

REPUBLIC OF SOUTH AFRICA

DR OKAFOR CHYK INC

Reg. No. 2022/481278/21

Registered in terms of the Companies Act 71 of 2008

and

Companies Amendment Bill 40 of 2010

on

11/05/2022



South African Revenue Service

Please note that it is compulsory for registered companies to submit their income tax returns. If a company is dormant, it is still required to submit any outstanding returns to prevent a penalty being imposed. SARS will be imposing CIT Administrative penalties.

The penalties range from R250 to R16 000 per month. Companies that have outstanding CIT returns are requested to submit their returns on time to prevent penalties being imposed.

CJ & ASSOCIATES

ACCOUNTING OFFICERS, MASTER TAX PRACTITIONERS AND MANAGEMENT CONSULTANTS

HEAD OFFICE

No 32
Wesley Street
MTHATHA
5100

TEL: 047 532 5001
FAX: 047 532 3738

POSTAL ADDRESS

No 32
Wesley Street
MTHATHA
5100

cell: 083 523 8007

EAST LONDON OFFICE

247 OXFORD STREET
SOUTHERNWOOD
EAST LONDON - 5201
VAT NO. 4940 240 361

or 073 542 3241
or 073 955 3050

website: www.cjassociates.co.za
email: andoh@cjassociates.co.za



CJ & ASSOCIATES

REGISTRATION OF NEW COMPANY : DR OKAFOR CHYK INK
REGISTRATION NUMBER : 2022/481278/21
DATE OF INCORPORATION : 11/05/2022

We enclose herewith a full set of company documents as at date of registration:

- Notice CoR 14.3 – Registration Certificate.
- Form CoR 14.1 – Notice of Incorporation.
- Form CoR 14.1 – Annexure A – Notice of Incorporation Initial directors of the Company.
- Form CoR 15.1-Standard Short Form of Private Companies Memorandum of Incorporation (MOI)

We also enclose the following post-registration documents, to be signed by a director and retained with the company documents:

- Minutes of the meeting of the current directors.
- Share certificate issued in favour of the current shareholders.

We also enclose our application forms for the change of the name and principal business of the company, as well as directors and registered address, should you want us to make the change for you.

ACCOUNTING OFFICERS

CHARLES ANDOH, Bcom. Acc. Hons, Mcom-Tax, DMS-UK, MBA-Finance -UK, SAIBA, MIAC(SA), MTP-SA
ZOLISWA L. MAVUSO -Ndip. Pub. Mangt.; TT-SA (SAIT), SAIM [CERTIFIED TAX PRACTITIONER], SAIBA-6182
NOSIPHO TSHEMESE - NDIP-INTERNAL AUDITING, B TECH-Int.Audit.; SAIBA - 5842; GTP(SA)-44299916
ADETUTU O. OSIGWE ; Ndip-Acc; HNDip-Acc; MBA; BAP-SA - (SAIBA) ; GTP-SA (SAIT)
SIKELELA SIJADU ; Ndip-Fin.Acc; BAP - SA (SAIBA); TT-SA
MEMBER - THE INSTITUTE OF ACCOUNTING & COMMERCE (MIAC-SA) PRACTICE NUMBER AO-653 619
MEMBER - THE SOUTH AFRICAN INSTITUTE OF BUSINESS ACCOUNTANTS (SAIBA) PRACTICE NUMBER 274
TAX PRACTITIONERS, MANAGEMENT CONSULTING, SHARE & BUSINESS VALUATIONS, COY. REG. etc..
CHARLES MALIK & ASSOCIATES CC t/a CJ & ASSOCIATES - CK NO. 2005 042 166 23

Our Reference: 2022/481278/21

Date: 11/05/2022

E-mail: CAPE@PTY-ONLINE.CO.ZA

Dear Business Owner

**WHAT TO DO AFTER REGISTERING A COMPANY
DR OKAFOR CHYK INC (2022/481278/21)**

Congratulations on registering your company. The Companies and Intellectual Property Commission (CIPC) wishes you all the best in your business endeavours.

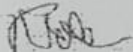
Registering your company is only the first step in managing it. Throughout its life span, a company is required to maintain its information and legal status with the CIPC. Failure to do so may have serious consequences for your company and your business activities, as it may result in deregistration, investigation, administrative fine or prosecution.

The Companies Act, 2008 places compliance requirements on all registered entities throughout its life cycle, which includes any changes to the company information, annual return filings (which includes filing of annual financial statements or financial accountability supplements) and deregistration. **Set out on the next few pages is an easy guide to assist you with retrieving your company registration documents and managing your company compliance obligations. The table is not a legal document but rather a guide to some of the most pertinent requirements that must be adhered to.**

Please ensure that the CIPC always has the latest contact details for the directors or the authorised representative so that important information relating to annual returns, director changes and pending deregistration can be transmitted efficiently and effectively to the correct person. For more information about any of the requirements listed below, please direct your enquiry to:

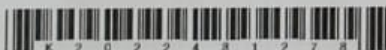
- Website: www.cipc.co.za / enquiries
- Tel: 086 100 2472

Kind regards



Commissioner: CIPC
Adv Rory Voller

The Companies and Intellectual Property Commission of South Africa
P.O. Box 429, Pretoria, 0001, Republic of South Africa
Docex 256, Pretoria
Contact centre 086 100 2472
www.cipc.co.za



NOTICE TO CUSTOMERS

Dear Customer,

Kindly find below a guide on how to download your new company registration documents from the CIPC website.

It should be noted that the MOI (Memorandum of Incorporation) for companies registered via the CIPC SST's, website or banks, is not included in the registration certificate. Customers are required therefore to download the MOI from the CIPC website after registration.

RETRIEVAL OF REGISTRATION CERTIFICATE (COR14.3) or MOI (INCORPORATION) DOCUMENTS AFTER REGISTRATION VIA SST, BANKS AND WEBSITE:

- Visit the CIPC website at www.cipc.co.za and click on On-line transacting/Certificates and Disclosures.
- Log in with your customer code and password.
- Confirm correct details by clicking on "edit customer details" - ensure that the e-mail and cell phone number are correct.
- Click on certificate and disclosures
- Click on MOI Documents - select transaction

PLEASE NOTE

- Any person may download the registration certificate (CoR14.3 or MOI Documents) after registration.
- The screen will only display the first 10 records under your customer code, if your transaction does not appear, kindly indicate the enterprise number starting with a K and the tracking number of the transaction in the provided fields.

