

**THE COMPANIES ACT, 2002**

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**COMPANY LIMITED BY SHARES**

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**AMENDED MEMORANDUM OF ASSOCIATION  
AS PER RESOLUTION PASSED ON THE 10<sup>TH</sup> DAY  
OF JUNE 2025**

**OF**

**OS GROUP OF COMPANIES LIMITED**

Incorporated this \_\_\_\_\_ day of \_\_\_\_\_ 2020

**DRAWN BY:**  
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*(ADVOCATE)*  
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**THE COMPANIES ACT, 2002**

**COMPANY LIMITED BY SHARES**

**MEMORANDUM OF ASSOCIATION**

**OF**

**OS GROUP OF COMPANIES LIMITED**

1. Name of the Company is **OS GROUP OF COMPANIES 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) To carry on the business of importing, exporting, distributing, wholesaling, retailing, and general trading of mobile phones, telecommunication equipment and accessories, solar panels and related components, electrical and electronic equipment, building materials, machinery, spare parts, furniture, and all types of domestic and industrial goods.
  - b) To carry on the business of transportation and logistics, including truck rental services, and the provision of freight and cross-border cargo transport services by sea, air, road, and railway; and to offer associated services such as cargo handling, warehousing, storage, and freight forwarding.
  - c) To engage in the installation, repair, and maintenance of electrical wiring and fittings, lighting systems, solar energy systems, and other related infrastructure works for commercial, industrial, and residential use.

- d) To undertake the construction, rehabilitation, and repair of motorways, highways, roads, streets, pedestrian pathways, and related infrastructure works, including civil and structural engineering works and provision of necessary construction equipment and support services.
- e) To engage in the business of mining, quarrying, and extraction of minerals and natural resources, including processing, packaging, and trading of mineral products, and acquisition and management of mining licenses and concessions.
- f) To engage in the business of mining, quarrying, exploration, extraction, refining, and processing of all kinds of minerals, ores, metals, stones, sand, gravel, and other natural resources, whether metallic or non-metallic, and to act as merchants and dealers in rocks, stones, sand, gravel, breeze, rubble, shingle, ballast, slate, gypsum, marble, coal, coke, turf, oils, and other fuels and mineral substances; and to acquire, develop, lease, or otherwise deal in mining rights, concessions, claims, and related permits.
- g) To engage in the processing, treatment, grading, and marketing of minerals, sand, and associated materials, and to manufacture, supply, and deal in products derived from such materials, including but not limited to bricks, paving blocks, tiles, cement-based products, and other building and construction materials.
- h) To carry on the business of exporting minerals, ores, stones, sand, and all other processed mineral products to any part of the world, and to undertake all related import and export operations.
- i) To engage in the business of transportation and logistics services, including but not limited to the haulage of heavy and light equipment, raw materials, and finished

products by land, air, or sea.

- j) To undertake civil engineering, construction, and infrastructure development projects, including but not limited to road works, bridges, drainage systems, residential and commercial buildings, and related engineering works.
- k) To process, refine, package, and distribute sunflower and other agricultural products, including the production of cooking oil, animal feed, and related by-products.
- l) To acquire, own, lease, hire or otherwise deal in equipment, machinery, vehicles, and other assets necessary or convenient for the attainment of the company's objectives.
- m) To carry on the business of a quarry masters and proprietors, lessees and workers of quarries, sand and gravel pits, mines, and the like generally and for the purposes thereof or otherwise in relation to the business of the company to purchase, take on a lease or fee farm grant, or in exchange hire or otherwise acquire any real estate and personal property as well as any mines, minerals, and mining rights, easements, and other rights and privileges which the company may deem necessary.
- n) To manufacture, buy, sell and otherwise deal in minerals, chemicals, chemical products, plant, machinery, implements, conveniences, provisions and things capable of being used in connection with the operations or business of the company.
- o) To carry on the business of manufacturers, importers and exporters of and dealers in wires, conductors, copper, aluminum, fiber optic or other cables and wires (insulated or otherwise), pipes, flexible cords, rubber, polyvinylchloride paper or

any other insulation and/or covering materials of all kinds, lamps, valves, transistors and other components, apparatus and equipment and generally all kinds of electric, magnetic, galvanic, electric and electronic and other apparatus, equipment and parts and electric, magnetic, electronic goods and articles of all kinds and description.

