THE COMPANIES ORDINANCE

(CAP. 212)

COMPANY LIMITED BY SHARES

MEMORANDUM

and

ARTICLES

of

ASSOCIATION

of

LECO ENGINEERS AND BUILDERS LIMITED

Incorporated this ..... day of .... 1983.

ASHIRU HUSSEIN LUGWISA, Esq. ADVOCATE, NOTARY PUBLIC & COMMISSIONER FOR OATHS DAR ES SALAAM

Certified True Copy
Of The Original

BALBIR SINGH MALIK
PROMOTER OF THE COMPANY
P. O. BOX 5767,
DAR ES SALAAM.

12/07/2021

TANZANIA Stamp Duty Shs 50/= PAID ON ORIGINAL Receipt No. 507359 of 10/12/88 Stamp Duty Officer

THE COMPANIES ORDINANCE (CAP. 212)

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

LECO ENGINEERS AND BUILDERS LIMITED

TANZANIA Stamp Duty Shs 25/= Receipt No. 507359 of 10/12/88 Asst. Registrar of Companies

1. The Name of the Company is LECO ENGINEERS AND BUILDERS LIMITED.

2. The Registered Office of the Company will be situated in Mainland, Tanzania.

3. The objects for which the Company is established are:

a) To acquire and take over as a going concern the business now carried on under the name and style of "LECO ENGINEERS AND CONSULTANTS" at Dar es Salaam.

b) To carry on all or any of the business of road makers, public works contractors, general contractors, civil engineers, constructional engineers in all their respective branches and manufacturers of and/or dealers in lime, cement, mortar, asphalt bitumen concrete, gravel, stones and/or materials of all kinds for constructions of roads.

c) To construct, erect carry out support maintain equip manage improve work operate control administer and/or superintend public and/or private works and conveniences of all kinds which expression in this memorandum includes railways, roads, tramways aerodrames, airports, airways, docks harbours piers bridges wharves canals wells shafts filter-beds water-works reservoirs embankments irrigations reclamation fortification hydraulic works viaduct improvements sewage drainage sanitary water gas electric light telephonic telegraphic and power supply works and hotels warehouses markets exchanges churches chapels parks schools museums places of recreation racecourses baths wash houses and public buildings and all works and conveniences of public utility and/or all other works and conveniences which may seem directly or indirectly conducive to any of these objects and to contribute or otherwise assist or take part in the construction execution carrying out support maintenance equipment management improvement working operation control administration and/or superintendence of the same.

d) To carry on the business of planters ggowers and producers of kapok sisal cocoa coffee cash crop sugarcane maize rice sorghum wattle and other plants trees fruits crops jaggery and natural products of any kind and to carry on all kinds of agricultural operation and to cultivate and develop any land andtto treat cure submit to any process of manufacture and prepare for market (whether on account of the Company or other any produce of land or products articles of things whatsoever.

e) To purchase take on lease or otherwise acquire any land farm or plantation and to develop the said land or farm or plantation by clearing draining planting cultivating or improving the same.

g) To carry on business in Tanzania and elsewhere the buying, selling, letting on hire, hire purchase, or easy payment systems and manufacturing and contractors of and dealers in motor cars taxicabs, automobiles tramcars, chars-a-bancs, motor lorries, vans wagons of all kinds and descriptions, cycles motor cycles, coaches, carriages and all other vehicles of kinds whatsoever, whether manufactuing or otherwie.

h) To act as agents for any company or companies engaged in life-insurance, fire insurance, marine insurance, insurance of motor cars loories, machinery and other things, insurance of owers and users of vehicles and other insurance of all kinds.

i) To carry on the business of imprters, dealers and distributors of kerosene, petrol, motor spirit, mineral oil crude petroleum, lubricating oil, grease and all other kinds of mineral and petroleum products.

j) To carry on any otherbusiness which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.

k) To establish deports and agencies in different parts of the world for the purpose of carrying on any or all of the business of the Company.

l) To carry on the business of general merchants, general store-keepers, universal providers, importers, exporters and wholesale and or retail traders of or otherwise dealers of and in cotton, silk, and woolen goods and textile fabrics of all kinds.

m) To enter into any arrangement ad contracts with Govrnment or Authorities supreme, municipal, local or otherwise or any corporations, companies or persons having objects that may seem conducive to the Company's object or any of them and to obtain from any such Government Authority, Corporation, Company or persons, any characters, contracts, decrees, rights, privileges and concessions.

n) To purchase, take on lease, option or licence, exchange or otherwise acquire in any part of the world, prospecting rights and contracts, leases, options, mineral properties, grants, concessions, charters, privileges licences or authorities of and over mines, land and mineral or other properties either absolutely or condionally.

