

THE COMPANIES ACT
(No. 12 of 2002)
COMPANY LIMITED BY SHARES
Memorandum
and
Articles of Association
of
NYSSA TOURISM HOLDINGS LIMITED

Incorporated this Day of2019

Drawn by:
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THE COMPANIES ACT (Cap. 212)
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
NYSSA TOURISM HOLDINGS LIMITED

1. NAME

The **Name** of the company is **NYSSA TOURISM HOLDINGS LIMITED**.

2. REGISTERED OFFICE

The **Registered Office** of the Company will be situated in the United Republic of Tanzania.

3. OBJECTIVES

The **objectives** for which the Company is established are:

- (i) The company will be involved in tourism, importing and exporting related equipments, accessories and spare parts and all related matters.
- (ii) The company will deal with Hotel, motel, lodges, restaurants and catering investment Management, liquor Business, Bar and Pub Business, importing and exporting related equipments, accessories and spare parts and all related matters
- (iii) The company will be involved in camping, safari-tours activities, tour operator, importing and exporting related equipments, accessories and spare parts and all related matters
- (iv) The company will deal with the business enterprise, which is engaged in the processing, and manufacture and Marketing of tobacco, cigarettes and import and import and export of related equipments, accessories and spare parts.
- (v) The company will be involved in hot air balloons, hover crafts and tour guide operations, distributing, selling, exporting and importing related equipment's products and all related matters
- (vi) The company will be involved in aviation business operation, training, promoting, marketing, selling, importing and exporting related equipments, accessories and advertising for third party companies and service providers.
- (vii) The company will deal and engage in the business of horse riding operations and importing and exporting related equipments, accessories and spare parts.
- (viii) To deal and engage in the business of general construction and importing and exporting related equipments, accessories and spare parts.

- (ix) To deal in general in all business of minerals mining, and act as dealers of gemstones and importing and exporting related equipments, accessories and spare parts.
- (x) To establish and carry on the business of environmental managerial or otherwise.
- (xi) To purchase, acquire, charge, hold and dispose of movable and immovable property.
- (xii) The company will be involved in importing and exporting and trading commodity like steel, gold, diamonds, metal, aluminium, cement and all related matters.
- (xiii) The company will be involved in importing, exporting, selling, supplying agriculture products to the local market and manage plantations.
- (xiv) The company will be involved in the business of rental cars operations, exporting and importing related equipments, accessories and spare parts.
- (xv) The company will be involved in participating in the International trade shows and exhibitions.
- (xvi) The company will be involved in importing and exporting motor vehicles, which includes Light Motor Vehicle (LMV) and Heavy motor vehicle (HMTV).
- (xvii) To carry on the business of real estates, importing and exporting related equipments, accessories and spare parts.
- (xviii) The company will carry on the business of marine and submarine operations, importing and exporting related equipments, accessories and spare parts
- (xix) The company will deal with the business of ATVs and UTVs operations for hunting and motorsports, importing and exporting related equipments, accessories and spare parts.
- (xx) The company will deal with hunting activities operations and importing and exporting related equipments, accessories and spare parts such as hunting weapons and ammunitions.
- (xxi) The company will deal with the business of transportation operations and importing and exporting related equipments, accessories and spare parts
- (xxii) The company will deal with security and defense business and importing and exporting related equipments, accessories and spare parts.
- (xxiii) To apply for, purchase, or by other means acquire and protect, prolong, and renew, any patents, copyrights, trademarks, protections and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licenses or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions, processes or rights which the Company may acquire or propose to acquire.

- (xxiv) To engage in franchisee opportunities providing retail outlets and related matters around the country.
- (xxv) To act as agents or brokers and as trustees for any persons, firm, or company, and to undertake and perform sub-contracts, and also to act in any of the business of the Company through or by means of agents, brokers sub-contractors or others.
- (xxvi) To carry on the business of courier services, banking insurance, forwarding and general agents, aircraft and ship owners and charterers, agents for operators of air, sea land or inland waterway carriage undertakings, road transport owners and hirers, teachers of languages, promoters and managers of clubs and societies (travelling, social, educational or otherwise) and newspapers and book sellers, foreign correspondents and advertising agents and generally to facilitate travelling, and to provide and promote the provisions of facilities of every description for tourists and travellers, and in particular by means of booking of travel tickets and accommodation and hotel and lodging accommodation and providing guides, safe deposits, inquiry bureau and baggage transport.
- (xxvii) To amalgamate, enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure or reciprocal concession or for limiting competition with any person or company carrying on or engage in, any business or transaction which the Company is authorised to carry on or engage in, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.
- (xxviii) To provide or procure the provision by others of every and any service, need, want or requirement of any business nature required by any person firm or company in or in connection with any business carried on by them and to act as business consultants, market research consultants, designers, tenders, business transfer agents, values and estate agents and to act as intermediaries in the introduction of sellers, purchasers, partners and employees.
- (xxix) To carry on business relating to the administration and organization of industry and business of industrial business and personal consultants and to advise upon the means and methods of extending, developing and improving all types of business or industries and all systems or processes relating to the production, storage, distribution, marketing and sale of goods and/or related to the rendering of services;
- (xxx) To act as agents or managers in carrying on any business concerns and undertakings, to employ experts to investigate and examine into the conditions, management prospects, value and circumstances of any business, concern and undertakings and generally of any assets, property or rights of any kind.

