

THE COMPANIES ACT, 2002

(ACT NO. 12 OF 2002)

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COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

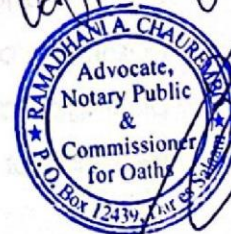
SIX CONTINENTAL TRADING COMPANY LIMITED

Incorporated this..... day of..... 2021

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Drawn by:  
RAMADHANI CHAUREMBO (Advocate)  
Arkan attorneys  
P.o. Box 12439  
DAR ES SALAAM



**THE COMPANIES ACT, 2002**

**(ACT NO. 12 OF 2002)**

**COMPANY LIMITED BY SHARES**

**MEMORANDUM OF ASSOCIATION**

**OF**

**SIX CONTINENTAL TRADING COMPANY LIMITED**

1. The name of the company is **SIX CONTINENTAL TRADING COMPANY 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 enter into arrangements with any government or authorities (Municipals, Local or otherwise) or any corporations, companies or persons that may see conducive to the company's objects or any of them and to obtain from the government, authority, corporation, company or person any tenders, charters, contracts, decrees, rights, privileges and concessions to carry out any work and or supply materials or goods.

- B. To supply bid for tenders and supply all kinds of goods, equipment and materials for home use, office use, building, construction, manufacturing, wholesale, retail, sanitary and any other purpose.
- C. To carry on the business of civil works including any kind of building constructions and particularly construction of buildings, roads, airports, aqueducts, harbors construction, bridges. Supply of different types of building materials.
- D. To erect and construct houses, buildings or works of every description on any land of the company or upon any other lands or hereditaments and to pull down, rebuild, enlarge, alter and improve existing houses buildings or works thereon, and generally to deal with and improve the property of the Company. To purchase, sell, lease, let, mortgage or otherwise dispose of lands and estates (of any tenure or kind) of any persons, whether members of the Company or not, in the capacity of stewards or receivers or otherwise.
- E. To carry out all types of agricultural businesses such as cultivating, growing, buying, processing, selling and exportation of all agricultural products, such as, avocados, rice, potatoes, onions, garlic, spices, maize, all types of beans, and fruits farming, vegetable growing, selling and processing and or canning, dealing in beverages. To deal with canning of fruits such as mangoes, paw paws, pineapples, bananas and other related fruits whether imported or produced in the United Republic of Tanzania.
- F. To acquire land and other properties for farming and cultivation of cassava, maize, potatoes, cereal crops and other agricultural crops like pineapples, mangoes, oranges and other fruits such as

bananas, avocado, manufacture and produce final products like cosmetics, starch, juices and other concentrates and export the same or sale within the country.

- G. To carry on business and to act as commission agents in export, import, buying, selling, barter, exchange, pledge, make advances upon or otherwise deal in agricultural products, goods, produce, articles and merchandise.
- H. To carry on the business of private assets and investments portfolio management, including any asset class from cash, bank deposits, treasury bonds, treasury bills, currencies, foreign exchange, real estates, commodities such as gold and oil, stocks and stock options, features contracts, and all kinds of derivatives in both primary and secondary markets whether physically or in on-line platforms.
- I. To acquire and hold by way of investment for any estate or interest on any tenure, land, building and rights and privileges relating thereto and any other real or personal property of any kind in any part of the world and sell, lease, surrender, let on hire, reclaim, improve, work, manage, develop, mortgage, pledge, exchange, dispose of, turn to account, or otherwise deal with all or any of the property and rights of the company.
- J. To purchase and deal in and lend on reversionary, and other interests in property of all kinds, whether absolute or contingent or expectant and whether determinable or not and to acquire, lend money on, redeem, cancel, or extinguish by purchase, surrender, or

otherwise, any policy, security, grant or contract issued, made, taken over or entered into by the Company.

- K. To engage in processing and bottling and preserving drinking water and other liquids. To deal with importing and supplying all agricultural equipment such as harvesters, tractors, harrowers, planters and all other related agricultural equipment.
- L. To act as agents for the issue of any bills, bonds, shares, participation term certificates, debentures or debenture-stock, whether or not offered to the public for subscription, and to guarantee the subscription of any such securities or shares, and to act as trustee, executor, or administrator with or without remuneration, and to undertake trusts of all kinds and the conduct of any business, connected with trusts of any description or the estates of deceased persons, and to receive for safe custody.
- M. To deal with all types of mineral prospecting activities whether independently or together with any other company, individuals worldwide, governments, non-governmental institutions and any other recognized group of people. To deal with importing and supplying of mineral prospecting and mining equipment. In general to carry on the business of master dealers in gemstones, diamonds, gold and other precious metals and minerals by way of mining, purchasing and sale.
- N. To carry on the business of promoting, forming and establishing companies, partnerships and or corporations.

