

THE COMPANIES ACT 2002

\*\*\*\*\*

COMPANY LIMITED BY SHARES

\*\*\*\*\*

MEMORANDUM

And

ARTICLES OF ASSOCIATION

OF

ALRAIS DEVELOPMENT CO. LTD

.....

*Incorporated this day of 2008*

.....

Drawn by:  
MRS. SHAZMA ABDUL RAHIM ZAKARIA  
SUBSCRIBER  
P.O. BOX 16322  
DAR ES SALAAM - TANZANIA

Certified True Copy of the Original  
Sign: *[Signature]* Date: *05/03/2020*  
ROSEMARY E. MWAIPOPO, Advocate,  
Notary Public & Commissioner for Oaths

THE COMPANIES ACT, 2002  
COMPANY LIMITED BY SHARES  
MEMORANDUM OF ASSOCIATION  
OF

ALRAIS DEVELOPMENT CO. LTD.

5000/=

31/12/2015  
22-24-05  
51619696  
9791918  
Alrais

5000/=

31/12/2015  
22-24-05  
51619696  
9791918  
Alrais

1. The name of the company "ALRAIS DEVELOPMENT CO. LTD."
2. The Registered office of the Company will be situated in Tanzania.
3. The objects for which the Company is established are:-
  - (a) To carry on the business of construction, civil engineering, building contractors, building materials, road construction, road maintenances, bridges, concrete platforms, landscaping, ground leveling, tunnels, aqueducts canals, river training, dams, irrigation works, construction of any kind of buildings, hotels, guest house, Inns, real estates and generally execution of civil works of all kinds and nature
  - (b) To build, construct, alter, improve, enlarge, repair, maintain, develop, demolish, remove or replace, and to work, manage, carry out or control works of all descriptions, including but not limited to offices, water works, gasworks, reservoirs, electrical, power, factories, mills, warehouse, shops, playgrounds, stores, garages and other buildings, roads, machinery and plants, which may, in the opinion of the directors of the Company, be likely to advance directly or indirectly the Company's interests; to clear sites for the same, to contribute to, subsidies or otherwise assist in the building, construction, alternation, repair, improve, enlargement, maintenance, development, demolition, removal, replacement, working, management, carrying out or control. To be professional services contractors, fumigation agents, renovators.
  - (c) To carry on the business and act as managers of investments and investment company, property managers, insurance agents, real estate developers, developers, valuers, decorators, engineers and generally to able to carry out activities of any description with regards to land, property and real estate, investment in any type of buildings, lands, securities, bonds, property, shares and any property act as a holding

- oil distributors and open small oil shops, importation of petroleum and oil products, to run petrol stations, import and export of general business, retail, wholesaler, and all general merchandise.
- (j) To carry on the business of general traders, merchants, suppliers of general goods, commission agents, manufacturers representative and to buy, sell, hire, manufacture, barter trade deal in property, spare and machinery of every description goods and services of general merchandise of all kinds and transact any and every description of agency, distribution, marketing, commercials, industrial, manufacturing of petroleum oil, fuel depots, oil extraction, oil purification and sale the same, mercantile, insurance and financial business, general services of all kinds of goods and general merchandise.
  - (k) To carry on the business of plant hire, machinery hire, transport of plants, machinery, from different places within Tanzania, distributors of plants, machinery, and agents of such plants, machinery, its accessories and operate garages, workshops, yards, and deal in the same plants, machineries, its spares, accessories and all similar merchandise.
  - (l) To engage in and or otherwise carry on the business as consultants, advisers, managers, taxation consultants, trustees, financial advisers, book keepers and registrars or transfer agents for any company, individual or undertaking.
  - (m) To carry on the business of advisors and problems relating to the administration and organization of industry and business and the training of personnel for industry and business and to carry on all or any of the businesses of industrial, businesses and personnel consultants, and to advise upon means and methods for extending, developing and improving all types of businesses and industries and all systems or processes relating to the production, storage, distribution, marketing and sale of goods or relating to the rendering of services.
  - (n) To engage in research into all problems relating to industrial, business and personnel management and to distribution, marketing and selling and to collect, prepare and distribute information and statistics relating to any type of industry or business and to promote or propose such methods, procedures and measures as may be considered desirable or beneficial for or in connection with all or any of the Company's objects.
  - (o) To carry on the business of importers, exporters, distributors general merchants, general store-keepers, universal providers, wholesale and/or retail traders, dealers of piece wood, paints, hardware, glassware, scrap

