

THE COMPANIES ACT NO, 2002

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

ALOTAIB AND BLAK BIBI CO. LIMITED

Incorporated at this day of 2017

Drawn by:
Abdulkadir Hilal Ally
(Subscriber)
P.O. Box 10578
Mwanza

THE COMPANY ACT 2002
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF

ALOTAIB AND BLAK BIBI CO. LIMITED

1. The name of the Company is "ALOTAIB AND BLAK BIBI CO. LIMITED"
2. The registered office of the Company shall be situated in Tanzania.
3. The objects for which the Company is established are:-
 - (a) To carry on the business of establishment of cotton, agriculture of any variety crops like rice, maize, millet and buy and sell variety of fruits such as bananas, lemons, oranges, mangoes, papaws, pears, pineapples, tangerines, strawberries, cotton and other variety of fruits whatsoever to undertake the cultivation, farming, buying and selling vegetables like cabbages, carrots, cucumber, spinach, tomatoes, unions and any other vegetable the company may elect all the country or abroad. To deal with supply agricultural products such as timber and logs and carry business of supply of livestock products like poultry, cattle, sheep and goats pigs and milk.
 - (b) To deal with supply of forest products such as timber and logs and carry in business of supply of livestock products in whatever form, bee keeping, however preserved, to procure and secure markets for all kind of products.
 - (c) To establish, manage and carry on business of stevedoring and lighterage, or business of farmers stock, planters, grazers, livestock and poultry breeder's dealers in cattle, sheep and animals generally
 - (d) 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 equipment of every description, and generally to deal in any other business connected therewith.
 - (e) To carry on business as a general traders, suppliers, merchants, stockiest wholesaler, retailers as dealer in all types of electrical goods, hardware, building materials, spare parts and maintenance, types, tubes, tools accessories for all types of automotive, motor vehicle, agricultural machinery implements, equipment, all kinds of industrial project machinery and equipment, timber, fishing groceries computers, office equipment cooking's oils foodstuffs, cosmetics, oils paints sprits sheets, hinges, screws iron monger, textiles piece goods, all types of leather goods, shoes bags and other similar goods.
 - (f) To carry out the business of buying and selling, transporting of sheep, goats, pigs, and poultry. Distributing, exporting, importing, extracting and/or processing maize, rice, wheat, gram, cassava, millet, sorghum, groundnuts, beans, oil-seeds or other cereals or seeds or roots to get flour, cooking-oil animal feeds and/or other consumable products there from.

- (g) To carry on the business of printing, large format printing, offset printing, screen printing, graphics designing, secretarial bureau, website designing, adverting agents, insurance agents, tourist agents, clearing and forwarding, business write-ups, business planning, marketing planning and recruiting agency.
- (h) To carry out the business of counting, auditing, business proposal/plan, Tax Planning and Financial forecasts analysis ,bureau de change, gold, gold coins, gold bullion, silver, copper and other precious, metals and precious stones, and to transact and to do all maters and things incidental thereto, or which may at any time hereafter be usual in connection with the business of banking or dealing in money or securities for money to advance and lend money or securities for money to advance and lend money on real personal and mixed securities on cash credit or other accounts on policies bonds, debentures, bills of exchange, promissory notes, letter of credit or on deposit of title deeds, goods bills of sale stock and shares.
- (i) To provide consultancy on financial matters, architecture, construction, soil testing, structural designs and engineering, construction labor management.
- (j) To carry on business as a general traders, suppliers, merchants, stockiest wholesaler, retailers as dealer in all types of electrical goods, hardware, building materials, spare parts and maintenance, types, tubes, tools accessories for all types of automotive, motor vehicle, agricultural machinery implements, equipment, all kinds of industrial project machinery and equipment, timber, fishing groceries computers, office equipment cooking's oils foodstuffs, cosmetics, oils paints sprits sheets, hinges, screws iron monger, textiles piece goods, all types of leather goods, shoes bags and other similar goods.
- (k) To carry on the business as manufactures, principals or agents representatives of importing exporting, buying, selling, distributing of motor cycles, motor vehicles, bicycles, cars, trucks, lorries or other vehicles, motor cycles, motor vehicles spares and parts of all descriptions, railway, fuel and other oils, petroleum of all kinds 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.
- (l) To carry on the business of spare parts for different types of machines and instruments including motor cycle, bicycle, motor vehicles, cars, trucks, lorries or other vehicles, agricultural implements, mining implements and any other machinery, tool maker mechanics, welding fabrication, metal workers, boil makers and any other kind of machine whatsoever.
- (m) To establish the services of incinerators and combustion equipment, waste management in town centers, thermal technology, waste handling, environmental hygiene services, fumigation of buildings schools, hotels, cleaning services, environment maintenance, garden maintenance, solid management, flower arrangement and cleaning the houses, offices, workshops, buildings and premise and any fixed or movable machineries, tools plant, implements, patterns, stock in trade, patterns and parent rights, technical know-how goodwill liabilities and engagements of or connected with workshops, provide facilities, for the training of ginnery and oil mills, factory textiles and all kinds of buildings.

