

THE COMPANIES ACT, 2002

COMPANY LIMITED BY SHARES

MEMORANDUM  
AND  
ARTICLES OF ASSOCIATION

OF

\_\_\_\_\_

RAPID ROAD HAULAGE LIMITED

\_\_\_\_\_

Incorporated this \_\_\_\_\_ day of \_\_\_\_\_ 2025

Drawn By:

Gladys Edes Tesha  
Law Haven Advocates  
Nasra Building, Ground Floor  
Msimbazi/Makamba Street  
P. O. Box 21516,  
Dar-es-salaam

  
Certified to be a Copy of the Original  
Gladys Edes Tesha  
Advocate, History Practice & Counsellor  
No. 21516  
Date: 21/05/2025

**THE COMPANIES ACT No. 12 of 2002**

---

**COMPANY LIMITED BY SHARES**

---


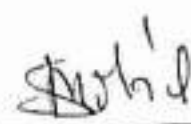
**MEMORANDUM OF ASSOCIATION  
OF  
RAPID ROAD HAULAGE LIMITED**

---

1. The name of the Company is **"RAPID ROAD HAULAGE LIMITED"**
2. The registered office of the company will be in the Tanzania mainland.
3. The objects for which the Company is established are: -
  - 3.1 To engage in and conduct in the Tanzania mainland or elsewhere the business of freight transport by road (ISIC 4923), including, but not limited to, the provision of efficient, reliable, and timely logistics solutions for the transportation of goods and merchandise, facilitating both domestic and cross-border trade in accordance with applicable laws and regulations;
  - 3.2 To provide urban and suburban passenger land transport services (ISIC 4921) aimed at enhancing mobility and accessibility for the public, utilizing a fleet of modern vehicles and adhering to the highest standards of safety and service quality in designated metropolitan and suburban areas;
  - 3.3 To offer and manage other passenger land transport services (ISIC 4922), inclusive of long-distance and chartered services, thereby contributing to the comprehensive transportation network and improving the logistical framework for passenger movement across various jurisdictions;
  - 3.4 To establish, operate, and maintain warehousing and storage facilities (ISIC 5210), including, without limitation, bonded warehouses subject to customs control, thereby providing specialized storage solutions that ensure the safe custody and handling of goods in compliance with industry best practices and statutory obligations;
  - 3.5 To undertake service activities incidental to land transportation (ISIC 5221), encompassing, but not limited to, logistics consultancy, cargo handling, documentation processing, and other supportive services that enhance the operational efficacy and service delivery of the transportation sector;
  - 3.6 To engage in other transportation support activities (ISIC 5229), providing a comprehensive suite of ancillary services that facilitate, optimize, and streamline transportation processes, including but not limited to freight forwarding, customs brokerage, and transportation arrangements;


- 3.17 To enter into any arrangements with any Government or authorities (supreme, municipal, local or otherwise) or any corporations, companies or persons having objects that may seem conducive to the company's objects or any of them, and to obtain from any such Government, authority, corporation, company or person any charters, contracts, decrees, rights, privileges and concessions which the company may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions;
- 3.18 To do all such other things as are incidental or conclusive to the attainment of the above objects or any of them;
- 3.19 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 incorporated or not incorporated, and whether domiciled in Tanzania or elsewhere, and that the intention is that each of the objects set forth in any sub-clause shall not, except where the context expressly so requires, be in any wise limited or restricted by reference to, or inference from the terms of any other sub-clause or by the name of the company. None of such sub-clauses or the objects therein specified or the powers therein conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first sub-clause, but the company shall have full powers to exercise all or any of the powers conferred by any part of this clause and notwithstanding 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-clauses of this clause.
4. The liability of the members is limited.
5. The share capital of the Company is Tanzania Shillings Two billion (2,000,000,000.00) divided into Ten Thousands (10,000) shares with the value of Tanzania Shillings Two hundred Thousand shillings (200,000) each, and the Company shall have the power to divide the original or any increased capital into several classes, and to attach thereto any preferential, deferred, qualified or other special rights, privileges, restrictions or conditions in accordance with the provisions of law and the company's articles of association.

We, the several persons whose names, addresses and descriptions 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 opposite our respective names:

S/N	Names, Address and Descriptions of Subscribers	Number of Shares taken	Signature of Subscribers
1	USAMAH MOHAMED SHEIKH P.O BOX 4646, DAR ES SALAAM.	9900	
2	SAIDA MOHAMED SHEIKH P.O BOX 4646, DAR ES SALAAM.	100	
	Total no of share taken	10,000	

Dated at Dar es Salaam this 12th of May 2025

WITNESS to the above signature:

Signature: 

Name:

Postal Address:

Qualification:

GLADYS EDES TESHA  
P.O BOX 7856, DAR ES SALAAM  
ADVOCATE/ COMMISSIONER FOR OATHS



  
Certified as True Copy of the Original  
Gladys Edes Tesha  
Advocate, Notary Public & Commissioner  
for Oaths  
Date: 21/05/2025

