

THE COMPANY ACT 2002

COMPANIES LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

WACHU TANZANIA COMPANY LIMITED

Incorporated this Day of 2022

DRWAN BY
KELVIN D LAZARO
SUBSCRIBER
P.O.BOX 24072
DAR ES SALAAM

COMPANY LIMITED BY SHARES

Memorandum

Of

WACHU TANZANIA COMPANY LIMITED

1. The name of the company is Wachu Tanzania Company limited.
2. The registered office of the company will be situated in the United Republic of Tanzania.
3. The objects of the company will be:- business
 - a) To carry on business on the wholesales of household goods such as clothing. Main
 - b) To carry on business in the country as well as abroad.
 - c) To carry on business on feeding broiler chicks, pacing to sell chicken meats in slaughterhouses and hotels across the country as well as abroad.
 - d) To engage in producing edible eggs and distributing eggs to various places in supermarkets and hotels, restaurants and other places.
 - e) To focus more on fish farming, goats and cattle to a lesser extent.
 - f) To carry on business on adverting.
 - g) To carry on business on non-life insurance.
 - h) To engage in accounting, bookkeeping and auditing activities, tax consultancy.
 - i) To carry on business on travel agency activities.
 - j) To carry on business on tour operator activities.
 - k) To carry on business on event catering..
 - l) To carry on business on inland freight water transport.
 - m) To carry on business on sea and coastal freight water transport.
4. The liability of the Members is limited.
5. The initial Share Capital of the Company is Tanzanian Shillings Ten Million (Tshs. 10,000,000), divided into 100 ordinal Shares of Tanzania Shillings One hundred thousand (Tshs. 100,000) each. The

company shall have power to divide the original or any increased capital into several and to attach thereto any preferential deferred, qualified or other special rights, privileges, restrictions or conditions. The Company shall by a resolution of members have the power to amend or modify any of the conditions contained in this Memorandum of Association.

THEREFORE, we the several persons whose name and addresses are described herein below are desirous of being formed into company in pursuance of this memorandum of association and we respectively agree to take the number of share in capital of the company set opposite our respective names.

Name, Address and Description of Subscriber	Number of Shares taken	Signature
1. ASSA NELSON MAKANIKA P.O.BOX 14293 KIGOMA	70	A. [Signature]
2. NEEMA STEPHEN MSANJILA P.O.BOX 14293 KIGOMA	30	[Signature]

Dated at Dar es Salaam on the 14th day of November 2022.

Witness to the above signatures:-

Name: DANIEL SIMON

Signature [Signature]

Postal Address 10506 Dar es Salaam



Qualification ADVOCATE

THE COMPANIES ACT, 2002
COMPANY LIMITED BY SHARES
Article of association
OF
WACHU TANZANIA COMPANY LIMITED
PRELIMINARY

1) In these regulations

The word "**ACT**" means the companies ACT, 2002

The word "**Articles**" means the articles of the company;

The word "**Company**" means more shine Gemstone Limited;

The word "**Seal**" means the common seal of the company

The word "**Secretary**" means the secretary of the company or any person appointed to perform the duties of the secretary of the company

When any provision of the Act is referred to the reference is the provision as modified by any law of the time being in force.

Unless the context otherwise required the expression defined in the act or any statutory modification thereof in force at the date which regulations become binding on the company, shall have the meaning so defined.

Any words importing the singular shall include the plural and vice and the words importing the masculine gender shall include females and the words importing persons shall include bodies corporate partnership firms, cooperative societies etc.

- 2) The regulations contained in part I of table "A" to the companies act (hereinafter called **Table "A"**) except for regulation 22 **shall apply** to this company save in so far as they are varied or excluded hereby, but in case of any conflict, the former shall prevail and in addition to the substitution for the modification of the provisions of table A the following shall be the regulations of the company. Any words importing the singular shall include the plural and vice versa the words importing the masculine gender shall include females and the words importing persons shall include bodies corporate partners, firms, cooperative societies and so forth.

