

**FEDERAL REPUBLIC OF NIGERIA  
COMPANIES AND ALLIED MATTERS ACT, 1990**

**COMPANIES LIMITED BY SHARES**

**MEMORANDUM OF ASSOCIATION  
OF**

**RAVEYA ENGINEERING LTD**

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1. The name of the Company is: **RAVEYA ENGINEERING LTD**
2. The Registered office Company will be situated in Nigeria.
3. The objects for which the Company is established are:
  - 1 To carry on the business of engineering construction, procurement and installation of engineering services, road construction and maintenance, establishment and maintenance of a quarry & structural engineering, electronics and electrical engineering, chemical and petrochemical engineering, import and export of general goods, manufacturer and distribution of chemicals and allied products.
  - 2 To carry on the business of civil & structural engineering, electronics and electrical engineering, chemical and petrochemical engineering, import and export of general goods, manufacturer and distribution of chemicals and allied products.
  - 3 To carry on business of general engineering, construction services of every description, including the planning, design, erection, improvement, repair, alteration, maintenance and demolition of construction works. To engage (without prejudice to the generality of the foregoing) in the construction works. To undertake business of civil engineering construction as related to road construction and rehabilitation, construction and renovation etc.
  - 4 To carry on business of sales and supply of quarry materials, sales and services of construction equipment and machinery etc, general engineering, construction services of every description and to engage (without prejudice to the generality of the foregoing) in the construction of buildings.
  - 5 To acquire land, buildings and real estate of any description (including easements and other proprietary rights) and to hold, improve, alter, develop, let, sell or otherwise dispose of the same. To carry on business generally as dealers in landed property, property managers, general contractors, dealers, renovators, suppliers and property developers.

6. To carry on business of general contracts trading, marketing, sales and distribution of general goods, commission agents, manufacturers' representatives, general suppliers, general contractors, to buy, sell, manufacture and deal in all articles, substance, products, commodities, appliances and things used for or in connection with the company's business or required for commonly or usually bought, sold, manufactured or dealt in by persons carrying on any of the businesses herein mentioned, and to prepare, package, preserve and deal in general goods of all kinds and descriptions.
7. To buy, sell, export, import, prepare for market and deal in all kind of goods and raw materials in any part of the world, and generally, to carry on the business of general merchants and industrialists and distributors of all building materials.
8. To borrow or raise money in such manner as the company shall think fit and to secure the repayment of any money borrowed, raise, or owing, by mortgage, charge or lien upon the whole or any part of the company's property or assets.
9. To do all such other things as may be considered incidental or conducive to the attainment of the above objects or any of them.
4. The Company is a private company
5. The liability of the members is limited by share
6. The nominal share capital of the Company is 1,000,000.00 divided into 1000000 ordinary shares of 1.00 each

We, the several persons whose names and addresses are subscribed hereunder, 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 names.

SN	NAME AND ADDRESS OF SUBSCRIBER	NO. OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURES OF SUBSCRIBERS
1	<b>Name:</b> NWABUZOR ONYINYE NKIRUKA <b>Address:</b> 13, JIMOH FAROMBI DRIVE, IRE-AKARI ESTATE (ISOLO, LAGOS)	400000	<i>[Signature]</i>
2	<b>Name:</b> NWEZI CHUKWUKA ONYEBUCHI <b>Address:</b> 2, OLADIPUPO ODUWOLE STREET, OJODU, (LAGOS, LAGOS)	600000	<i>[Signature]</i>

Dated this 13th of September

Particulars of witness to the above signatures -

Name of Witness:

Ogorkhure Ezeani

Address of Witness

Plot 1229, Kleros Park Estate, Kukuwaka Dist. of Anambra

Occupation of Witness

Legal Practice



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**FEDERAL REPUBLIC OF NIGERIA  
COMPANIES AND ALLIED MATTERS ACT, 1990**

**COMPANIES LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION  
OF**

**RAVEYA ENGINEERING LTD**

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**1. INTERPRETATION**

- a. In this regulations, "the Act" means the Companies and Allied Matters Act.
- b. Unless the content otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Act.

