meeting, subject nevertheless to any regulation of these articles to the provision of the statutes and to such regulation being not inconsistent with the aforesaid regulation or provisions, as prescribed by the extraordinary resolution of the company in general meeting but no regulation made by company in general meeting shall invalidate ant prior act of the directors which would have been valid had such regulation not been made. The general powers given by these articles shall not be limited or restricted by any special authority or power given to the board by any other article.
- 52 The directors may arrange that any branch of the business carried on by the Company or any other business in which the company may interested shall be carried on by or through one or more subsidiary companies and they may on behalf of the company make such arrangement as they think advisable for taking the profits or bearing the loss of any branch or business so carried on or for financing, assisting or subsidizing any such subsidiary company or guaranteeing its contract, obligations or liabilities and it may appoint, remove and reappoint any persons (whether members of its own body or not) to act as directors or managing directors or managers of any such company or any other company in which the be interested and any determine the remuneration (either by way of salary, commission or profits or otherwise) of any person so appointed and any directors of the company may retain any remuneration so payable to them.
- 53.The directors may from time to time and time way of power of attorney under the seal appoint any company firm or any person or any fluctuating body of persons whether nominated directly or indirectly by the board be the attorney or attorneys of the company for such purpose and with such power, authorities and discretion (not excoeeding those vested in and exercisable by the board under these articles) and for such periods and subject to such conditions as they may think fit, any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the board may thinly fit and may also authorized any such attorney to su-delegate all or any or the power, authorities and discretions vested in him.
54. The directors shall cause minutes to be made in books provided for the purpose of –
- a) All appointment of officers made by the directors
 - b) All the names of the directors present at each meeting of the directors and any Committee of the directors; and
 - c) All resolutions and proceedings of general meetings and of meeting of the Directors and committees

DISQUALIFICATION OF DIRECTORS

55. The office or directors shall be ipso-facto be vacated
- a) If he be found lunatic or of unsound mind
 - b) If he become bankrupt or compounds with his creditors
 - c) If he absents himself from the directors for a continuous period of six months without special leave of absence from the directors and the directors resolve that his office be terminated.
 - d) If by extraordinary resolution he be removed from office
 - e) If he shall be pursuant to the statutes be prohibited from acting as directors.

ALTERNATE DIRECTORS

56. Any director, who is unable for any reason whatsoever to carry out his duties as a director, may with the approval of the directors appoint any person any person as his alternate to act for him. Such alternate shall in all respect be bound by the rules and regulations affecting the directors in the same manner as the directors for whom he acts is bound. The appointment of alternate directors shall not be considered an assignment of the office subject to the provisions of section 152 of the ACT.

PROCEEDINGS OF DIRECTORS

57. The directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit questions arising at any meeting shall be decided by a simple majority of votes. In case of any equality of votes the chairman shall have a second or casting vote. A director may and the secretary at the requisition of a director shall at the time summon the meeting of the board. The board shall elect a chairman of their meetings and determine the period for which he is to hold office.
58. The quorum necessary for the transaction of the business of the board may be fixed by the board and unless so fixed shall be three.
59. The continuing directors may act notwithstanding any vacancy in their board and if and so long as the number is reduced below the number fixed by or pursuant to the regulations of the company as the necessary quorum of the directors, the continuing directors may 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.
60. The board may delegated any of its powers, other than its powers to borrow and make calls to committees, consisting of such member or members of its body as it thinks fit and committees so formed shall in the exercise of the powers so delegated conform to any regulation that may imposed on it by the directors.
61. The meetings and the proceedings of any such committee consisting of two Or more members shall be governed by the provisions of these articles regulating the meeting and proceeding of the directors so far as the same are applicable and are not superseded by any regulation made by the directors under the last preceding article.