PRIVATE COMPANY

- 3) The company is a private company and accordingly
- a) The right to transfer shares is restricted in the manner hereinafter prescribed
 - b) The number of the members of the company (exclusive of persons who are in the employment and have continued after the termination of such employment to be members of the company) is limited to fifty; the company jointly they shall for the purpose this regulation be treated as single member.
 - c) Any invitation to the public to subscribe for any shares or debenture of the company is prohibited.
 - d) The company shall not have power to issue share warrants to bearer

SHARE CAPITAL

- 4) The share capital of the company is Tanzania shillings Ten million (Tshs. 10,000,000/=) only divided into 100 ordinary share of Tanzania shillings One hundred thousand (Tshs. 100,000/=) each with power of the company to increase or reduce the said capital and to issue any part of its capital original or increased with or without any special qualified preference or deferred rights and privileges or conditions as to capital dividends rights of voting or other matters but so that any such rights privileges or conditions shall not be altered or modified except in accordance with the article of association of the company for the time being in force.

SHARE CERTIFICATES

- 5) Every member upon becoming the holder of any shares shall be entitled without payment to receive within two months after allotment or lodgment of transfer (or within such other period as the conditions of issue shall provide) one certificate for all the shares of each class held by him

(and upon transferring a part of his holding of shares of any class of a certificate for the balance of such holding) or several certificate after the first such reasonable sum as the directors may determine. Every certificate shall be sealed with the seal and shall specify the number class and distinguishing numbers (if any) or the shares to which it relates and the amount or respective amounts paid thereon.

- 6) If a share certificate is defaced worn out lost or destroyed it may be renewed on such terms (if any) as to evidence and indemnity and payment of expenses reasonably incurred by the company in investigating evidence as the directors may determine but otherwise free of charge and (in the case of defacement or wearing out) on delivery of the old certificate.

LIEN

- 7) The company shall have a first and paramount 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 but the directors may at any time declare any share of be wholly or in part exempt from the provisions of this regulation. The company lien if any on a share shall extend to any amounts payable in respect of it.
- 8) The company may sell in such manners as the directors determine any shares on which the company has a lien if a sum in respect of which lien exists is presently payable and is not paid within fourteen clear days after a notice in writing has been given to the holder of the share, or the person entitled thereto by reason of the death or bankruptcy of the holder demanding payment and stating that if the notice is not complied with the shares may be sold.
- 9) To give effect to any such sale, the directors may authorize some person to transfer the shares sold to or in accordance with 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 net 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 if any shall (upon surrender to the company for cancellation of the certificate for the shares sold and

subject to a like lien for sums not presently payables as existed upon the shares before 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 (whether in respect of nominal value or premium) and not by the conditions of allotment thereof made payable at fixed time, provided that no calls shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call, and each member shall (subject to receiving at least fourteen clear days' notice specifying when and where and where payment is to be made) pay to the company as required by the notice the amount called on his shares. A call may be revoked or postponed as the Directors may determine.
- 12) A call shall be deemed to have been made at the time when the resolution of the directors authorizing the call was passed. A call may be required to be paid by installments.
- 13) The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
- 14) If a call remains unpaid after it has become due and payable, the person from whom the sum is due shall pay interest on the amount unpaid from the day it became due and payable to the time of actual payments at the rate fixed by the term of allotment of the share or, if no rate is fixed, at a rate not exceeding five percent per annum as the directors may determine, but the directors may waive payment of such interest in wholly or in part.
- 15) An amount payable in respect of a share on allotment or at any fixed date, whether in respect of nominal value or premium or as an installment of a call, shall be deemed to be call and if it is not paid the provisions of the articles shall apply as if that amount had become due and payable by virtue of a call.
- 16) Subject to the terms of allotment, the directors may differentiate between the holders as the amount of calls to be paid and the times of payment.

- 17) The directors may, if they think fit, receive from any member willing to advance the same all or any part of the money un-called 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 payable) pay interest at such direct rate not exceeding (unless the company in a general meeting direct otherwise) six percent per annum as may be agreed upon between the directors and the members paying such sum in advance.

TRANSFER OF SHARES

- 18) The instrument of transfer of any share is in any usual form or any other form which the director may approve and shall be executed by or on behalf of the transferor and the transferee. The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect thereof.
- 19) Subject to Article 2 and 23 hereof rights of members to transfer their shares shall be restricted as follows:
- a) No share shall be transferred to a third part so long as any existing member or prospective purchases approved by the members is willing to purchase the same.
 - b) Upon the price of such shares being agreed on or determined as per clause (b) above, the Board shall forthwith give notice to such shareholders other than those desiring to sell or transfer he said share, stating the member and prices of such shares, inviting the person whom the notice is sent to state within 21 days, from the of such notice whether he is willing to purchase any, if so what maximum number of such shares. At the expiration of 21 days, the Board shall apportion the shares amongst the shareholders (if more than one) who shall have expressed their desire to pro-rata according to the number of shares already held by them respectively, or if there be only one such shareholder the whole such shares be sold to him, provided that no shareholder shall be obliged take more than the maximum number of such shares stated in his answer to the notice.
 - c) Upon such apportionment being made or such one shareholder notifying his intention to purchase as the case may be, the party desiring to sell or transfer the shares to the respective shareholder (s) or to the single shareholder who shall have agreed to purchase them.