For more information kindly refer to the CIPC website www.cipc.co.za or log a ticket via the Enquiries option.

Kind Regards,



Commissioner: CIPC
Adv Rory Voller

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Companies and Intellectual
Property Commission
a member of the dti group

Compliance Activity	Notes	Process/Form
Retrieving your Company MOI Documents and Certificates for E-Service New Company registration	<ul style="list-style-type: none"> Confirm correct cell phone and e-mail address by editing / updating your customer profile. Go to www.cipc.co.za / click on On-line transactions / login with customer code and password / click on edit customer details. Only the directors may retrieve company documents. Each director must register their own customer code and password. The ID of the director links to all the companies he/she is a director. 	<ul style="list-style-type: none"> Go to www.cipc.co.za Click on On-line transacting Login with customer code and password Click on Certificates and Disclosures Click on MOI Documents – select transaction The system generates the document and send it to the customer's e-mail address.
Annual Returns	<ul style="list-style-type: none"> Due on anniversary date of company's incorporation date. Must be filed within 30 business days of its due date. Must be filed electronically via the CIPC website. A fee is payable at the time of filing that is dependent on the turnover of your business. An Annual return is not the same as a tax return which is filed with SARS. Failure to file the annual returns will result in your company being deregistered. 	A step-by-step guide on how to file annual returns can be viewed on the CIPC Annual Return website (annualreturns.cipc.co.za) by clicking on the link at Step 4.
Financial Statements	<ul style="list-style-type: none"> All companies (except external companies) are required to prepare financial statements within 6 months after its financial year end. Some companies are required to audit financial statements. Please refer to Companies Regulation 28 read with Companies Regulation 26. All companies (except external companies) must file with its Annual Return either Annual Financial Statement or Financial Accountability Supplement. Please refer to section 33 of Companies Act, 2008 read with Companies Regulations 28, 29, 30 and 33. 	Refer to the CIPC website www.cipc.co.za / maintaining your company for detailed explanation of process and requirements.
Changes in directors or auditors	<ul style="list-style-type: none"> CIPC must be notified of any changes in the directorship of your company within <u>10 business days</u> of such change on a form CoR39. CIPC must also be notified of any changes to the auditor (appointment, resignation or removal) of your company within 10 business days of such change on a form CoR44. <p>Note: The appointment of an auditor for certain category of companies, e.g. private or non-profit companies are not mandatory but such may be required if the company reaches certain thresholds. Refer to sections 28 – 31 of the Companies Act, and Companies Regulations 24 – 30 relating to financial record keeping, access to such information and</p>	Refer to the CIPC website www.cipc.co.za / maintaining your company for detailed explanation of process and requirements.

The Companies and Intellectual Property Commission of South Africa
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Docex 256, Pretoria
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COMPANIES AND INTELLECTUAL PROPERTY COMMISSION REPUBLIC OF SOUTH AFRICA

FORM COR 14.3 - REGISTRATION CERTIFICATE

Issue date: 11/05/2022
Print date: 11/05/2022
Customer code: CGSWPE
Tracking number: 112188386

Concerning

DR OKAFOR CHYK Inc 2022/481278/21

The above company has been registered in terms of section 14 of the Companies Act, 2008.

In accordance with the Notice of Incorporation, the registration of the company takes effect on 11/05/2022.

In conjunction with this certificate, the Commission has not issued another notice contemplated in section 12 (3).



Commissioner: CIPC

DNL DNL

About this Notice

This Notice is issued in terms of section 14 of the Companies Act, 2008, and Regulation 14 of the Companies Regulations, 2011.

If the Commission has altered the name of the company, in terms of section 14 (2) (b), the company may file an amended Notice of Incorporation to change the name.

If the Commission has issued a Notice of a Potentially Contested Name in conjunction with the Certificate, the company must serve that Notice on each person identified in the Notice, and any such person has the right to challenge the use of the name, by the company.

The Companies and Intellectual Property Commission of South Africa
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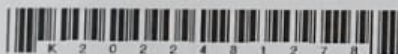


**Certificate issued by the Companies and Intellectual Property Commission
on Wednesday, May 11, 2022 09:51
Registration Certificate**



Registration number	2022 / 481278 / 21
Enterprise name	DR OKAFOR CHYK INC
Enterprise shortened name	NOT APPLICABLE
Enterprise translated name	NOT APPLICABLE
Registration date	11/05/2022
Business start date	11/05/2022
Enterprise type	PERSONAL LIABILITY COMPANY
Enterprise status	IN BUSINESS
Financial year end	FEBRUARY
Type of MOI	NON-STANDARD (COR15.1B)
Main business/main object	NO RESTRICTION ON BUSINESS ACTIVITIES
Postal address	NO 10 THUMA STREET IKWEZI EXT MTHATHA 5100
Address of registered office	NO 10 THUMA STREET IKWEZI EXT MTHATHA 5100

The Companies and Intellectual Property Commission of South Africa
P.O. Box 429, Pretoria, 0001, Republic of South Africa
Docex 256, Pretoria
Contact centre 086 100 2472
www.cipc.co.za



Certificate issued by the Companies and Intellectual Property Commission
on Wednesday, May 11, 2022
Registration Certificate



Registration number 2022/481278/21
Enterprise name DR OKAFOR CHYK INC

Auditors

Directors

Surname and first names	Status	ID number or date of birth	Director type	Appointment date	Addresses
OKAFOR, CHIKE FRANCIS	ACTIVE	7202036892185	DIRECTOR	11/05/2022	Postal NO 10 THUMA STREET, IKWEZI EXT, MTHATHA, 5100 Residential NO 10 THUMA STREET, IKWEZI EXT, MTHATHA, 5100

The Companies and Intellectual Property Commission of South Africa
P.O. Box 429, Pretoria, 0001, Republic of South Africa
Docex 256, Pretoria
Contact centre 086 100 2472
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DR OKAFOR CHYK INC

Minutes of a meeting of director/s of DR OKAFOR CHYK INC (2022/481278/21) held at No 10 Thuma Street, Ikwezi Ext, Mthatha, 5100 on 11/05/2022.

