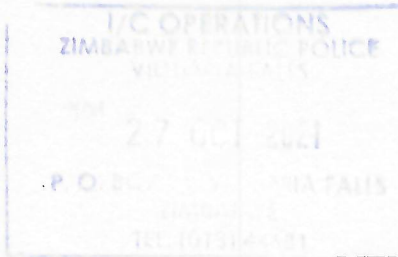


**COMPANIES AND OTHER BUSINESS ENTITIES ACT
(CHAPTER 24:31)**



COMPANY LIMITED BY SHARES



MEMORANDUM AND ARTICLES OF ASSOCIATION

OF

RAMVIC CHEMICALS (PRIVATE) LIMITED

Presented for filling by: Mist Corporate services
Office 5 & 6 Mimosa House 4th Floor
9th & JMN Nkomo
Bulawayo
(02922)62039/0773446084



12 OCT 2021

PREPARED BY: Macdonald Misheck Siriza

.....

Chartered Secretary

REGISTRAR OF COMPANIES
CEX 2

13 OCT 2021

P.O. BOX 214, BULAWAYO
ZIMBABWE

I/C OPERATIONS
ZIMBABWE PUBLIC POLICE
VICTORIA FALLS
27 OCT 2021
P.O. BOX 12 VICTORIA FALLS
ZIMBABWE
TEL (09) 24481



COMMISSIONER OF POLICE

ZIMBABWE

COMPANIES AND OTHER BUSINESS ENTITIES ACT (CHAPTER 24:31)

MEMORANDUM OF ASSOCIATION
OF
RAMVIC CHEMICALS (PRIVATE) LIMITED

#1800
90439880
08/10/21
Aoyo

1. The name of the Company is **Ramvic Chemicals (Private) Limited**
2. The registered office of the company will be in **Zimbabwe**
3. The objects for which the Company is established are-

2/a) To.....

RAMVIC CHEMICALS (PRIVATE) LIMITED

27 OCT 2021

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- a) To carry on the trade or business of pharmaceuticals, manufacturing, and distribution of medical and laboratory equipment and accessories, personal protective equipment together with any other business usually carried on in connection therewith.
- b) To carry on the business or trade of medical services , surgeries, maternity homes, nursing homes, medical supplies, consumables, medical and laboratory equipment and accessories, medical care products, distribution of explosives for use in laboratories together with any other business usually carried on in connection therewith
- c) To carry on the business or trade in investments together with any other business usually carried on in connection therewith.
- d) To carry on the business or trade of manufacturing, wholesale or retail in mechanical engineering, landscaping, driveway, steel fabrication, boiler making, mill wrights, drafting, engineering manufacturing workshop dealing with steel boards, steel structures, guttering, trusses, and carpentry together with any other business usually carried on in connection therewith.
- e) To carry on the business or trade of printing, selling and distribution of computers and computer consumables, information technology, information technology networking, information technology consulting, website developments, software development, software selling and distribution, computer and IT hardware servicing and repairs, together with any other business usually carried in connection therewith
- f) To carry on the business or trade in manufacturing, selling and distribution of building materials, building equipment and hardware together with any other business usually carried on in connection therewith.
- g) To carry on the business or trade of buying, selling, distribution and maintenance of solar panels ,garage proprietors and service station of all kinds, buying and selling of petroleum products such as petrol, diesel, oil, paraffin, together with all or any other business usually carried on in connection therewith.
- h) To carry on the business of general merchants together with any other business usually carried on in connection therewith.
- i) To carry on the business of, coffee shops , bakery ,catering, restaurants and take away, selling and distribution of catering equipment, events management together with any other business carried on in connection therewith
- j) To carry on the business of horticulture, farming, agriculture produce dealers, retail wholesale, fresh foods, hardware, importing and exporting together with any other business usually carried on in connection therewith.
- k) To carry on the business or trade of supplying various fire commodities hardware and software together with all or any other business usually carried on in connection therewith.
- l) To carry on the business or trade in mining, exploration activities, mineral processing, buying and selling minerals, selling and distribution of mining equipment, mining explosives, personal protective clothing together with any other business usually carried on in connection therewith.

3/m)To.....

