

THE COMPANIES ACT (ACT NO. 12 OF 2002)

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

GSK INVESTMENTS COMPANY LIMITED

PREPARED BY:

Zacharia Constantine Matanya (Advocate)

P.O.BOX 1694 Dar es Salaam

0757907507

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

OF

GSK INVESTMENTS COMPANY LIMITED

1. The name of the Company is **GSK INVESTMENTS COMPANY LIMITED.**
2. The registered office of the Company will be situated in the **UNITED REPUBLIC OF TANZANIA.**
3. The objects for which the Company is established are:-
 - a. The Main objective of the company is to carry on the business of all kind Agriculture and Processing of agriculture products.
 - b. To carry on the business of Exporter, Importers and distributors or sellers of all kinds of food products.
 - c. To carry on business of Warehouse for Agricultural Products and general stores
 - d. To carry on the business of importers, exporter and distributors or sellers of all kinds of agricultural products.
 - e. To carry on the business of importers and distributors or sellers of all kinds of agricultural machinery.
 - f. To carry on business of Real Estate activities.
 - g. To carry on business of supplying of all kind of construction materials and other related products.
 - h. To establish and run shops and warehouse of all kind of Construction materials, safety tools and protective gears, office equipment's, stationaries and related products.

- i. To carry on the business of importers and distributors or sellers of all kinds of construction materials, office and home equipment's, stationaries and related products.
- j. To carry on business of Manufacturing of clay/sand building materials.
- k. To carry on business of manufacturing and selling all kind of Bricks and Sand blocks.
- l. To carry on business of manufacturing of all kind of concrete.
- m. To carry on business of hotels, restaurants, recreation centres, café, bars refreshment rooms and lodges, motels, holiday camps and apartment houses and tourism business.
- n. To carry on business of recreation and meeting halls.
- o. To carry on the business of bakers, grocers, butchers.
- p. To carry on business of Petrol Stations, Natural Oil & Gas and Lubricants.
- q. To establish, maintain and operate laboratories for purposes of carrying on chemical, physical and other research in medicine, chemistry, industry or other unrelated or related fields.
- r. To carry on business of Health facilities including medical, dental and diagnostic centers.
- s. To carry on business of general supplying of all kind of office and home equipment's, stationaries and related products.
- t. To carry on the business of transportation of all kind construction materials, office and home equipment's, stationaries and related products.
- u. To carry on the business of purchasing and selling by whole sale or retail all kinds all safety tools and protective gears.
- v. To carry on and engage in the business of import and export of goods, commodities and other materials of various nature deemed necessary and convenient for facilitating the above objectives.
- w. To carry on business and profession of construction subjection to any permission required by law.

- x. To survey, design, report, construct or supervise the construction of any project connected with, civil, electrical, mechanical, mining, underground water and environmental engineering.
- y. To carry on business of civil, mechanical and /or electrical engineers and of estimation, drawing up of specifications interior and exterior.
- z. To receive contributions, subscriptions, donations, assistance, grants, subventions or loans both within and outside the country in order to facilitate the objectives of the Company.
- aa. To carry on the business of manufacturers, producers, sellers, buyers, importers, warehousing, exporters and otherwise deal in articles, things, apparatus, equipment and appliances whatsoever used in connection with or in furtherance of the objectives of the company.
- bb. To purchase, take on lease or in exchange, hire or otherwise acquire real property and rights or privileges, and to construct, maintain and erect buildings thereon.
- cc. To own motor vehicles and other traveling facilities, workshops and garages.
- dd. To deal with the importation and exportation of Construction machines and equipments.
- ee. Subject to such consent as shall be required by the law, to sell, let, mortgage, dispose off or turn to account all or any of the property or assets of the company.
- ff. Subject to such consent as shall be required by law, to borrow or raise money on such terms and on such security as may be thought fit and appropriate.
- gg. To remunerate any person, firm or company rendering services to the company whether by cash payment, cheque or by the allotment of shares or securities of the company as paid up in full or in part or otherwise.
- hh. To invest and deal with the funds of the company not immediately required upon such securities and in such manner as many from time to time be determined.
- ii. To procure the company to be registered or recognized in or under the law of any country or place outside Tanzania.
- jj. To draw, make, accept, endorse, execute and issue promissory notes, bills of exchange, debentures or other negotiable or transferable instruments.
- kk. To borrow or raise or secure the payment of money in such manner as the company shall think fit, and in particular by the issue of debentures or debentures stock charged upon any of the company's

property including its uncalled capital and to purchase, redeem or pay off any such securities.

ll. To establish branches or agencies in different parts of the united Republic of Tanzania for the purpose of carrying on any or all of the business of the company.

mm. To vary the investment of the company.

nn. To do all or any of the above mentioned activities in any part of the world either as Principal, Agent, Trustees, Contractors or otherwise and either alone or in conjunction with others and either by or through agents, sub-contractors, trustees, franchiser or franchisee or by means of any subsidiary or auxiliary company or in any way whatsoever that may appear to be advantageous to the company.