- (n) To carry on the business of mechanical, civil and electrical engineering, fabrication. Welding, electrical works, battery charging, painting, spraying of all kind of motor vehicles and services of all kind of heavy equipment of generally to carry on all on any of the trades and business of civil engineering contractors.
- (o) To carry on the business of electricians, mechanical and civil engineers and manufacturers, workers and dealers in electricity, motive power and light, or any business in which the application of electricity or any like power or any power that can be used as a substitute is or may be useful, convenient or any other business of a like nature.
- (p) To engage in the business and trade as manufacturers, assemblers, repairers, distributors, buyers, sellers and installers of air conditioners, refrigerators and air - cooling systems both for domestic and industrial usage.
- (q) To carry on business as merchants, manufacturers, importers, exporters, buyers and sellers of and dealers in merchandise of all description, including metals machinery plant, tools and metal goods generally cement cotton, wool, worsted, silk, flax, hemp, jute, sisal, balata, fibrous material, rubber sponges, cloth, clothes, leather and leather goods, furniture, electrical goods, ivory, jewelers, gold silver, precious stones and games, skins, for corn hay, straw, hops, liquid, foods, provisions, wood and timber, coal coke, fuel, oils, household goods, and fittings, waste goods and offal and generally any articles or goods of any kinds, whether manufactured or not.
- (r) To carry on the business of travel agents and to construct and acquire the necessary office and building for such business.
- (s) To carry on the business of importers, exporters and dealers new, used and recondition cars/vehicles, parts or any similar and /or related item(s) which shall be required by customers relating to the use and services and /or maintenances of cars and vehicles.
- (t) To carry on business of proprietors, and/or hirers of trucks, lorries, cars, minibuses, buss self or chauffeur driven for transportation of passers and goods within Tanzania and /or in the neighboring countries.
- (u) To carry on the business of petrol service station and deal in petrol, diesel, oil, kerosene, mineral oil, crude oil, lubricating oil grease and /or fuel oil of all kinds and all other kind of mineral and petroleum products as an importers, dealer or distributors and servicing and repairing of vehicles of all types generally.
- (v) To engage in the business of motor vehicle garage and repairing and serving of all types of vehicles and machineries and the business as dealers, wholesalers, retailers, distributors, agents, importers and exporters of hardware, motor vehicles, bicycles and its spares, agriculture and industrial machineries and spares, electrical machinery accessories and spares of all kinds.
- (w) To carry on the business of game lodge, tented camp, hotel, restaurant, café, roadhouse, auto-court, motel holiday camp, health sanatorium and apartment house keepers and to fit and furnish any property for the purpose of selling to any

person or letting the same to visitors or guests whether in single rooms, suites, caplets cottages, hostels or otherwise.