- O. To carry on the business of mine owners, mining engineers, mineral smelters, metallurgists, assayers and metal merchants, to search, win, work, get, calcite, reduce, amalgamate, dress, refine, cut and polish and prepare for market gold and any ores and minerals substances, and generally, buy sell, manufacture and deal in general products, plant and machinery and other things capable of being used in connection with mining or metallurgical operations as required by the workman and others employed by the company.
- P. To purchase, take on lease or on option or otherwise acquire any lands, mines, mining rights, oil rights, water rights, timber rights, rights of any kind in over or under any lands and any licenses, concessions, monopolies, exclusive rights, easements, rights or privileges therein and any real estate, here deterrments and personal property of any kind in any party of the world and to develop openwork explore exercise, maintain and turn the same to account.
- Q. To engage in the business of gold assaying, mineral processing, dealers in gemstones, jewelers, goldsmiths, buyers of all kind of minerals and dealers in the same. Sellers and dealers in mining equipment, drilling machines, spares for all mining machinery and processing machines, engage in the business of mining planning, to deal in computer services for mineral scanning, and other activities using advanced technology in mineral prospecting and exploration. To offer or deal in electronic equipment need in

mining prospecting. To give advice as consultants in the field of mineral prospecting, to establish office, help other companies in the management of their activities especially those dealing with minerals and metals of any description.

- R. To carry on the business of Importers of all kinds of wares such as households, software, and hardware materials, building and roofing materials and be suppliers of some light machinery, computers, calculators, refrigerators, cookers, duplicators, photocopying machines and other related electric devices.
- S. To manufacture, important fabrication, all electronic equipment, put up and use telephones, telegraphs (wireless or other) photographs, dynamos, accumulators, lamps and all apparatus now known or that may hereafter be invented, connected with telecommunications or any method of communication by sound or vision, including all cables, wires or appliances for connecting apparatus at a distance with other apparatus, and including the formation of exchanges or centers.
- T. To be agents for local and overseas companies and organizations in marketing, distributing and selling of all types of industrial, agricultural and other consumables, mineral fertilizers, insecticides, pesticides, importing and exporting food stuffs, wines, beers, spirits, dagaa, shark tails, sharknaws, smoked fish and others related sea products also exporting crocodile skin.

- U. To subscribe for, take, purchase or otherwise acquire and hold shares and interests or securities of any other companies having objectives together or in part similar to those of this company or carrying on any business capable of being conducted so as directly or indirectly to benefit this company.
- V. To sell, lease or dispose of the whole undertaking of the company or any part thereof or such consideration as the company may think fit, with power to accept in payment or part payment for the same and in particular, for shares (fully or partly paid, stocks, debentures, or other securities or obligations) of any other company having objects altogether or in part in similar to those of this company.
- W. To draw, accept, endorse, discount and issue promissory notes, bills of exchange and other negotiable instruments or securities.
- X. To procure the company be registered or recognized in any country or place and to obtain any enactment, decree or other legislative or executive act of any empire kingdom, state, republic, municipality or other authority for enabling the company to carry any of its objects into effect, or for effecting any alteration or modification of the company's memorandum and articles of association.
- Y. To invest and deal with the moneys of the company not immediately required and any money with which may be in hand or under the control of the company, whether the property of the company or deposit or loan with it or otherwise at its disposal upon

such securities and in such manners as may from time to time be determined.

Z. To borrow or raise money in such a manner as the company shall think fit and in particular by the issue of debentures or debenture stock (perpetual or otherwise) issue of mortgages, charges, notes, income stock bonds and certificates, and secure the payment of any money borrowed, raised or owing by mortgage charge or lien upon any part of the company's property (whether present or future) including its uncalled capital, and to purchase, redeem or pay off any such securities.

AA. To carry on the business of clearing and forwarding, importers and exporters of all types of goods whatever name and description. To carry on or engage in the business of general trading both retail as well as wholesale, general merchants and shop and store keepers. And to deal with the business of general supplies, and stationeries.

AB. To grant pensions, allowances, gratuities and bonuses to employees or ex-employees or officers or ex-officers of the company or its predecessors in business, or the dependents of such persons, and to establish and support any schools or any educational scientific, literary, religious or charitable institutions or trade societies, whether solely connected with any of its predecessors in business or not, or any clubs or other establishments calculated to advance the interests of the company or of the persons employed by the company or any of its predecessors in business.