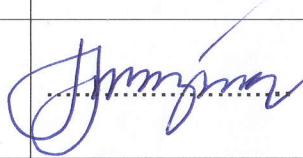
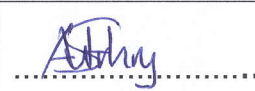
oo. To do all such other things as are incidental or conclusive to the attainment of the above objectives

AND IT IS HEREBY DECLARED THAT:

The objects set forth in any clause or sub clauses 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 or interference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the company. Non-such clause or sub-clauses or the objects therein specified or the powers thereby conferred shall be deemed subsidiary to the objects or powers mentioned in any other clause or sub clause but the company shall have the powers to achieve all or any of the objects conferred by and provided in any or more of the said clause or sub clauses.

4. The liability of members is limited.
5. The share capital of the Company is Tanzania shillings **100,000,000/= (One Hundred Million Only)** divided into **50000** (Fifty Thousand) shares of Tanzania shillings **2,000/= (Two Thousand)** each, with such powers, right, privileges of the Company to increase or reduce the capital of the company as may be determined by or in accordance with the regulations of the company or to vary, modify or abrogate any such right, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company.

We, the subscribers to this Memorandum of Association whose names, description and addresses are subscribed below, wish to be formed into a Company Limited by shares and respectively desirous and agree to take the number of shares in the capital of the company set opposite our respective names below:-

NAME, ADDRESS AND DESCRIPTION OF SUBSCRIBERS	NUMBER OF SHARES TAKEN	SIGNATURE OF SUBSCRIBERS
GODFREY HUSSEIN KIPINGU P.O.BOX 31695 DAR ES SALAAM	40000	
ANWAR HAMUD MOHAMEDI P.O.BOX 31695 DAR ES SALAAM	10000	
	50000	

Dated at Dar es Salaam this 06 day of June 2022

Witness to the above signatures:

Signature: 

Address: 1694 DSW

Qualification: ADVOCATE



THE COMPANIES ACT 2002
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION

OF

GSK INVESTMENTS COMPANY LIMITED.

1. In these regulations:-

“The Act” means the Companies Act 2002 (Cap 212) of the Laws of Tanzania.

Unless the context otherwise requires, the expressions defined in the Act or any Statutory modification thereof in force at the date at which these regulations become binding on the company, shall have the meaning so defined.

Words and expressions contained in these articles shall have the same meaning as in the Act.

Any words importing the singular shall include the plural and vice versa and any words importing masculine gender shall include the feminine gender and any words importing persons shall include bodies, corporate, partnership, firms, co-operative societies etc.

The regulations contained in table “A” of the first schedule to the Companies Act 2002 (hereinafter called Table “A”) shall apply to the Company same in so far as they are varied or excluded hereby, but in case of any conflict between the provisions herein, and the provisions under Table “ A” the former shall prevail. The following shall be regulations of the Company.

PRIVATE COMPANY

2. The company is private company and accordingly:-

- (a) The right to transfer shares in the Company shall be restricted in the manner hereinafter provided.
- (b) The number of members of the Company is limited to fifty as further provided for in the Act.

- (c) Any invitation to the public to subscribe for any shares or debenture of the Public is prohibited.
- (d) The Company shall not have power to issue share warrants to bearer.

TRANSFER OF SHARES

- 3. The directors may in their discretion and without assigning any reason thereof refuse to register any transfer of shares to any person whether or not it is a fully paid share.
- 4. Subject to Article 2 and 3 hereof the rights of members to transfer their shares shall be restricted as follows:-
 - (a) No share shall be transferred without a written consent of Directors to a person who is not a member so long as any member or any person selected by the Directors as one who it is desirable in the interests of the Company to be admitted to membership.
 - (b) The personal representative of the deceased sole holder of shares shall be the only person recognized by the company as having any title to the shares. In the case of share registers in the names of two or more holders, the survivor shall be the only person recognized by the company as having any title to the share.
 - (c) 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 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 share as the deceased or bankruptcy persons could have made; but the Directors shall, in either case, have the same right to decline or suspend registration as they would had in the case of transfer of the share by the deceased or bankrupt person before the death or bankruptcy.

