

THE COMPANIES ACT 2002

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

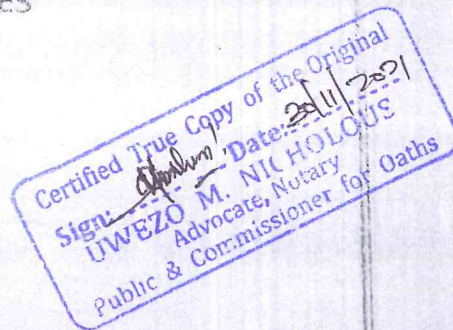
OF

HEAR (P) LIMITED

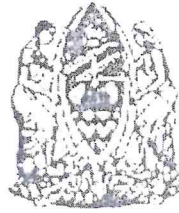
Incorporated this day of 2007

Drawn by:

Alex G. Mgongoiwa
(Subscriber)
P. O. Box 866
MREYA

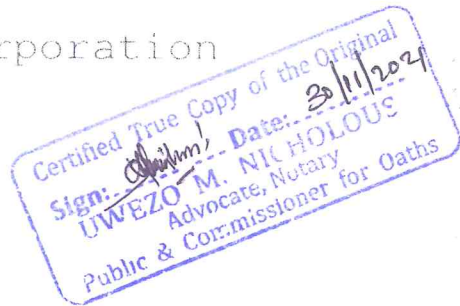


THE UNITED REPUBLIC OF TANZANIA



Certificate of Incorporation

No.



I hereby certify that

IIAI (T) LIMITED

is this day incorporated under the Companies Act 2002, and that the Company is Limited

Given under my hand at Dar es Salaam this.....day
of.....Two thousand and six.

Seal

Registrar of Companies

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

5000
2021/08/10
Notary Public Officer

2021/08/10
Notary Public Officer

Certified True Copy of the Original
Sign: *[Signature]* Date: 20/11/2021
JWEZO M. NICHOLUS
Advocate, Notary
Public & Commissioner for Oaths

- 1 The name of the company is "HAI (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 exporters, importers, sellers, buyers, distributors, wholesalers, retailers of organic product, agricultural products, such as cocoa, coffee, groundnut, tea, cotton, seeds, sisal, cashew nuts, maize, rice, cereals, sugar, flour, peanuts, beans, cowpeas, yellow gram green monks etc. and to cultivate, process, market, supply in local and export markets, and generally to be traders and dealers of the above.
 - (b) To acquire, take over, promote, establish, engage in and carry the business of profession of farmers, irrigation, planters, harvesters, sprayers, seed growers, glaziers breeders of and dealers of livestock, market gardeners, arboriculturists, agriculturalists, horticulturists, floriculturists, dairymen, vegetable oil extractors, poultry and bee-keepers and any other businesses in connection with agriculture, floriculture, arboriculture and horticulture.
 - (c) To carry and promote and trade or business of farm and agricultural inputs, implements, tools, packaging materials and deal in the livestock and or the veterinary health care products to farmers and stockists, to buy, sell, supply, distribute whether in retail or wholesale fertilizer, insecticides, fungicides, growth stimulants, agro seeds, farm implements and tools, animals feeds, veterinary drugs and any related goods and import and export agriculture and food technology, industries and equipment, manufacture and semi processed products in Tanzania and other parts of the world.
 - (d) To carry on the business as general fruit processing industry, fruit 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 and vegetables.
 - (e) To carry on the business as ranchers, breeder of animals of all kinds as dairy, ostrich and poultry farmers and as ranchers, breeder of animals of all kinds, as dairy, ostrich and poultry farmers and as millers, grazers, gardeners seed growers and meat and fruit preservers
 - (f) To engage in farming, ranching, crocodile farming, cattle rearing, animal husbandry, agriculture and veterinary activities, to deal in all activities involving farming, ranching and rearing of livestock, poultry and/or animal husbandry and any business associated with farming horticulture, dairy-products manufacture and the like.
 - (g) To carry on the business of production, servicing production, contract production, collection, storage, processing and marketing of farm, livestock, fishing forestry/natural products.
 - (h) To development/construction of infrastructure such farm/feeder roads and bridges, irrigation canals and dams, warehouses etc.