PRESENT: Chike Francis Okafor

INCORPORATION: It was noted that the company had been incorporated under certificate number 2022/481278/21 issued by the CIPC on 11/05/2022.

DIRECTORS: It was noted that the following persons had been appointed director/s of the company:
Chike Francis Okafor

SHARES: It was noted that 1,000 ordinary no par value shares had been authorised.

ISSUE OF SHARES: It was resolved that the following authorised shares be issued:

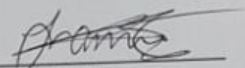
NAME OF SHAREHOLDER	NUMBER OF SHARES	DISTINCTIVE NUMBERS	CERTIFICATE NUMBER
Chike Francis Okafor	1,000	1 - 1,000	1

DIRECTORS: It was noted that the following persons had been appointed director/s of the company:
Chike Francis Okafor

PUBLIC OFFICER: It was resolved that Chike Francis Okafor be and is hereby appointed the public officer of the company.

REGISTERED OFFICE: It was noted that the registered office of the company was situated at: No 10 Thuma Street, Ikwezi Ext, Mthatha, 5100 and the postal address No 10 Thuma Street, Ikwezi Ext, Mthatha, 5100.

YEAR END: It was noted that the year end of the company was registered as being Last day of February of each year.


CHAIRMAN

ATTENDANCE REGISTER

Chike Francis Okafor

Companies and Intellectual Property Commission
Republic of South Africa

Form CoR 14.1

- This form is issued in terms of section 13 of the Companies Act, 2008, and Regulation 14 of the Companies Regulations, 2011.
- A profit company may be incorporated by an organ of state, or by one or more persons. A non-profit company may be incorporated by an organ of state, a juristic person, or by three or more persons.
- To each of paragraphs 1, 2, 3, 6 and 7, you must select one option, by ticking the appropriate box.
- Annexure A must be completed and attached.
- Annexure B is required only if you tick the 3rd option at paragraph 6.
- Annexure C is required only if you tick the 2nd option at paragraph 7.
- The basic filing fee is R175 if the company's Memorandum of Incorporation is in Form 15.1A or 15.1C, or R475 in any other case.
- An MOI in Form CoR 15.1A, 15.1B, 15.1C, 15.1D or 15.1E or unique to the company must be attached.
- A company is not registered until the Commission has issued a Registration Certificate in Form CoR 14.3.

Contacting the
Commission

The Companies and Intellectual
Property Commission of South Africa

Postal Address

PO Box 429
Pretoria 0001
Republic of South Africa
Tel: 086 100 2472
www.cipc.co.za

Notice of Incorporation

Customer Code: CGSWPE

From: SHELF COMPANY WAREHOUSE (CAPE)

(Name, address and identity or registration number of Incorporator)
(If there are multiple incorporators, each must be listed. Use a separate sheet.)

Name: Chike Francis Okafor

Address: No 10 Thuma Street, Ikwezi Ext, Mthatha, 5100

No 10 Thuma Street, Ikwezi Ext, Mthatha, 5100

Identity/Reg No: 720203 6892 185

- The incorporators have incorporated a juristic person to be registered as a:
☐ State Owned Company ☐ Public Company
☒ Personal Liability Company ☐ Private Company
☐ Non Profit Company
- The incorporation of the company is to take effect on
☒ The date of the registration certificate is issued
☐ _____, if later than the registration date.
- The company's first financial year will end on Last day of February
- The company's registered office address is
No 10 Thuma Street, Ikwezi Ext, Mthatha, 5100
No 10 Thuma Street, Ikwezi Ext, Mthatha, 5100
- There is/are One initial director/s of the company, as listed in Annexure A.
- The company name is to be:
☐ The company's registration number, followed by the elements required by section 11 (3).
☒ The name currently reserved or registered under # 9365660932 for use by _____
☐ The first of the names set out on annexure B that proves to be eligible, in terms of Regulation 14 (1) (b)(iii).
- The company's Memorandum of Incorporation, attached in Form CoR 15.1B (indicate form number) or unique ☐ (tick if appropriate)
☒ has no provision of the type contemplated in section 15 (2) (b) or (c).
☐ has provisions of the type contemplated in section 15 (2) (b) or (c), as listed in Annexure C.

I declare that the information in this application is true. If I am not the applicant, I declare that the Applicant has authorised me to make this application.
Signature _____ Date 11 May 2022

For Commission
Use only

Commission file number: _____

Date filed: _____

DR OKAFOR CHYK INC

Forms:

CoR 14.1

CoR 14.1 Annexure A

CoR 15.1B

May 11, 2022

**Companies and Intellectual Property Commission
Republic of South Africa**

Form CoR 14.1

Annexure A

- This form is issued in terms of section 13 of the Companies Act, 2008, and Regulation 14 of the Companies Regulations, 2011.
- Annexure A must be completed and attached to the Notice of Incorporation when it is filed.
- A public company, or a state owned company, must have at least 3 initial directors.
- A non-profit company must have at least 3 initial directors.
- A private company, or a personal liability company, must have at least 1 initial director.
- A company is not registered until the Commission has issued a Registration Certificate in Form CoR 14.3

**Contacting the
Commission**

The Companies and Intellectual
Property Commission of South Africa

Postal Address

PO Box 429
Pretoria 0001
Republic of South Africa
Tel: 086 100 2472

www.cipc.co.za

**Notice of Incorporation
Initial Directors of the Company**

The incorporators confirm that each person named below has consented to being appointed in terms of section 66 (7) (b) as a director of the company, whose Memorandum of Incorporation is attached.