o) 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 debenture stock, certificates or other securities, perpetual or otherwise charged upon all or any other Company's rights and property (present and future) including any uncalled capital or without any such securty and to purchase, redeem or pay off any sucg security or loan.

p) To amalgamate with, or enter into partnership or into any arrangement for sharing profits, union of interest, co-operation, joint venture, reciprocal concession or otherwise with any person or company carrying on or engage in or about to carry on or engage in any business or transactions which this Company is authorised to carry on or engage in any business or transactions capable of being conducted so directly or indirectly to benefit this Company. And to take 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.

q) To promote another company for the purpose of acquiring all or any of the property and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company.

r) To sell, or dispose of the undertaking and property of the Company or any part thereof, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any other Company having objects altogether or in part similar to those of this Company.

s) To carry on the business by wholesale or retail of automative spares and parts of all description, tyres and tubes batteries battery solution and all other spares accessories and goods as may be conveniently sold therewith and all things capable of being used therewith or in the maintenance, repair and manufacture thereof.

t) 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.

u) To construct, erect, maintain and alter any buildings, machinery, plant, works necessary or convenient for the purpose of the Company.

v) To undertake and execute any contracts for work involving the supply or use of any machinery and to carry out any ancillary or other work comprised in such contracts, carrying passengers and goods in Tanzania.

w) Generally to purchase, take on lease or in exchange hire or otherwise acquire any real and personal property and any rights or privileges which the Company may think necessary or conveniently for the purpose of its business and in particular any land, buildings, easements machinery plant and stock-in-trade.

x) To invest and deal with moneys of the Company not immediately required, upon such securities and in such manner as the Company may from time to time determine.

y) To remunderate any person or Company for services rendered or to be rendered inplacing or assisting to place or guaranteeing the placing of the shares in the Company's capital, or any debentures or other securities of the Company or the conduct of its business.

z) To distribute any part of the property of the Company in specie among the members.

aa) To lend and advance money and give credit to such persons or companies as may seem expedient and in particular to members of the Company and customers and others having dealing with the Company and to guarantee the performance of contracts by such person.

bb) To draw, make, accept endorse discount execute and issue cheques promissory notes bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.

cc) To do all or any of the above things in any part of the world as principals, agents, contractors trustees or otherwise alone or in conjunction with others.

dd) To pay the expences of and preliminary and incidental to the promotion establishment and registration of the Company or of any other company promoted, formed established or registered by the Company and all brokerage, discount and other expences lawfully payable which may at any time and from time to time be deemed expedient for taking placing or underwriting all or any of the shares or debentures, or other obligations of the Company or of any Company so promoted, formed established or registered by the Company.

ee) To obtain all powers and authorities necessary to carry out to extend any of the above objects.

The objects set forth in any sub-clause of this clause shall not except when the context expressely so required, be in anywise limited or restricted by reference or inference from time the terms of any sub-clause or by the name of the Company. None of such sub-clause or the objects therein specified or the powers thereby conferred shall be deemed subsidiary or auxilliary merely to 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 the world and notwithstanding the businesses undertaking, property or acts proposed to be transacted, acquired, dealt with or performed to 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 any partnership or other body of persons whether incorporated or unincorporated and whether domiciled in East Africa or elsewhere and the intention is that the objects specified in each paragraph of this Clause shall except where otherwise expressed in such paragraph be independent main objects and shall in no wise be limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

4. The liability of the members is limited.

5. The initial capital of the Company is Shs.500,000/- divided into 500 shares of Shs.1,000/- 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.

WE, the several persons whose names and addresses are subscribed are desirous of being formediinto 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 Descriptions of Subscribers	Number of Shares taken	Signature
1. BALBIR SINGH MALIK A COMPANY DIRECTOR P. O. BOX 5767, DAR ES SALAAM.	400	B.S. MALIK
2. ~~ARUNA MALIK~~ ~~ANILKUMAR MALIK~~ A COMPANY DIRECTOR P. O. BOX 5767, DAR ES SALAAM.	100	A. MALIK

DATED at Dar es Salaam this 10th day of December 1985.

WITNESS to the above Signatures:

Signature: .....

Postal Address: .....KJTABWALLA.

Qualification: .....

ASHIRU HUSSEIN LUGWISA, Esq. ADVOCATE, NOTARY PUBLIC & COMMISSIONER FOR OATHS DAR ES SALAAM

B.A. BARRISTER-AT-LAW

Certified true Copy 17/8/2021

TANZANIA
Stamp Duty Shs. 80/=
PAID ON ORIGINAL
Receipt No. 507359 of 10/12/85
Stamp Duty Officer

THE COMPANIES ORDINANCE (CAP. 212)

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

LECO ENGINEERS AND BUILDERS LIMITED

TANZANIA
Stamp Duty Shs. 140/=
Receipt No. 507359 of 10/12/85
Asst. Registrar of Companies

1. PRELIMINARY

In these Regulations:-

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

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

Unless the context otherwise requires, the expression 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 meanings so defined.