- (x) To carry on the business of hunting, tourist agency, safari contractors in and outside the country, trappers and dealers in indigenous and imported manufactures tourist agents, travel agents, railways aircraft, shipping and forwarding agents, contractors and guides for all types of tours and travelling organizers and guides for hunting photographic, exploration, prospecting and cinematography expeditors and generally to provide facilities or all types of tours and travel all over the country.
- (y) To fit up and furnish any property for the purpose for letting the same to visitors or guests and to build and manage tourists hotels, inns, lodges, cottages and to manufacture or otherwise deal in furniture, carryings, decorators and all other activities affiliated to this business.
- (z) To carry on all or any of the business of chemists, druggists, chemical manufacturers and dealers dry-salter, importers, exporters, manufactures and dealers in pharmaceutical and medicinal preparations, soups broth and other restoratives or goods specially suitable or deemed to be suitable for invalids and convalescents.
- (aa) To deal with business of general importers of books and be suppliers of books to schools, colleges and all learning institutions and government departments and private enterprisers. To carry on business of supply of office furniture and all other equipment for office and school use. To be printers of security documents, maps of all types and be suppliers of stationers and all types of printing materials. To carry on business of selling computer and all types of electronic equipment.
- (bb) To carry on the business of importers and suppliers of laboratory equipment for schools and hospitals and other institutions, to supply laboratory chemicals to establish and run pharmacies and to be suppliers of drugs.
- (cc) To carry on the business of a telephones, telegraph, cable and wireless communications company and to establish work, marriage, sell, hire out, and maintain telephone exchanges, cable communications, telegraph offices and radio and television receiving and transmitting stations and any other systems for communications whether consisting of sounds or visual images and to run internet cafes.
- (dd) To deal with supply of agricultural products, forest products such as timber and logs and carry on business of supply of livestock products.
- (ee) To deal with operation of boats and all kinds of sailing vessels for tour purposes. To operate as tour guide, sightseeing, tour operator, to carry on business of professional hunters. To carry on business of big game fishing, safari outfitters, professional safari photographers, mountain climbing. To carry on activities of tourism.
- (ff) To promote tourism in Tanzania by training personnel in accordance to international standard, to conduct such courses like Hotel and catering Management, Travel and Tourism Management, IATA Airline Fares and Ticketing,

Marketing in Travel and Tourism, computer studies. Accountancy, Secondary School Education and any other educational may be seen advantageous to Tanzania.




- (gg) To carry on business of ship owner or other vessels, air craft's railway operations, and to acquire and hold shares, stock, debentures, debentures, debenture stock, script, bond notes, securities and obligations issued or guaranteed by any Company constituted or carrying on business in any part of the world, and funds loans, securities or obligations of or issued for guaranteed by any government, state of dominion, public body or authority, supreme, municipal, local or otherwise, whether at home or aboard.
- (hh) To engage and or otherwise carry on the business as general roads, highways and building, contractors, to be constructors of all kinds of motorways, bridges, airports of kinds, waterways, harbors and dams and barrages of all kinds and description.
- (ii) To carry on the business of, plumbers, excavators, bricks layers, tillers, plasters, painters, water well, drilling, geo-pilot techniques and decorators, mechanical and civil engineering, timber sawyers, timber merchants, timber, carpenters, furniture makers and any other business similar to the above
- (jj) To carry on the business of guest hotel, motels and operate duty free shops, lodge, restaurants, bar, canteen, to be importers of spirits, beer wine, soft drinks, act as general traders, importers and exporters, traders in the wholesale and retail business of goods and merchandise of any description size and magnitude general agents for local and overseas principals establish trading outlets for all types of local and imported goods engaged in the export of all types of merchandise and to generally carry out retail and wholesale business general traders and to be trading agents.
- (kk) To carry on the business as general merchants, operate boutiques, general storekeepers, universal providers, importers, exporters, wholesale and /or retail traders of or otherwise to establish supermarkets, groceries, duty free shop's refreshments houses stocked with both imported and locally manufactured goods, textiles, piece goods imitation jewelers, hosiery, sundries, shoes, handbags, household requirements generally in all manufactured goods of all type, to acquire, establish carry on the business as manufactures, dealers and workers in ready make garments and knitwear's of all description for commercial and home use.
- (ll) To carry on the business as traders suppliers, general merchants, storekeeper, wholesalers, retailers and dealers in all types of foods stuffs, cooking oils, cosmetics agricultural machinery, implements, equipment, spare parts, tyres, tubes tools and accessories for all types of automotive, motor vehicles, and all kinds of industrial projects machinery and equipment, building materials, hardware, timber, electrical goods, fishing gears, groceries, computers, office equipments, oils, paints, spirits, sheets, hinges, screws, iron monger, textiles piece goods , all types of leather goods, shoes, bags and other similar goods.
- (mm) To carry on the business of soap manufactures, to buy, sell, manufacture, refine, prepare and deal in all kinds of detergents and ingredients, to carry on business as manufacturers of candles and perfumes, collections of flowers and perfume producing vegetation.