Full name / former name, if any: Chike Francis Okafor

Identity number: 720203 6892 185

Nationality: Nigerian

Passport number, if not South African N/A

Date of appointment Date of incorporation

Designation in the company Director

Residential address: No 10 Thuma Street, Ikwezi Ext, Mthatha, 5100

Business address No 10 Thuma Street, Ikwezi Ext, Mthatha, 5100

Postal address No 10 Thuma Street, Ikwezi Ext, Mthatha, 5100

Occupation Medical Doctor

South African resident: Yes (Yes) (No)

**For Commission
Use only**

Commission file number:

Date filed:

**Companies and Intellectual Property Commission
Republic of South Africa**

**Form CoR 15.1B
Long Standard Form
for Profit Companies**

- This form is issued in terms of section 13 of the Companies Act, 2008, and Regulation 15 of the Companies Regulations, 2011.
- This form may be used only to incorporate a private company.
- A private company may be incorporated by one or more persons.
- The incorporators must complete this form by—
 - (a) Filling in the Name of the Company, unless it is to be completed by the Commission in terms of Regulation 14 (b) (i) or (iii);
 - (b) inserting the number of directors and alternate directors in the spaces provided;
 - (c) inserting the number of authorised shares, in the space provided; and
 - (d) each signing and dating the form on a line of the Table.
- There are 11 pages in this form. If filing by paper, all 11 pages must be filed.
- This Form must be filed with Form CoR 14.1, Notice of Incorporation, and required annexures and fees

**Contacting the
Commission**

The Companies and Intellectual
Property Commission of South Africa

Postal Address

PO Box 429
Pretoria 0001
Republic of South Africa
Tel: 086 100 2472

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
**Memorandum of Incorporation
of**

(Insert Name of Company) DR OKAFOR CHYK INC

which is a profit company, has at least One director(s) and nil alternate director(s), is authorised to issue securities as described in Article 2, and is referred to in the rest of this Memorandum of Incorporation as "the Company"...

Adoption of Memorandum of Incorporation

This Memorandum of Incorporation was adopted by the incorporators of the Company, in accordance with section 13 (1), as evidenced by the following signatures made by each of them, or on their behalf (only required in the case of new company registrations).

Name and address	Identity or Registration #	Signature	Date
Chike Francis Okafor No 10 Thuma Street, Ikwezi Ext, Mthatha, 5100	720203 6892 185		11/05/2022

Article 1 - Incorporation and Nature of the Company

In this Memorandum of Incorporation—

- (a) a reference to a section by number refers to the corresponding section of the Companies Act, 2008;
- (b) words that are defined in the Companies Act, 2008, bear the same meaning in this Memorandum as in that Act.
- (c) words appearing to the right of an optional check line are void unless that line contains a mark to indicate that it has been chosen as the applicable option.

The Schedules attached to this Memorandum are part of the Memorandum of Incorporation.

1.1 Incorporation –

- (1) The Company is incorporated as from date of incorporation as a -
 - ☐ state owned company, as defined in section 8 (2) (2).
 - ☐ private company, as defined in section 8(2)(b).
 - ☒ personal liability company, as defined in section 8(2)(c).
 - ☐ public company, as defined in section 8(2)(d).
- (2) The Company is incorporated in accordance with and governed by -
 - (a) the unalterable provisions of the Companies Act, 2008; and
 - (b) the alterable provisions of the Companies Act, 2008, subject to the limitations, extensions, variations or substitutions set out in this Memorandum; and
 - (c) the provisions of this Memorandum of Incorporation.

1.2 Powers of the Company

- (1) The Company -
 - ☒ is not subject to any provisions contemplated in section 15 (2)(b) or (c).
 - ☐ is subject to provisions contemplated in section 15 (2)(b) or (c), as set out in Part A of Schedule 1.
- (2) The purposes and powers of the Company-
 - ☒ are not subject to any restrictions, limitations or qualifications, as contemplated in section 19 (1)(b)(ii).
 - ☐ are subject to the restrictions, limitations or qualifications contemplated in section 19 (1)(b)(ii), as set out in Part A of Schedule 1.

1.3 Memorandum of Incorporation and Company rules

- (1) This Memorandum of Incorporation of the Company-
 - ☒ may be altered or amended only in the manner set out section 16, 17 or 152 (6) (b).
 - ☐ may be altered or amended in the manner set out in section 16, 17 or 152 (6)(b), subject to the provisions contemplated in section 16 (2), as set out in Part B of Schedule 1.
- (2) The authority of the Company's Board of Directors to make rules for the Company, as contemplated in section 15 (3) to (5) -
 - ☒ is not limited or restricted in any manner by this Memorandum of Incorporation.
 - ☐ is limited or restricted to the extent set out in Part B of Schedule 1.
- (3) The Board must publish any rules made in terms of section 15 (3) to (5) -
 - ☒ by delivering a copy of those rules to each shareholder by ordinary mail.
 - ☐ in accordance with the requirements set out in Part B of Schedule 1.
- (4) The Company must publish a notice of any alteration of the Memorandum of Incorporation or the Rules, made in terms of section 17 (1) –
 - ☒ by delivering a copy of those rules to each shareholder by ordinary mail.
 - ☐ in accordance with the requirements set out in Part B of Schedule 1.

1.4 Application of optional provisions of Companies Act, 2008

[This sub-article is not to be used in the case of a public company]

(1) The Company -

X does not elect, in terms of section 34 (2), to comply voluntarily with the provisions of Chapter 3 of the Companies Act, 2008.

_____ does elect, in terms of section 34 (2), to comply voluntarily with the provisions of Chapter 3 of the Companies Act, 2008, to the extent set out in Part C of Schedule 1.

(2) The Company -

X does not elect, in terms of section 118 (1)(c)(ii), to submit voluntarily to the provisions of Parts B and C of Chapter 5 of the Companies Act, 2008, and to the Takeover Regulations provided for in that Act.

_____ elects in terms of section 118 (1)(c)(ii) to submit voluntarily to the provisions of Parts B and C of Chapter 5 of the Companies Act, 2008, and to the Takeover Regulations in terms of that Act, to the extent set out in Part C of Schedule 1.