INCREASE OF CAPITAL

- 20) The company may from time by ordinary resolution increase its shares capital by such sum to be divided into shares of such amount as the resolution shall prescribe.
- 21) The company may by ordinary resolution direct that the new shares, or any of them shall be offered in the first instance either at par or at premium to the them members or to the holders of any class of shares for the time being, in proportion to the number of shares or shares of the class or group help by them respectively or may any other provisions as to the issue of new shares.
- 22) All new shares shall be subject to the provisions of theses Article of Association with reference to payment of calls, lien, transfer, transmission, for forfeiture and otherwise and unless otherwise provided in accordance with powers contained in these Article of Association, shall be ordinary shares.

ALTERATIONS OF CAPITAL

- 23) The company may by ordinary resolution;
- a) Increase its share capital by new shares of such amount, as the resolution prescribes;
 - b) Consolidate and divide all or any of its share capital into shares of larger amounts than its existing shares.
 - c) Cancel any share which, at the date of the passing of the resolution, have not been taken, or agreed to be taken by any person, and diminish the amount of its capital by the amount of the shares so cancelled and may by special Resolution;
 - d) Reduce its capital or any capital redemption reserve fund or share premium account in May manner authorized by the Act.
- 24) The company may by ordinary Resolution convert nay paid up shares into stock, and convey any stock, and convert any stock into paid up shares of any denominations.

GENERAL MEETING

- 25) The company shall in each year hold a general meeting as its annual general meeting in addition to any other meeting in that year, and shall specify the meetings as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the company and that of the next.
- 26) All general meeting other than the annual general meetings shall be called extraordinary general meetings.
- 27) Every general meeting shall be called by twenty-one clear day notice in writing. The notice shall specify the time and place of the meeting and the general nature of the business and in the case of an annual general meeting, shall specify the meeting as such;

Provided that a meeting of the company may be called by shorter notice of so agreed;

- a. In the case of an annual general meeting, by all the member entitle to attend and vote thereat;
 - b. In the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than 95% in nominal value of the shares giving that right.
- 28) The accidental omission to give notice to or the non-receipt of notice by any member shall not invalidate the proceedings at any general meeting.

PROCEEDINGS AT A GENERAL MEETING

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

- 30) 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. Both members, present either personally or by proxy shall form a quorum.
- 31) If within half an hour from the time appointed for the meeting, a quorum is not present, or if during the course of the meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week, at the same time and place or to such other day at such other time and place as the members may determine.
- 32) The chairman if any, of the board of board of directors, or in his absence, some other director nominated by the members shall preside as chairman of the general meeting.
- 33) The chairman may, with the consent of the 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 which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice and the general nature of the business must be given.
- 34) At any general meeting a resolution a resolution put to the vote of the meeting shall be decided on a show of hands.
- 35) A declaration by the chairman that a resolution has on a show of hand been carried or carried unanimously or by a particular majority, or lost or not carried by a particular majority and an entry to that effect in that minute of the meeting shall be evidence of the fact.
- 36) In the case of an equality of votes, the chairman of the meeting shall be entitled to a casting vote in addition to any other vote he may have.
- 37) A resolution in writing executed by or on behalf o each member who would have been entitled to vote upon it if had been proposed at general meeting at which he was present shall have the effect as if it had been passed at a general meeting duly convened and held, and may consists of several instruments in the like form each executed by or on behalf of one or more members.

VOTE OF MEMBERS

38) Subject to any right or restrictions attached to an share or class of shares, or a show of hands every member (being an individual) present in person or (being a corporation) present by duly authorized representative, not being himself a member entitled to vote, and on a poll, every member shall have one vote for each share of which he is the holder.

39) The instrument appointing a proxy shall be in writing, in the usual form, executed by or on behalf of the appointer or of his attorney, duly authorized in writing or if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorized. A proxy need not be a member of the company.