- (nn) To enter into any arrangement with any Government or authorities, supreme municipal, local or otherwise, and to obtain from any such government or authority all rights, concessions and privileges that may seem conducive to the objects of the Company or any of them.
- (oo) To receive money or deposit and borrow or take loans or overdraft or raise or secure the payment of money in such manner as directors may think for better performance of the company. To appropriate any part or parts of the property of the company for the purpose of and to build or let shops, offices and other places of business and to use or lease any part of the property of the company not required for the purposes aforesaid for any purpose for which it maybe congenitally used or let.
- (pp) To undertake, investments in sports related activities to run shops stores and to sell sports and football goods and equipments, to sell all types of goods in wholesale and retail for industrial, office and domestic use.
- (qq) To carry on the business of Architectural work and technical drawing on building and contractors, masonry and general construction contractors and where necessary to give consultation on the same.
- (rr) To provide or procure the provision by other of every and any service need want or requirement of any business nature required by any persons, firm or company in connection with any business carried on by them.
- (ss) To vast any movable property, right, privilege or interest acquired by or belonging to the Company in any person or company on behalf of or for the benefit of the company and with or without any declared trust in favor of the Company.
- (tt) To sell or dispose the undertaking 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 licenses to use the dame outright or on any terms which may, in the opinion of the Directors, to the interest of the Company.

4. The Liability of the Members in Limited.

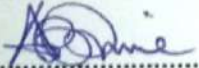
5. The capital of the Company is Tanzania Shillings 10,000,000/= divided into 1000 shares of Tanzanian Shillings 10,000/= each. The Company shall have powers to increase its capital and to divide the shares in its capital for the time being into several classes of stock or shares and to attach thereto respectively such preferential, differed or special rights, privileges or condition as may be determined by or in accordance with the Article of Association of the company.

We, the several persons whose names, addresses and descriptions 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 subscribes	Number of shares taken by each subscriber	Signature
ALOTAIBI SAUD MARZUQ MAKA MUKARAM ALAWALI STREET ALJAFFALI SAUDI ARABIA	400	
ABDULKADIR HILAL ALLY P.O. BOX 10578 MWANZA	300	
HAMADI HILAL ALLY P.O. BOX 10578 MWANZA	300	

Dated at D'Salaam this 14th day of July 2017

Witness to the above signatures

Name : Alphonse D. Bwine
 Signature : 
 Postal Address : 11340 Dar-es-Salaam
 Qualification : Advocate



GENERAL MEETINGS

4. The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notice calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the company and that of the next.

Provide that so long as the company holds its first annual general meeting within eighteen months of its incorporation, it need not hold in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place, as the directors shall be held at such time and place, as the directors shall appoint.

5. All general meetings other than annual general meetings shall be calls extraordinary general meetings.
6. The directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisitions, or I default, may be convened by such requisitions, as provided by section 133 of the Act. If at any time there are not within the Tanzania sufficient directors capable of acting to form a quorum, any director or any two members of the company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meeting may be convened by directors.

NOTICE OF GENERAL MEETINGS

7. Every general meeting shall be called by twenty-one clear days' notice in writing at the least. The notice shall specify the place, the day and hour of meeting and in, case of special business, the general nature of that business;
8. Provided that a meeting of the company shall, notwithstanding that it is called by shorter notice than that specifies in this article be deemed to have been dully called if it so agreed:-
 - (a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and
 - (b) n the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representation not less than ninety-five percent of the total voting rights at that meeting of all the members.
9. Subject to the provisions of the articles, the notice shall be given to all the members, to all persons entitled to a share in consequence of the death or bankruptcy of a member and to the directors and auditors. The accidental omission to give notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at the meeting.

PROCEEDINGS AT GENERAL MEETINGS

10. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the

exception of declaring a dividend, the consideration of the accounts, balance sheets, and the directors and auditors, the election in the place of those retiring and the appointment of, and the fixing of the remuneration of the auditors.

11. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; two persons, entitled to vote on the business to be transacted, each being a member or a proxy for a member or a duly authorized representative of corporation, shall be a quorum.
12. If within half an hour from the time appointed for the meeting quorum is not present, or if during the course of a meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the directors may determine.
13. The Chairman, if any, of the board directors or in his absence some other director nominated by the directors shall preside as chairman of the general meeting, but if neither the chairman nor such other director (if any) be present within fifteen after the time appointed for the holding of the meeting and willing to act; the directors present shall elect one of their members to be chairman of the meeting and, if there is only one director and willing to act, he shall be chairman.
14. If any meeting no directors is willing to act as chairman or if on director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be a chairman of the meeting.
15. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so director by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at and adjourned meeting other than the business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days notice of the adjourned meeting shall be given specifying the time and place of the meeting and the general nature of the business to be transacted. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at a adjourned meeting.
16. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands demand.
 - (a) by the chair man or;
 - (b) by at least (three) members present in person or by proxy; or
 - (c) by any member or members present in person or by proxy and representing not less than one - tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll be demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to the effect in the book containing the minutes of proceedings of the

company shall be conclusive evidence of the fact without proof of the number or proportion of the votes reentered in favour of or against such resolution.

The demand for a poll may, before the poll is taken, be withdrawn.

17. Except as provided in article 18, if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
18. In the case of an equality of votes, whether on a show of hands or on poll, the chairman of the meeting shall be entitled to a second or casting vote.
19. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time as the chairman of the meeting directs, and any business other than upon which a poll has been demanded may be preceded with pending the taking of the poll.
20. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting which he was present shall have effect as if it had been passed at a general meeting duly convened and held, and consist of several instruments in the like form each executed by or on behalf of one or more member.

VOTE OF MEMBERS

21. Every member shall have one vote.
22. A member in respect of whose estate a manager has been appointed under section 26 of the Mental Diseases Ordinance, may vote, whether on a show of hands or on a poll, by his said manager, and any such manager may, on a poll, vote by proxy.
23. No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the company have been paid.
24. On a poll votes may be given either personally or by proxy.
25. The instrument appointing or proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing, or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorized. A proxy need not be a member of the company.

26. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the company or at such other place within the Territory as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time of holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

27. An instrument appointing a proxy shall be the following form or a form as near hereto as circumstances admit:-

“.....Limited

I/We.....of.....,being a member/members of the above named company, hereby appoint....., of or failing himof....., as my/our proxy to vote for me/us on my/or behalf at the (annual or extraordinary, as the case maybe) general meeting of the company to be held on theday of201....., and at any adjournment thereof.

Signed this..... day of,201.....”

28. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit.

“.....Limited

I/We.....of.....,being a member/members of the above named company, hereby appoint....., of or failing himof....., as my/our proxy to vote for me/us on my/or behalf at the (annual or extraordinary, as the case maybe) general meeting of the company to be held on theday of.....20.....,and at any adjournment thereof.

Signed this..... day of,201.....”

This form is to be used* in favour of/against the resolution. Unless otherwise instructed, the proxy will vote as he thinks fit.

*Strike out whichever is not desired”

29. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

30. A vote given in accordance with the terms of an instrument of proxy, or poll demanded by proxy, or by the duly authorized representative of a corporation shall be valid notwithstanding the previous determination of, the authority of the person voting or demanding a poll unless notice of the determination was received by the company at its registered office (or such other place at which the instrument of proxy was duly deposited) before the commencement of the meeting or adjourned meeting at which the proxy is used.

CORPORATIONS ACTING BY REPRESENTATION AT MEETINGS.

31. Any corporation which is a member of the company may by resolutions of its directors or other governing body authorize such person as it thinks fit to act as its representative at any meeting of the company, and the person so authorized shall be entitled to exercise the same powers on behalf of the corporation could exercise if it were an individual member of the company.

DIRECTORS

32. The Number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum of association or a majority of them and until such determination the signatories to the Memorandum of Association shall be the first directors. Unless otherwise determined by ordinary resolution, the number of directors shall not be subject to any maximum but shall be not less than two.

33. The following persons shall be first Directors to the Company:-

1. ALOTAIBI SAUD MARZUQ
2. ABDULKADIR HILAL ALLY
3. HAMADI HILAL ALLY

34. The remuneration of the directors shall from time to time be determined by the Company in general meeting. Such remuneration shall be deemed to accrue from day to day. The directors shall also be paid all traveling, hotel and other expenses

properly incurred by them in attending and returning from meetings of the directors or any committee of the directors or general meetings of the company or in connection with the business of the company.

BORROWING POWERS

35. The director may exercise all the powers of the company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the company or any third party.

