

THE COMPANIES ACT, 2002

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

PORTMAN CO. LIMITED

Incorporated at this.....day of.....2021

DRAWN BY:

AZAIZ SULEIMAN KHALFAN

(SUBSCRIBER)

P.O.BOX 2169

DAR ES SALAAM

THE COMPANIES ACT 2002
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
PORTMAN CO. LIMITED



1. The name of the Company is "PORTMAN CO. LIMITED"
2. The registered office of the company will be situated in the Republic of Tanzania.
3. The objectives for which the company is established are.
 - 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 passengers 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 as 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.
 - b) To carry on the business of clearing and forwarding agents, commission agents, transporters, freighters, haulers, customs bonded warehouse and godown keepers, cargo and travel agents, insurance agents, tourist agents, manufacturers' representatives, road contractors, cargo superintendents, cargo consolidation, de-consolidation, packers, machinery haulage specialists, warehousemen, engineers, electricians, motor cars, trucks, cabs, omnibus, 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 neighboring countries and in such other place or places as may from time to time be determined by the company, engage in any or otherwise carry on the business as transporters and transport agents, freight forwarders.



- c) To carry on the business as manufacturers, principals or agents representatives of monitoring, exporting, buying, selling, distributing of new and used motor vehicles, motorcycle, card, trucks, lorries or other vehicles, motor vehicles spares and parts of all description, 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 spares parts and industrial and agricultural machinery and parts, electronic goods and accessories thereof.
- d) To carry on the main business of providing courier services, for delivering mail and parcels to and from the Government, individual persons, offices, shops factories, schools, hospitals, non Government offices by road, Water, rail or by Air or by any means, any kind and other related services and or ancillary thereto.
- e) To promote tourism in Tanzania and elsewhere in Africa, to carry on business of travel and tourist agents and tour operators, car rental/hire, hotel bookings, 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.
- f) 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 manufactures, 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.

- g) To carry on within the United Republic of Tanzania and elsewhere the business on clearing and forwarding, packers, shipping importers and exporters, warehousing stores, dealers in hirers, repairers, cleaners, stores and fumigators of vehicles and general carriers of goods, garage proprietors and sellers of all types of motor vehicles.
- h) To carry on the business of providing services of M-Pesa, Tigo Pesa, Z Pesa, Airtel Money and selling all kinds of prepaid card, vouchers and provide communication services
- i) To carry on the business of importers, exporters, buying selling, dealers in hardware, building materials, 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.
- j) To carry on the business of imports, exports, wholesale and retails, goods, general enterprises general merchants, general suppliers, general store keepers, wholesale retail of various items, universal providers, importers, exporters and wholesale and/or retail traders of or otherwise of and in textile, textile piece goods, all kinds of others, gents, ladies and children, imitation jewellery, hardware, glassware, patent medicines, cycle spares confectionary, cosmetics, petroleum jelly, Vaseline, brilliantine hair tonic, and generally in all manufactured goods of all types and merchandise of all kinds.
- k) To deal on the business of dealing in marketing, manufacturing, importing, exporting, stocking, buying, selling whether by wholesale or retail or various categories of good and merchandise and to act as commission agents, and manufacturers, representatives in all fields, to establish business enterprises, whether small scale, industries and general deal in all kinds of general merchants and to import, export and all either by merchandise and articles of all description.
- l) To act as agents for management, improvements, development, purchase and sale of property and as agents for the purchase and sale of all manufactured goods, materials, provisions and agricultural and other produce and for the investment loan payment, transmission and collection of money and generally to transact and execute all kinds of agency business.

- m) To set up and to otherwise acquire and operate the business of hotel motels, restaurants, cafes, taverns road house, casinos, apartment house keepers, lodging guest house, safari lodges and any similar trade, and to engage in the business of catering, food beverage, beer and spirit suppliers.
- n) To carry on the business of fishing, fish processing, breeding, fish farming and any other sea products and to stock the same for local distribution and exporting.
- o) To carry on the business of importers of industrial machinery, agricultural machinery, office machines and equipment's and any other goods of whatever description that can conveniently be imported and distributed by the Company for the purpose of enhancing its profits.
- p) To carry on the business of buying, selling, distributing and merchandising of goods of every description including but not limited to agricultural products, sea products, industrial machinery, equipment, spares parts, tools and accessories, hardware, textiles, stationery, confectionery, footwear, building material, electrical appliances and any other goods that can conveniently be traded in.
- q) To carry on the business of processing manufacturing, packing and distributing and other related products.
- r) To engage in the cultivation and export of agricultural produce and sea products, industrial products, textiles, consumable goods and goods of any other description.
- s) To process and manufacture all or any kind of industrial and agricultural products, building materials, consumer goods, electrical wood, metal, sanitary ware, pulp and paper products, sea products and other foodstuff for local distribution and export.
- t) To carry on the business of repairs, servicing and deal in spare parts of agricultural and industrial machinery and equipment, motor vehicles and machinery, or equipment of any other description.


