

THE COMPANIES

ACT [CAP 212]

**COMPANY LIMITED BY
SHARES**

**MEMORANDUM AND
ARTICLES**

OF ASSOCIATION OF

**TACOM IMPORT &
EXPORT LIMITED**

Incorporated this Day of 2024

**DRAWN BY:
GREYSON MATHEW KIPANGA
SUBSCRIBER, P.O. BOX 100114
DAR ES SALAM**

THE COMPANIES ACT, 2002
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION OF
TACOM IMPORT & EXPORT LIMITED

1. The Name of the Company is **TACOM IMPORT & EXPORT 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:
 - i. To carry on the business of import and export agriculture, building materials and mining production
 - ii. To engage in the business of clearance and forwarding by air, water, rail, road and other means of transports.
 - iii. To engage in into land surveying, mineral exploration, groundwater exploration and drilling as well as environmental assessment and environmental consultancy.
 - iv. To be importers and distributors of all kinds of merchandise automotive, automotive spare parts and accessories, to be importers of electronic goods and equipment's, put up and used in domestic and industrial plants, auto machines, dynamos, accumulators, lamps and all apparatus now known or that may hereafter be invented. To be distributors of same, to be importers and distributors of all kinds of communication and telecommunication equipment's.
 - v. To engage in cleaning service by having a cleaning group which will work by providing cleaning services to our customers.
 - vi. To carry on the business of importing, distributing and exporting of gold and gemstones, fuel, oil and all other oil and or fuel products for all types of machines such as generators, engines, motor vehicles, heavy duty plants and other related fuel and or oil users.
 - vii. To erect and construct houses, buildings or works of every description on any land of the company or upon any other lands and to pull down, rebuild, enlarge, alter and improve existing houses buildings or works thereon, and generally to deal with and improve the property of the Company.
 - viii. To engage in security service by having security guards, which will work in order to ensure better security service to clients in homes, offices, institutions, banks, or any place which will have the need of security service.
 - ix. To engage in microfinance services, foreign exchange.
 - x. To engage in cereal production, collecting, packaging and selling focusing on major food cereals and other cereals of all kinds. Also helping in advising farmers on the better way of farming and harvesting and storage of cereals.
 - xi. To sell or dispose of the whole undertaking of the company or any part thereof or such consideration as the company may think fit, and in particular, for shares, debentures or securities of any other company having objects altogether or in part in similar to those of this company.
 - xii. To engage in providing education service to the society by construction education centers like pre-primary schools, primary schools, secondary schools, high schools as well as having technical collages which will provide technical education like

- computer service, computer programming, mason, welding, lumbering, catering, and other related technical works.
- xiii. To enter into arrangements with any government or authorities (Municipals, Local or otherwise) or any corporations, companies or persons that may see conducive to the company's objects or any of them and to obtain from the government, authority, corporation, company or person any tenders, charters, contracts, decrees, rights, privileges and concessions.
- xiv. To engage in any business or transaction within the milts of the company's objects, in conjunction with any other person, corporation or company, and to hold shares, stock or bonds in any such company or corporation, to obtain from any such government or authority all rights, concessions, and privileges that seem conducive to any of the company's objects or to any person, persons or company in whose interests the company has authority to act.
- xv. To carry on the business of, Halls, entertainments, conference services and conference center, restaurant, café, refreshment room and lodging house keepers, importers and manufacturers of aerated, mineral and artificial water and other drinks, engineering works, surveyors, caterers for public amusement generally, proprietors of motor and other vehicles, garage proprietors, livery stable keepers, job masters, farmers, dairymen, ice merchants, importers and broker of food, live and dead stock and foreign produce of all descriptions, hairdressers, perfumes, chemists, dressing rooms, laundries, reading, writing and newspaper rooms, libraries, grounds and places of amusements, and instruction of all kinds, agents for railway and shipping companies and carries, theatrical and opera box office proprietors, entrepreneurs and general agents, and other business which can be conveniently carried on in connection therewith.
- xvi. To carry on business as management consultants, agents and managers for and of all types of businesses, advisers and specialists in business management techniques, company and business brokers, secretaries, registrars, accountants, financial advisers, legal advisers, investment advisers, consultants, sponsors and promoters of business of all types whether professional commercial or industrial.
- xvii. The enter into arrangements with any government or authorities, supreme, municipal, local or otherwise, or any company or person, and to obtain from any such government or authority all rights, concessions, and privileges that may seem conducive to any of the company's objects or to any person, persons or company in whose interests the company has authority to act.
- xviii. To establish and support or aid in the establishment and support of associations like community based, institutions like orphanage centers, funds, trusts and conveniences calculated to benefit and to grant pensions and allowances to Directors or ex - Directors and any persons who are or have been at any time employed b or in the service of the Company or of any subsidiary, allied or associated company or of the predecessors in business of any such company, or the dependents or connections of such persons, and to make payments towards insurance for the purposes aforesaid and to subscribe or guarantee money for any charitable or benevolent object or for any exhibitions or for any public, general or useful object.
- xix. To borrow or raise money in such manner as the company shall think fit for the company's business and thereby draw, make, accept, endorse, execute and issue promissory notes, bills of exchange, bonds, debentures, and other instruments and evidence of indebtedness either secured by mortgage, pledge, deed of trust, or otherwise unsecured.