- (i) To be general food manufacturers, packers and suppliers to local and exporter markets, to be grain millers and padres, fruits and vegetable conners, to be manufacturers of fresh juices and other beverages and to be bottlers and or canneries of same to manufacture tomato sauces and ketchups, chilli sauces, salad dressing cream, spices, dried soup formulate and all kinds of food additives for local and export markets, to be importers and distributors of all kinds of foodstuffs.
- (j) To carry on the business as general food processors, packers, to be general suppliers of foods stuffs and agricultural crops, grain millers, food mixers, general exporters of fresh fruits, vegetables and flowers, to act as agents of buying and selling all kinds of food stuffs agricultural equipments of every description, and generally to deal in any other business connected therewith.
- (k) To be general food manufacturers, sellers, packers and suppliers to local and exporter markets, to be grain millers and padres, fruits and vegetable conners, to be manufacturers of fresh juices and other beverages and to be bottlers and or canneries of same to manufacture tomato sauces and ketchups, chilli sauces, salad dressing cream, dried soup formulate and all kinds of food additives for local and export markets, to be importers and distributors of all kinds of foodstuffs.
- (l) To carry on the business of selling, manufacturing, distributing, supplying of juices, artificial juices, fruit drinks and fruit juices, mineral and aerated waters and other non alcoholic drinks and to pack and sell the same by whole sale or retail locally and to export the same to different parts of the world.
- (m) To carry on the business of forest development, timber and lumber merchants, lumber yard and saw-mill proprietors, and to supply, sell, buy, prepare for market, import, export and deal in timber and wood of all kinds, and to manufacture and deal in articles of all kinds, and to manufacture and deal in articles of all kinds in the manufacture of which timber or wood is used; to carry on the business of logging and lumbering, purchasing, acquiring and leasing timber berths, and so far as may be deemed expedient the business of general merchants in any other businesses which may seem to the Company capable of being conveniently carried in connection with any of the above, or calculated directly or indirectly to render profitable or to enhance the value of the Company's property or rights for the time being.
- (n) To carry on the business of manufacturers, importers, and exporters of timber, forest products, composites and plastics and to buy and sell by wholesale or retail, and generally to deal in all such materials
- (o) To carry on the business of logging operators, buying and selling of every description, to purchase or otherwise acquire timber leases, licences, and land, obtain rights and trademarks and to dispose of the same from time to time by way of sale, lease or otherwise.
- (p) To acquire rights in timber trees and to acquire the fee simple or any less interest in land whereon timber is growing or in land suitable for the growing of timber,
- (q) 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.
- (r) To promote, establish and carry on the business of suppliers, importers, manufactures, decorators, representatives and agents for all kinds and types of furniture of every description, including processing or wood, formica, chipboard, plywood, timber and every other content used in the manufacturing of furniture and furnishing wood, requisites of all kinds and goods of every description
- (s) To carry on the business of fishing and marketing of fish, including export of all kind of fish and fish products including prawns and all kind of marine products and to build cold storage system for fish

and fish products, cold storage keepers and dealers in ice, ice block, general merchants, importers and exporters and dealer in goods and or articles of every description whatsoever.