- u) To purchase or otherwise acquire for any estate of interest any business, undertaking property, assets or rights of any kind, patents, patent rights, inventions and concessions and to develop and turn to account and deal with the same in such manner as may be though expedient.
 - v) To engage in and carry on the business of architects, surveyors, valuers, designers, draughts men, planners, supervises and consultants on the business aforementioned.
 - w) To advise and prepare plans, drawings, binders documents and specifications for projects of all kinds including engineering works and to advise generally regarding planning, construction, maintenance, improvement, development, supervision, management and control of such works.
 - x) To carry on the business of importers, dealers and distribution of kerosene, petroleum, crude oil, motors, spirit, mineral oil, lubricating oil, industrial diesel oil, jet oil, greases and all other kinds of minerals and petroleum products.
 - y) To carry on the business of general merchandise, general stockist importers, exporters and wholesalers and retail traders of or otherwise dealers in hard wares, glass wares, building materials, utensils, cookery, cutlery hosiery, ready garments, clothing materials, different textiles and sundries.
4. The liability of the member is limited.
5. The share capital of the company is Tshs. 50,000,000/= Divided into 100 shares of Tshs. 500,000/= each and the company shall have the power to divide the original or any increased capital into several classes, and to attach there to any preferential, deferred, qualified or other special rights, privileges, restrictions or conditions as may be determined by or in accordance with the regulations 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
AZAIZ SULEIMAN KHALFAN P. O. BOX 2169 DAR ES SALAAM	50	
FATMA SALUM ABDALLAH P. O. BOX 2169 DAR ES SALAAM	50	

Dated at DSM this 16 day of DEC 2021

Witness to the above signatures:

Name : DANIEL SIMON
 Signature : 
 Postal Address : 105069 DSM
 Qualification : ADVOCATE



THE COMPANIES ACT 2002
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
PORTMAN CO. LIMITED



PRELIMINARY

1. In these regulations:-

"The Act" means the Companies Act 2002 of the Laws of Tanzania.

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

Unless the context otherwise requires, the expressions defined in the Act or any statutory modification thereof in the force at the date at which these regulations become binding on the company, shall have the meaning so defined.

Any words importing the singular shall include the plural and vice versa, and words importing the masculine gender shall include females, and the words importing persons shall include bodies corporate, partnership, firms, cooperatives, societies, etc.

The regulations of Companies Act shall not apply to the company; save in so far as they are varied or excluded hereby, but in case of any conflict between the provisions herein, and the provisions under this regulation the former shall prevail, and in addition to substitution shall be the regulations of the company.

PRIVATE COMPANY

2. The Company is a Private Company and accordingly:-

- (a) The right to transfer shares is restricted in manner hereinafter prescribed.
- (b) The number of members of the company (exclusive of persons who are in the employment of the Company and of persons who have been formerly in the employment of the company were while in such employment to be the member of the company) is limited fifty, provided that where two or more persons hold one or more shares in the company jointly they shall for the purpose of this regulation be treated as a single member.
- (c) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.
- (d) The Company shall not have power to issue share warrants to bearer.

TRANSFER OF SHARES

3. The Directors may in their direction and without assigning any reason thereof refuses to register the transfer of any share to any person who it shall in their opinion be undesirable for any reason whatsoever to admit to membership.
4. Subject to clauses 2 and 3 hereof the right to members to transfer their shares shall be restricted as follows;
 - (a) No share shall be transferred to a person who is not a member so long as any member of any person selected by the Directors as one who it is desirable in the interest of the Company to admit to membership.
 - (b) Every shareholder or trustee in bankruptcy, or any person who may desire to sell or transfer any such shares and every who may desire to sell or transfer any such shares and every personal representatives of a deceased shareholder shall give notice in writing to the Directors that he desires to make such sale or transfer. Such notice shall constitute the Board of Directors of the Company as his agent for the sale of the said shares to any member or members of the company at the price to be agreed upon between the party giving such notice the party and the board, or in case of difference to be determined by the Auditor of the Company.
 - (c) Upon price of such shares being agreed on a determined as per clause (b) above, the board shall forthwith give notice to such of the shareholders other than the shareholders desiring to sell or transfer the said shares, stating the number and price of such share inviting the person to whom notice is sent to state within 21 days from the date of such notice whether he is willing to purchase any, if so what maximum number of such shares. At the expiration of such days 21 notice the board shall apportion such shares amongst the shareholders (if more than one) who shall have expressed their desire to purchase number of shares already held by them respectively, or if there be only one such shareholder, that the whole of such shares shall be sold to him, provided no shareholder shall be obliged to take more than the maximum number of such shares stated in his answer to the said notice.

Upon such apportionment being made or such one shareholder notifying his intention to purchase, as the case may be, the party desiring to sell or transfer such shares shall be bound upon payment of the said price to transfer the shares to the respective shareholders or to single shareholder who shall have agreed to purchase the same.

