

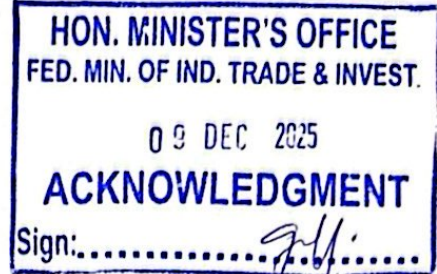
SAMUEL ESSON JONAH KBE OSG

21b Drake Avenue, Airport Residential, Accra, Ghana

+233 302 760 613

8th December, 2025

Dr. Jumoke Oduwale,
Minister of Industry, Trade and Investment
Federal Ministry of Industry, Trade & Investment,
Block H, Old Secretariat, Area 1, Garki,
Abuja, FCT, Nigeria.



Dear Honourable Minister,

PETITION ON THE UNLAWFUL EXPROPRIATION OF SHARES, EXTRAJUDICIAL REMOVAL OF DIRECTORS AND RETROSPECTIVE INVALIDATION OF CORPORATE FILINGS OF JONAHCAPITAL NIGERIA LTD AND HOUSES FOR AFRICA NIGERIA LTD BY THE REGISTRAR-GENERAL OF THE CORPORATE AFFAIRS COMMISSION (CAC), MR. HUSSAINI ISHAQ MAGAJI, SAN

Further to our letters of 15th of October 2025 and 13th November 2025, I write to formally lodge this complaint against the Registrar-General of the Corporate Affairs Commission (CAC), Mr. Hussaini Ishaq Magaji – a Senior Advocate of Nigeria, regarding the expropriation of my Shares, Removal of the current Directors and retrospective invalidation of Corporate Filings in JonahCapital Nigeria Ltd and Houses For Africa Nigeria Ltd.

By this action, Mr. Hussaini Ishaq Magaji, SAN (RG), reverted the status of the Company back to incorporation, which is 2006 in the case of JonahCapital and 2007, in the case of Houses for Africa Nigeria Ltd.

Honourable Minister, from the beginning of the ownership dispute, only three (3) filings were in contention and these disputed filings are the subject of litigation before the Federal High Court, and the Registrar General was duly served with the Originating Processes and Motion for Interlocutory Injunction weeks before the administrative actions complained of were taken.

[Find attached a copy of the proof of service]

Despite this knowledge, the Registrar-General reversed even the filings that have stood for almost twenty (20) years, most of which were never in contention.

4. Mr. Magaji's action has, by implication, granted administrative powers to the Honourable Minister, the law is settled that issues revolving around corporate governance and disputes arising from it fall exclusively within the jurisdiction of the Federal High Court pursuant to Section 251(1)(e) of the 1999 Constitution of the Federal Republic of Nigeria 1999 (as amended). Also, by Section 6(6)(b) of the Constitution of the Federal Republic of Nigeria (as Amended), judicial powers are vested in the Courts to determine disputes between persons and authorities.

6. By cancelling filings dating back to almost two (2) decades, the Suffice it to say that by inviting disputing parties, unilaterally cancelling filings, altering directorship records and expropriating shareholdings, the Registrar General has exercised judicial powers that the Constitution exclusively vests in the Courts.

7. This abrupt cancellations will also affect our ability to manage our company. The Registrar General, being a Senior Advocate of Nigeria, is fully aware of the settled legal principle that once a party is served with an application for injunction, that party must maintain status quo and refrain from taking any step capable of foisting a fait accompli on the Court.

Honourable Minister, the implication of Mr. Magaji's action is grave in so many ways as I shall enumerate below:

1. Mr. Magaji's action is likely to have far-reaching implications for my investment in River Park Estate. By altering the corporate records and destabilising the ownership and management structure of the company, causing potential economic losses of an unprecedented scale.
2. Mr. Magaji's unilateral cancellation is likely to adversely affect the company's banking relationships, thereby significantly destabilising the company's operations.
3. In the pending civil matters where our legal representatives have instituted suits on behalf of the company against the adverse party claiming ownership of River Park Estate, my companies may now be incapable of defending itself due to the Registrar-General's actions. The

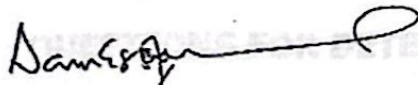
consequence is that the adverse party already defending claims may now be artificially positioned as **both Plaintiff and Defendant**.

4. Mr. Magaji's action has, by implication, granted administrative victory to one side of a dispute that is already before the Court.
5. The Corporate Affairs Commission had, in 2023, expressly directed all companies with foreign participation to increase their share capital to N100 million, which we promptly complied with to avoid penalties and regulatory sanctions.
6. By cancelling filings dating back to almost two (2) decades, the companies have now been placed in automatic default of CAC's own requirement, as the share capital of the company is now 1 million shares, hence exposing us to penalties and operational disruption.
7. This abrupt cancellations will also affect our ability to manage ongoing projects as well as protect our land, subscribers and other assets.
8. Also, it exposes our staff (local and foreign) to the risk of wrongful termination by the individuals whom Mr. Magaji has now purportedly installed as the management of the companies.

In view of the above, I respectfully urge you to use your good and esteemed office to direct the Registrar General to immediately reverse the administrative action purporting to restore the Company's status retroactively to the date of incorporation.