DIRECTORS

40) Until otherwise determined by the company in a General meeting, The Directors shall not be less than two and not more than seven (7) in number.

The following persons shall be the First Directors of the Company

1. ASSA NELSON MAKANIKA
2. NEEMA STEPHEN MSANJILA

41) The shareholding qualification for the Directors may be fixed by company in General Meeting and unless so fixed no qualification shall be required.

42) The company may, in a general meeting, from time to time increase or reduce the number of Directors

43) The Director shall be paid out of the funds of the Company by way of remuneration for their service, such sum as the Company in a general meeting may from time to time determine. The Director shall also be paid reasonable travelling, hotel and other expenses incurred by them in connection with attending and returning from Board meeting or otherwise in connection with the business of the company.

44) The Director may appoint one or more of their number to the office of managing director or to any other executive office under the company and may enter into an agreement with any

director for his employment by the company or for the provision by him of any services outside the scope of ordinary duties of a director. Any such appointment, agreement or arrangement may remunerate any such director for his service as they think fit. Any appointment of a director to an executive office shall terminate if he ceases to be contract of service between the director and the company. A Managing Director and a director holding any other executive office shall not be subject to retirement by rotation.

45) A director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the company shall declare the nature of his interest at meeting of the directors in accordance with section 209 of the Act.

DISQUALIFICATION OF A DIRECTOR

46) The office of Director shall be vacated if the Director;

- a) Cease to be director by virtue of any provision of the Act he becomes prohibited by law from being a director; or
- b) Becomes bankrupt or makes any arrangement or composition with his creditors Generally; or
- c) Becomes of unsound mind; or
- d) Resigns his office by notice in writing to the company; or
- e) Shall for more than six consecutive months have been absent without permission of the directors from meetings of the directors held during that period and the directors resolve that his office be vacated.

47) The company may by ordinary resolution, of which special notice has been given in accordance with section 144 of the Act, remove any director before the expiration of his period of office notwithstanding anything in these articles or in any agreement between the company and the director. Such removal shall be without prejudice to any claim the director may have for damages for breach of any service contract with the company.

BORROWING POWERS

48) The directors may exercise all the powers of the company to borrow money and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, liability or obligation of the company or of any third party.

49) All cheques, promissory notes, draft, bills of exchange and other negotiable instruments and all receipt of moneys paid to the company shall be signed, drawn, accepted, endorsed or otherwise executed in such manner as the directors shall from time to time by resolution determine.

PROCEEDINGS AT DIRECTORS MEETINGS

50) Subject to the provisions of the articles, the directors may regulate their meeting as they think fit. Questions arising at a 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 at the request of the director shall, call a meeting of the directors.

51) The quorum for a meeting of the Directors for business shall unless otherwise fixed by the Director, in two (2).

52) Any or the entire director or any members of a committee or sub-committee or the board, may participate in a meeting of the Board or that committee or sub-committee by means of a conference telephone, video conferencing or any communication equipment which allows all persons participating in the meeting to hear and speak to each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in the quorum.

53) The Directors may appoint any one number to be a chairman of the board of directors and determine the period for which he is to hold office. The Director so appointed shall preside at every meeting of director at which he is present. But if no such chairman is not present within five minute after the time appointed the holding same, the directors present may choose one of the number to chair the meeting.

ALTERNATIVE DIRECTOR

54) Any Director may at any time nominate in writing a person, who shall be approved in writing by the other Directors, to act as alternate in the place of the nominating Director during his absences or inability to act as such Director. Such Alternate Director shall be subject in all other respects to the terms and conditions existing with reference to the directors and discharge all duties and functions of the director whom he represents. An alternate Director so appointed shall not be entitled to receive any remuneration from the company or to appoint an alternate shall ipso facto cease to be an alternate director if his appointer ceases for any reason to be a director.

SECRETARY

55) The secretary shall be appointed by the Board for such terms and at such remuneration and upon such conditions as it may think fit and any Secretary so appointed may be removed by the Board.

56) A provision of the Act or these Regulations requiring or authorising a thing to be done by or to a director and the secretary and director.

MINUTES

57) The directors shall cause minutes to be made in books kept for the purpose:

- a) Of all appointments of officers made by the directors;
- b) Of the names of the directors present at each meeting of the directors and of any committees of the directors;
- c) Of all resolutions and proceedings at all meetings of the company, of the holders of any class of shares in the company, and of the directors, and of committees of directors.

