

**THE COMPANIES ACT, 2002**

**COMPANY LIMITED BY SHARES**

**MEMORANDUM**

**AND**

**ARTICLES OF ASSOCIATION**

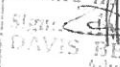
**OF**

**GSMHQ HAULAGE LIMITED**

**Drawn By:**

**GHALIB SAID MOHAMED (SUBSCRIBER),**

**DAR ES SALAAM.**

Certified True Copy of the Original  
Sign:  Date: 3/9/2021  
DAVIS BENJAMIN KATO  
Advocate, Notary  
& Commissioner for Oath

THE COMPANIES ACT, 2002

COMPANY LIMITED BY SHARES  
MEMORANDUM OF ASSOCIATION  
OF  
GSMHQ HAULAGE LIMITED



*[Handwritten signature]*

3/9/2021  
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1. The name of the company "**GSMHQ HAULAGE LIMITED**"
2. The Registered office of the Company will be situated in Tanzania.
3. The objects for which the Company is established: -
  - (a) To carry on all or any of the business of transport, carriage and haulage contractors, owners and charter of road vehicles, aircraft and ships and boats of every description and carriers of goods and passenger by road, rail, water or air and to establish, acquire, maintain and operate transport service of every description both public and private and all services ancillary thereto and for such purposes or independent undertakings to purchase, take in exchange, charter, hire, build, contract or otherwise acquire and to own, operate, work, manage, maintain, repair, service and deal with and in road vehicles, aircraft and vessels of every supplies therefore and to conduct any such business within the country or any other state in Africa or Europe or Asia and or any other foreign country To carry on the business as general traders, merchants, importers, exporters, suppliers, stockist, wholesalers, retailers and dealers in all types of Hair and skin Care products and Perfume ranges, herbal, healthy and natural beauty products, accessories, cosmetics, essential oils, paints, textiles, all types of leather goods, shoes, bags, dealers in manufacturers of cosmetics and beauty products and similar goods.
  - (b) To carry on the business of general merchants, general store keepers, universal providers, importers, exporters, suppliers, wholesale and/or retail traders, dealers of piecewood, paints, hardware, glassware, crockery, cutlery, ironmongery, turners and other household fittings and

requirement, other articles and commodities of personal, household use and consumption provisions, textiles, groceries, medicines, drugs, wines, spirits, liquors, chemical, surgical, optical, photographic and other instruments, apparatus and materials, motor vehicles, automobiles and generally in all manufactures goods of all types and merchandise of all kinds.

- (c) To carry on the business in all their branches the business drapers, clothiers, outfitters, haberdasher, dressmakers, tailors, hatters and wholesale and retail dealers in textiles and other clothing materials including exporter and importers of sewing machines.
- (d) To carry on business as importers, exporters, manufactures, processors, designers, embroiderers, sellers, marketers and dealers in all kinds of garments, cotton, silk, wooden, linen, rayon, tetron, tetrex, nylon and other synthetic fibre hamp, jute, yarns and all kinds of fibres manufactured from yarn spinning and weaving and generally manufacturers of all kinds of textiles goods and articles manufactured thereon and other fibrous substances and the preparation of dyeing or colouring of any kind.
- (e) To carry on the business as manufacturers, principals or agents representatives of importing, exporting, buying, selling, distributing of new and used motor vehicles, motorcycle, 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 generally to deal in all types of motor spares parts and industrial and agricultural machinery and parts, electronic goods and accessories thereof.
- (f) To carry on the business of dealing in importing, exporting, marketing, manufacturing stocking, buying, selling whether by wholesale or retail of various categories of goods and merchandise and to act as insurance agents, commission agents, brokers and manufacturers, representatives

in all fields. To be agent of foreign company and to establish business enterprises whether small scale, industries and generally deal in all kinds of general merchants and to import, export and all either by merchandise and articles of all description.

- (g) To carry on the business of general traders, merchants manufacturers representatives and to buy, sell, hire, manufacture, barter, trade and deal in property, mechanical machine shop, spare parts and machinery of every description, implements, equipment, goods and articles and merchandise of all kinds and to transact any and every description of agency, insurance agents, commission, distribution, marketing, commercial, industrial, manufacturing, merchantile, insurance and financial business.
- (h) To carry on the business of supplying of stationer, office equipment, writing materials, teaching aids and other educational establishment and as agents, school uniforms and stationers in all their business and to buy and sell stationery, office requirements and equipment, all types of books, sundry goods and to act as general merchants and commission agents of print and bind and manufacture stationers and other requirements.
- (i) To carry on all or any of the stationers, printers, lithographers, stereotypes, electrotypes, engravers, photographers, printers, photolithographic, typesetting machine operators, die sinkers, envelope makers, book binders, account book manufacturers, machine rulers, numerical printers, paper makers, paper baffles and account book makers, box makers cardboard manufacturers, type of founders, photographers, manufacturers, manufacturers of and dealers in playing, visiting, railways, festivals invitation complimentary and fancy cards and valentine, dealers in parchment stamp, agents for payment of stamps and other duties, advertising agents, designers, screen printing T-shirts, stickers, draftsman, manufacture of sellers, publishers and dealers in materials used in the manufacture of paper, cabinet makers, file rack

makers and dealers in or manufacturers of any other articles or things of a character similar of analogous to the foregoing or any of them or connected therewith and to deal in the manufacture of and sell by wholesale or retail of school chalks and secretarial services.