Kindly accept, Honourable Minister, the assurances of my highest regards.

Sincerely,



.....
Samuel Esson Jonah, KBE.

FORM 3
(O.3, R.9)

**IN THE FEDERAL HIGH COURT OF NIGERIA
IN THE ABUJA JUDICIAL DIVISION
HOLDEN AT ABUJA**

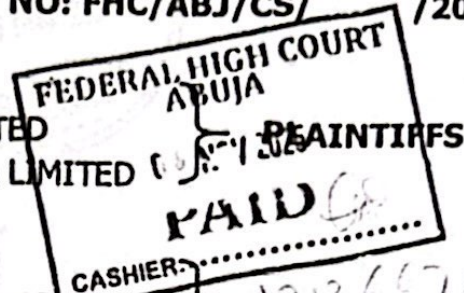
SUIT NO: FHC/ABJ/CS/2391/2025

BETWEEN:

1. JONAHCAPITAL NIGERIA LIMITED
2. HOUSES FOR AFRICA NIGERIA LIMITED

AND

1. CORPORATE AFFAIRS COMMISSION
2. ADENIRAN OLATOKUNBO OGUNMUYIWA



DEFENDANTS

ORIGINATING SUMMONS

LET the Corporate Affairs Commission of Plot 420, Tigris Crescent, Off Aguiyi Ironsi Street, Maitama, Abuja, and Adeniran Olatokunbo Ogunmuyiwa of Plot 1088, River Park Estate, Lugbe Abuja, FCT, within thirty (30) days after service of this summons on them, inclusive of the day of such service cause an appearance to be entered for them to this Summons which is issued upon the application of **JonahCapital Nigeria Limited and Houses for Africa Nigeria Limited** of C3/259, Richard Jonah Crescent, Off Shehu Musa Yar'adua Way, Airport Road, Abuja, FCT, who claim the reliefs set out in this Originating Summons, and who seeks the determination of the following questions, to wit:

QUESTIONS FOR DETERMINATION:

1. **WHETHER** by the combined effect of a Shareholders' Agreement executed in 2007, Heads of Agreement executed on 1st June 2012, the 2nd Defendant's letter dated 1st July 2017, Letters of Relinquishment of Shares filed on 27th August 2008, an Agreement of Sale attached as Annexure A to the Shareholders' Agreement dated 5th December, 2007,

1 | Page

1st DEFENDANT

Name -

Designation -

Address -

Page & Time -

Signature & Stamp



2nd DEFENDANT

Name -

Designation -

Address -

Page & Time -

Signature -

2. AN ORDER OF INTERLOCUTORY INJUNCTION restraining the 1st Defendant, the Corporate Affairs Commission (CAC), from taking any step whatsoever to alter the current records or status of the Plaintiffs/Applicants' Companies domiciled with it or to change the Plaintiffs' share capital, after the particulars of its current shareholders and directors or do anything that would undermine or that is capable of undermining, eroding and or diluting the Plaintiffs' share capital and the interest of the current shareholders of the Plaintiffs' companies, pending the hearing and determination of the substantive suit.

CT+

IN THE FEDERAL HIGH COURT OF NIGERIA
IN THE ABUJA JUDICIAL DIVISION
HOLDEN AT ABUJA

SUIT NO: FHC/ABJ/CS/2391/2025

BETWEEN:

1. JONAHCAPITAL NIGERIA LIMITED
2. HOUSES FOR AFRICA NIGERIA LIMITED

**PLAINTIFFS/
APPLICANTS**

AND

1. CORPORATE AFFAIRS COMMISSION
2. ADENIRAN OLATOKUNBO OGUNMUYIWA

**DEFENDANTS/
RESPONDENTS**

FEDERAL HIGH COURT
ABUJA

CASHIER

MOTION ON NOTICE

**SECTIONS 6(6)(B) AND 36 OF THE CONSTITUTION OF THE
FEDERAL REPUBLIC OF NIGERIA, 1999 (AS AMENDED), ORDER
26 RULES 1 AND 2 OF THE FEDERAL HIGH COURT (CIVIL
PROCEDURE) RULES 2019 AND UNDER THE INHERENT
JURISDICTION OF THIS HONOURABLE COURT**

TAKE NOTICE that the Honourable Court will be moved on the _____ day of _____, 2025, at the hour of 9 O'clock in the forenoon or so soon thereafter as Counsel may be heard on behalf of the Plaintiffs/Applicants praying the Honourable Court for the following reliefs:

1. **AN ORDER OF INTERLOCUTORY INJUNCTION** restraining the 1st Defendant, the Corporate Affairs Commission (CAC), from taking any step whatsoever to alter the current records or status of the Plaintiffs/Applicants' Companies domiciled with it or to change the Plaintiffs' share capital, alter the particulars of its current shareholders and directors or do anything that would undermine or that is capable of undermining, eroding and or diluting the Plaintiffs' shares capital and the interest of the current shareholders of the Plaintiffs' companies, pending the hearing and determination of the substantive Suit.

1 | Page

1st DEFENDANT

Name —
Designation —
Address —
Date & Time —
Signature —



2nd DEFENDANT

Name —
Designation —
Address —
Date & Time —
Signature —