- (d) Upon the price being fixed as aforesaid the Board shall forthwith give notice to all members of the company other than holders or employees, number and price of the shares to be sold and invite each of them to state in writing within twenty-one days from the date of the said notice whether he is willing to purchase any, and if so, what maximum number of the said shares.

**GENERAL MEETING, NOTICE OF GENERAL MEETINGS AND
PROCEEDINGS AT THE GENERAL MEETING**

5. Articles 39 to 63 of Table "A" of the Companies Act shall apply subject to the following variations:-
- (a) A General meeting, Ordinary or Extra ordinary meeting may with the consent in writing of all members, be convened on a short notice not more than seven days or without notice.
 - (b) Four members present either personally or by proxy shall form a quorum.
 - (c) Any ordinary resolution of the company determined without any general meeting and evidenced in writing under the hands of the majority of the Directors and or the members of the company holding three votes of the issued shares of the Company shall be valid and effectual resolution duly passed at a general meeting of the Company.

DIRECTORS

6. (a) Until otherwise determined by the Company in general meeting the Directors shall not be less than two (2) and not more than five (5) in number.
- (b) The following persons shall be the first Directors of the Company:-
- i. **GODFREY HUSSEIN KIPINGU**
 - ii. **ANWAR HAMUD MOHAMEDI**
7. The shareholding qualifications for the Directors may be fixed by the Company at general meeting.
8. The quorum necessary for the directors for transaction of the business shall be two.

The Directors may from time to time borrow or raise any money for the purpose of the company, which may exceed the issued share capital of the company.

BORROWING POWERS

9. The Directors may raise or borrow for the purpose of the company's business such sum or sums of money as they may think fit and they may secure the or raise any such sums as aforesaid by mortgage or charge upon the whole or any part of the property and assets of the Company, present and future including its uncalled or un-issued capital or by the issue, at such price as they may think fit or bonds or debentures, either charged upon the whole or any part of the property and assets of the Company, or not charged , or in such other way as the Directors may think expedient.

ALTERNATE DIRECTORS

10. Any director may in writing appoint any person, who is approved by the majority of directors, to be his alternate to act in his place at any meeting of the directors to which he is unable to be present.

Every such alternate shall be entitled to notice of meetings of directors and to attend and vote there at as a director when a person appointing him is not personally present and where he is a director, to have separate vote on behalf of director he is representing in addition to his own vote. A director may at any time in writing revoke the appointment of an alternate appointed by him. Every such alternate shall be an officer of the company and shall not be deemed to be the agent of the director appointing him. The remuneration of such alternate shall be payable out of the remuneration payable to the director appointing him, and the proportion thereof shall be agreed between them. An alternate director need not hold any share qualification.

SECRETARY

11. The secretary shall be appointed by the board of Directors at such remuneration and upon such conditions as they may think fit and any secretary appointed may be removed by the Directors.

WINDING UP

12. With the sanction of a special resolution of the shareholders any part of the assets of the company including any shares in other companies may be divided between the members of the company or may be vested in Trustees for the benefit of such members and the liquidation of the company shall close business the company so that no member shall be compelled to accept any liability.

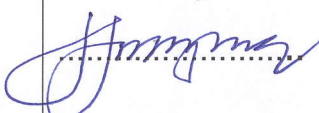

INDEMNITY

13. Every Director, Managing Director, Agent, Auditor, Secretary and other officers for the time being of the company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 481 of the Act in which the Court grants relief to him.

ALTERATION OR ADDITION


14. Subject to the provisions of the Act and those contained in the Memorandum of Association, the Company may by special resolution make an alteration or addition. Such alteration so made shall be valid and effectual as if originally contained in those articles and be subject in like manner to alteration by special resolution.

We, the subscribers to these Articles of Association whose names, description and address are subscribed below, wish to be formed into a Company limited by shares and respectively desirous and agree to take the number of shares in the Capital of the Company set opposite our respectively names below:-

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Dated at Dar es Salaam this 06 day of June2022

Witness to the above signatures:

Signature: 

Address: 1694 Dar

Qualification: ADVOCATE