62. All acts done by any meeting of the directors or a committee of the directors or personal acting as a directors, shall as regards all dealing in good faith with the company notwithstanding that it be afterwards discovered that there was a defect in the appointment of any such director or person acting as aforesaid. In that they or any of them were disqualified, be as valid if every such person had been duly appointed and was qualified to directors.
63. A Resolution in writing signed by all the directors for the time being shall be so effective as a resolution passed at a meeting of the directors duly convened and held, and may consist of several documents in the form each signed by one or more of the directors. The directors like manner have the powers to pass circular resolutions.
64. A meeting of the directors at which a quorum is present shall be competent to Exercise all powers and discretions for the time being exercisable by the directors with a simple majority.
65. The directors may conduct their meetings by telephone and other instantaneous means of communication or by way of circular resolution in writing.

DIVIDEDS

66. The profits of the company available for dividend and resolved to be distributed shall be applied in the payment of dividend to the members in accordance with their respective rights and priorities. The company in the general meeting may alter dividend accordingly.
67. No dividend shall be payable except out of the profit of the company or in excess of the amount recommended by the board. The board may evolve a dividend policy to ensure a dividend is paid once a year.
68. Where any asset business or property is bought by the company as from a past date (whether such date be before or after the incorporation of the company upon the terms and 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 purposes 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 shares securities are purchased cum dividend or interest, such dividend or interest when paid shall at the discretion of the board of directors be treated as revenue and shall not be obligatory to capitalized the same or any part thereof.
69. Sums representing appreciation over cost prices or written down book values realized on the sale or disposal by the company of any of its capital assets, fully paid bonus shares received by the company in respect of shares in other companies held by it, and any other accretion to capital assets of the company may be distributed by the board, either in cash or (as regards shares in other companies or other asset capable of being distributed in specie) in specie amongst the shareholders by way of special capital bonus or accretion in the capital of the ordinary shares in the company held by them, and in

proportion to the amounts paid up on those shares. Provided that no such distribution shall be made unless.

a) It shall have been sanctioned by resolution of the company in a general meeting;

b) The directors are satisfied that the assets of the company exclusive of the sums or assets proposed to be distributed are of a value at least equal to the aggregate

70. All dividends shall be declared and paid 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 shares is issued on terms providing that it shall rank for dividend as from a particular date such shall rank for dividend accordingly.
71. The directors may if they fit from time pay to the members in respect of those shares in the capital of the company which confer on the holders thereof deferred rights as well as in respect of those shares which confer on the holders thereof preferential rights with regard to dividend, such interim dividend as appear to the directors to be justified by the profits of the company and provide that the directors act bona fide, they shall not incur responsibility to the holders of shares conferring a preference for any damage that they may suffer by reason of the payment of an interim dividend on any shares giving deferred rights.
72. No unpaid dividend bonus or interest shall bear as against the company.

RESERVES

73. The directors may before recommending any dividends whether preferential or otherwise, carry to reserve out the profits of the company such sums as they think proper and may also carry to reserve any premiums received upon the issue of shares, securities or obligation of the company. All sums standing to reserve may be applied from time to time at the discretion of the directors for meeting depreciation or contingencies or for special dividends or bonuses, or for equalizing dividends or for repairing, improving or maintaining any of the company, for such other purposes as the directors may think conducive to the company or any of them, and pending such application may at the like discretion either be employed in the business of the company invested in such investments as the directors may think fit. The directors may divide May also without placing the same to reserve carry over any profits which they think is not prudent to divide.

CAPITALISATION OF PROFITS AND RESERVES

74. Subject to all necessary sanctions and consents if any, being obtained the company the general meeting may upon the recommendations of the directors resolve that its desirable to capitalized may undivided profits of the company not required for paying the fixed dividends on any preference shares (including profits carried and standing to the credit or any reserve other special account) and accordingly that director be authorized and be directed to appropriate the profits resolved to be capitalized to the members who would have been entitled to received the same such been distributed ii cash in

accordance with their rights and to apply such profits on their behalf. Either in or towards paying up the amounts, if any for the time being unpaid on any shares held by such members respectively or in paying up issued shares, debentures or securities to be allotted and distributed, credited as full paid up. To and among such member in the proportion aforesaid, or parley in the other provided a shares premium account and a capital redemption reserve fund may for the purpose of the aforesaid only be applied in the paying up of un issued shares to be issued to members of the company as fully paid bonus shares.