Article 2 - Securities of the Company

2.1 Shares

(1) The Company is authorised to issue no more than -

1,000 (one thousand) shares of a single class of shares, with no nominal or par value, each of which entitles the holder to -

- (a) vote on any matter to be decided by a vote of shareholders of the company;
- (b) participate in any distribution of profit to the shareholders; and
- (c) share in the distribution of the company's residual value upon its dissolution.

_____ the maximum number of each of the classes of shares set out in Part A of Schedule 2, subject to the preferences, rights, limitations and other terms associated with each such class, as set out in Part A of Schedule 2.

(2) The authority of the Company's Board of Directors to increase or decrease the number of authorised shares of any class of the Company's shares, to reclassify any shares that have been authorised but not issued, to classify any unclassified shares, or to determine the preferences, rights, limitations or other terms of any class of shares, as set out in section 36 (2)(b) and (3) -

X is not limited or restricted by this Memorandum of Incorporation.

_____ is limited or restricted to the extent set out in Part A of Schedule 2.

[In the case of a public company]

(2A) The Company

X must not make an offer to the public of any of its securities.
(in the case of a private or personal liability company)

_____ may make an offer to the public of any of its securities.

(2B) The transferability of the shares of the Company -

_____ is no restricted

X is restricted as set out in Part F of Schedule 2.

(in the case of a private or personal liability company)

(3) The shareholders of the Company -

_____ do not have any pre-emptive right to be offered and to subscribe additional shares of the company.

X have a common pre-emptive right to be offered and to subscribe for additional shares of the company, as set out in Part A of Schedule 2.

- _____ have only such pre-emptive rights to be offered and to subscribe additional shares of the company, if any, as are set out in the preferences, rights, limitations and other terms associated with their respective classes of shares.
- (4) The pre-emptive right of the Company's shareholders to be offered and to subscribe for additional shares, as set out in section 39 -
 X is unconditional, and is not limited, negated or restricted in any manner contemplated in subsection (2) of section 39 - 4
 _____ is subject to the conditions, limitations, or restrictions set out in Part A of Schedule 3.
 _____ does not apply with respect to any shares of the Company.
- (5) The authority of the Company's Board of Directors to authorise the Company to provide financial assistance in relation to the subscription of any option or securities of the Company or a related or inter-related company, as set out in section 44 -
 X is not limited or restricted by this Memorandum of Incorporation.
 _____ is limited or restricted to the extent set out in Part B of Schedule 2.
- (6) The authority of the Company's Board of Directors to approve the issuing of any authorised shares of the Company as capitalisation shares, to issue shares of one class as capitalisation shares in respect of shares of another class, and to resolve to permit shareholders to elect to receive a cash payment in lieu of a capitalisation share, as set out in section 47 (1) -
 X is not limited or restricted by this Memorandum of Incorporation.
 _____ is limited or restricted to the extent set out in Part C of Schedule 2.
- (7) Securities of the Company are to be issued -
 _____ in uncertificated form, as contemplated in section 49 (2)(b).
 X in either certificated or uncertificated form, as the Board may determine.

2.2 Debt instruments

- (1) The authority of the Company's Board of Directors to authorise the company to issue secured or unsecured debt instruments, as set out in section 43 (2) -
 X is not limited or restricted by this Memorandum of Incorporation.
 _____ is limited or restricted to the extent set out in Part D of Schedule 2.
- (2) The authority of the Company's Board of Directors to grant special privileges associated with any debt instruments to be issued by the company, as set out in section 43 (3) -
 X is not limited or restricted by this Memorandum of Incorporation.
 _____ is limited or restricted to the extent set out in Part D of Schedule 2.

2.3 Registration of beneficial interests

- The authority of the Company to allow the Company's issued securities to be held by, and registered in the name of, one person for the beneficial interest of another person, as set out in section 56 (1) -
 X is not limited or restricted by this Memorandum of Incorporation.
 _____ is limited or restricted to the extent set out in Part E of Schedule 2.

Article 3 - Shareholders

3.1 Shareholders' right to information

In addition to the rights to access information set out in section 26 (1), every person who has a beneficial interests in any of the Company's securities or any other specified person, has the further rights to information, if any, set out in Part A of Schedule 3 of this Memorandum of Incorporation.

3.2 Shareholders' authority to act

- (1) If, at anytime, there is only one shareholder of the Company, the authority of that shareholder to act without notice or compliance with any other internal formalities, as set out in section 57 (2) -
 X is not limited or restricted by this Memorandum of Incorporation.
 is limited or restricted to the extent set out in Part A of Schedule 3.
- (2) If, at anytime, every shareholder of the Company is also a director of the Company, as contemplated in section 57 (4), the authority of the shareholders to act without notice or compliance with any other internal formalities, as set out in that section -
 X is not limited or restricted by this Memorandum of Incorporation.
 is limited or restricted to the extent set out in Part A of Schedule 3. 5

3.3 Representation by concurrent proxies

The right of a shareholder of the Company to appoint persons concurrently as proxies, as set out in section 58 (3)(a) -
 X is not limited, restricted or varied by this Memorandum of Incorporation.
 is limited, restricted or varied to the extent set out in Part B of Schedule 3.

3.4 Authority of proxy to delegate

The authority of a shareholder's proxy to delegate the proxy's powers to another person, as set out in section 58 (3)(b) -
 X is not limited or restricted by this Memorandum of Incorporation.
 is limited or restricted to the extent set out in Part B of Schedule 3.

3.5 Requirement to deliver proxy instrument to the Company

The requirement that a shareholder must deliver to the Company a copy of the instrument appointing a proxy before that proxy may exercise the shareholder's rights at a shareholders meeting, as set out in section 58 (3) (c)
 X is not varied by this Memorandum of Incorporation.
 is varied to the extent set out in Part B of Schedule 3.

3.6 Deliberative authority of proxy

The authority of a shareholder's proxy to decide without direction from the shareholder whether to exercise, or abstain from exercising any voting right of the shareholder, as set out in section 58 (7) -
 X is not limited or restricted by this Memorandum of Incorporation.
 is limited or restricted to the extent set out in Part B of Schedule 3.