- (l) To carry on the business of miners and mining in all their branches and for the said purpose to peg, purchase, take on lease, or exchange or otherwise acquire concessions, grants, easements, options, claims, properties, cassettes- and effects supposed to contain minerals, diamonds, or other precious stones, and any interest therein, and to explore, mine, work, excise develop and turn to account mines and mining rights and any undertaking connected therewith.
- (u) To carry on all or any of the business, by wholesales and/or retail a gemstones merchants, jewelers and/or dealers in and/or buy, sell, market, import, export and or generally deal in all or any kind of minerals, gemstones, precious stone, gold, silver, diamond, nickle and precious metal and minerals of whatsoever kind or description. To carry on the business of prosecuting and mining of all kinds of mineral and gemstones.
- (v) To carry on, either as principals or as agents, a general mercantile and commercial business and/or to engage in, conduct and carry on the business of importing, exporting, bartering, trading, contracting, buying, selling and dealing with wholesale or retail in commodities, machines, goods, wares and merchandise of every class and description raw, manufactured or produced in any place throughout the world; and to act as agents, licencees, factors or brokers of all such products.
- (w) To carry on the business as general merchants, importers, exporters, general suppliers, traders, stockists, wholesalers, retailers and dealers in all types of electrical goods, hardware, building materials, timber, fishing gears, groceries, computers, office equipments, stationeries, cooking oils, salts, foodstuffs, cosmetics, oils, spare parts and maintenance, tyres, tubes, tools and accessories for all types of automotive, motor vehicles, agricultural machinery, implements, equipment, all kinds of industrial projects machinery and equipment, paints, spirits sheets, hinges, screws, iron mongery, textiles piece goods, all types of leather goods, shoes, bags and other similar goods.
- (x) To carry on the business of transporters, clearing and forwarding agents, commission agents, freighters, hauliers, customs bonded warehouse and godown keepers, cargo and travel agents, insurance agents, tourist agents, manufacturers' representatives, road contractors, cargo superintendents, packers, machinery haulage specialists, warehousemen, engineers, electricians, motor cars, cabs, omnibus, lorries, oil tank and coach proprietors and transporters, civil transport contractors and transporters by any other means of conveyance of people and goods in Tanzania and the neighbouring countries and in such other place or places as may from time to time be determined by the company, engage in and or otherwise carry on the business as transporters and transport agents, freight forwarders.
- (y) To carry on the business of establishing and running supermarkets, department stores, shopping malls, provision stores groceries and shops of all kinds and description and generally to deal with such activities.
- (z) To carry on the business and act as managers of investments and investment company, commission agents, real estate, financial, property managers, developers, valuers, decorators, engineers and to generally be able to carry out activities of any description with regards to land, property and real estate, investment in any type of property, buildings, lands, securities, bonds, shares and any property act as a holding company with subsidiaries and invest in any projects as the company may think fit.
- (aa) To carry on the business of buying, selling, suppliers, dealers in building materials, hardware, sanitary-ware, wall papers, roofing tiles, flooring tiles, supplying industrial equipment's, agricultural implements and equipment's spares of every description, plumbers, decorators, steel fabrication, machine shop, nickel plating, electric plating, making steel windows, doors, frames and roof tresses.

- (bb) To engage in and carry out the business of proprietors and managers of hotels, resort, 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.
- (cc) To carry on the business as general suppliers of all sorts and types of goods and services to individuals, offices, industries, shops, schools, factories, hospitals, army, military, ministries and all other government offices, universities and all other places where the services of a supplier are needed.
- (dd) To carry on the business as principals, agents or manufacturers, representatives of importing, exporting, buying, selling, distributing of new and used motor vehicles, cars, trucks, lorries or other vehicles, motor vehicles spares and parts of all descriptions, railway, fuel and other oils, petroleum of all kinds, tyres and tubes, batteries, battery solution and other spares, accessories, motor cycles, bicycles, tractors, mining equipments, fishing gears, agricultural and industrial machinery and equipments, new and second hand spare parts and accessories and generally to deal in all types of motor spare parts and industrial and agricultural machinery and parts, electronic goods and accessories thereof
- (ee) To carry on the business as consultants, commission agents, court brokers, debt collectors, revenue collector, public auctioneers, insurance agents, general brokers, importers, exporters, manufacturers representatives, land and estate agents, technical advisors, clearing and forwarding agents, and all businesses and trades incidental or similar thereto or required to be or capable of being carried on in conjunction therewith.
- (ff) To promote tourism in Tanzania and elsewhere in Africa, to carry on business of travel and tourist agents and tour operators, to promote facilitate travelling to organise hunting, tented-camps, fishing and diving expeditions, safari promoters and undertakers generally and in particular to arrange and manager hunting safaris, photo safaris adventure tours, fishing trips, handling of game trophies and animal skins, catching, harbouring, transporting, wildlife and marine products of all kind.
- (gg) To carry on the business of marketing, services, consultancy and selling of all types of information technologies, computer systems, conference systems, telecommunication systems, security systems, public address systems, data communication and to train, research, install and after sale services of electronic systems, voice and data networks and any other systems or components which the company may think fit, necessary or incidental to this business.
- (hh) To carry on the business of household, domestic appliance and electrical goods, audio visual goods, electronic items, building material, hardwares, foodstuff, agricultural products and merchandise of every nature, kind and description whatsoever as a dealer, wholesaler, retailer, distributor, importer, exporter and after sales service and repairing.
- (ii) To carry on the business of transportation, cargo and travel agents, commission agents, customs agents, insurance agents, tourist agents, manufacturers representatives, clearing and forwarding agents, road contractors, cargo superintendents, packers, machinery haulage specialists, warehousemen, engineers, electricians, motor cars, cabs, omnibus, lorries, oil tank and coach proprietors and transporters by any other means of conveyance of people and goods in Tanzania and the neighbouring countries and in such other place or places as may from time to time determined by the Company.
- (jj) 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.