Seal

58) The seal shall only be used by the authority of the directors or of a committee of the directors authorized by the directors. The directors may determine who shall sign an instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or a second director.

Dividends and reserves

- 59) Subject to section 180 of the Act, the company may by ordinary resolution declare dividends in accordance with the respective right of the members, but no dividends in accordance with respective right of the members, but no dividends shall exceed the amount recommended by the directors.
- 60) Subject to the provision of the Act, the director may from time to time pay to the member such interim dividends as appear to the directors to be justified by the profits of the company available for distribution.
- 61) The director may, before recommending any dividend, set aside out of the profit of the company such sum as they think proper as a reserve or reserves which shall, at the discretion of the directors, be applicable for any purpose to which the profits of the Company may be properly applied and pending such application may, at the like discretion, either be employed in the business of the company or invested in such investments (other than the share of the company) as the director may from time to time think fit. The directors may also without placing the same to reserve, carry forward any profit which they may think prudent not to divide.
- 62) Except as otherwise provided by the right attached to shares, all dividends shall be declared and paid according to the amount paid on the shares in respect of which the dividend is paid. All dividends shall be apportioned and paid proportionately to the amounts paid on the shares during any portion or portions of the period in respect of which the dividends as from a particular date, the share shall rank for dividends as from a particular date, that share shall rank for dividend accordingly.

CAPITALIZATION OF PROFITS AND RESERVES

- 63) The directors may, with the authority of an ordinary resolution of the company resolve to capitalize any part of the amount for the time being standing to the credit of any the company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution and that such sum be capitalized to be members who would have been entitled to it were it distributed by way of dividend and in the same proportions and apply such sum either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or in paying up in full un-issued shares or debentures of the company to be allotted and distributed.

ACCOUNTS

- 64) 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.
- 65) The books of account shall be kept at the registered office of the company or such other place as the directors think fit and shall always be open to inspection of the directors.
- 66) The directors shall at least once a year lay before the company in a general meeting a profit and loss account and a balance sheet containing a general summary of the capital, the assets and the liabilities of the company arranged under suitable heads, both made up to a date not more than six months before the meetings.
- 67) The copy of the company's annual accounts to be laid before the company in the general meeting together with a copy of the director's report and the auditor's report shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of the company.

AUDIT

- 68) The company shall at each annual general meeting appoint an auditor or auditors to hold office until the next ensuing annual general meeting. The auditor's report shall be read before the company at the annual general meeting and shall be open to inspection by any member. The auditor's duties shall be regulated by the Act.

WINDING UP

69) If the company is wound up (whether the liquidation is voluntary, under supervision or by Court Order) the liquidator may with the authority of a special resolution, divide among the members in specie or kind the whole or any part of the assets of the company and whether or not the assets shall consist of property of one kind or shall consist of properties of different kinds the liquidator may for such purpose set such value as he deems fair upon any one or more class or classes of members. The liquidator may with like authority, vest any part of the assets in trustees upon such trusts for the benefit of the members as the liquidator shall determine, but no member shall be compelled to accept any shares or other securities upon which there is a liability.

INDEMNITY

70) Every Director, Managing Director, Auditor, Secretary and other officer for the time being of the Company shall be indemnified out of assets of the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

ALTERATION OR ADDITIONS

71) Subject to the provisions of the Act and those contained in the memorandum of Association of the Company, the shareholders may by special resolution make alterations or additions to its Articles of Association and any such alteration or addition so made shall be as valid and effectual as if originally contained in these articles and be subject in like manner to alteration by special resolution.

THEREFORE, we the several persons whose names and addresses are described herein below are desirous of being formed into a company in pursuance of this article of Association and we respectively agree to take the number of shares in capital of the company set opposite our respective names.

Name, Address and Description of Subscriber	Number of Shares taken	Signature
2. ASSA NELSON MAKANIKA P.O.BOX 14293 KIGOMA	70	A. [Signature]
2. NEEMA STEPHEN MSANJILA P.O.BOX 14293 KIGOMA	30	[Signature]

Dated at Dar es Salaam on the 14th day of November 2022.

Witness to the above signatures:-

Name: DAMEL SIMON

Signature [Signature]

Postal Address 105069, D'S

Qualification ADVOCATE