75. Whenever such resolution as aforesaid shall have been passed the directors shall make all appropriations and application of the undivided profits resolved to be capitalized thereby. All allotments and issues of fully paid shares, debentures and securities if any and general shall do acts and things required to give effect thereto, with full power to the directors to make such provisions by the issue of fractional certificates or by payments in cash or otherwise as they think fit for the case of shares debentures and securities becoming distributable in rations and also where necessary to deliver a proper contract for registration as required by the ACT to authorized any person to enter on behalf of all member interested into an agreement with the company providing for the allotment to them respectively, credited as full paid up any shares into which they may be entitled upon such capitalization, and any agreement made under such authority shall be and binding to all such member.
76. A general meeting may resolve that any surplus money arising from the accretion of any capital assets of the company, or any investment representing the same, or any other undistributed profits of the company not subject to charge for income tax be distributed among the members upon the footing of the value do fixed in order to adjust the rights of the member so that they receive the same as capital.

ACCOUNTS

77. The directors shall cause proper books of accounts be kept with respect to:-
- a) All sums of money received and expended by the company and the matters in respect of which the receipts and expenditure takes place.
 - b) All sales and purchases of good by the company.
 - c) The assets and liabilities of the company.
78. The books of accounts shall be kept at the registered office (or subject to the provisions of the ACT) at such other places as the directors think fit and shall always be open to the inspection of the directors.
79. The directors shall from time to time and in accordance with section 123 and 124 of the ACT cause to be prepared and to be laid before the company in general meeting such profits and loss accounts, balance sheets and reports as referred to in that section.

80. A copy of every balance sheet including every document required by law to be laid before the company in general meeting together with a copy of the auditors report shall not be less than fourteen days before the date of the meeting be sent to all persons entitled to receive notices of the general meeting of the company.

THE SEAL

81. 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 by the directors, both of whom shall sign every instrument to which the seal is affixed in their presence.



WINDING UP

82. If the company shall be wound up, the liquidator may with the sanction of an extraordinary resolution of the directors and any other sanction required by the ACT, if any and having due regard to the respective rights of the holders of different classes of shares to which special rights are attached divide amongst the members specie or in kind the whole or part of the asset of the company and may for such purposes set such values as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members of different classes of members.

INDEMNITY

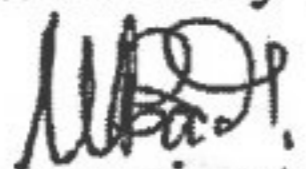
83. Save and except so far as the provisions of this article shall be avoided by any provisions of the statutes, the director, auditors and the secretary and any other officers for the time being for the company and the trustees if any, for the time being acting in relation to any of the officers of the company shall be indemnified out of its assets against all costs, charges, expenses, losses, and liabilities sustained or incurred by him in good faith conduct of the company, business or in other discharge of his duties

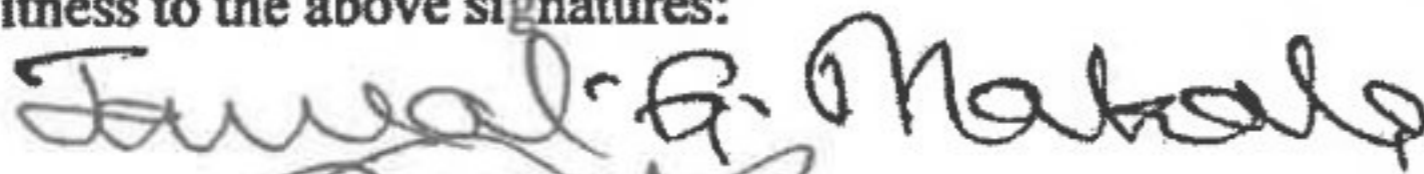
84.


NAMES AND ADDRESSES OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH	SIGNATURE OF THE SUBSCRIBER
PRECIOUS EKENE ABIAMUWE P.O.BOX 12674 DAR ES SALAAM	25000	
REHEMA ABDALLAH MBADE P.O BOX 12674 DAR ES SALAAM	25000	

85.

Dated this 05 day of 05 2016


Witness to the above signatures:


J. G. Makala


P.O BOX 10669
Dar-es-Salaam
4/5/2016
Commissioner