metal, crockery, cutlery, ironmongery, turners and other household fittings and requirements, other articles and commodities of personal, household use and consumption provisions, textiles, groceries, medicines, drugs, beers, wines, spirits, liquors, chemical, surgical, optical, photographic and other instruments, apparatus and materials, motor vehicles, automobiles and generally in all manufactured goods of all types and merchandise of all kinds. To carry on the business of timber and sawmill proprietors, tree fellers, woodworkers, joiners, carpenters, wood and timber merchants, woodwork contractors, and to buy, sell, mine, prepare for market, import, export and deal in minerals, tree logs, hardboards, soft boards, building materials, hardwares, oil, paints, varnishes and generally to deal in articles of all kinds in the manufacturers of which timber or wood is used.

- (p) To carry on as an investment and a holding company and to hold or acquire shares in various companies and to buy, underwrite, invest in, subscribe for acquire and/or hold shares, stock, bonds, obligations and securities issues or guarantee by the company or body corporate or unincorporated, or by any person, society or government authority and to sell, deal in and turn to account the same and to exercise and enforce all rights and powers conferred by or incidental to the ownership.
- (q) To carry the business of importers, exporters, buying, selling, dealers in building materials, hardware, sanitary-ware, wall papers, roofing tiles, flooring tiles, supplying industrial equipments agricultural implements and equipments spares of every description, plumbers, decorators, steel fabrication machine shop, nickel plating, electric plating, making steel windows, doors, frame and roof tresses.
- (r) To carry on any business relating to the manufacturing assembling, repairing, maintenance, importation, exportation, preparing for market, packing, distribution and supply or otherwise deal in all kinds and classes of goods and materials such as computers, electronic equipment, television sets, radios, typewriters, academic materials, electrical parts and accessories of every kind whether manufactured or otherwise, both wholesale and retail and for such purpose to operate shops, stores, warehouses, workshops, factories, training centres or any other establishment necessary or convenient for the stated activities of the Trust.
- (s) To carry on the business of big game hunter, trapping and collection of Wild, live birds for sale and export within outside Tanzania, to sell, improved export, and imports, prepare, deal and trade in carvings, painting, curios, export, and provide game sanctuary facilities and to organize of safaris and expeditions. Discover, hunt, shoot, photograph,

capture animals, birds, game and fish of all kinds including reptiles, marine products, pottery crafts, crustacean, salt, mangrove sea shells, groceries, vegetables, cereals goods, fruits and all allied products of every description.

- (t) To carry on the business gardening and general food processors packers and suppliers, to be general suppliers of hard foods stuffs and agricultural crops, to be grain millers and food mixers to be general exporters of fresh fruits vegetables and flowers, to act as agents of buying and selling all kinds of motor vehicles, General supplies, buying and selling building hardware of every description, electrical appliances, lease.
- (u) To engage in and carry out the business of proprietors and managers of hotels, restaurants, cafes, road houses, motels, safari and holiday camps, caravan sites, guest houses, apartment housekeepers, refreshment and tea rooms, milk and snacks bars, tavern, beer house and lodging housekeepers and to provide food and catering services to individuals, private and public institutions and to industrial and business concerns.
- (v) To carry on the business of garage proprietors and service station for motor vehicles of all kinds, to carry on the safe keeping, cleaning, repairing, refueling, panel beating, spraying and the general care of motor vehicles, aircraft, machinery, equipment and plant whether moved by mechanical power or not, implements, utensils, appliances, apparatus, fuel for internal combustion engines, lubricants, cements, solutions, batteries and accessories and all things capable of being used in connection with the said businesses or in the manufacture or maintenance of such vehicles, machinery, equipment and plant.
- (w) To carry on all any of the wholesale and/or retail as gemstones merchants, jewelers and/or dealers in and/or buy, sell market import export and/or general deal in all or any kinds of gemstones precious and semi-precious stones, gold silver and precious metals of whatsoever kind or description.
- (x) To purchase, take on lease and otherwise acquire for investment or resale any estate, land, buildings, easements and other rights and interests in immovable property or any tenure in Tanzania and elsewhere and to sell let or lease exchange or otherwise dispose of or grant rights over any immovable property, belong to the company.
- (y) To purchase, take or lease or in exchange, hire or otherwise acquire and hold any state or interest in any lands buildings, casements, rights,