**2. CLASS OF SHARES**

The company may from time to time issue classes of shares. It shall be the responsibility of the directors to determine the classes of shares to be issued. All the rights or restrictions attached to each particular class of shares shall be specified in the terms of issue but such rights may at any time be varied in accordance with the provisions of section 141 of the Act.

**3. RESTRICTIONS ON TRANSFER OF SHARES**

The directors may in their absolute discretion and without giving any reason, refuse to register any transfer of any share, whether or not it is fully paid share.

**4. PRE-EMPTIVE RIGHTS OF SHAREHOLDERS OF THE COMPANY**

The company shall not allot any new or unissued shares unless the same are offered in the first instance to all the shareholders or to all the shareholders of the class or classes being issued in proportion as nearly as may be to their existing holdings. The offer to existing shareholders shall be by notice specifying the number of shares to which the shares to which the shareholder is entitled to subscribe and limiting a time, not being less than twenty-eight days after the service of the notice, after the expiration of which the offer, if not accepted, will be deemed to be declined. On the receipt of an intimation from the shareholder that he declines to accept the shares offered or after the expiration of the stipulated time, as the case may be, the board of directors may, subject to the terms of any resolution of the company, dispose of the shares at a price not less than that specified in the offer, in such manner as they think most beneficial to the company. Regulations 4 and 5 above are not alterable except with the unanimous consent of all the members of the company.

#### 5. COMMISSIONS AND BROKERAGE

The company may exercise the powers of paying commissions conferred by section 131 of the Act, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the said section. Such commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other. The company may also on any issue of shares pay such brokerage as may be lawful.

#### 6. ALTERATION OF CAPITAL

The company may from time to time by ordinary resolution effect an alteration of its share capital in any of the ways set out in section 100 of the Act. Subject to the provisions of the Act on reduction of capital, the company may, whenever it considers it expedient to do so, by special resolution reduce its share capital, any capital redemption fund or any share premium account.

#### 7. MEETINGS

The annual general meeting shall be held at such time and place as the director shall appoint. The chairman, if any, of the board of directors shall preside as chairman at every general meeting of the company, or if there is no such chairman, or if he is not present within thirty minutes after the time appointed for the holding of the meeting or is unwilling to act, the director present shall elect one of their number to be chairman of the meeting. If at any meeting no director is willing to act as chairman or if no director is present within thirty minutes after the time appointed for the holding the meeting, the members present shall choose one of their number to be chairman of the meeting.



## 8. VOTING



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

## 9. THE SEAL

The directors shall provide for the safe custody of the seal, which shall only be used by the authority of the director or of a committee of the directors authorised by the director that behalf and every instrument to which the seal is affixed shall be signed by the director and countersigned by the secretary or by a second director or by some other person appointed by the directors for the purpose.

## 10. NOTICE

A notice may be given by the company to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within Nigeria) to the address, if any, within Nigeria supplied by him to the company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice and to have been effected at the expiration of seven days after the letter containing the same is posted.

SN	NAME AND ADDRESS OF SUBSCRIBER	SIGNATURES OF SUBSCRIBERS
1	Name: NWABUZOR ONYINYE NKIRUKA Address: 13, JIMOH FAROMBI DRIVE, IRE-AKARI ESTATE (ISOLO, LAGOS)	
2	Name: NWEZI CHUKWUKA ONYEBUCHI Address: 2, OLADIPUPO ODUWO STREET, OJODU, (LAGOS, LAGOS)	

Dated this 13th day of September

Particulars of witness to the above signatures: -

Name of Witness Ogochukwu Ezegor

Verify Electronic Stamp here: <http://stampduty.gov.ng/verification> Stamp Duty Cert. No: 2018-S440-32648-73202

Address of Witness:

Occupation of Witness:

Plot 1528, Kings Park Estate, Kukuha District, Abaya  
Legal Practice



Verify Electronic Stamp here: <http://stampduty.gov.ng/verification>

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