RAMVIC CHEMICALS (PRIVATE) LIMITED

- m) To carry on the business of selling of automotive parts, selling and distribution of new and used motor vehicles, automotive engineering, motor vehicle repairs, car clearing together with any other business carried on in connection therewith.
- n) To carry on the business or trade of transportation of people, goods together with any other business usually carried on in connection therewith.
- o) To carry on the business or trade in manufacturing and distribution of household and Industrial cleaning chemicals together with any other business usually carried on in connection therewith.
- p) To carry on the business or trade of real estate, accommodation rental, property improvements and development together with any other business usually carried on in connection therewith.
- q) To carry on the business or trade of selling and distribution of liquor, together with any other business usually carried on in connection therewith.
- r) To carry on the business or trade of manufacturing, importing, exporting and providing clothing, jewellery, hair products and cosmetics together with any other business usually carried on in connection therewith.
- s) To carry on the business or trade of farming, retail and wholesale of agriculture produce, animal rearing, cattle ranching and animal processing together with any other business usually carried on in connection therewith.
- t) To carry on the business or trade of manufacturing and recycling as well as wholesale and retail of food, beverages, household appliances, cleaning materials, hardware goods, computer and computer consumables or accessories and motor vehicle spare parts.
- u) To carry on trade or business of importers and exporters, carriers, warehousemen, distributors, agents, franchisees, franchisors, storekeepers, publishers, printers.
- v) To purchases or take in exchange or lease , or to rent , occupy or otherwise acquire any lands, buildings and any other properties in Zimbabwe or elsewhere , businesses, farm lands, houses , rights or other interest therein and to carry out mining activities .
- w) To erect any building and machinery on, or cultivate and otherwise utilize, any lands for the time being belonging to the company wherever the same may be situated.
- x) To acquire by grant, purchase , license, or otherwise , any patents , patents rights , brevets, inventions , copyrights , trademarks , protections and concessions which may appear likely to be advantageous or useful to the company ,or which it may be desirable for the Company to possess and to use and turn to account and to manufacture under or grant licenses or privileges in respect of the same , and to expend money in experimenting upon and testing and in improving or seeking to improve any patents , inventions , or rights which the Company may acquire or propose to acquire.
- y) To do all or any of the matters hereby authorized either alone or in conjunction with or as factors or agents for other companies or individuals.

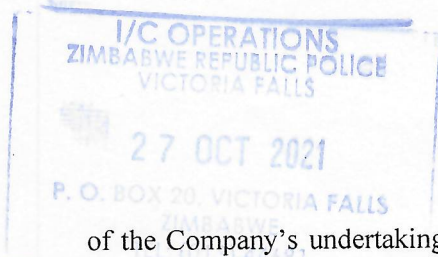
4/z) To....

RAMVIC CHEMICALS (PRIVATE) LIMITED

- z) To do all or any of the matters hereby authorized under any trade name as may from time to time be authorized either in whole or part , with any other company , person or persons carrying on any business or business similar to that or those of this Company, and upon the terms either that (as far as is consistent with this memorandum) this Company , or the company ,person or persons , with whom it shall make the arrangement, or some other company, person or persons shall carry on the amalgamated business ,or to sell to any other company, person or persons all or any part of the Company's business or property , and for all or any of the said purposes to promote any new company and take shares or debentures , debenture stock or other securities in any such new or other company as partial or entire payment or consideration and to hold or sell new or other company as partial or entire payment or consideration and to hold or sell such shares or debentures or debentures or debenture stock or other securities , or to distribute or allot them amongst the shareholders of this Company.
- aa) To purchase, take or otherwise acquire, adopt , or undertake all or any part of the business, goodwill, property , assets , liabilities and transactions of any person or company carrying on any business which this Company is authorized to carry on, or possessed of property suitable for the purpose of the Company.
- bb) To sell, improve ,manage, develop, alter, exchange, lease, mortgage ,let out or hire dispose of ,turn to account or otherwise deal with all or any part of the property and rights of the Company, and to sell or dispose of the undertaking of the Company , or any part thereof , upon such terms and for such consideration as the Directors of the Company may think fit and in particular for shares , debentures or securities of any other company having objects similar to those of this company.
- cc) To associate with the Company any operations ,undertaking or business in which all or any of the Directors, or any firm , company or corporation of which they or any of them are or is or may be members or a member , upon such terms and conditions as the Directors of the Company for the being may determine.
- dd) To lend money or give credit to such persons ,firms, companies or corporations , and on such terms as to the Directors of the Company may seem expedient , and in particular to customers of and persons having dealings with the company , to become guarantee or surety for any persons having dealings with the Company
- ee) To make ,draw ,accept ,endorse ,discount ,execute , issue and negotiate bills of exchange , promissory notes ,mortgages ,debentures, bills of lading warrants and other negotiate or transferable instruments or securities and to maintain any current call, savings ,deposit, or other account with any financial or other institution.
- ff) To borrow or raise money on such terms and to such an extent as to the Directors of the Company may seem expedient and in particular by issue of bills of sale, mortgages, debenture, or debenture stock, perpetual or otherwise, charged upon the whole or any part

