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**THE COMPANIES ACT**  
**CAP 212**  
**COMPANY LIMITED BY SHARES**

**MEMORANDUM**

**AND**

**ARTICLES OF ASSOCIATION**

**OF**

**SAHARA METACRATON RESOURCES COMPANY LIMITED**

Incorporated this ..... day of..... 2024

**DRAWN BY:**  
ALLY MUSSA NKHANGAA (ADVOCATE)  
LAWPATH ATTORNEYS,  
PLOT NO. 37, BLOCK '4', 9<sup>th</sup> STREET,  
P.O. BOX 17020,  
**DODOMA.**

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

**OF**

**SAHARA METACRATON RESOURCES COMPANY LIMITED**

1. The name of the Company is "SAHARA METACRATON RESOURCES COMPANY LIMITED".
2. The registered office of the company shall be in the United Republic of Tanzania.
3. The objects for which the Company is established are: -
  - 3.1 To carry on business of mineral exploration of both metallic commodities and industrial minerals.
  - 3.2 To mine, quarry, search for, get, win, work, dress, shape, mould, hew, polish, crush, refine, smelt, screen, prepare for market, buy, sell, deal in or use all minerals, ores, stones, and all other natural resources and all derivatives therefrom of all kinds and to sell and distribute the same as retailers, wholesalers, agents, exporters, importers, joint venturers, transporters.
  - 3.3 To provide technical and logistical geological service and providing technical studies of all stages in relation to mineral activities.
  - 3.4 To carry on the activities of exploitation of mineral ores, production, extractions operation and concentration of ores. to employ and pay mining exploration and development experts, agents and other persons, partnerships, companies or corporations and to organize equipment, dispatch expeditions for prospecting, exploring, reporting, surveying, working and developing all such products, lands, farms, districts, territories and properties whether the same are the property of the Company or over which the Company has rights or otherwise.
  - 3.5 To act as miners, quarry masters, smelters, producers, purchasers, sellers and marketers of all substances, products and derivatives of all kinds, refiners, distillers, transporters, owners and operators of mines, exploratory interests, gas and oil production units and supply bases and generally to carry on any businesses which may conveniently be carried on in connection therewith.


- 3.6 To search, and mine, minerals and mines and to process, market or sell minerals and gemstones of any kind whatsoever obtained from various sites in the United Republic of Tanzania and to purchase or otherwise acquire, hold, sell, exchange, work, exercise, develop, turn to account and dispose of gold, diamonds, any interests in the same, respectively, and to carry on the business of refining, cutting, polishing or selling of minerals, precious stones, gold, diamonds and industrial minerals at any state of ore, rough, precious and semi-precious stones.
- 3.7 To borrow or raise money in any currency and secure or discharge any debts or obligation of or binding on the Company in any manner and on such terms as the Company may think fit and in particular by the issue of debentures and any other security and to secure the repayment of any money borrowed, raised or owing by the mortgage, charge or lien against the whole or any part of the Company's property or assets (whether present or future) and the uncalled capital of the Company and also by a similar mortgage, charge or lien to secure or guarantee the performance of any obligation or liability undertaken by the Company or any person or company.
- 3.8 To promote any company for the purpose of acquiring all or any of the properties and liabilities of the Company, or for any other purpose which may seem, directly or indirectly, calculated to benefit the Company.
- 3.9 To purchase, lease, exchange, hire or otherwise acquire any real property or leasehold estate or other property or rights real or personal, which may seem to the Company necessary or suitable or convenient for the Company's business or any part thereof, on such terms and conditions as the Company shall deem expedient, and to sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account, or otherwise deal with any such estate, property or rights.
- 3.10 To enter into any arrangements with any Government or authority supreme, municipal, local or otherwise, that may seem conducive to the Company's objects or any of them and to obtain from any such government or authority any rights, privileges and concessions which the Company may think it desirable to obtain, and carry out exercise and comply with any such arrangements, rights, privileges and concessions.
- 3.11 To pay for any property or rights acquired by the Company either in cash or by the issue of fully or partially paid-up shares or debentures of the Company or by any other arrangement.