- (kk) 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.
- (ll) 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.
- (mm) 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.
- (nn) 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.
- (oo) To act as agents for the sale and purchase of any stocks shares or securities or for any other monetary or mercantile transactions.
- (pp) To act as executors and trustees of wills and settlements made by customers and others and undertake and execute trusts of all kinds.
- (qq) To do all or any of the above things in any part of the world and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others and either or though agents, sub-contractors, trustees and otherwise.
- (rr) 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.
- (ss) To accept for safe custody and keep for customers of the company all kinds of securities valuables and things.
- (tt) 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..
- (uu) 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.
- (vv) 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.
- (ww) 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.
- (xx) To draw, make, accept, endorse, discount execute and issue promissory notes bills of lading, warrants, debentures and negotiable or transferable instruments.

- (yy) 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.
- (zz) To obtain any provisional order, ordinance or act of Parliament for enabling the Company to carry any of its objects into effect, or for affecting any modification of the Company's constitution, or any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated, directly or indirectly to prejudice the company's interest.
- (aaa) 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.
- (bbb) 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.
- (ccc) To do all other things as may be deemed incidental or conducive to the attainment of the objects or any of them.

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.


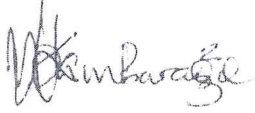


The objects specified in each of the paragraphs of the paragraph of this clause shall be regarded as independent objects, and accordingly shall in no way be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph of 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 paragraphs 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

- 4 The Liability of the Members is Limited.
- 5 The capital of the Company is Shillings 500,000,000/= divided into 100,000 shares of Shillings 5,000/= 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
CHARLES C. LUHWAVI P. O. BOX 866 MBEYA	7000	
WULSTAN KAMBARAGE CHABRUMA P. O. BOX 866 MBEYA	2985	
ALEX G. MGONGOLWA P. O. BOX 20797 DAR ES SALAAM	5	
DR. HARISON MWAKYEMBE P. O. BOX 20797 DAR ES SALAAM	5	
C & C LIMITED P. O. BOX 866 MBEYA	5	



Dated at MBEYA this 31 day of MAY 2007

Witness to the above signatures

Name :

Signature : 

Postal Address :

Qualification :

Handwritten notes and signatures on the left margin, including the date '11/09/11' and the name 'Saeed Jassas'.

Handwritten notes and signatures on the right margin, including the date '11/09/11' and the name 'Saeed Jassas'.

THE COMPANIES ACT NO. 12 OF 2002

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

HAI (T) LIMITED

TABLE A EXCLUDE

1 The regulations in Table A in the First Schedule to the Company Act 2002 shall not apply to the Company, except so far as the same are repeated or contained in these Articles.

INTERPRETATION

In these Articles, unless the subject or context otherwise requires, the words standing in the first column of the table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof.

WORDS AND MEANINGS

"Articles": these Articles of Association as originally framed or as altered from time to time by Special Resolution;

"A Shareholder": any holder from time to time of the Shares.

"The Directors": the directors for the time being of the Company present at a duly convened meeting of the directors at which a quorum is present;

"The Office": the registered office for the time being of the Company.

"The Act": the Companies Act 2002 and every statutory modification and re-enactment thereof for the time being in force;

2 The Company is a Private Company and accordingly, no invitation or offer shall be made to the public (whether for cash or otherwise) to subscribe for any shares in or debentures of the Company, nor shall the Company allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.

The Company may pay to any person a commission in consideration of his subscribing or agreeing to subscribe, whether absolute or conditional, for any shares in the Company; provided that such commission shall not exceed 10 per cent of the price at which such shares are issued, or an amount equivalent to such percentage; and the requirements of Section 50 of the Act shall be observed.

3 a The Directors may subject to Article 48 hereof allot, grant options over, or otherwise deal with or dispose of any relevant securities of the Company in accordance with the provisions of these Articles and the Act to such persons and generally on such terms and conditions as the Directors think proper.