THE COMPANIES ACT No. 12 OF 2002

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION  
OF  
RAPID ROAD HAULAGE LIMITED

1. The regulations contained in Table A in the First Schedule to the Act shall not apply to the Company.
2. In these Articles, if not inconsistent with the subject or context:
  - (a) **"Act"** shall mean the Companies Act, No. 12 of 2002;
  - (b) **"Articles"** shall mean these Articles of Association as now framed or as from time to time altered by Special Resolution;
  - (c) **"Board"** shall mean the Board of Directors of the Company or the Directors present at a duly convened meeting of the Directors at which a quorum is present;
  - (d) **"Company"** shall mean **"RAPID ROAD HAULAGE LIMITED"**
  - (e) **"debenture"** shall include debenture stock;
  - (f) **"Director"** shall include an alternate director;
  - (g) **"dividend"** shall include bonus;
  - (h) **"Member"** shall mean a shareholder in the Company;
  - (i) **"month"** shall mean a calendar month;
  - (j) **"paid up"** shall mean paid up or credited as paid up;
  - (k) **"Seal"** shall mean the common seal of the Company;
  - (l) **"Secretary"** shall include a temporary or assistant secretary and any person appointed by the Board to perform any of the duties of the Secretary;
  - (m) **"Shillings"** and **"Shs."** shall mean Tanzania shillings;
  - (n) **"Tanzania"** shall mean the mainland part of the United Republic of Tanzania
  - (o) the expression **"in writing"** or **"written"** shall include words written, printed, lithographed or represented or reproduced in any other mode in visible form;

General Meeting of the Company to be held on the ..... Day of ..... 2025 and at any adjournment thereof.

Signed this..... Day of..... 2025

This form is to be used \*in favour of/against the resolution. Unless otherwise instructed, the proxy will vote as he thinks fit.

*\*Strike out whichever is not desired\*.*

73. The instrument appointing a proxy shall be deemed to confer authority to demand a poll.
74. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the instrument of proxy or of the authority under which it was executed or the transfer of the share in respect of which the instrument of proxy was given, if no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company before the commencement of the Meeting or adjourned Meeting or the taking of the poll at which the instrument of proxy is used.
75. Any corporation which is a Member of the Company may, by resolution of its Directors or other governing body or by notification in writing under the hand of some officer of such corporation duly authorised in that behalf, authorise such person as it thinks fit to act as its representative at any Meeting of the Company or of the holders of any class of shares of the Company and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Member of the Company.

#### DIRECTORS

76. The number of Directors shall be not less than two and, unless and until otherwise determined by the Company in General Meeting, shall not exceed seven. The first Directors shall be:

S/N	Name of Directors
1.	USAMAH MOHAMED SHEIKH
2.	SAIDA MOHAMED SHEIKH

77. The Directors, other than those whose remuneration is determined by agreement between them and the Company, shall be entitled to such remuneration for their services as the Company may, from time to time, in General Meeting determine and such remuneration shall be divided among the Directors in such proportion and manner as they may determine or, failing such determination, equally, except that in such event any Director holding office for less than a year shall only rank in such division in proportion to the period during which he has held office during such year. The Directors shall also be entitled to be reimbursed by the Company in respect of their travelling,


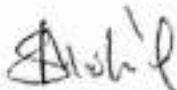
### WINDING UP

131. If the Company shall be wound up, the liquidator may, with the sanction of a Special Resolution of the Company and any other sanction required by the Act, divide amongst the Members, *in specie* or in kind, the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may, for such purpose, set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the Members or different classes of Members. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the Members as the liquidator, with the like sanction, shall think fit but so that no Member shall be compelled to accept any shares or other securities whereupon there is any liability.

### INDEMNITY


132. Subject to the provisions of the Act, 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, relating to anything done or not done by him on behalf of the Company in which judgement is given in his favour or in which he is acquitted or in which relief is granted to him by the Court and he shall not be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. These Articles shall however only have effects in so far as its provisions are not avoided by the company Act;

We, the several persons whose names, addresses and descriptions 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 opposite our respective names.

S/N	Names, Address and Descriptions of Subscribers	Number of Shares taken	Signature of Subscribers
1	USAMAHI MOHAMED SHEIKH P.O BOX 4646, DAR ES SALAAM.	9900	
2	SAIDA MOHAMED SHEIKH P.O BOX 4646, DAR ES SALAAM.	100	
Total no of share taken		10,000	

Dated at Dar es Salaam this 12th of May 2025

WITNESS to the above signature:

Signature: 

Name:

GLADYS EDES TESHA

Postal Address:

P.O BOX 7856, DAR ES SALAAM

Qualification:

ADVOCATE/ COMMISSIONER FOR



  
 Certified as True Copy of the Original  
 Gladys Edes Tesha  
 Advocate, Notary Public & Commissioner  
 for Oaths  
 Sign:   
 Date: 29/05/2025