- 3.12 To distribute among the members of the Company in specie any assets of the Company or any proceeds of sale or disposal of any assets of the Company and in particular to repay any surplus or premium or any shares of the Company partly or wholly in cash.
- 3.13 To sell, let, develop, dispose of or otherwise deal with the undertaking of the Company or any part thereof all or any part of the assets of the Company as it may think fit, with power to accept as the consideration any cash, shares, stocks, debentures, securities or obligations of or interest in any other Company.
- 3.14 To pay out of the funds of the Company all expenses which the Company may lawfully pay for or incidental to the formation, advertisement and registration of or the raising of money for the Company or the issue of its capital including brokerage and underwriting or procuring the underwriting of shares, stocks, debentures, bonds or other securities of the Company.
- 3.15 To sell, let, develop, dispose of or otherwise deal with the undertaking of the Company or any part thereof all or any part of the assets of the Company for such consideration as the Company may think fit and, in particular for shares debentures or securities of the Company.
- 3.16 To procure the Company to be registered or recognised in any part of the world;
- 3.17 To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with or as ancillary to its business as aforesaid or calculated directly or indirectly to enhance the value of or render profitable any of the company's property or rights.
- 3.18 To do all or any of the above things in any part of the world, and as principal, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others;
- 3.19 To do all such other things as the Company may deem incidental or conducive to the attainment of any of the aforesaid.
- 3.20 And it is hereby declared that the word "company" in this memorandum shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Republic of Tanzania or otherwise, and the intention is that the business specified in each paragraph shall, except when otherwise expressed in such paragraph, be in no way limited or restricted by reference to or reference from the terms of any other paragraph or the name of the

Company, but may be carried out in a full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the businesses of a separate, distinct and independent Company.

4. The liability of members is limited.
5. The share capital of the Company is Tzs. 130,000,000/= (Tanzania Shillings One Hundred and Thirty only) divided into One Hundred Thousand Ordinary Shares of Tzs. 1,300/= (One Thousand Three Hundred only) with power to increase or reduce the said nominal capital and to alter the nominal value of the shares and to convert the shares into stock and to issue any part or parts as such original or increased capital either at par or at premium and with such preferential, deferred, qualified or special rights privileges or conditions as the company may determine.

We, the several persons whose names, addresses and description are subscribed below 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 out opposite our respective names.

Names, Addresses and Description of Subscriber	Number of shares taken by each Subscriber	Signature of subscribers
Islam Awad Mohammad Dourgam. 8 Al Badia Street, Heliopolis, Flat 8, 4 <sup>th</sup> Floor, Cairo, Egypt.	97,000	
Sohilaa Islam Awad Mohammad, Dourgham, 8 Al Badia Street, Heliopolis, Flat 8, 4 <sup>th</sup> Floor, Cairo, Egypt.	1,000	Sohilaa Islam
Mohanad Islam Awad Dourgham, 8 Al Badia Street, Heliopolis, Flat 8, 4 <sup>th</sup> Floor, Cairo, Egypt.	2,000	Mohannad

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Dated at Dar es salaam this .....<sup>15<sup>th</sup></sup>..... day of...December...2024.

Witness to the above Signatures:

Signature: .....  
Name: ALLY MUSSA NKHANGAA  
Postal Address 17020  
DODOMA  
Qualification: COMMISSIONER FOR OATHS.



**DRAWN BY:**  
ALLY MUSSA NKHANGAA,  
LAWPATH ATTORNEYS,  
PLOT NO. 37, BLOCK '4', 9<sup>th</sup> STREET,  
P.O. BOX 17020,  
**DODOMA.**

