

THE COMPANIES ACT, 2002
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
ALLIANCE INVESTMENT (T) LIMITED

TANZANIA
Stamp Duty Shs: 5000/- Paid
Receipt No: 2916/22 of 28/06/07
Asstt Registrar of Companies

1. The Name of the Company is **ALLIANCE INVESTMENT (T) LIMITED**
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 real estate agency and management of residential and commercial premises, property developers, maintenance improvement of buildings, offices, dwelling houses, estates, stores, go downs and other structures, works and conveniences.
 - (b) To purchase, take on lease or by any other means acquire any movable or immovable property in Tanzania or elsewhere for any estate or interest whatever, buildings, offices shops, go downs and any real or personal property or rights, privileges or easements over or in respect of any property, and any buildings or things whatsoever.
 - (c) 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 of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.
 - (d) To carry on the business of planters, growers, diary farmers, beef ranchers, poultry breeders, food processors and buyers, sellers, storers, exporters, importers and general dealers in agricultural, horticultural and floricultural produce of whatever description.
 - (e) To organize, maintain and operate for hire transportation service in all parts of the world for the purpose of transporting passengers, luggage, merchandise, mail and freight automobiles, motorbuses, motor trucks, airplanes and other vehicles of all kinds howsoever propelled.

- (k) To purchase or otherwise acquire, sell, exchange, surrender, lease, mortgage, change, convert, turn to account, dispose of, and deal with property and rights of all kinds and in particular, mortgage, debentures, produce, concessions, options, contracts, patents, annuities, licenses, stocks, shares, bonds, policies, book debts, business concerns and undertakings, claims, privileges and chooses in action of all kinds.
- (l) To purchase or otherwise acquire rights of occupancy or to take on lease or in exchange and generally to secure any right whatsoever over any land, tenements and hereditament of any tenure whatsoever, whether subject or not to any changes or encumbrances and hold or sell, let, alienate, mortgage, change or otherwise deal with all or any land, tenements or hereditament
- (m) To establish and carry on, and promote the establishment and carrying on, upon any property in which the company is interested of, any business which may be conveniently carried on, upon or in connection with such property and the establishment of which may seem calculated to enhance the value of the company's interest in such property or to facilitate the disposal.
- (n) To procure the registration of the Company in or under the laws of any place outside Tanzania.
- (o) To furnish and provide deposits and guarantee funds required in relation to any tender or application for any contract, concession, decree, enactment and property.
- (p) To receive moneys, securities and valuables of all kinds on deposit or for safe custody, generally to carry on the business of a safe deposit Company.
- (q) To pay, satisfy, or compromise any claims made against the company which it may seem expedient to pay, satisfy or compromise notwithstanding that the same may not be valid in law, to re-issue and effect counter-guarantees.
- (r) To undertake the office of trustee, receiver, liquidator, executor, administrator, committee, manager, attorney, delegate, substitute, treasurer and any other office or situation of trust or confidence, to perform and discharge the duties and functions incident thereto, generally to transact all kinds of trust and agency business, either gratuitously or otherwise.
- (s) To supply to any person, firm, corporation, company, government, or local or authority personnel of every grade including those possessed of professional, technical or other specialist qualifications.
- (t) To open and operate banking accounts and make, draw, accept, endorse, discount, negotiate, execute, issue, buy, sell and deal in promissory notes, bills of exchange, cheques, bills of lading, shipping documents, dock and warehouse warrants and other instruments negotiable or transferable or otherwise.