3.7 Record date for exercise of shareholder rights

If, at anytime, the Company's Board of Directors fails to determine a record date, as contemplated in section 59, the record date for the relevant matter is -
 X as determined in accordance with section 59 (3).
 as determined in the manner set out in Part C of Schedule 3.

Article 4 - Shareholders Meetings

4.1 Requirement to hold meetings

The Company -

☒ is not required to hold any shareholders meetings other than those specifically required by the Companies Act, 2008.
☐ is required to hold shareholders meetings, in addition to those specifically required by the Companies Act, 2008, as set out in Part A of Schedule 4.

4.2 Shareholders' right to requisition a meeting

The right of shareholders to requisition a meeting, as set out in section 61 (3), may be exercised -

☒ by the holders of at least 10% of the voting rights entitled to be exercised in relation to the matter to be considered at the meeting, as provided for in that section.

☐ by the holders of at least _____% of the voting rights entitled to be exercised in relation to the matter to be considered at the meeting, despite the provisions of that section (in the case of a percentage lower than 10).

4.3 Location of shareholders meetings

The authority of the Company's Board of Directors to determine the location of any shareholders meeting, and the authority of the Company to hold any such meeting in the Republic or in any foreign country, as set out in section 61 (9) -

☒ is not limited or restricted by this Memorandum of Incorporation.

☐ is limited or restricted to the extent set out in Part B of Schedule 4. 6

4.4 Notice of shareholders meetings

The minimum number of days for the Company to deliver a notice of a shareholders meeting to the shareholders, as required by section 62 -

☒ is as provided for in section 62 (1).

☐ is _____ business days before the meeting is to begin.

4.5 Electronic participation in shareholders meetings

The authority of the Company to conduct a meeting entirely by electronic communication or to provide for participation in a meeting by electronic communication, as set out in section 63 -

☒ is not limited or restricted by this Memorandum of Incorporation.

☐ is prohibited, limited or restricted to the extent set out in Part C of Schedule 4.

4.6 Quorum for shareholders meetings

(1) The quorum requirement for a shareholders meeting to begin, or for a matter to be considered are -

☒ as set out in section 64 (1) without variation.

☐ as set out in section 64 (1) subject to a minimum of _____% in substitution for the 25% required by that section.

(2) The time periods allowed in section 64 (4) and (5)

☒ apply to the Company without variation.

☐ apply to the Company, subject to the variations set out in Part D of Schedule 4.

(3) The authority of a meeting to continue to consider a matter, as set out in section 64 (9) -

☒ is not limited or restricted by this Memorandum of Incorporation.

☐ is limited or restricted to the extent set out in Part D of Schedule 4.

4.7 Adjournment of shareholders meetings

The maximum period allowable for an adjournment of a shareholders meeting is -

☒ as set out in section 64 (12), without variation.

☐ as set out in section 64 (12), subject to the variations set out in Part E of Schedule 4.

4.8 Shareholders resolutions

- (1) For an ordinary resolution to be adopted at a shareholders meeting, it must be supported by the holders of -
☒ more than 50% of the voting rights exercised on the resolution, as provided in section 65 (7).
☐ at least ____% of the voting rights exercised on the resolution, despite section 65 (7).
☐ at least the minimum percentage of the voting rights exercised on the resolution, as set out in Part F of Schedule 4.
- (2) For a special resolution to be adopted at a shareholders meeting, it must be supported by the holders of at least-
☒ 75% of the voting rights exercised on the resolution, as provided in section 65 (9).
☐ ____% of the voting rights exercised on the resolution, despite section 65 (7).
☐ the minimum percentage of the voting rights exercised on the resolution, as set out in Part F of Schedule 4.
- (3) A special resolution adopted at a shareholders meeting is -
☒ not required for a matter to be determined by the Company, except those matters set out in section 65 (11), or elsewhere in the Act.
☐ required, in addition to the matters set out in section 65 (11), for the matters set out in Part G of Schedule 4.

Article 5 - Directors and Officers

5.1 Composition of the Board of Directors

- (1) The Board of Directors of the Company comprises of at least One director/s, and nil alternate directors, to be elected by holders of the companies securities entitled to exercise voting rights, as contemplated in section 68.
- (2) In addition to the elected directors -
☒ there are no appointed or ex officio directors of the Company, as contemplated in section 66(4).
☐ there are ____ appointed, and ____ ex officio directors of the Company, as contemplated in section 66, to be designated in the manner specified in Part A of Schedule 5.
- (3) In addition to satisfying the qualification and eligibility requirements set out in section 69, to become or remain a director or a prescribed officer of the Company, a person -
☒ need not satisfy any further eligibility requirements or qualifications.
☐ must satisfy the additional eligibility requirements and qualifications set out in Part B of Schedule 5.
- (4) Each elected director of the Company serves for -
☒ an indefinite term, as contemplated in section 68 (1).
☐ a term of ____ years.
☐ a term in the manner set ou in Part C of Schedule 5.
- (5) The manner of electing directors of the Company is -
☒ as set out in section 68 (2).
☐ as set out in Part C of Schedule 5.
- (6) The authority of the Company's Board of Directors to fill any vacancy on the Board on a temporary basis, as set out in section 68 (3) -
☒ is not limited or restricted by this Memorandum of Incorporation.
☐ is limited or restricted to the extent set out in Part D of Schedule 5.

5.2 Authority of the Board of Directors

- (1) The authority of the Company's Board of Directors to manage and direct the business and affairs of the Company, as set out in section 66 (1)
☒ is not limited or restricted by this Memorandum of Incorporation.
☐ is limited or restricted to the extent set out in Part E of Schedule 5.
- (2) If, at any time, the Company has only one director, as contemplated in section 57 (3), the authority of that director to act without notice or compliance with any other internal formalities, as set out in that section -

X is not limited or restricted by this Memorandum of Incorporation.
 is limited or restricted to the extent set out in Part F of Schedule 5.

5.2A Liability of Directors

 X The company is a personal liability company and the directors and past directors are jointly and severally liable for the debts and liabilities of the company as contemplated in section 19 (3).