**THE COMPANIES ACT, NO. 12 OF 2002**

**COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION**

**OF**

**SAHARA METACRATON RESOURCES COMPANY LIMITED**

**PRELIMINARY**

1. The regulations contained in Table 'A' in the First Schedule to the Companies Act [CAP. 212 R.E. 2002] (hereinafter referred to as Table 'A' shall apply to the Company and in the construction of the articles herein contained, the following words shall have the respective meanings hereby assigned to them unless there be something in the context inconsistent therewith.
  - a) 'The Act' shall mean the Companies Act, or any statutory re-enactment or modification thereof for the time being in force and reference to any section or provision of the Act shall include a reference to any statutory re-enactments or modification of such section or provisions for the time being in force.
  - b) Words denoting the singular shall include plural also and vice versa.
  - c) Words denoting the masculine gender only shall include the feminine gender.
  - d) Words denoting persons only shall include corporations.
  - e) "Month" shall mean a calendar month.
  - f) "The Directors" shall mean the Directors for the time being of the Company, and "The Board" shall mean the Directors or any of them acting as the Board of the Company.
  - g) 'Dividend' shall include bonus.
  - h) 'Paid Up' shall include credited as paid up.
  - i) The Secretary' shall include a temporary or assistant secretary or any person appointed by the Board to perform the duties of Secretary.
  - j) The expressions "Debenture" and "Debenture Holder" shall include debenture stock and debenture stockholder save as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meaning in these Articles.

In construing the provisions of these Articles, the provisions of the Act shall in so far as they are not inconsistent with these Articles, or where the Articles are silent, be deemed to apply.

### **PRIVATE COMPANY**

2. The Company is a private Company and accordingly: -
  - a) The right to transfer shares is restricted in manner hereinafter appearing.
  - b) The number of Members of the Company (not including persons who are in the employment of the Company and persons who having been formerly in the employment of the Company were, while in the employment and have continued after the determination of that employment to be members of the Company) shall be limited to fifty, provided that where two or more persons hold one or more shares in the Company jointly, they shall, for the purposes of this paragraph, be treated as a single Member.
  - c) No invitation shall be made to the public to subscribe for any shares or debentures of the Company;

### **SHARES**

3. Subject to the provisions, if any, in that behalf of the memorandum of association, and without prejudice to any special rights previously conferred on the holders of existing shares, any share may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of share capital or otherwise, as the company may from time to time by special resolution determine, and any preference share may, with the sanction of a special resolution, be issued on the terms that it is, or at the option of the company it is liable, to be redeemed.
4. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of an extraordinary resolution passed at a separate general meeting of the holders of the shares of the class. To every such separate general meeting the provisions of these regulations relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy one-third of the issued shares of the class and that any holder of shares of the class present in person or by proxy may demand a poll.
  - a) Every person whose name is entered as a member in the register of members shall, without payment, be entitled to a certificate under the seal of the company specifying the share or shares held by him and the amount paid up thereon, provided that in respect of a share or shares held jointly

by several persons the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all.

5. If a share certificate is defaced, lost or destroyed, it may be renewed on payment of such fee, if any, not exceeding one shilling, and on such terms, if any, as to evidence and indemnity, as the directors think fit.
6. No part of the funds of the company shall directly be employed in the purchase of, or in loans upon the security of, the company's shares, but nothing in this regulation shall prohibit transactions mentioned in the proviso to section 46(1) of the Act.

#### LIEN

7. The company shall have a lien on every share not being a fully paid share for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share, and the company shall also have a lien on all shares (other than fully paid shares) standing registered in the name of a single person for all moneys presently payable by him or his estate to the company; but the directors may at any time declare any share to be wholly or in part exempt from the provisions of this regulation. The company's lien, if any, on a share shall extend to all dividends payable thereon.
8. The company may sell, in such manner as the directors think fit, any shares on which the company has a lien, but no sale shall be made unless some sum in respect of which the lien exists is presently payable, nor until the expiration of fourteen days after a notice in writing, stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share, or the person entitled thereto by reason of his death or bankruptcy.
9. For giving effect to any such sale, the directors may authorize some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer and he shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
10. The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue shall (subject to a like lien for sums not presently payable as existed upon the shares prior to the sale) be paid to the person entitled to the shares at the date of the sale.