Any words 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, partnership, firms, Co-operative Societies etc.

The Regulation 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 substitution former 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 persons who having been formerly in the employment of the Company were while 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 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 warrants to bearer.

TRANSFER OF SHARES

3. The Directors may in their descretion and without assigning any reason thereof refuse to register the transfer of any shares to any person whom 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 or 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 such shares to any member or members of the Company at a price to be agreed upon between the party giving such notice and the Board, orin case of difference to be determined by the Auditor of the Company.

c) Upon price of such shares being agreed on or determined as per clause (b) above, the Board shall forthwith give notice to such of the shareholders other than the share-holders desiring to sell or transfer the said shares, stating the number and price of such shares 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 shares. At the expiration of such 21 days' notice the Board shall apportion such shares amongst the shareholders (if more than one) who shall have expressed their desire to purchase the same and as far as may be pro rata according to the number of shares already held by them respectively, or if there be only one such shareholder, the whole of such shares shall be sold to him, provided that no shareholder shall be obliged to take more that 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 shall be bound upon payment of the said price to transfer the shares to the respective shareholders or to the single shareholders who shall have agreed to purchase the same.

GENERAL MEETINGS: NOTICE OF GENERAL MEETINGS AND PROCEEDINGS AT GENERAL MEETINGS

5. Articles 39 to 53 Table 'A' shall apply subject to 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 threefourths of the issued shares of the Company shall be valid and effectual as an orindry resolution duly passed at General Meeting of the Company.

6. DIRECTORS

a) Until otherwise determined by the Company in General Meeting the Directors shall not less than two and not more than seven in number.

b) The following persons shall be the first Directors of the Company: BALBIR SINGH MALIK

~~ANILKUMAR MALIK~~
ARUNA MALIK

7. The shareholding qualification for the Directors may be fixed by the Company in general meeting and unless had until so fixed no qualification shall be reqired.

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 a 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 moneys for the purpose of the Company which may exceed the issued share capital of the Company.

BORROWING POWERS

11. The Directors may raise or borrow for the purpose of the Company business such sum or sums of money as they think fit and they 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 assetsof the Company; present and future, including its uncalled or unissued capital or by the issue; at such price as they may think fit or bonds or debentures, either charged upon the whole or any part of the property and assets of the Company, or not charged, or in such other way as the Directors may think expedient.

ALTERNATE DIRECTORS

12. Each Director may nominate a person, who shall be approved of in writing by the other Director, to act as Alternate in his place during his absence from Tanzania or inability to act as such Director. Such Alternate Director shall be subject in all other respects to the terms and conditions existing with reference to the Directors and discharge all duties and functions of the Director being unable to act during the absence or inability to act as the Director whom he represent he may subject to the like approval of the other Directors appoint a duly qualified person to act in his place.

SECRETARY

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

WINDING UP

14. With the sanction of a Special Resolution of the Shareholders any of the assets of the Company including any shares in other companies may be divided between the Member of the Company in specie 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

15. 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 increased by him to defending any proceedings, whether civil or criminal, in wh ch judjement is given in his favour or in which he is acquitted or incconnection with any application (under Section 345 of the Ordinance) in which relief is granted to him by the Court.

ALTERATION OR ADDITIONS

16. Subject to the provision of the Ordinance and to those contained in the Memorandum of Association of the Company may by Special resolution make alteration or addition so made shall be as valid and effectual as if originally contained in these Articles and be subject in like manner to alteration by Special Resolution.

Names, Addresses and Descriptions of Subscribers	Number of Shares taken	Signature
1. BALBIR SINGH MALIK A COMPANY DIRECTOR P. O. BOX 5767, DAR ES SALAAM.	400	B.S. MALIK
2 ARUNA MALIK ~~ANILKUMAR MALIK~~ A COMPANY DIRECTOR P. O. BOX 5767, DAR ES SALAAM.	100	A. MALIK

DATED at Dar es Salaam this 10th day of December 1985.

WITNESS to the above Signatures:

Signature: .....

Postal Address: .....

Qualifications: .....

ASHIRU HUSSEIN LUGWISA Esq. ADVOCATE, NOTARY PUBLIC & COMMISSIONER FOR OATHS DAR ES SALAAM

Certified True Copy

17/07/2024

S. M. A. KITABWALLA
B. A., BARRISTER-AT-LAW
Box 1242, DAR ES SALAAM
ADVOCATE