And it is hereby declared that, in the interpretation of this clause the powers conferred on the company by any paragraph, shall not be restricted by reference to any paragraph or to the name of the company or by the juxtaposition of two or more objects, and that, in the event of any ambiguity, this clause and every paragraph hereof shall be construed in such a way as to widen, and not to restrict the powers of the company.

4. The Liability of the Members is Limited.

5. The authorized share capital of the Company at the date of registration of this Memorandum of Association is Tsh 1,000,000/=divided into 10,000 shares of Tsh 100/=each, with power for the Company to increase or reduce such capital and to divide the shares in the capital for the time being, whether original or increased, in different classes, and to attach thereto respectively any preferential, deferred, qualified or special rights, privileges or conditions and so that unless the conditions of issue shall otherwise expressly declare every issue of shares, whether preference or otherwise, or any such rights, privileges or conditions shall not be altered or modified except in accordance with the Articles of Association registered herewith.

THE COMPANIES ACT [CAP 212]
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION OF
TACOM IMPORT & EXPORT LIMITED

PRELIMINARY

1. The Regulations contained in the Table 'A' in the First Schedule to the Companies Act, 2002 (such Table being hereinafter called Table 'A'), shall apply to the company save in so far as they are excluded or varied hereby that it is to say, the Clauses of Table 'A' numbered 14,21,22,23,24,25,33,69,73,83,105 and 114 shall not apply to this company, but, in lieu therefore, and addition to the remaining Clauses of Table 'A', the following shall be the regulations of the company.

PRIVATE COMPANY

2. The company shall be a private company and accordingly the following provisions shall have effect.

(a). The company shall not offer any of its shares or debentures to the public for subscription.

(b). The number of members of the company (exclusive of persons who are in the employment of the company and of persons who having been formerly in the employment of the company, were while in such employment and have continued after the determination of such employment to the member of the company) shall not at any time exceed fifty.

(c). The transfer of shares in the company shall be restricted in the manner hereinafter provided.

3. The company shall be entitled to treat the person whose name appears upon the register in respect of any share as the absolute owner thereof, and shall not be under any obligation to recognize any trust or equitable claim to or partial interest in such share whether or not it shall have express or other notice thereof.

4. The company may pay a commission to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any

shares in the company or for procuring or agreeing to procure subscriptions whether absolute or conditional for any shares in the company at any rate not exceeding one percent of the nominal number of shares subscribed or agreed to be subscribed or the subscription whereof procured or agreed the procured.

SHARES

5. The shares shall be under the control of the directors who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit. Shares may be issued at par or at a premium and the directors may at any time in their absolute discretion refuse to register any transfer of shares.