## **CALLS ON SHARES**

11. The directors may from time to time make calls upon the members in respect of any moneys unpaid on their shares provided that no call shall exceed one-fourth of the nominal amount of the share, or be payable at less than one month from the last call; and each member shall (subject to receiving at least fourteen days' notice specifying the time or times of payment) pay to the company at the time or times so specified the amount called on his shares.
12. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
13. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest upon the sum at the rate of eight per centum per annum from the day appointed for the payment thereof to the time of the actual payment, but the directors shall be at liberty to waive payment of that interest wholly or in part.
14. The provisions of these regulations as to the liability of joint holders and as to payment of interest shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the amount of the share, or by way of premium, as if the same had become payable by virtue of a call duly made and notified.
15. The directors may make arrangements on the issue of shares for a difference between the holders in the amount of calls to be paid and in the times of payment.
16. The directors may, if they think fit, receive from any member willing to advance the same all or any part of the moneys uncalled and unpaid upon any shares held by him; and upon all or any of the moneys so advanced may (until the same would, but for such advance, become presently payable) pay interest at such rate (not exceeding, without the sanction of the company in general meeting, six percent) as may be agreed upon between the member paying the sum in advance and the directors.

## **TRANSFER AND TRANSMISSION OF SHARES**

17. The instrument of transfer of any share shall be executed by or on behalf of the transferor and transferee, and the transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.
18. Shares shall be transferred in the following form, or in any usual or common form which the directors shall approve—

"I, A. B., of.....in consideration of the sum of Shs .....paid to me by  
C. D, of..... (hereinafter called "the said transferee") do hereby transfer to

the said transferee the share (or shares) numbered in the undertaking called the ..... Company, Limited, to hold unto the said transferee, subject to the several conditions on which I hold the same: and I, the said transferee, do hereby agree to take the said share (or shares) subject to the conditions aforesaid.

As witness our hands the.....day of.....20.....

Witness to the signatures of, etc."

19. (1) The directors may decline to register any transfer of shares, not being fully paid shares to a person of whom they do not approve, and may also decline to register any transfer of shares on which the company has a lien. The directors may also suspend the registration of transfers during the fourteen days immediately preceding the ordinary general meeting in each year.
- (2) The directors may decline to recognize any instrument of transfer unless—
  - (a) a fee not exceeding two shillings is paid to the company in respect thereof; and
  - (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the directors may reasonably require to show the right of the transferor to make the transfer.
20. If the directors refuse to register a transfer of any shares, they shall within two months after the date on which the transfer was lodged with the company send to the transferee notice of the refusal.
21. The legal personal representatives of a deceased sole holder of a share shall be the only persons recognized by the company as having any title to the share. In the case of a share registered in the names of two or more holders, the survivors or survivor, or the legal personal representatives of the deceased survivor, shall be the only persons recognized by the company as having any title to the share.
22. Any person becoming entitled to a share in consequence of the death or bankruptcy of a member shall, upon such evidence being produced as may from time to time be properly required by the directors, have the right, either to be registered as a member in respect of the share or, instead of being registered himself, to make such transfer of the share as the deceased or bankrupt person could have made; but the directors shall, in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by the deceased or bankrupt person before the death or bankruptcy.
23. A person becoming entitled to a share by reason of the death or bankruptcy of the holder shall be entitled to the same dividends and other advantages to which he

would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company.

#### **FORFEITURE OF SHARES**

24. If a member fails to pay any call or instalment of a call on the day appointed for payment thereof, the directors may, at any time thereafter during such time as any part of such call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.
25. The notice shall name a further day (not earlier than the expiration of fourteen days from the date of the notice) on or before which the payment required by the notice is to be made, and shall state that in the event of non-payment at or before the time appointed the shares in respect of which the call was made will be liable to be forfeited.
26. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the directors to that effect.
27. A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the directors think fit, and at any time before a sale or disposition the forfeiture may be cancelled on such terms as the directors think fit.
28. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding, remain liable to pay to the company all moneys which, at the date of forfeiture, were presently payable by him to the company in respect of the shares, but his liability shall cease if and when the company receives payment in full of the nominal amount of the shares.
29. A statutory declaration in writing that the declarant is a director of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. The company may receive the consideration, if any, given for the share on any sale or disposition thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of and he shall thereupon be registered as the holder of the share, and shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