5/of...

RAMVIC CHEMICALS (PRIVATE) LIMITED



Certified a true copy
of the
COMMISSIONER



of the Company's undertaking, upon such terms as the Directors may for the time being think fit, and to redeem, purchase or pay off any such securities.

- gg) To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined by the Directors.
- hh) To remunerate any person, firm or company rendering services to this Company whether by cash payment or by the allotment to him or them of shares or securities of the Company, credited as paid in full or part or otherwise.
- ii) To pay the costs, charges and expenses, preliminary and incidental to the formation, registration and establishment of the Company, and to the issue of any capital and securities of the company.
- jj) To effect insurances against all or any of the risks incurred in the course of the Company's business, or in respect of all or any of the Company's property, either with insurers, insurance companies or underwriters, or by joining mutual insurance, indemnity or protection societies, to join and contribute to any combination of employees engaged in the businesses similar to those of the Company for the purpose of protection against workers' trade unions or against harassing legislation, or for any purpose indicative to the interest of the Company.
- kk) To act as agents or brokers, and as trustees or nominees for any persons, firm or company, either gratuitously or otherwise, and to undertake and perform sub-contracts and also to act in any of the business of the Company through or by means of agents, brokers, sub-contractors or others.
- ll) To enter into arrangement with any Government or authority (supreme, local, municipal or otherwise) or any corporation, company or person that may seem conducive to the Company's objects or any of them and to obtain from any such Government, authority, corporation, company or person, any charter, contract, decree, right, privilege, and concession which the Company may think desirable, and to carry out, exercise, and comply with any such charter, contract, decree, right, privilege and concession.
- mm) To distribute among the members, or any class or classes of the members, or any individual of this Company, but also that no distribution amounting to a reduction of the capital be made except with the sanction (if any) for the time being required by law.
- nn) To establish agencies or branches for the purpose of the Company, and to regulate and discontinue them.
- oo) To procure the Company to be registered in any foreign country.
- pp) To do all such other things as are or may be deemed to be incidental or conducive to the attainment of the above objects or any of them.
- 4. The liability of the Members is Limited.
- 5. The share structure of the Company will consist of 100 000 (One Hundred Thousand) ordinary shares.

The shares of the company may be increased or decreased from time to time in accordance with law and the Articles of Association of the company by increasing or decreasing the number of its shares or creating other classes of shares with the power to divide the shares in the original or any increased capital into several classes and to attach there to respectively any preferential, deferred, qualified or special rights, privileges or conditions.

6/We.....

We, the persons, whose names, addresses and occupations are subscribed, 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 opposite our respective name:

Names addresses and Occupation of Subscribers:	Number of Shares taken by each Subscriber:	Signature of Subscribers:
Ronald Onai Magumise 7570 Mkosana Victoria Falls Business Person	51 000 (Fifty one thousand)	
Mukoti Mercy Mushangwe 7570 Mkosana Victoria Falls Business Person	49 000 (forty nine thousand)	

Date at Bulawayo this 29th day of September 2021

Witness to above signatures: 