licenses secret processes, machinery, plants, stock, in trade and real or personal property of any kind.

- (z) To accept payment for any property or rights sold or otherwise disposed or dealt with by the company either in cash, by installment or otherwise or in fully or partly paid up shares of the company or corporation, with or without deferred or preferred or guaranteed rights.
- (aa) To carry any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on by the Company in connection with the above business or the general business of the company.
- (bb) To act as agents for the sale and purchase of any stocks shares or securities or for any other monetary or mercantile transactions.
- (cc) To act as executors and trustees of wills and settlements made by customers and others and undertake and execute trusts of all kinds.
- (dd) To remunerate any person, firm or company rendering services to this company, whether by cash payments or by allotment to him or them of shares or securities of the Company credited and paid in full or in part, otherwise.
- (ee) To accept for safe custody and keep for customers of the company all kinds of securities valuables and things.
- (ff) To lend money on any terms that may thought fit, and particularly to customers or other person or corporations having dealing with societies and to give any guarantees that may be expedient.
- (gg) To advance money to shareholders in the company, and other to the purpose of enabling the person borrowing the same erect or purchase, or enlarge or repair any house or building or to purchase the fee simple or any less estate or interest in, or to take a demise for any term or terms of years of any freehold or leasehold property upon such terms and conditions as the company may think fit.
- (hh) 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.
- (ii) To distribute among the members in pieces any property of the company, or any proceeds of sale or disposal of any property of the company.

- (jj) To draw, make, accept, endorse, discount execute and issue promissory notes, bills of lading, warrants, debentures and negotiable or transferable instruments.
- (kk) To act as agents or brokers, and as trustees for any person firm or company, and to undertake and perform sub-contracts and also to act in any other business of the company through or by means of agents, brokers, sub-contractors or others.
- (ll) To take or otherwise and hold shares in any other company having objects altogether or in part similar to this company, or carrying on any business capable of being conducted so as directly or indirectly to benefit the company.
- (mm) To transact or carry on all kinds of Agency business and in particular in relation to the investment of money, the sale of property, and the collection and receipt of money.

And it is hereby declared that:-

The word "company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether corporate or incorporate, and whether domiciled in the United Republic of Tanzania or elsewhere.

The object specified in each of the paragraphs of the paragraph of this clause shall be regarded as independent objects, and accordingly shall in no way be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph of the name of the Company but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraph define the objects of the separate and distinct compound.


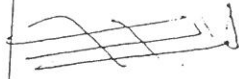
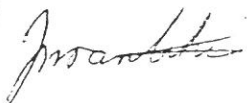

That the meaning of any general word or words in any paragraph of this clause shall not be restricted by being construed ejusdem generis with any particular word or words in the same paragraph.


AND it is hereby declare that the word "Company" in this clause , except where used in reference of this Company , shall be deemed to include any partnership or other body of persons, whether incorporated, and whether domiciled in Tanzania or elsewhere, and that the intention is that each of the objects set forth in any sub-clause or by the same of the company. None of such sub-clause or the objects herein specified or the

Powers thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first sub-clause.