30. The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the amount of the share, or by way of premium, as if the same had been payable by virtue of a call duly made and notified.
- Conversion of Shares into Stock
31. The company may by ordinary resolution convert any paid-up shares into stock, and reconvert any stock into paid-up shares of any denomination.
32. The holders of stock may transfer the same, or any part thereof, in the same manner, and subject to the same regulations, as, and subject to which, the shares from which the stock arose might previously to conversion have been transferred or as near thereto as circumstances admit; but the directors may from time to time fix the minimum amount of stock transferable, and restrict or forbid the transfer of fractions of that minimum, but the minimum shall not exceed the nominal amount of the shares from which the stock arose.
33. The holders of stock shall, according to the amount of the stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company and other matters as if they held the shares from which the stock arose, but no such privilege or advantage (except participation in the dividends and profits of the company) shall be conferred by any such aliquot part of stock as would not, if existing in shares, have conferred that privilege or advantage.
34. Such of the regulations of the company as are applicable to paid-up shares shall apply to stock, and the words "share" and "shareholder" therein shall include "stock" and "stockholder".

#### **ALTERATION OF CAPITAL**

35. The company may from time to time by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as the resolution shall prescribe.
36. Subject to any direction to the contrary that may be given by the company in general meeting, all new shares shall, before issue, be offered to such persons as at the date of the offer are entitled to receive notices from the company of general meetings in proportion, as nearly as the circumstances admit, to the amount of the existing shares to which they are entitled. The offer shall be made by notice specifying the number of shares offered, and limiting a time, within which the offer, if not accepted, will be deemed to be declined, and after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the directors may dispose of those shares in such manner as they think most beneficial to the company. The directors may likewise so dispose of any new shares which (by reason of the ratio which the

new shares bear to shares held by persons entitled to an offer of new shares) cannot, in the opinion of the directors, be conveniently offered under this regulation.

37. The new shares shall be subject to the same provisions with reference to the payment of calls, lien, transfer, transmission, forfeiture and otherwise as the shares in the original share capital.
38. (1) The company may by ordinary resolution–
- a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
  - b) subdivide its existing shares, or any of them, into shares of smaller amount than is fixed by the memorandum of association subject, nevertheless, to the provisions of section 51(1)(d) of the Act;
  - c) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.
- (2) The company may by special resolution, reduce its share capital and any capital redemption reserve fund in any manner and with, and subject to, any incident authorised, and consent required, by law.

#### **GENERAL MEETINGS**

39. A general meeting shall be held once in every calendar year at such time (not being more than fifteen months after the holding of the last preceding general meeting) and place as may be prescribed by the company in general meeting, or, in default, at such time in the third month following that in which the anniversary of the company's incorporation occurs, and at such place as the directors shall appoint. In default of a general meeting being so held, a general meeting shall be held in the month next following, and may be convened by any two members in the same manner as nearly as possible as that in which meetings are to be convened by the directors.
40. The general meetings referred to in regulation 39 shall be called ordinary general meetings; all other general meetings shall be called extraordinary general meetings.
41. 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 requisitionist, as provided by section 114 of the Act. If at any time there are not within 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 meetings may be convened by the directors.

#### **NOTICE OF GENERAL MEETINGS**

42. Subject to the provisions of section 117(2) of the Act relating to special resolutions, seven days' notice at the least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place, the day and the hour of meeting and, in case of special business, the general nature of that business shall be given in 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 regulations of the company, entitled to receive such notices from the company; but with the consent of all the members entitled to receive notice of some particular meeting, that meeting may be convened by such shorter notice and in such manner as those members may think fit.
43. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any members shall not invalidate the proceedings at any meeting.

#### **PROCEEDINGS AT GENERAL MEETINGS**

44. All business shall be deemed special that is transacted at an extraordinary meeting, and all that is transacted at an ordinary meeting with the exception of sanctioning a dividend, the consideration of the accounts, balance sheets and the ordinary report of the directors and auditors, the election of directors and other officers in the place of those retiring by rotation, and the fixing of the remuneration of the auditors.
45. 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; save as herein otherwise provided, three members personally present shall be a quorum.
46. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
47. The chairman, if any, of the board of directors shall preside as chairman at every general meeting of the company.
48. If there is no such chairman, or if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as chairman, the members present shall choose one of their number to be chairman.