POWERS AND DUTIES OF DIRECTORS

36. Subject to the provisions of the Act, the memorandum and the article and to any directors given by special resolution, the directors, who may exercise all the powers of the company, shall manage the business of the company. No alteration of the memorandum or articles and no such directions shall invalidate any prior act of the directors, which would otherwise have been valid. The powers given by article shall not be limited by any special power given to exercise all powers exercisable by the directors
37. The directors may by power of attorney appoint any person to be the attorney or agent of the company for such purposes and on such conditions as they determine, including authority for the attorney or agent to delegate all or any of his powers.
38. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the directors shall from time to time by resolution determine,
39. The directors shall cause minutes to be made in books provided for the purpose:-
- (a) of all appointments of officers made by the directors;
 - (b) of the names of the directors present at each meeting of the directors and of any committees of the directors;
 - (c) of all resolutions and proceedings at all meetings of the company, and of the directors, and of committees of directors.

DISQUALIFICATION OF DIRECTORS

40. The office of director shall be vacated if the directors:-
- (a) Without the consent of the company in general meeting holds any other office of profit under the company; or
 - (b) Becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (c) Causes to be a director by virtue of any provision of the Act or becomes prohibited by law from being a director; or
 - (d) Becomes of unsound mind; or
 - (e) Resigns his office by notice in writing to the company; or
 - (f) Is directly or indirectly interested in any contract with the company and fails to declare the nature of his interest in manner required by the Act.

A director shall not vote in respect of any contract in which he is interested or any matter arising thereat, and if he does so vote shall not be counted.

41. The company may by ordinary resolution appoint a person who is willing to act as director to fill a vacancy or be an additional director.
42. The directors may appoint a person who is to act to be a director, either to fill a vacancy or as an additional director, but so that the total number of directors shall not at any time exceed the number fixed by or in accordance with these articles. Any director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election.
43. The company may by ordinary resolution, of which special notice had been given in accordance with the Act, remove any director before the expiration of his period of office notwithstanding anything in the article or any agreement between the company and such director such removal shall be without prejudice to any claim such director may have for damages for breach of any contract of service between him and the company.
44. The Company may by ordinary resolution appoint another person in place of a director removed from office under the immediately preceding article. Without prejudice to the powers of the directors under article 40 the company in general meeting may appoint any person to be a director either to fill a vacancy or as an additional director.
45. Subject to the provisions of the articles, the directors may regulate their meetings as they think fit. Questions arising at a meeting shall be decided by a majority of votes. In case of an equality of votes, the chairman shall have a second or casting vote. A director may, and the secretary at the request of a director shall, call a meeting of the directors, it shall not be necessary to give notice of a meeting of directors to any directors who are absent from Tanzania.
46. The quorum necessary for the directors may fix the transaction of the business of the directions and unless so fixed shall be two.
47. The continuing directors may act notwithstanding any vacancy but, if and so long as their numbers is reduced below the number fixed by or pursuant to the articles of the act for the purpose of increasing the number of directors to that number, or summoning a general meeting of the company, but for no other purpose.
48. 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.

49. The directors may delegate any of their powers to any committee consisting of one or more directors; any committees so formed shall in the exercise of the powers so 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.
50. All act 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.
51. A resolution in writing signed by all the directors entitled to receive notice of a meeting of the directors, or of 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

52. 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.
53. A provisions of the Act or these articles requiring or authorizing a thing to be done by or to a director and the secretary shall not be satisfied by its being done or to the same person acting both as director and as, or in place of, the secretary.

THE SEAL

54. The seal shall only be used by authority of the directors or of a committee of the directors authorized 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.
55. 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 to 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.

Proper 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 air view of the state of the company's affairs and to explain its transactions.

56. The books of account shall be kept at the registered officer of the company, or subject the Act, at such other place or places as the directors think fit, and shall always be open to the inspection of the directors.
57. No member shall (as such) have right of inspecting any accounting records or other book or document of the company except as conferred by statue or authorized by the directors or by ordinary resolution of the company.
58. The directors shall from time to time in accordance with 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.
59. 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 directors' report and the auditors 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

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 prepared 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 affected by properly addressing, prepaying, and posting a letter containing the notice, and to have been affected at the expiration of seventhly two hours after the letter containing the same was posted. A member whose registered address is not within the Tanzania at which notices may be given him shall be entitled to notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the company.