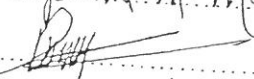
4. The Liability of the Members is Limited.
5. The capital of the Company is Shillings 500,000,000/= divided into 2,001 shares of Shillings 249,875/= each. The Company shall have powers to increase its capital and to divide the shares in its capital for the time being into several classes of stock or shares and to attach thereto respectively such preferential, deferred or special rights, privileges, or conditions as may be determined by or in accordance with the Articles of Association of the Company.

We, the several persons whose names and addresses 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 names.

Names, Addresses, and Description of Subscribers	Number of shares taken by each Subscriber	Signature
1. MRS. SHAZMA ABDUL RAHIM ZAKARIA P.O. BOX 16322 DAR ES SALAAM - TANZANIA	1001	
2. ABDULNOOR ASAD ALI P.O. BOX 5575 DEIRA DUBAI - UEA	600	
3. IMRAN ADMANI 24 BLANKLY AVENUE LEICESTER ENGLAND	200	
4. MOHAMED HUSSEIN ADMANI 24 BLANKLY AVENUE LEICESTER ENGLAND	200	

Dated at D' Salaam this 27<sup>th</sup> day of May, 2014. ~~2008~~ 

Witness to the above signatures

Name : Philip A. M. Mwananga  
 Signature :   
 Postal Address : 11934 D' Salaam  
 Qualification : Advocate





- (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 of the company while in such employment to be the member of the company) is limited fifty, provided that where two or more persons hold one or more shares in the company jointly they shall for the purpose of this regulation be treated as a single member.
- (c) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.
- (d) The Company shall not have power to issue share warrants to bearer.

### TRANSFER OF SHARES

- 3. The Directors may in their direction and without assigning any reason thereof refuse to register the transfer of any share to any person who it shall in their opinion be undesirable for any reason whatsoever to admit to membership.
- 4. Subject to clauses 2 and 3 hereof the right to members to transfer their shares shall be restricted as follows:
  - (a) No share shall be transferred to a person who is not a member so long as any member of any person selected by the Directors as one who it is desirable in the interest of the Company to admit to membership.
  - (b) Every shareholder or trustee in bankruptcy, or any person who may desire to sell or transfer any such shares and every personal representative of a deceased shareholder shall give notice in writing to the Directors that he desires to make such sale or transfer. Such notice shall constitute the Board of Directors of the Company as his agent for the sale of the said shares to any member or members of the company at the price to be agreed upon between the party giving such notice the party and the board, or in case of difference to be determined by the Auditor of the Company.
  - (c) Upon price of such shares being agreed on as determined as per clause (b) above, the board shall forthwith give notice to such of the shareholders other than the shareholders desiring to sell or transfer the said shares, stating the number and price of such share inviting the person to whom notice is sent to state within 21 days from the date of such notice whether he is willing to purchase any, if so what maximum number of such shares.

At the expiration of such days 21 notice the board shall apportion such shares amongst the shareholders (if more than one) who shall have expressed their desire to purchase number of shares already held by them respectively, or if there be only one such shareholder, that the whole of such shares shall be sold to him, provided no shareholder shall be obliged to take more than the maximum number of such shares stated in his answer to the said notice.

Upon such apportionment being made or such one shareholder notifying his intention to purchase, as the case may be, the party desiring to sell or transfer such shares be bound upon payment of the said price to transfer the shares to the respective shareholders or to single shareholder who shall have agreed to purchase the same.

5. **GENERAL MEETINGS: NOTICE OF GENERAL MEETING AND PROCEEDINGS OF THE GENERAL MEETINGS.**

The Regulation of Companies Act shall apply the following variations:-

- (a) A General Meeting, Ordinary or Extraordinary may with the consent in writing of all members, be convened on a shorter notice than seven days or without notice.
- (b) Two members, present either personally or by proxy shall form a quorum.
- (c) Any ordinary resolution of the company determined without any general meeting and evidenced by writing under the hands of majority of the Directors and of the members of the company holding three – fourths of the issued shares of the company shall be valid and effectual as an ordinary resolution duly passed at a general meeting of the company.