49. 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 be transacted at any adjourned meeting other than the business left unfinished at the meeting from which adjournment took place. When a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. 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.
50. 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) demanded by at least three members present in person or by proxy entitled to vote or by one member or two members so present and entitled, if that member or those two members together hold not less than fifteen percent of the paid-up capital of the company and, unless a poll is 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 that effect in the book of the 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, that resolution.
51. If a poll is duly demanded 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 demanded.
52. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
53. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs.

#### **VOTES OF MEMBERS**

54. On a show of hands every member present in person shall have one vote. On a poll every member shall have one vote for each share of which he is the holder.
55. In the case of joint holders, the vote of the senior who tenders a vote whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose, seniority shall be determined by the order in which the names stand in the register of members.
56. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or

on a poll, by his committee or other legal guardian appointed by that court, and any such committee or other legal guardian may, on a poll, vote by proxy.

57. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.
58. On a poll, votes may be given either personally or by proxy:
59. Provided that no company shall vote by proxy as long as a resolution of its directors in accordance with the provisions of section 116 of the Act is in force.
60. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation, either under seal, or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the company.
61. The instrument appointing a proxy and the power of attorney or 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 not less than seventy-two hours before the time for holding the meeting or adjourned meeting, at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.
62. An instrument appointing a proxy may be in the following form, or any other form which the directors shall approve—

"..... Company, Limited.

I, ....., of....., in the district of....., being a member of the ..... Company, Limited, hereby appoint .....of....., as my proxy, to vote for me and on my behalf at the (ordinary or extraordinary, as the case may be) general meeting of the company to be held on the. day of ....., 20. , and at any adjournment thereof.

Signed this ..... day of .....20 ....."

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

#### **CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS**

64. Any corporation which is a member of the company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the company or of any class of members of the company, and the person so authorised 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**

65. The number of the directors and the names of the first directors shall be determined in writing by a majority of the subscribers in the memorandum of association.
66. The remuneration of the directors shall from time to time be determined by the company in general meeting.
67. The qualification of a director shall be the holding of at least one share in the company.

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

68. The business of the company shall be managed by the directors, who may pay all expenses incurred in getting up and registering the company, and may exercise all such powers of the company, as are not, by the Act, or by these articles, required to be exercised by the company in general meeting, subject, nevertheless, to any of these articles, to the provisions of the Act and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the company in general meeting; but no regulation made by the company in general meeting shall invalidate any prior act of the directors which would have been valid if that regulation had not been made.
69. The directors may from time to time appoint one or more of their body to the office of managing director or manager for such term and at such remuneration (whether by way of salary, or commission, or participation in profits or partly in one way and partly in another) as they may think fit, and a director so appointed shall not, while holding that office, be subject to retirement by rotation, or taken into account in determining ipso facto if he ceases from any cause to be a director, or if the company in general meeting resolve that his tenure of the office of managing director or manager be determined.
70. The amount for the time being remaining undischarged of moneys borrowed or raised by the directors for the purposes of the company (otherwise than by the issue of share capital) shall not at any time exceed the issued share capital of the company without the sanction of the company in general meeting.
71. The directors shall cause minutes to be made in books provided for the purpose—
72. of all appointments of officers made by the directors;
73. of the names of the directors present at each meeting of the directors and of any committee of the directors;

74. of all resolutions and proceedings at all meetings of the company and of the directors, and of committees of directors, and every director present at any meeting of directors or committee of directors shall sign his name in a book to be kept for that purpose.