CAPITALISATION OF PROFITS AND RESERVES

60. Subject to all necessary sanctions and consents, if any, being obtained, the Company in General Meeting may, upon the recommendation of the Directors, resolve that it is desirable to capitalise any undivided profits of the Company not required for paying the fixed dividends on any preference shares (including profits carried and standing to the credit or any reserves or other special account), and accordingly that the Directors

be authorized and directed to appropriate the profits resolved to be capitalized to the members who would have been entitled to receive the same had such sums been distributed in cash in accordance with their rights, and to apply such profits on their behalf, either in or towards paying up in full unissued shares, debentures or Securities to be allotted and distributed, credited as fully paid up, to and amongst such members in the proportion aforesaid, or partly in one way, and partly in the other; provided that a share premium account and a capital redemption reserve fund may, for the purposes of this Article, only be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares.

61. Whenever such a resolution as aforesaid shall have been passed, the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalized thereby, and all allotments and issues of fully paid shares, debentures or securities, if any, and generally shall do all acts and things required to give effect thereto, with full powers to the Directors to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares, debentures or securities becoming distributable in fractions, and also where necessary to deliver a proper contract for registration as required by the statutes to authorize any person to enter on behalf all the members interested into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares to which they may be entitled upon such capitalization, and any agreement made under such authority shall be effective and binding on all such members.
62. A General Meeting may resolve that any surplus moneys arising from the accretion of any capital assets of the Company, or any development representing the same, or any other undistributed profits of the Company not subject to change for income tax, be distributed among the members on the footing that they receive the same as capital.

WINDING UP

- (iii) With the sanction of a special Resolution of the shareholders any part of the assets of the company including any shares in other companies may be divided between the members 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

- (iv) Save and except so far as the provisions of the statutes, the Directors, Auditors and Secretary and other officers for the time being of the Company and the trustees, if any, for the time being acting in relation to any of the officers of the Company shall be indemnified out of its assets against all costs, charges, expenses, losses and liabilities sustained or incurred by him in the conduct of the Company's business or in the discharge of his duties.

Names, addresses and description of subscribes	Number of shares taken by each subscriber	Signature
ALOTAIBI SAUD MARZUQ MAKA MUKARAM ALAWALI STREET ALJAFFALI SAUDI ARABIA	400	
ABDULKADIR HILAL ALLY P.O. BOX 10578 MWANZA	300	
HAMADI HILAL ALLY P.O. BOX 10578 MWANZA	300	

Dated at D'Salaam this 14th day of July 2017

Witness to the above signatures

Name :

Alphonse D. Bwire

Signature :

Postal Address :

11340 Dares Salaam

Qualification :

Advocate



TANZANIA



Certificate of Incorporation

Section 15

No 136545

I HEREBY CERTIFY THAT

ALOTAIB AND BLAK BIBI CO. LIMITED

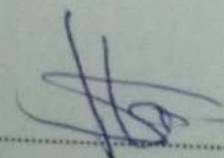
is this day incorporated under the Companies Act, 2002 and that the Company is Limited.

Given under my hand at Dar es salaam

this 19TH day of JULY

TWO THOUSAND AND SEVENTEEN.




Princ. Asst. Registrar of Companies

136545



WAKALA WA USAJILI WA BIASHARA NA LESENI.
S.L.P 9393, Dar-es-Salaam.
SIMU : +255 22 2180141, 2180113, 2181113. NUKUSHI: +255 22
2180371
BARUA PEPE: usajili@brela.go.tz, brela@cats-net.com
TOVUTI: http://www.brela.go.tz



RECEIPT NO: 00395120
ASSESS NO: 311590718

ALOTAIB AND BLAK BIBI CO. LIMITED

NIMEPOKEA KWA
Received from

KIASI CHA SHILINGI (KWA MANENO)
Sum of shillings (in words)

THREE HUNDRED AND TWENTY-SIX THOUSAND TANZANIAN
SHILLINGS ONLY.

KWA MALIPO YA
In respect of

FILLING FEES (2017 FORM 14A, 14B) [
TSHS66,000] REGISTRATION FEES [TSHS260,000]

KWA FEDHA TASLIMU/HUNDI NAMBA
By cash/cheque No.

CASH

KITUO
Station

DAR ES SALAAM

TAREHE YA MALIPO
Payment Date

SAHIHI YA MPOKEAJI
Receiving officer's sign.

CHEO
Title

TAREHE YA RISITI
Issue Date

14/07/2017

BENSON LYAMUYA

CASHIER

14/07/2017

Collected
21/07/17

Designed By SURA Technologies