- p) To carry on business of importers, exporters, buying, selling, suppliers and dealers in hardware, building materials, sanitary –ware, wall papers, roofing tiles, flooring tiles, supplying industrial equipment’s agricultural implements and equipment’s spares of every description, plumbers, decorators, steel windows, doors, frames and roof tresses.
- q) To carry on business as general traders, importers and exporters of construction materials, machines and materials, hardware, bricks, tiles, corrugated iron, metal materials, machines and materials for road, rail making and other related equipment for building purposes of all kinds.
- r) To carry on the business as importers of building materials, hardware, cement, sanitaryware, wall papers, roofing tiles, flooring covering, tiles carpets, industrials / agricultural machineries, aluminum windows & doors, frames, roof tresses, paints, oil, varnishes, and carry out the business of importing and exporting timber, saw mill proprietor, tree fellers, tree logs, wood and timbers merchant, wood works contractors, miners and preparing for market hard board and soft board, generally to deal in articles of all kinds in the manufactures of which timber or wood is used.
- s) To engage in the business of civil engineering, including the design, construction, maintenance, and consultancy of infrastructure projects such as buildings, roads,

bridges, and dams, as well as electrical wiring, installations, and related services, and to manufacture and supply construction materials, while undertaking research, development, and collaborations in these fields.

- t) To carry on the business of car rental, buying and selling motor vehicle, transport agents, transportation of goods and passengers by air, sea, land, import and export, gift shops, boutiques, entertainment and all artist work, travel agents, safari tours operators and ticket bookings.
- u) To carry on the trade or business of manufacturers, assemblers of and dealers in, contractors for, repairers and maintainers of, and importers and exporters of, all kinds of radio products, radio apparatus, including amplifiers and amplifying and public address equipment, electronics of all kinds and description, electronic devices, gadgets, modules, machinery and apparatus including tape recorders, record players, desk calculators, computers, radar apparatus, television apparatus, medical electronic instruments and appliances and domestic electric and electronic appliances and components, parts, tools, fittings and accessories connected with each of the aforesaid businesses.
- v) To carry on any other trade or business whatsoever which can in the opinion of the Board of Directors be advantageously carried on by the company in connection with the above business of the company.



**AND IS HEREBY DECLARED THAT:** The word “Company” in this clause except where used in reference to this company shall be deemed to include any partnership or other body of persons

whether corporate or incorporated, and whether domicile in the republic of Tanzania or elsewhere.

The objects specified in each paragraphs of the paragraph of this clause, shall be regarded as independent objects, and accordingly shall in no way be limited or restricted ( except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph of the name of the company but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraph define the objects of the separate and distinct compound. That the meaning of any general word or words in any paragraph of this clause shall not be restricted by being construe ejusdem generis with any particular word or words in the same paragraph.

4. The liability of the members is limited.
5. The share capital of the company is Tanzanian shillings 30,000,000/- divided into 1000 shares of Tanzanian shillings 30,000/- each with power to increase or reduce the capital, to divide the shares of the capital for the time being into several classes and to attach thereto respectively such ordinary or preferential rights, privileges and conditions in such manner as the company may from time to time determine.

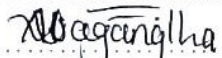
We the several persons whose names, addresses and descriptions are subscribed are desirous of being formed into a private company in pursuance of this Memorandum of Association and we respectively agreed to take the number of shares in the capital of the company as set opposite our respective names.

NAMES, ADDRESSES, AND DESCRIPTION OF SUBSCRIBERS	NUMBER OF SHARES TAKEN	SIGNATURE OF SUBSCRIBERS
OMARY CHARLES NJOVU  P.O. BOX 6380  DAR ES SALAAM	500	
SUNDAY SEVERINE MUHOBUTA  P.O. BOX 6380  DAR ES SALAAM	500	

Dated this 16<sup>th</sup> day of May, 2025

Witness to the above signatures

NAME: NEEMA VEDASTUS

SIGNATURE: 

POSTAL ADDRESS: 20051, DAR ES SALAAM.

QUALIFICATION: ADVOCATE.