#### **THE SEAL**

75. The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the board of directors, and in the presence of a director and of the secretary or such other person as the directors may appoint for the purpose and that director and the secretary or other person as aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

#### **DISQUALIFICATION OF DIRECTORS**

76. The office of director shall be vacated, if the director—

- a) ceases to be a director by virtue of section 142 of the Act; or
- b) without the consent of the company in general meeting, holds
- c) any other office of profit under the company except that of
- d) managing director or manager; or
- e) becomes bankrupt in Tanzania or in any other country which is declared to be a reciprocating country under section 150 of the Bankruptcy Act; or
- f) becomes prohibited from being a director by reason of any order made under sections 213 or 269 of the Act; or
- g) is found lunatic or becomes of unsound mind; or
- h) resigns his office by notice in writing to the company; or
- i) is directly or indirectly interested in any contract with the company or participates in the profits of any contract with the company; or
- j) is punished with imprisonment for a term exceeding six months without the option of a fine:

77. Provided, however, that a director shall not vacate his office by reason of him being a member of any corporation which has entered into contracts with or done any work for the company if he shall have declared the nature of his interest in manner required by section 150 of the Act, but the director shall not vote in respect of any

such contract or work or any matter arising there out, and if he does so vote, his vote shall not be counted.

### **ROTATION OF DIRECTORS**

78. At the first ordinary general meeting of the company the whole of the directors shall retire from office, and at the ordinary general meeting in every subsequent year one-third of the directors for the time being or, if their number is not three or a multiple of three, then the number nearest one-third shall retire from office.
79. The directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
80. A retiring director shall be eligible for re-election.
81. The company at the general meeting at which a director retires in manner aforesaid may fill up the vacated office by electing a person thereto and in default the retiring director shall be deemed to have been re-elected unless at such meeting it is resolved not to fill up such vacated office.
82. The company may from time to time in general meeting increase or reduce the number of directors, and may also determine in what rotation the increased or reduced number is to go out of office.
83. Any casual vacancy occurring in the board of directors may be filled up by the directors, but the person so chosen shall be subject to retirement at the same time as if he had become a director on the day on which the director in whose place he is appointed was last elected a director.
84. The directors shall have power at any time, and from time to time, to appoint a person as an additional director who shall retire from office at the next following ordinary general meeting, but shall be eligible for election by the company at that meeting as an additional director.
85. The company may by extraordinary resolution remove any director before the expiration of his period of office, and may by an ordinary resolution appoint another person in his stead. The person so appointed shall be subject to retirement at the same time as if he had become a director on the day on which the director in whose place he is appointed was last elected a director.

## PROCEEDINGS OF DIRECTORS

86. 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 majority of votes. In case of an equality of votes the chairman shall have a second or casting vote. A director may, and the secretary on the requisition of a director shall, at any time summon a meeting of the directors.
87. The quorum necessary for the transaction of the business of the directors may be fixed by the directors, and unless so fixed shall, when the number of directors exceeds three, be three, and when the number of directors does not exceed three, be two.
88. The continuing directors may act notwithstanding any vacancy in their body but, if and so long as their number is reduced below the number fixed by or pursuant to the regulations of the company as the necessary quorum of directors, the continuing directors may act for the purpose of increasing the number of directors to that number, or of summoning a general meeting of the company, but for no other purpose.
89. The directors may elect a chairman of their meetings and determine the period for which he is to hold office; but if no such chairman is elected, 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.
90. The directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the directors.
91. A committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their numbers to be chairman of the meeting.
92. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in case of an equality of votes the chairman shall have a second or casting vote
93. All acts done by any meeting of the directors or of a committee of directors, or by any person acting as a director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a director.

## **DIVIDENDS AND RESERVE**

94. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the directors.
95. The directors may from time to time pay to the members such interim dividends as appear to the directors to be justified by the profits of the company.
96. No dividend shall be paid otherwise than out of profits.
97. 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 regulation as paid on the share.
98. 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 reserves which shall, at the discretion of the directors, be applicable for meeting contingencies, or for equalizing dividends, or for any other purpose of 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 of the company) as the directors may from time to time think fit.
99. 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.
100. 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 or 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.
101. No dividend shall bear interest against the company.

## **ACCOUNTS**

102. 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 of which the receipt and expenditure takes place;

- b) all sales and purchases of goods by the company; and
- c) the assets and liabilities of the company.

103. The books of account shall be kept at the registered office of the company, or at such other place or places as the directors think fit, and shall always be open to the inspection of the directors.