5.3 Directors' Meetings

- (1) The authority of the Company's Board of Directors to consider a matter other than at a meeting, as set out in section 74 -
 X is not limited or restricted by this Memorandum of Incorporation.
 is limited or restricted to the extent set out in Part G of Schedule 5.
- (2) The right of the Company's directors to requisition a meeting of the Board, as set out in section 73 (1), may be exercised—
 X by at least 25% of the directors, if the board has 12 or more members, or by 2 (two) directors, in any other case, as provided in that section; or
 by at least % of the directors, or by at least directors, despite the provisions of that section.
- (3) The authority of the Company's Board of Directors to conduct a meeting entirely by electronic communication, or to provide for participation in a meeting by electronic communication, as set out in section 73 (3) -
 X is not limited or restricted by this Memorandum of Incorporation.
 is limited or restricted to the extent set out in Part H of Schedule 5.
- (4) The authority of the Company's Board of Directors to determine the manner and form of providing notice of its meetings, as set out in section 73 (4) -
 X is not limited or restricted by this Memorandum of Incorporation.
 is limited or restricted to the extent set out in Part H of Schedule 5.
- (5) The authority of the Company's Board of Directors to proceed with a meeting despite a failure or defect in giving notice of the meeting, as set out in section 73 (5) -
 X is not limited or restricted by this Memorandum of Incorporation.
 is limited or restricted to the extent set out in Part H of Schedule 5. 8
- (6) The quorum requirement for a directors meeting to begin, the voting rights at such a meeting, and the requirements for approval of a resolution at such a meeting, are -
 X as set out in section 73 (5), without variation.
 as set out in section 73 (5) subject to the variations set out in Part H of Schedule 5.

5.4 Director's compensation and financial assistance

- (1) The authority of the Company to pay remuneration to the Company's directors, in accordance with a special resolution approved by the Company's shareholders within the previous two years, as set out in section 66 (8) and (9) -
 X is not limited or restricted by this Memorandum of Incorporation.
 is limited or restricted to the extent set out in Part I of Schedule 5.
- (2) The authority of the Company's Board of Directors, as set out in section 45, to authorise the Company to provide financial assistance to a director, prescribed officer or other person referred to in section 45 (2)-
 X is not limited or restricted by this Memorandum of Incorporation.
 is limited or restricted to the extent set out in Part I of Schedule 5.

5.5 Indemnification of Directors

- (1) The authority of the Company to advance expenses to a director, or indemnify a director, in respect of the defence of legal proceedings, as set out in section 78 (4) -

- X is not limited, restricted or extended by this Memorandum of Incorporation.
 is limited, restricted or extended to the extent set out in Part J of Schedule 5.
- (2) The authority of the Company to indemnify a director in respect of liability, as set out in section 78 (5) -
 X is not limited or restricted by this Memorandum of Incorporation.
 is limited or restricted to the extent set out in Part J of Schedule 5.
- (3) The authority of the Company to purchase insurance to protect the Company, or a director, as set out in section 78 (7) -
 X is not limited, restricted or extended by this Memorandum of Incorporation.
 is limited, restricted or extended to the extent set out in Part J of Schedule 5.

5.6 Committees of the Board

- (1) The authority of the Company's Board of Directors to appoint committees of directors, and to delegate to any such committee any of the authority of the Board, as set out in section 72 (1), and to include in any such committee persons who are not directors, as set out in section 72 (2)(a) -
 X is not limited or restricted by this Memorandum of Incorporation.
 is limited or restricted to the extent set out in Part K of Schedule 5.
- (2) The authority of a committee appointed by the Company's Board of Directors, as set out in section 72 (2) (b) and (c) -
 X is not limited or restricted by this Memorandum of Incorporation.
 is limited or restricted to the extent set out in Part K of Schedule 5.

Article 6 - General Provisions

Insert any further provisions in this or additional Articles.

Schedule 1 – Incorporation and nature of the Company

Part A

Insert—

- (a) any 'Ring fencing' provisions as contemplated in section 15 (2) of the Act; and
 (b) any provisions limiting the purposes or powers of the Company, as contemplated in section 19 (1)(b) of the Act. 9
 N/A

Part B

Insert—

- (a) any provisions relating to the amendment of the Memorandum of Incorporation, as contemplated in section 16 (2) of the Act;
 (b) any provisions relating to the Board's authority to make rules for the Company, as contemplated in section 15 (3) to (5) of the Act; and
 (c) any provisions relating to the publication of the notice of alternation as contemplated in section 17 (1) of the Act
 N/A

Part C

Insert—

- (a) any provisions to subject the Company to Chapter 3 of the Act on a voluntary basis, as contemplated in section 34 (2)

of the Act; and

- (b) any provisions to subject the Company to Parts B and C of Chapter 5 of the Act, and to the Takeover Regulations, on a voluntary basis as contemplated in section 118 (1)(c)(ii) of the Act.

N/A

Schedule 2 - Company Securities

Part A

Insert—

- (a) any provisions setting out the classes of authorised shares, and maximum number of authorised shares of each class, and the preferences, rights, limitations and other terms of each class of shares, as contemplated in section 36 (1) of the Act; and
- (b) any provisions respecting the authority of the Board to exercise powers relating to shares, as contemplated in section 36 (3) of the Act.

N/A

Part B

Insert any provisions restricting or limiting the authority of the Board to provide financial assistance to any person in relation to the subscriptions of securities or options, as contemplated in section 44 of the Act.

N/A

Part C

Insert any provisions restricting or limiting the authority of the Board with respect to the issuing of capitalisation shares, as contemplated in section 47 (1) of the Act.

N/A

Part D

Insert any provisions restricting or limiting the authority of the Board with respect to the issuing of debt instruments, as contemplated in section 43(2) or (3) of the Act.

N/A

Part E

Insert any provisions restricting or limiting the authority of the Company with respect to the registration of beneficial interests in the Company's securities, as contemplated in section 56 (1) of the Act.