- (j) To carry on the business of carpeting, interior designers, contractors and decorators, curtain and sofa set makers, woodwork and furniture dealers, importers, exporters and makers, woodwork and furniture repairs and dealers in household, hotel, hospitals, public residentially and office, camping and gardening furniture, fixtures and fittings and furniture requisites, utensils and trimmings, vehicles, carriage, boat ship, aircraft and rocket furniture fixtures and to publish and sell all types of journals in relation to furniture and woodwork in the United Republic of Tanzania.
- (k) To carry on the business of household, domestic appliance and electrical goods, audio visual goods, electronic items, building material, hardware, foodstuff, agricultural products and merchandise of every nature, kind and description whatsoever as a dealer, wholesaler, retailer, distribution, importer, exporter and after sales services and repairing.
- (l) To carry on all or any business of publishing, printing, distributing and selling of business, management, industrial, scientific, academic, communications, financial, agricultural, social and environmental information technology periodicals, brochures and books and any other reading materials.
- (m) To carry on the business of establishing and running shops, shopping malls, provision stores, supermarkets, department stores, groceries foods and shops of all kinds and description and generally to deal with such activities.
- (n) 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

44. The quorum necessary for the transaction of the business of the directions may be fixed by the directors and unless so fixed shall be two.
45. The continuing directors may act notwithstanding any vacancy but, if and so long as their number is reduced below the number fixed by or pursuant to the articles of the company as the necessary quorum of directors, the continuing directors or director may act for the purpose of increasing the number of directors to that number, or of summoning a general meeting of the company, but for no other purpose.
46. The directors may appoint one of their members to be the chairman of the board of directors and determine the period of which he is to hold office. Unless he is unwilling to do so, the director so appointed shall preside at every meeting of directors at which he is present. But if no such chairman is appointed, or if he is unwilling to preside, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the directors present may choose one of their number to be chairman of the meeting.
47. The directors may delegate any of their powers to any committee consisting of one or more directors; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the directors. Subject to any such regulations, the proceedings of a committee with two or more members shall be governed by the articles regulating the proceedings of directors so far as they are capable of applying.
48. All acts done by a meeting of the directors or of a committee of directors or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such director, or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and was entitled to vote.
49. A resolution in writing, signed by all the directors entitled to receive notice of a meeting of the directors, or of a committee of directors, shall be as valid and effectual as if it had been passed at a meeting of the directors or (as the case may be) a committee of directors duly convened and held, and may consist of several documents in the like form each signed by one or more directors.

#### **SECRETARY**

50. The secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.
51. A provisions of the Act or these articles requiring or authorising a thing to be done by or to a director and the secretary shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of,

the secretary.

#### **THE SEAL**

52. The seal shall only be used by the authority of the directors or of a committee of the directors authorised by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or by a second director.

53. The directors shall cause proper books of account to be kept with respect to:-

- (a) all sums of money received and expended by the company and the matters in respect of which the receipt and expenditure takes place;
- (b) all sales and purchase of goods by the company; and
- (c) the assets and liabilities of the company.

Property books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the company's affairs and to explain its transactions.

54. The books of account shall be kept at the registered officer of the company, or subject to section 151(4) of the Act, at such other place or places as the directors think fit, and shall always be open to the inspection of the directors.

55. No member shall (as such) have any right of inspecting any accounting records or other book or document of the company except as conferred by statute or authorised by the directors or by ordinary resolution of the company.



56. The directors shall from time to time in accordance with sections 153, 155 and 150 of the Act, cause to be prepared and to be laid before the company in general meeting, such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.

57. In accordance with section 164 of the Act, the copy of the company's annual accounts to be laid before the company in general meeting together with a copy of the director's report and the auditor's report shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of, the company. Provided that this regulation shall not require a copy of those documents to be sent to any person of whose address the company is not aware or to more than one of the joint holders of any debentures.

#### **AUDIT**


58. Auditors shall be appointed and their duties regulated in accordance with sections 170 to 179 of the Act.

59. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of directors need not be in writing. The company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address, or by leaving it at that address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected at the expiration of seventy-two hours after the letter containing the same was posted. A member whose registered address is not within the Tanzania and who gives to the company an address within the Tanzania at which notices may be given him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the company.

NAMES, ADDRESSES, AND DESCRIPTION OF SUBSCRIBERS.	NUMBER OF SHARES TAKEN	SIGNATURE
Ghalib Said Mohamed, P.O. Box 6244, <u>Dar es salaam.</u> Salamander Tower, Plot No. 6, Samora/Mkwepu street, Ilala District, Dar es salaam.	3,200,000	
SALHA ISLAM SAHAAG P.O. BOX 6244, <u>Dar es salaam.</u> Salamander Tower, Plot No. 6, Samora/Mkwe pu street, Ilala District, Dar es salaam.	800,000	

Dated at Dar es Salaam this 7<sup>th</sup> day of July, 2021.

**BEFORE ME:**

Name: BEAUTIAH CAMARA  
 Postal Address: 65107 DAR ES  
 Signature:   
 Qualification: ADVOCATE

