

THE COMPANIES ORDINANCE
(CHAPTER 212)

COMPANY LIMITED BY SHARES

MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
MOWARA LIMITED

Incorporated this 24th day of February, 2005

DRAWN BY:

WAHED KARMALI SAUDIN
(SUBSCRIBER)
P.O. BOX 43061
DAR ES SALAAM,
TANZANIA

Certified True Copy of the Original
Signed WAHED KARMALI SAUDIN - Date 24/02/2005
PROF. CHRISTOPHER MKENDA
Advocate, Notary Public & Commissioner
for Oaths

- i) To engage and or otherwise carry on the business of radio and television telecommunication.
- j) To purchase, take on lease option or license exchange or otherwise acquire in any part of the world, prospecting rights and contracts, lease, options, mineral properties grants, concession, charters, privileges, licenses or authorities of and over mines, hard and mineral or other properties either absolutely or conditional
- k) To carry on the business of general store keepers, universal providers, exporters and whole sellers and / or retail traders of or otherwise dealers of cotton, silk and Woolens goods and textile fabrics of all kind.
- l) To carry on the business of leather goods for both local and foreign markets.
- m) To engage and or carry on the business of fish merchants and all marine products for both local and foreign markets.
- n) To carry on the business of saw mills and the preparation of timber for market and the manufacture of and dealing in all articles made of or principally made of wood.
- o) To generally purchase, take on lease or in charge or otherwise acquire any real and personal property and any right or privileges which the Company may think necessary or conveniently for the purpose of ITS business and in particular any land buildings, assessments, machinery plant and stock -- in trade.
- p) To carry on the business of solar power energy devices and related power energy components.
- q) To carry on the business of all types of secretarial services.
- r) To invest and deal with money of the company not immediately required upon such securities and in such manner as the company may from time to time determine.
- s) To engage and or otherwise carry on the business as owner's and operators of bank and operators of bureau de change.
- t) To amalgamate with, or enter into partnership or into any arrangement for sharing profits union of interest, corporations joint ventures, reciprocal concession or otherwise with any person or company carrying or engaged in or about to enter or or engage in any business transaction which this company is authorized to carry on or engaged in any business or transaction capable of being conducted as directly or indirectly to benefit this company and to make or otherwise acquire shares and securities of any such company and sell, hold re-issue with or without guarantee, or otherwise deal with the same.

- cc) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of the company or the conduct of its business.
- ff) To distribute any part of the property of the company in specie among the members.
- gg) To obtain all powers and authorities necessary to carry out or extend any of the above objectives.
- hh) To take the business of training general.
- ii) To do all or any of the world as principals, agents, contractors, trustees or otherwise alone or in conjunction with others.

The objects set forth any sub-clause of this shall not except when the context expressly so required, be in limited or restricted by reference to or inference from the terms of any sub-clause or the objects therein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first sub-clause of this clause and the company shall have full power to exercise all or any of the world and not withstanding that the business undertaking, property or acts proposed to be transacted acquired, dealt with or performed do not fall within the objects of the first sub-clause of this clause.

AND IT IS HEREBY DECLARED that the word "COMPANY" in this clause, shall be deemed to include to include any partnership or other body, or persons, whether incorporated, and whether domiciles in East Africa or elsewhere and the intention is paragraph of this clause shall except where otherwise expressed in such paragraph.

4. The liability of the members is limited.

5. The initial capital of the company is shillings ten million (10,000,000/-) divided into 1,000 shares of shillings ten thousands (10,000/-) each.

We the several persons whose names and addresses are subscribed, are desirous of being formed into a company, pursuant 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.

WINDING UP

24. With the sanction of a Special Resolution of the Shareholder 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.

INDEMNITY

25. 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 if in connection with any application (under Section 245 of the Ordinance) in which relief is granted to him by the Court.

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THE COMPANIES ORDINANCE (CAP. 82)
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
MOWARA LIMITED

PRELIMINARY

1. In these regulations:

"The Ordinance" means the Companies Ordinance in reference Chapter 212 of the Laws of Tanzania.

When any provision of the Ordinance is referred to the reference in that provision as modified by any law of the time being in force.

Unless the context otherwise requires, the expressions defined in the Ordinance or any statutory modification thereof in force at the date at which these regulations become binding on the company, shall have the meaning so defined.

Any word importing the singular shall include the plural and vice versa. And words importing the masculine gender shall include females, and the words importing persons shall include bodies, corporate, firms, co-operative societies etc.

The regulations of table 'A' in the first schedule to the Companies Ordinance (hereinafter called 'Table A') shall apply to the Company save in so far as they are varied or excluded hereby, but in case of any conflict between the provisions herein and the provisions under Table 'A' the former shall prevail, and in addition to the substitution for or the modification of the provisions of 'Table A' the following shall be the regulations of the Company.

PRIVATE COMPANY

2. The Company is a private Company and accordingly: -

- a) The right to transfer shares is restricted in manner hereinafter prescribed.
- b) The number of members of the Company (exclusive of persons who are in the employment of the Company and of the persons who having been formerly in the employment of the Company were in such employment and have continued after the determination of such employment to be members of the Company) is limited to fifty; provided that where two or more persons holding one or more shares in the Company jointly they shall for the purpose of this regulation be treated as single member.


GENERAL MEETING

NOTICE OF GENERAL MEETING AND PROCEEDINGS AT GENERAL MEETING

5. Articles 39 to 53 of Table 'A' shall apply subject to the following variations: -
- 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.
 - Two members present either personal or by proxy shall form a quorum.
 - Any ordinary resolution of the company determined without any general meeting and evidence in writing under the hand of majority of the Director and of the members of the holding three-fourths of the issue shares of the Company shall be valid and effectual as an ordinary resolution duly passed at a general meeting of the Company.

DIRECTORS

- Until otherwise determined by the Company in general meeting the Directors shall not be less than two and not more than ten in number.
- (b) The following persons shall be the first Directors to the Company: -
- RAHIM DOSSA KIHIMI
 - WAHIED KARMALI SAUDIN
 - MOHAMED GHALIB FARAJ
- The shareholding qualifications for Directors may be fixed by the Company in general meeting and unless and until so fixed no qualification shall be required.
 - The quorum of Directors. For meeting business shall, unless otherwise fixed by Directors, be two.
 - A resolution in writing signed by all the Directors then in Tanzania shall be valid and effectual as if it had been passed at a meeting of Directors duly called and constituted.
 - The Directors may from time to time borrow or raise moneys for the purpose of the Company, which may exceed the issued share capital of the Company.

 29/02/2017