6. Any member or other person (hereinafter called the holder) desiring to dispose of any shares shall intimate in writing to the Secretary the number of such shares and the price at which he is willing to sell the same, and the Secretary shall then inform all other members of the proposed sale and offer the said shares to the other members at the price named. Any member desiring to purchase shall notify the Secretary in writing, within one month from the date of such offer, of the number of shares which he is willing to purchase and, after the expiration of the said period, the Secretary shall give notice to the holder of the number of shares which members of the Company are willing to purchase and shall allocate those shares to or amongst the member or members who shall have expressed his or their willingness to purchase as aforesaid and, if more than one, as far as may be prorated according to the number of shares held by them respectively provided that no member shall be obliged to take more than the number of shares notified by him as aforesaid. Upon such allocation being made the holder shall be bound, on payment of the price to transfer the shares to the purchasers, and if he shall make default in so doing, the Secretary may receive and give a good discharge for the purchase money on behalf of the holder and may enter the name of the purchaser in the register of members as holder by transfer of shares purchased by him. Any shares not sold and transferred within one month from the date of the notice of allocation may be sold by the holder to any person not a member of the company but the directors shall not be bound to register any person as a member.

CALL ON SHARES

7. The directors may make a call or calls upon the members in respect of any money unpaid on their shares 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 time so specified the amount called on his shares. A call may be made by installments.

FORFEITURE OF SHARES

8. When any share has been forfeited an entry shall forthwith be made in the register of members of the company, recording the forfeiture and the date thereof and as soon as shares so forfeited have been sold or otherwise disposed thereof.

9. The lien conferred by Clause 10 of Table 'A' shall attach to fully paid-up shares and to all shares registered in the name of any person indebted or under liability to the company, whether he shall be the sole registered holder thereof or one of several joint leaders.

10. Any entry in the minute book of the company of the forfeiture of any shares which have been sold to satisfy a lien of the company shall be sufficient evidence as against all persons claiming to be entitled to such shares that the said shares were properly forfeited or sold, and such entry and the receipt of the company for the price of such shares shall constitute a good title of such shares and the name of the purchaser shall be entered in the register as a member of the company, and he shall not be bound to see to the application of the purchase money, nor shall his title to the said shares be affected by irregularity or invalidity in the proceedings in reference to the forfeiture or sale. The remedy, if any of the former holder of such shares and of any person claiming under or through him shall be against the Company and in damages only.

BORROWING POWERS

11. The directors may raise or borrow for the purposes of the company's business such sums of money as they think fit and may secure the repayment of or raise any such sum or 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 unissued capital or by the issue at such price as they think fit of bonds or debentures, either charged upon the whole or any part of the property and assets of the company, present and future, including its uncalled or unissued capital, or not so charged, or in such other way as the Directors may think expedient.

12. A register of the holders of the debentures of the company shall be kept at the registered office of the company and shall be open to the inspection of such holders and of any member of the company subject to such restrictions as the company in General Meeting may from time to time impose. The Directors may close such register for such period or periods as they may think fit, not exceeding in the aggregate thirty days in each year.

GENERAL MEETING

13. (a) A General Meeting of the Company shall be held in each calendar year at such time and place and on such date as the Directors shall appoint. In default of a General Meeting being as held at any time during the next succeeding month, by any two members in the same manner as nearly as possible as that in which General Meetings are to be convened by the Directors. The aforesaid General Meeting shall be called the "Ordinary General Meeting" and other General Meetings shall be called the "Extra-Ordinary General Meetings"

(b) The quorum for transaction of business at any General Meeting shall be two members personally present and holding or representing by proxy not less than one tenth of the share capital of the Company for the time being issued.

NOTICE OF GENERAL MEETINGS

14. (a) A general meeting, ordinary or extra-ordinary meeting, may with the consent in writing of all members for the time being be convened on a shorter notice than seven days or without notice.

(b) Notice of adjourned meeting shall not be requisite in any case.

(c) Any resolution in writing signed by all the members of the Company for the time being entitled to receive such notice shall be valid and effectual as if it had been passed at a meeting duly called, held and conducted.

SEAL

15. The seal of the Company shall not be affixed to any instrument except by the authority of resolution of the Board of Directors and in the presence of two Directors, and such Directors shall sign every instrument to which the seal of the company is so affixed in their presence.

VOTES OF MEMBERS

16. (a) On a show of hands on a poll every member is entitled to vote for each share of which he is the holder or represented by proxy.

(b) No member shall be entitled to vote at any general meeting unless all calls or other sums present payable by him in respect of shares in the Company have been paid.