AC. To do all or any of the above things in any part of the world, either as principals, agents, trustees, contractors, or otherwise, and either alone or in conjunction with others; and either by or through agents, subcontractors, trustees, corporations, or otherwise.

AD. To do all such other things as are incidental or conducive to the attainment of the above objects or any of them or which may be conveniently carried on and done in connection therewith, or which may be calculated, directly or indirectly, to enhance the value of, or render profitable, any business or property of the company.

AE. To carry on Tourist operations, tour guides, organize safari camps, trips on land, rivers, lakes or sea or air charter. Organize and acquire hunting blocks group tours including schools, clubs, and any research scientific, cultural and traditional exchange programs in liaison with similar entities locally or internationally.

AF. To apply for and acquire rights on camping sites, routes, on historical scientific or tourists attractions and build camps on such locations which would not interfere with the natural surroundings

AG. To engage in producing, selling and promoting carvings, and any other local crafts so as to advertise sell and market such art crafts overseas and to other countries. In short though it is one way of promoting self-employment to our indigenous at the same time enable them to be self-supporting.

AH. To promote and encourage self-reliance by fully making use of our natural gift from God to make, manufacture, engrave, weave flowers and drinking water pots and so forth of the thousand and one reserves of natural wood, grass, plants, flowers and stones and other minerals scattered all over the Republic of Tanzania and the waters that are within and without.

AI. To import manufactured, market and sell Textiles, uniforms and other related goods within the country and other parts of the world.

**And it is hereby declared that** the word "company" in this clause, except where used in reference to this company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Tanzania or elsewhere, and whether existing or hereinafter to be formed.



The objects set forth in any sub-clause of this clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except when the context expressly so requires, be in any way limited or restricted by reference to or inference from, any other objects set forth in such sub-clause or by the name of the company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred (unless the context so requires) shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the company shall have full powers and to achieve or to Endeavour to achieve all or any of the objects conferred by and provided in any one or more of the said sub-

clauses.

4. The liability of the members is limited.

5. The initial share capital of the Company is Tanzania shillings **Thirty million (30,000,000/=)** divided into **1,000** Ordinary shares of value of Tanzania shillings **30,000/=** each, with power for the company from time to time to increase or reduce the said capital, categorize it into several classes or otherwise and to attach thereto respectively preferential, qualified or special rights, privileges and conditions.

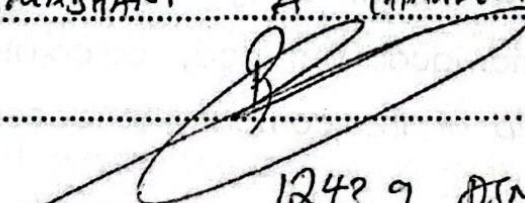
WE, that the person whose names and addresses are subscribed, are

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	NUMBER OF SHARES	SIGNATURES OF SUBSCRIBERS
SEIF NASSOR ALI P.O. Box 11277 Dar es Salaam	950	
KHAMIS ABDI KHAMIS P.O. Box 11277, Dar es Salaam,	50	

Dated at Dar es Salaam this.....<sup>31<sup>st</sup></sup>..... day of.....DECEMBER..... 2020.

**WITNESS TO THE ABOVE SIGNATURES**

Name: RAMADHAN A CHAUDEHRO

Signature: 

Address: 1242 9 DSM

Qualification: ADVOCATE







liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction shall think fit, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

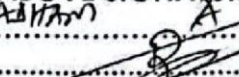
### INDEMNITY

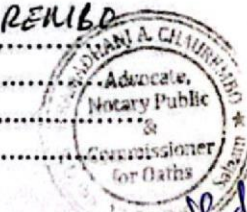
107. Every Director, Agent, Auditors, Secretary and other Officer for the time being of the Company shall be indemnified out of the assets of the company against any liability incurred by him in defending in such capacity and proceeding, whether civil or criminal, in which judgment is given in his favor or in which he is acquitted.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	NUMBER OF SHARES	SIGNATURES OF SUBSCRIBERS
SEIF NASSOR ALI P.O. Box 11277, Dar es Salaam	950	
KHAMIS ABDI KHAMIS P.O. Box 11277, Dar es Salaam.	50	

Dated at Dar es Salaam this 31<sup>st</sup> day of December 2020.

**WITNESS TO THE ABOVE SIGNATURES**

Name: RAMADHAN A. CHAURENDO  
 Signature:   
 Address: 12439 Esom  
 Qualification: ADVOCATE



*Verified True Copy of Original*