Part F

- (a) If there is no shareholder's agreement dealing with the sale of all or any of a shareholder's shares, and a shareholder of the company desires to sell all or any of his shares, he shall give notice, in writing, of his intention to sell, to the directors of the company, and state the price he requires for the shares.
- (b) The directors shall within one month of the date of receipt of the notice referred to in Schedule 2 Part F (a) above advise every other shareholder of the company of the contents thereof and each such shareholder shall be entitled to acquire the shares so offered within one month after the date of the receipt of such advice: Provided that if more than one shareholder makes an offer for all of the shares so offered, the shares shall be sold to each such member in equal proportions, and where fractional proportions of shares remain, such shareholders shall become joint holders of such fractional proportions of the shares.
- (c) If the shareholders of the company are unable to agree upon the selling price of the shares, the auditor of the company may be requested to determine the true and fair value thereof and the shareholders shall accept that value as the selling

price of the shares.

- (d) If none of the shareholders of the company offers to purchase the shares within the time referred to in Schedule 2 Part F (b) above, or if the shareholders of the company offer to purchase a part of the shares so offered, the shareholder who is offering the shares for sale may offer the shares or the remaining portion of the shares which have not been purchased by shareholders of the company, for sale to any other person and the directors shall approve the registration of the shares in the name of that person unless they have good reason to refuse such registration.

Schedule 3 - Shareholders

Part A

Insert -

- (a) *any provisions relating to information rights of any person in addition to those set out in section 26 (3) of the Act.*
- (b) *any provisions limiting or restricting the right of shareholders to act without meeting formal requirements, as contemplated in section 57 (2) or (4) of the Act.*
- (c) *any provisions limiting or restricting or setting conditions for the pre-emptive right of the Company's shareholders to be offered and to subscribe of additional shares, as set out in section 39.*

N/A

Part B

Insert any provisions relating to the powers of shareholders to appoint proxies, the appointment of proxies, and the powers of any such proxy, as contemplated in section 58 of the Act.

N/A

Part C

Insert any provisions respecting the fixing of a record date, as contemplated in section 59 of the Act.

N/A

Schedule 4 - Shareholders Meetings

Part A

Insert any provisions imposing a requirement to hold a shareholder's meeting.

N/A

Part B

Insert any provision limiting or restricting the authority of the Board to determine the location of shareholders meetings, or the authority of the Company to meet outside the Republic.

N/A

Part C

Insert any provision prohibiting, limiting or restricting the authority of the Board with respect to the use of electronic communication for shareholders meetings, as contemplated in section 63 of the Act.

N/A

Part D

Insert any provision respecting the quorum requirements for shareholders meetings, or varying the provisions of section 64 of the Act.

N/A

Part E

Insert any provision varying section 64 (13) of the Act with respect to the maximum period for adjournment of a shareholders meeting.

N/A

Part F

Insert—

- (a) *any provision establishing different requirements for adoption of an ordinary resolution for different matters;*
- (b) *any provision establishing different requirements for adoption of a special resolution for different matters; or*
- (c) *any provision imposing the requirement of a special resolution to approve any matter, as contemplated in section 65 (11) of the Act.*

N/A

Part G

Insert any provisions requiring a special resolution to be adopted for any matter in addition to the matters set out in section 65 (11) or elsewhere in the Act.

Schedule 5 - Directors of the Company

Part A

Insert any provisions establishing the rights of any person to appoint a director, or establishing the right of any person to be an ex officio director of the Company, or providing for the appointment or election of alternate directors.

N/A

Part B

Insert any provision imposing additional eligibility or qualification requirements for directors and prescribed officers of the Company.

N/A

Part C

Insert-

- (a) *any provision establishing an alternative manner of electing directors, as contemplated in section 68 of the Act.*
- (b) *any provisions establishing an alternative manner of determining the term to be served by any director.*

N/A

Part D

Insert any provision limiting or restricting the authority of the Board to temporarily fill a vacancy on the Board, as contemplated in section 68 (3) of the Act.

N/A

Part E

Insert any provision limiting or restricting the authority of the Board to manage and direct the business and affairs of the Company, as contemplated in section 66 (1) of the Act.

N/A

Part F

Insert any provision limiting or restricting the authority of a sole director to act without regard for formalities, as contemplated in section 57 (3) of the Act.

N/A

Part G

Insert any provision limiting or restricting the authority of the Board to consider a matter other than at a meeting, as contemplated in section 74 of the Act.

N/A

Part H

Insert any provision limiting, restricting or varying the authority of the Board with respect to the conduct of its meetings, as contemplated in section 73 of the Act.

N/A

Part I

Insert any provision limiting or restricting the authority of the Company to pay remuneration to its Directors, as contemplated in section 66 (8) of the Act, or limiting or restricting the authority of the Board to authorise the Company to provide financial assistance to a director, prescribed officer or any other party contemplated in section 45 (2) of the Act.

N/A

Part J

Insert any provision limiting, restricting or extending the authority of the Company to advance expenses to a director, indemnify a director, or purchase insurance to protect the Company or a director, as contemplated in section 78 of the Act.

N/A

Part K

Insert any provision limiting or restricting the authority of the Board with respect to the establishment of committees, of limiting or restricting the authority of a committee, as contemplated in section 72 of the Act.

N/A

NO. OF CERTIFICATE

1

Share Certificate

This certificate is issued in terms of the Companies Act, 2008, and Companies Regulations, 2011.

NO. OF SHARES

1,000

DR OKAFOR CHYK INC

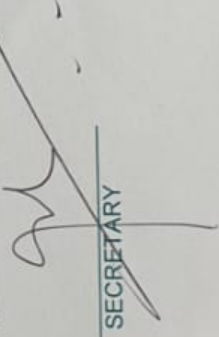
(Reg. No. 2022/481278/21)

This is to certify

DISTINCTIVE NUMBERS FROM - TO	NUMBER OF SHARES
1 - 1,000	1,000

that Chike Francis Okafor ID 720203 6892 185 of No 10 Thuma Street, Ikwezi Ext, Mthatha, 5100 is the Registered Proprietor of 1,000 ordinary no par value Fully Paid Shares each numbered as per margin inclusive in the above-named Company subject to the Memorandum of Incorporation and the Rules and Regulations of the Company.

Signed at M Thuma on 11 July 2022.


SECRETARY


DIRECTOR

DIRECTOR