(c) On a poll, votes may be given either personally or by proxy.

(d) The instrument appointing a proxy shall be in writing under the hand of the appointer duly authorized in writing, or, if the appointer is a corporation, either under a seal, or under the hand of an officer or attorney duly authorized. A proxy need not be a member of the Company.

(e) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or notarized or a certified copy of that power or authority shall be deposited at the registered office of the Company not less than forty-eight 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 or proxy shall be treated as void.

(f) The instrument appointing a proxy may be in the following or any other form which the Directors shall approve.

TACOM IMPORT & EXPORT LIMITED

"I.....ofin the district of.....being a member of the **TACOM IMPORT & IMPORT LIMITED** hereby appoint.....of.....as my proxy, to vote for me and on my behalf at the (ordinary or extra-ordinary, as the case maybe) general meeting of the company to be held on theday of2024 and at any adjournment thereof."

Signed this.....day of 2024.

DIRECTORS

17. Unless and until the Company in General Meeting shall otherwise determine the number of Directors shall not be less than two nor more than four and the first Directors shall be the following persons:

- 1. GREYSON MATHEW KIPANGA**
- 2. YUNG-KUAN LIU**

18. A Director shall not be required to hold a share qualification but shall nevertheless be a person possessed of experience and with competence relevant to the business of the Company.

19. The quorum of Directors for transacting business shall unless otherwise fixed by the Directors, be two. The chairman of the board of directors shall have a second or casting vote in case of equality of votes.

20. A memorandum in wiring signed by a majority of the Directors for the time being and posted in an or attached to the Minute Book shall be as effective for all purposes as a resolution of the Directors passed at a meeting duly convened, held and constituted.

21. Any Director may from time to time appoint any person to be an alternate or substitute Director for a period not exceeding twelve months. The appointee while he holds office as an alternative Director shall be entitled to notice of meetings of the Directors and to attend and vote thereat as a Director in the place of the Director so appointing him, but he shall not require any qualification and shall not be entitled to remuneration otherwise than out of the remuneration of the Director appoint him.

Any appointment so made may be revoked at any time by the appointer and any appointment or revocation under this clause shall be affected by notice in writing signed by the appointer and delivered to the Secretary of the Company.

22. A Director may, in addition to his directorship, be employed by and may hold any office or place of profit or otherwise under the Company (except that of Auditor) upon such terms as to remuneration or otherwise as the Directors may arrange. A Director of the Company may also accept office as a director of any other Company promoted by the Company or in which the Company is interested, and may subscribe for or otherwise acquire shares in such Company and shall not be accountable for any benefits received by him as a Director or member of such Company.

23. A Director may act by himself or by his firm in a professional capacity for the Company and him or his firm shall be entitled to remuneration for his services as if he were not a director.

24. A Director or intending Director shall not be disqualified by his office from entering into a contract or agreement with the Company, either as vendor, purchaser, manager, agent, broker or otherwise and no such contract or arrangement or any arrangement entered into by or on behalf of the Company with any person, firm or company in which any Director shall be in any way interested, shall be avoided, nor shall any Director holding such office or so contracting or being so interested be liable to account to the Company for any profit realized by any such contract or arrangement by reason of such Director holding the office of Director or fiduciary relation thereby established. Any Director so contracting or being so interested as aforesaid shall disclose at the Board Meeting at which the contract or arrangement is determined upon the nature of his interest then existing, or in any other case at the first Board Meeting after the acquisition of his interest and a Director shall not as a Director vote in respect of any contract or arrangement in which he is so interested as aforesaid and if he do so his vote shall not be counted, but this prohibition shall not apply to any contract by or, on behalf of the Company to give to the Directors or any of them any security by way of indemnity or security for advances or to a settlement or set-off of cross-claim, and it may at time or times be suspended or relaxed by a General Meeting and shall be suspended and relaxed as long as and during any period in which the number of directors does not exceed two. A general notice that a director is a member of any specified firm or company and is to be regarded as interested in any transaction with such firm or company, shall be sufficient disclosure under this clause, and after such general notice it shall not be necessary to give any special notice relating to any particular transaction with such firm or company as aforesaid.