104. The directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the company or any of them shall be open to the inspection of members not being directors, and no member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by statute or authorised by the directors or by the company in general meeting.

105. The directors shall from time to time in accordance with section 123 of the Act, cause to be prepared and to be laid before the company in general meeting such profit and loss accounts, balance sheets and reports as are referred to in that section.

106. The profit and loss account shall show, arranged under the most convenient heads, the amount of gross income, distinguishing the several sources from which it has been derived, and the amount of gross expenditure, distinguishing the expenses of the establishment, salaries and other like matters. Every item of expenditure fairly chargeable against the year's income shall be brought into account, so that a just balance of profit and loss may be laid before the meeting and, in cases where any item of expenditure which may in fairness be distributed over several years has been incurred in any one year, the whole amount of such item shall be stated, with the addition of the reason why only a portion of such expenditure is charged against the income of the year.

107. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the company in general meeting together with a copy of the auditor's report shall, not less than seven days before the date of the meeting, be sent to all persons entitled to receive notices of general meetings of the company.

#### **AUDIT**

108. Auditors shall be appointed and their duties regulated in accordance with sections 132, 133 and 134 of the Act.

#### **NOTICES**

109. (1) A notice may be given by the company to any member either personally or by sending it by post to him to his registered address, or (if he has no registered

address within Tanzania) to the address, if any, within the country supplied by him to the company for the giving of notices to him.

(2) 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 unless the contrary is proved, to have been effected at the time at which the letter would be delivered in the ordinary course of post.

110. If a member has no registered address within Tanzania and has not supplied to the company an address within Tanzania for the giving of notices to him, a notice addressed to him and advertised in a newspaper circulating in the neighbourhood of the registered office of the company shall be deemed to be duly given to him at noon on the day on which the advertisement appears.

111. A notice may be given by the company to the joint holders of a share by giving the notice to the joint holder named first in the register of members in respect of the share.

112. A notice may be given by the company to the persons entitled to a share in consequence of the death or bankruptcy of a member by sending it through the post in a prepaid letter addressed to them by name, or by the title of representatives of the deceased, or receiver of the bankrupt, or by any like description, at the address, if any, within Tanzania supplied for the purpose by the persons claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.

113. Notice of every general meeting shall be given in some manner hereinbefore authorized to—


a) every member except those members who (having no registered address within Tanzania) have not supplied to the company an address within Tanzania for the giving of notices to them; and

b) every person entitled to a share in consequence of the death or

c) bankruptcy of a member, who, but for his death or bankruptcy would be entitled to receive notice of the meeting.


d) No other person shall be entitled to receive notices of general meetings.

We, the several persons whose names, addresses and description are subscribed below 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 out opposite our respective names.

Names, Addresses and Description of Subscriber	Number of shares taken by each Subscriber	Signature of subscribers
Islam Awad Mohammad Dourgam. 8 Al Badia Street, Heliopolis, Flat 8, 4 <sup>th</sup> Floor, Cairo, Egypt.	97,000	
Sohilaa Islam Awad Mohammad, Dourgham, 8 Al Badia Street, Heliopolis, Flat 8, 4 <sup>th</sup> Floor, Cairo, Egypt.	1,000	<i>Sohilaa Islam</i>
Mohanad Islam Awad Dourgham, 8 Al Badia Street, Heliopolis, Flat 8, 4 <sup>th</sup> Floor, Cairo, Egypt.	2,000	<i>Mohannad</i>

Dated at Dar es salaam this <sup>15<sup>th</sup></sup> ..... day of December 2024.

**WITNESS TO THE ABOVE SIGNATURES: -**

Signature: .....   
Name: ALLY MUSSA NKHANGAA  
Postal Address 17020  
DODOMA  
Qualification: COMMISSIONER FOR OATHS.



**DRAWN BY:**

ALLY MUSSA NKHANGAA,  
LAWPATH ATTORNEYS,  
PLOT NO. 37, BLOCK '4', 9<sup>th</sup> STREET,  
P.O. BOX 17020,  
DODOMA.