6.

**DIRECTORS**

- (a) Until otherwise determined by the company in General Meeting the Directors shall not be less than two and not more than seven in number.
  - 1. **MRS. SHAZMA ABDUL RAHIM ZAKARIA**
  - 2. **ABDULNOOR ASAD ALI**
  - 3. **IMRAN ADMANI**
  - 4. **MOHAMED HUSSEIN ADMANI**

7. The shareholding qualification for Directors may be fixed by the company in General Meeting, and unless and until so fixed no qualification shall be required.
8. The quorum of Directors for transacting business shall, unless otherwise fixed by the Directors, be two.
9. A resolution in writing signed by all the Directors then in Tanzania shall be as valid and effectual as if it had been passed at a meeting of Directors duly called and constituted.
10. The Directors may from time to time borrow or raise any money for the purposes of the Company which may exceed the issued share capital of the company.

#### **BORROWING POWERS**

The Directors may from time to time in their discretion raise or borrow for the purpose of any Company's business such sum or sums of money as they think fit.

11. The Directors may secure the repayment of or raise any such sum or sums as aforesaid by mortgage or charge upon the whole or any part of the property and assets of the Company present or future including its uncalled capital for the time being, or by the issue at such price as they may think fit, of bonds or debentures either charged upon the whole or any part of the property and assets of the company or not so charged or in such other way as the Directors may think expedient.

#### **VOTE OF MEMBERS**

12. On a show of hands every member present in person shall have one vote. On a roll every member shall have one vote only for the shares of which he is holder.
13. No member shall be entitled to vote at any general meeting unless all calls or other sums presently by him in respect of shares in the Company have been paid.

#### **DISQUALIFICATION OF DIRECTORS**

14. The office of a Director shall be vacated if the Director;

- (a) becomes bankrupt; or
- (b) is found to be a lunatic or becomes of unsound mind; or
- (c) resigns his office by notice in writing to the Company;
- (d) abstains himself from meetings of the directors for a period of six months without special leave of absence from the other Directors.

#### SEAL

15. The Directors shall provide for the safe custody of the Seal. The Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors and in the presence of at least two Directors or a Director and Secretary or other person as aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.

#### ALTERNATE DIRECTORS

16. Any director shall have power to nominate any person to act or attend as alternate Director during his absence or during his inability so to act. Such Director shall be subject in all respects to the terms and conditions existing with reference to the other Directors and such Alternate Director shall exercise and discharge all the duties of Director whom he represents.
17. Unless otherwise decided by the Directors the quorum necessary to transact business of the Directors shall be two Directors personally present.

#### SECRETARY

18. The Secretary shall be appointed by the Board for such terms at such remuneration and upon such condition as it may think fit, and any Secretary so appointed may be removed by the Board.

#### WINDING UP

19. With the sanction of a special resolution of the shareholders any part of the assets of the Company including any shares in other Companies may be divided between the members of the Company in special or may be vested in Trustees for the benefit of such members and the liquidation of the company may be closed and the company dissolved but so that no member shall be compelled to accept any shares whereupon there is any liability.

#### ALTERNATION OR ADDITION



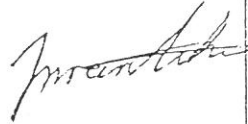
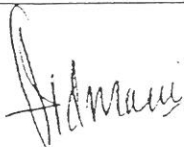
20. Subject to the provisions of the Act and to those contained in the Memorandum of Association the Company may by Special Resolution make alteration or addition so made shall be as valid and effectual as if originally contained in those articles and be subject in like manner to alteration by Special Resolution.

#### INDEMNITY

21. Every Director, Managing Director, Agent, Auditor, Secretary and other Officer for the time being of the Company shall be indemnified out of the Assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgment is given in his favour or in which he is acquitted or is in connection with any application (under Section 481 of the Act) in which relief is granted to him by the Court.