DISQUALIFICATION OF DIRECTORS.

25. The office of directors shall be vacated:

- (a). If he becomes bankrupt or insolvent or compounds with his creditors.
- (b). If he becomes prohibited from being a director by law.
- (c). If he becomes of unsound mind or is found lunatic in pursuance to an application for admission for treatment or an order made by a court having jurisdiction.
- (d). If he gives the company one month's notice in writing that he resigns his office.
- (e). If the company by extra ordinary resolution resolves to determine his appointment as a director.
- (f). If he absents himself from two meetings of the Board without notice.

But any act done in good faith by a Director whose office is vacated as aforesaid shall be valid unless, prior to the doing of such act, notice shall have been made in the Directors minute book stating that such Director has ceased to be a Director of the Company.

MANAGING DIRECTOR

26. The Directors may from time to time appoint one or more of their body to be Managing Director or Manager for such period and upon such terms as they may think fit and may vest in any Managing Director or Manager such of the powers of the Directors (excepting the power to make calls, forfeit shares or issue debentures) as they may think fit but the exercise of such powers shall be subject to such regulations and restrictions as the directors may from time to time make and impose and may at any time be withdrawn, revoked or varied.

27. Any General Meeting may resolve that any money investments or other assets forming part of undivided profits of the company standing to the credit of the reserve fund or any capital redemption reserve fund or in the hands of the company and available for distribution be capitalized and distributed amongst such of the shareholders as would be entitled to receive the same if distributed by way of dividend and in the same proportion on the footing that they become entitled thereto as capital and that all or any part of such capitalized fund be applied on behalf of such shareholders in paying up in full either at par or at such premium as the resolution may provide, any unissued shares or debentures or debenture stock of the company which shall be distributed accordingly in or towards payment of the uncalled liability or any liability on any issued shares or debentures or debenture stock and to such shareholders in full satisfaction of their interest in the said capitalized sum.

28. With the sanction of an Extra Ordinary Resolution of the members, any part of the assets of the Company, including any shares in or securities of other companies in specie, may be vested in trustees for the benefit of such members, and the liquidation of the company may be closed and the Company dissolved, but so that no member shall be compelled to accept any shares whereon there is any liability.

ALTERATIONS OR ADDITIONS

29. Subject to the provision of the Companies Act and to those contained in the Memorandum of Association, the Company may by special resolution make alterations or additions to the Articles of Association and any such alterations or additions as made shall be as valid and effectual as if originally contained in these articles and be subject in like manner to alteration by special resolutions.

WINDING UP

30. If the company is wound up the liquidator may, with sanction of a special resolution of the company and any other sanction required by the act divide amongst the members in the specie the whole or any part of the assets of the company and may, for those purposes, set such value as deem fair upon any property to be divided any may determine how such division shall be carried out as between the members or different classes of members. The liquidator may, with like the sanctions, vest the whole or any part of the assets in trustees upon such trusts for the benefits of the members as the liquidator, with the like sanction, shall determine, but no member shall be compelled to accept any shares or other securities upon which there is liability.

INDEMNITY

31. Subject to the provisions of the act, but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the company shall be indemnified out of the assets of the company against any liability occurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favor, or in which he is acquitted or in connection with any application under section 481 of the act in which relief is granted to him by the court from liability for negligence, default, breach of trust in relations to the affairs of the company.

NAME, ADDRESS, AND DESCRIPTIONS OF SUBSCRIBER	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE
GREYSON MATHEW KIPANGA P. O. BOX 100114, DAR ES SALAM SUBSCRIBER	1,000	<i>Ces</i>
YUNG-KUAN LIU P. O. BOX 100114, DAR ES SALAM SUBSCRIBER	5,000	<i>[Handwritten Signature]</i>
YING-FU LIU P. O. BOX 100114, DAR ES SALAM SUBSCRIBER	4,000	F. Liu

Dated at Dar Es Salam as this 24 day of 01, 2024

WITNESS TO THE ABOVE SIGNATURE

NAME: *Respius Renatus Simo*

SIGNATURE: *[Handwritten Signature]*

ADDRESS: *46242 Dar es Salaam*

QUALIFICATION: *Advocate*