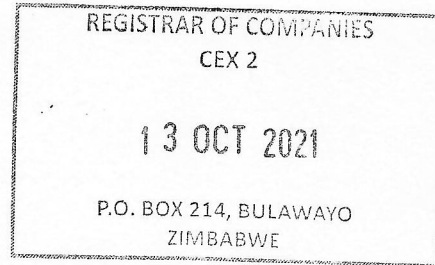
Full name: Sibusiso Sibanda

Address: 493 Nkulumane
Bulawayo

Occupation: Business Consultant

RAMVIC CHEMICALS (PRIVATE) LIMITED

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COMPANIES AND OTHER BUSINESS ENTITIES ACT
(CHAPTER 24:31)

ARTICLES OF ASSOCIATION

OF

RAMVIC CHEMICALS (PRIVATE) LIMITED

1. The regulations contained in table B in the 6th Schedule (Model Articles and bylaws) of Companies and Other Business Entities Act Chapter (24:31), shall apply.
2. 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 members of the company, exclusive of persons who are in the employment of the company and of persons who have been formerly in the employment to the members of the company, is limited to fifty.

2/(C) Provided....

RAMVIC CHEMICALS (PRIVATE) LIMITED

27 OCT 2021

P. O. BOX 22, VICTORIA FALLS
ZIMBABWE

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verified a true copy
of the original
COMMISSIONER OF POLICE

- (c) Provided that were two or more persons holding on one or two shares in the company jointly they shall for the purpose of this regulation be treated as single member.
- (d) Save as provided by the last paragraph of this Article no share shall be transferred to any person unless and until the rights of pre-emption, hereinafter conferred shall be exhausted.
- (e) Any invitation to the public to subscribe for any shares or debentures of the company is prohibited.
- (f) Any shareholder desiring to transfer or dispose of any of that Shareholder's Shares called the "Vendor" shall give thirty days written notice (called "offer notice") to each of the remaining shareholders upon the terms and at a price specified in the offer notice.
- (g) If after the expiry of the notice the total number of shares for which offers have been received from each of the remaining shareholders is equal to or greater than the number of shares which the Vendor has offered to transfer, the Vendor shall transfer to or amongst the remaining shareholders who shall have made offers on a pro rata basis: provided that none of the remaining shareholders shall be obliged to take more than the maximum number of shares so notified to the Vendor.
- (h) If after the expiry of the offer notice number of shares for which offers have received from each of the remaining shareholders is less than the number which the Vendor has offered to transfer has offered, the Vendor shall for a period of sixty days only from the date of expiry of the offer be entitled to transfer to any person at the same price and upon the same terms as were one of these exceptions.
- (i) The provision hereof relating to transfer of shares shall not apply to a transfer of merely for the purpose of effectuating the appointment of new trustee, nor to a transfer by personal representative of a deceased member to heir an intestate or to a legatee or heir under the Will provided to the satisfaction of the Board that the transfer bona fide falls within one of these exceptions.
3. The directors may, in their absolute discretion and without assigning any reason therefore, decline to register any transfer of any share, whether or not it is fully paid share.
4. Subject to the Act, a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings or, being corporations, by their duly authorized representative shall be as valid and effective as if the same had been passed at a general meeting of the company duly company convened and held.
5. The subscribers to the memorandum shall be the directors of the company and shall hold once until directors of the company are appointed by the company in general meeting.

3/we.....

RAMVIC CHEMICALS (PRIVATE) LIMITED

27 OCT 2021

P. O. BOX 20, VICTORIA FALLS

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11
COMMISSIONER OF OATH

We, the persons whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of these Articles of Association.

Signature	Full name(s)	Occupational and Address
-----------	--------------	-----------------------------

.....*Ronald Onai Magumise*.....

Ronald Onai Magumise

Business Person

7570 Mkosana

Victoria Falls

.....*Mukoti Mercy Mushangwe*.....

Mukoti Mercy Mushangwe

Business Person

7570 Mkosana

Victoria Falls

This Day 29th of September 2021

WITNESS TO THE ABOVE SIGNATURES:-

SIGNATURE*Sibusiso Sibanda*.....

FULL NAMES

**Sibusiso Sibanda
493 Nkulumane
Bulawayo**

OCCUPATION

Business Consultant

RAMVIC CHEMICALS (PRIVATE) LIMITED