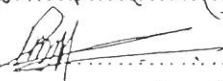
ARBITRATION

22. If and whenever any dispute or difference shall arise between the Company and any of the members or their respective representatives touching upon the construction or meaning of any of the Act herein contained or any act matter of thing made or done or omitted to be done or with regard to the rights or liabilities arising here under or arising out of the relation existing between the parties by reasons of these Act. Such differences shall (unless a sole arbitrator, one to be appointed by each party and the third to be appointed by the first two or, in the event of failure to agree within (Cap. 15) or any then existing statutory modifications or re-enactment thereof shall apply.

Names, Addresses, and Description of Subscribers	Number of shares taken by each Subscriber	Signature
1. MRS. SHAZMA ABDUL RAHIM ZAKARIA P.O. BOX 16322 DAR ES SALAAM - TANZANIA	1001	
2. ABDULNOOR ASAD ALI P.O. BOX 5575 DEIRA DUBAI - UEA	600	
3. IMRAN ADMANI 24 BLANKLY AVENUE LEICESTER ENGLAND	200	
4. MOHAMED HUSSEIN ADMANI 24 BLANKLY AVENUE LEICESTER ENGLAND	200	

Dated at D' Salaam this 23<sup>rd</sup> day of May, 2014 ~~2008~~ By

Witness to the above signatures

Name : Philip A. M. Mcamanga  
 Signature :   
 Postal Address: 11284 D' Salaam  
 Qualification : Associate





TANZANIA



## Register of Companies Detailed information

**Information date and time:** 16/01/2020 16:22:24  
**Registration date and time:** 23/04/2008 00:00:00

- |   |  |
|---|--|
| 1. <b>Status:</b>   | Registered   |
| 2. <b>Incorporation number:</b>   | 65223  |
| 3. <b>Company:</b>  | <b>ALRAIS DEVELOPMENT COMPANY LIMITED</b>  |
| 4. <b>Company type:</b>   | Private company Limited by shares  |
| 5. <b>Registered office:</b>  | Region Dar Es Salaam, District Ilala CBD, Ward Upanga Mashariki, Postal code 11102, Street MINDU STREET, Road MALIK ROAD, Plot number 575, Block number N/A, House number N/A  |
| 6. <b>Contacts:</b>   | Email: alraisdevelopment@gmail.com, Mob no/Tel no: 255653800062, P.O.Box 16322   |
| 7. <b>Business activity:</b>  | 4100 - Construction of buildings, Main activity<br>6810 - Real estate activities with own or leased property   |
| 8. <b>Directors / Directors in the country of origin:</b>                 | SHAZMA ABDUL RAHIM ZAKARIA DADA, Tanzania<br>ABDULNOOR ASAD ALI ALRAIS, Emirati<br>IMRAN ADMANI, British<br>MOHAMED HUSSAIN ADMANI, British<br>ISMAIL ADMANI, British  |
| 9. <b>Company secretary / Company secretary in the country of origin:</b> | IMRAN ADMANI, British  |
| 10. <b>Authorised share capital:</b>                                      | 1150500000 TZS   |
| 11. <b>Class of shares:</b>   | Class Ordinary: 2301 shares, 500000 TZS/share, 1150500000 TZS  |
| 12. <b>Shareholders:</b>  | SHAZMA ABDUL RAHIM ZAKARIA DADA Class Ordinary 1201 shares taken<br>ABDULNOOR ASAD ALI ALRAIS Class Ordinary 600 shares taken<br>IMRAN ADMANI Class Ordinary 200 shares taken<br>MOHAMED HUSSAIN ADMANI Class Ordinary 200 shares taken<br>ISMAIL ADMANI Class Ordinary 100 shares taken |

Information ordered by: SHAZMA ZAKARIA DADA

NOTE. Information printed from the Register of Company is true and complete as per extract generation date and time. Please be advised to refer to the Online Registration System at BRELA (ors.brela.go.tz) for an up-to-date information regarding given Company.

Certified as True Copy of the Original  
Sign: *[Signature]* Date: 05/02/20  
ALPHUNCE KULWA MAZIKU  
Advocate, Notary