- (f) To carry on the trade or business of construction work of every kind and for alteration, improvements, and demolition of any building or structure and to carry on the trade or business of civil construction, electrical, mechanical and precision engineering and in general to alter, repair, pull down and restore, either alone or jointly with any other persons or firms or companies, works of all description including, but not limited to roads, bridges, warehouses, factories, mills, docks, piers, go owns, dwelling houses, flats, hotels, safari and game lodges, drainage and sewage works and buildings and structure of every description, and the business of consulting, engineers and designers, architects and construction cost consultants.
- (g) To carry on the business as importers, exporters, buyers, sellers, suppliers, dealers of building materials, glassware, crockery, cutlery, turners and other household fittings, hinges, screws, chemicals, fertilizer, agricultural machineries, industrial project machineries and equipments of all kinds, construction equipments, fishing gears, paints hardware, cement, sanitary-ware, wall papers, roofing tiles, flooring coverings, tiles carpets, industrial/ agricultural machineries, aluminum windows and doors, frames, roof tresses, paints, oil, varnishes.
- (g) To carry on the business as commission agent, manufacturer representatives, commercial and business consultants, commission agent, market company promoters, barter trade, generally to execute and undertake agencies of commercial trading and other manufactured operations whether wholesale or retail, general merchants, manufacturers of and dealers in foreign and local produce, materials and general merchandise, houses stocked with both imported and locally manufactured goods, textiles, piece goods, hosiery, sundries, shoes generally in all manufactured goods of all type, and acquire or establish the business as, dealers and workers in ready made garments, knitwear's of all description for commercial use and home use.
- (h) To carry on the business in Tanzania or any part of the world related to all or any of the business of manufacturing, buying, selling, merchandising and generally dealing whether wholesale or retail and carry out joint venture projects in partnership with any foreign manufactures and / or businessmen.
- (i) To establish companies and associations for the prosecution of execution of undertakings, works, projects and / or enterprises of any description whether of a private or public character in Tanzania and or elsewhere.
- (j) To enter into partnership or into any arrangement for sharing profits, union or interests, co-operation, joint venture, reciprocal, concession or otherwise, with any person or company carrying on or engaging in any business or transaction which the company is authorized to carry on or engaged in, or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.

- (u) To enter into any arrangement with government or authorities (supreme, municipal, local or otherwise), or any corporations, companies or persons that may seem conducive to the company's objects or any of them and obtain from any such government, authority, corporation, company or unions or any charters, contracts, decrees, rights, privileges and concessions.
- (v) To apply for, promote, and obtain any statute, charters, assignments, privileges, concessions, licenses or authorizations of any government, state or municipality or other authority for enabling the company to carry any of its objects into effect or for extending any of the company's constitution or for any other purpose which may seem expedient and to oppose any actions, steps, proceedings, or applications which may seem calculated directly or indirectly to prejudice the interests of the company or of its members.
- (w) To lend money to such persons or companies and on such terms as may seem expedient and in particular to customers and others having dealing with the company or contracts by any persons, firms or companies.
- (x) To borrow or raise or secure the payment of money in such manner as the company shall think fit, and in particular by the issue of debentures or debenture stock, perpetual or otherwise charged upon all any of the company's property (both present and future) including its capital, to purchase, redeem or pay off such securities.
- (y) To pay all costs, expenses of, and incidental to the formation and registration of the company or any company promoted by the Company.
- (z) To adopt such means of making known the products of the Company as may seem expedient, and in particular by advertising in the press by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards and donations.
- (aa) To remunerate any person or Company for services rendered or to be rendered in placing or assisting to place or guaranteeing and placing any of the shares in the Company's capital or any debenture stock or other securities of the Company, or in or about the formation, promotion of the Company or the conduct of its business.
- (bb) To amalgamate with, or enter into partnership or into any arrangement for sharing profits, union of interest, cooperation's, joint venture, reciprocal concession or otherwise with any person or Company carrying or engaged in, or about to carry on or engage in any business or transaction which this Company is authorized to carry on, or engaged in any business or transaction capable of being conducted so directly or indirectly to benefit the Company take or otherwise acquire shares and securities or any such Company, to sell, hold, reissue with or without guarantee or otherwise deal with the same.

The Objects set forth of this clause shall not accept when the context expressly so required, be in any wise limited or restricted by reference to or inference from the terms of any sub-clause or by the name of the Company. None of such sub-clause or order of the words or the objects therein specified or the objects mentioned in the first sub-clause of this clause, but the Company shall have full power to exercise all or any of the powers conferred by any part of this clause in any part of this clause in any part of the world notwithstanding that the business, undertaking, dealt with or performed do not all within the objects of the first sub-clause of this clause.

AND it is hereby declared that, the interpretation of this clause the powers conferred on the Company by any paragraph, shall not be restricted by reference to any other paragraph, or to the name of the Company, or by the juxtaposition of two or more objects and that in the event of any ambiguity, this clause and every paragraph hereof shall be constructed in such a way as to widen, and not to restrict the powers of the Company.

4. The Liability of the Members is Limited

5. The Authorized Share Capital of the Company at the date of registration is Shillings 1,000,000,000/= divided into 10000 Shares of Shillings 100,000/= each, with such rights, privileges, and conditions respectively attached thereto as may from time to time be conferred by the regulations of the Company with power to increase and reduce the capital for the time being and to divide the same into several classes and to attach thereto respectively such preferential, deferred, qualified, or special rights privileges or conditions as may be done determined by all in accordance with the regulations of the Company, and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may from time to time be provided by the regulations of the Company.