- (xxxix) To carry on the business of an investment company and for that purpose to acquire and hold either in the name of the company or in that of any nominee, shares, stocks, debentures, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any company, government, public body or authority, supreme, dependent, municipal, local or otherwise in Tanzania and elsewhere.
- (xxxixii) To acquire any such shares, stock, debentures stock, bonds notes obligations or securities by original subscription, contract, tender, purchase, exchange, underwriting, or by participation in syndicates or otherwise, whether or not fully paid up, and to subscribe for the same subject to such terms and conditions (if any) as may be thought fit.
- (xxxixiii) To exercise and enforce all rights and powers conferred by or incidental to ownership of any such shares, stock obligations or other securities including without prejudice to the generality of the foregoing such power of veto or control as may be conferred by the holding company of some special proportion of the issued or nominal amount thereof and to provide managerial and other executive supervisors and consultant services for, or in relation to, any company in which the company is interested on such terms as may be thought fit.
- (xxxixiv) To carry on business as company promoters, underwriters, financiers and bill brokers and generally to undertake and execute agencies and commissions of every kind and to negotiate and manage for the borrowing or lending of money or the subscription or underwriting of shares, debentures and other securities.
- (xxxixv) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, bills of lading, script, warrants and other transferable or negotiable instruments.
- (xxxixvi) To enter into partnership or any other arrangement of sharing of profit, union of interest, co-operation reciprocal concerns in or otherwise with any person or persons, firm or firms or company or corporation carrying on or engaged in or about to carry on or engage in any business or transaction which may seem to the company capable of being conveniently carried on in connection with the above, calculated directly or indirectly, to enhance the value of or render profitable any of the company property and/or whereby the company would be benefited.
- (xxxixvii) To enter into any arrangements with any governmental authorities (supreme, municipal, local or otherwise) or any corporation, companies or persons that may seem conducive to the company's objects, or any of them and to obtain from any government authority, corporation, company or persons any charters, contracts, decrees, rights, privilege and concessions.

- (xxxviii) To act as agents or brokers and trustees for any person, firm or company, and to undertake and perform subcontract and also to act in any of the business of the company through or by means of agents, brokers, subcontractors or others.
- (xxxix) To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations gratuities, pensions, allowances or emoluments to any persons who are or were any time in the employment or service of the company, or of any such subsidiary company or who are or were at any time Directors or officers of the company or of any such other company as aforesaid, and the wives, widows, families and dependents of any such persons, and also establish and subsidize and subscribe to any situation, associations clubs, or funds calculated to be for the benefit of or to advance the interests and well-being of the company or of any such other company as aforesaid.
- (xli) To pay all or any expenses incurred in connection with the formation, promotion and incorporation of the company or to contract with any firm or company to pay the same, and to pay commission to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any share, debentures, debenture stock or securities of this company.
- (xlii) To make donations to such persons and in such case either in cash or other assets, as may be thought directly or indirectly conducive to any of the company's objects or otherwise and to grant pensions, gratuities and business to any officers or ex-officers or employee or ex-employees (including directors and former directors) of the company or its predecessors in business or the dependants of such persons and to subscribe or guarantee money for charitable or benevolent objectives or for any exhibition or for any public, general or other objective.
- (xliii) To procure the company to be registered or recognized in any commonwealth or foreign country or place.
- (xliv) To do all or any of the above things in any part of the world either as principals, agents, contractors, trustees or otherwise and either alone or in conjunction with others, personally or through managers, managing agents, agents sub-contractors, trustees or otherwise, with power to appoint a trustee or trustees personal or cooperate, to hold any property on behalf of the company and to allow any property to remain outstanding with such trustee or trustees.
- (xlv) To do all such other things as are incidental or may be thought conducive to the attainment of the above objects or any of them.

It is hereby declared:-

that the word "company" in this clause, except where used in reference to the Company, shall be deemed to include any partnership or other body or persons whether incorporated or not incorporated and whether domiciled in Tanzania or elsewhere;

that the objects specified in each of the paragraphs 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 or 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 defined the objects of a separate and distinct company; and

LIABILITY

4. The Liability of the members is Limited.




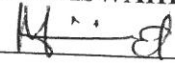
CAPITAL

5. The **Share Capital** of the Company is **TZS One Billion One Hundred and Fifty Thousand Million (1,150,000,000)** divided into Five Thousand (5,000) shares with the value of **TZS Two Hundred Thirty Thousand Only (TZS 2300/=)** each and the company shall have power 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 in accordance with the Articles of Association of the company.

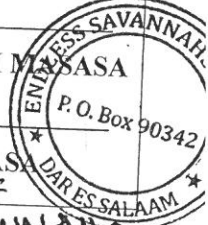
Nothing contained in this clause shall prevent:

- (i) The payment of reasonable and proper remuneration to any officer or servant of the Company
- (ii) The payment of interest, at a rate not exceeding the rate for the time being charged by bankers in Tanzania for overdrawn accounts, on any money loaned to the Company by any member.

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 agree to take the number of shares in the capital of the company set opposite our respective names:

Name, Address and Description of Subscriber	Number of Shares taken	Signature
1. ULUER HALIL P.O. BOX 45750 DAR ES SALAAM	2,500	
2. MAHMOOD OTHMAN P.O BOX 45750 DAR ES SALAAM	1,500	
3. ENDLESS SAVANNAHS LIMITED P.O. BOX 90342 DAR ES SALAAM	1,000	1.  YOHANA MSWAHILI MASASA 2.  JOHN MKAMA MASASA

**DIRECTORS OF
ENDLESS SAVANNAHS
LIMITED.**



Dated at Dar es Salaam this 9th day of August 2019

Witness to the above signature:

Signature: Stephen Moshia

Postal Address: 45780 Dsm

Qualifications: Advocate