5. GENERAL MEETINGS: NOTICE OF GENERAL MEETING AND PROCEEDINGS OF THE GENERAL MEETINGS.

The regulation of Companies Act shall apply to the following variations:-

- (a) A General Meeting, Ordinary or Extraordinary may with the consent in writing of all members, be convened on a shorter notice than seven days or without notice.
- (b) Two members, present either personally or by proxy shall form a quorum.
- (c) Any ordinary resolution of the company determined without any general meeting and evidenced by writing under the hands of majority of the Directors and of the members of the company holding three - fourths of the issued shares of the company shall be valid and effectual as an ordinary resolution duly passed at a general meeting of the company.

6. DIRECTORS

- (a) Until otherwise determined by the company in General Meeting the Directors shall not be less than two and not more than four in number.
 - (b) The following persons shall be the first Directors of the company:-
 1. AZAIZ SULEIMAN KHALFAN
 2. FATMA SALUM ABDALLAH
7. The shareholding qualification for Directors may be fixed by the company in General Meeting, and unless and until so fixed no qualification shall be required.
8. The quorum of Directors for transacting business shall, unless otherwise fixed by the Directors, be three.
9. A resolution in writing signed by all the Directors then in Tanzania shall be as valid and effectual as if it had been passed at a meeting of Directors duly called and constituted.
10. The Directors may from time to time borrow or raise any money for the purposes of the Company which may exceed the issued share capital of the company.

BORROWING POWERS

11. The Directors may from time to time in their discretion raise or borrow for the purpose of any Company's business such sum or sums of money as they think fit.
12. The Directors may secure the repayment of or raise any such sum or sums as aforesaid by mortgage or charge upon the whole or any part of the property and assets of the Company present or future including its uncalled capital for the time being, or by the issue at such price as they may think fit, of bonds or debentures either charged upon the whole or any part of the property and assets of the company or not so charged or in such other way as the Directors may think expedient.

VOTE OF MEMBERS

13. On a show of hands every member present in person shall have one vote. On a roll every member shall have one vote only for the shares of which he is holder.
14. No member shall be entitled to vote at any general meeting unless all calls or other sums presently by him in respect of shares in the Company have been paid.

DISQUALIFICATION OF DIRECTORS

15. The office of a Director shall be vacated if the Director;
 - (a) becomes bankrupt; or
 - (b) is found to be a lunatic or becomes of unsound mind; or
 - (c) resigns his office by notice in writing to the Company;
 - (d) abstains himself from meetings of the directors for a period of six months without special leave of absence from the other Directors.

SEAL

16. The Directors shall provide for the safe custody of the Seal. The Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors and in the presence of at least two Directors or a Director and Secretary or other person as aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.

ALTERNATE DIRECTORS

17. Any director shall have power to nominate any person to act or attend as alternate Director during his absence or during his inability so to act. Such Director shall be subject in all respects to the terms and conditions existing with reference to the other Directors and such Alternate Director shall exercise and discharge all the duties of Director whom he represents.
18. Unless otherwise decided by the Directors the quorum necessary to transact business of the Directors shall be two Directors personally present.

SECRETARY

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

WINDING UP

20. 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 special 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.

ALTERNATION OR ADDITION


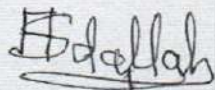
21. Subject to the provisions of the Act and to those contained in the Memorandum of Association the Company may by Special Resolution make alteration or addition so made shall be as valid and effectual as if originally contained in those articles and be subject in like manner to alteration by Special Resolution.

INDEMNITY

22. Every Director, Managing Director, Agent, Auditor, Secretary and other Officer for the time being of the Company shall be indemnified out of the Assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgement is given in his favour or in which he is acquitted or is in connection with any application in which relief is granted to him by the Court.

ARBITRATION

23. If and whenever any dispute or difference shall arise between the Company and any of the members or their respective representatives touching upon the construction or meaning of any of the Articles herein contained or any act matter or thing made or done or omitted to be done or with regard to the rights or liabilities arising here under or arising out of the relation existing between the parties by reasons of these Articles or the Act, such differences shall (unless a sole arbitrator be agreed upon) forthwith be referred to the arbitration of three (3) arbitrators, one to be appointed by each party and the third to be appointed by the first two or, in the event of failure to agree within (Cap. 15) or any then existing statutory modifications or re-enactment thereof shall apply.


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FATMA SALUM ABDALLAH P. O. BOX 2169 DAR ES SALAAM	50	

Dated at DSM this 16 day of DEC 2021

Witness to the above signatures:

Name : DANIEL SIMON
 Signature : 
 Postal Address : 105069 DSM
 Qualification : ADVOCATE



Certified True Copy of the Original
 Sign:  Date: 02/09/2022
 GEORGE M. MUHANGA
 Advocate, Notary Public & Commissioner for O.