

THE COMPANIES ORDINANCE  
(CAP. 212.)

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

HIGHWAY EXPRESS (TANZANIA) LIMITED

INCORPORATED THIS \_\_\_\_\_ DAY OF \_\_\_\_\_ 1987

DRAWN BY:

IQBAL S. JETHA  
P.O. BOX 3672  
DAR ES SALAAM

THE COMPANIES ORDINANCE (CAP. 212)

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COMPANY LIMITED BY SHARES

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M E M O R A N D U M

AND

ARTICLES OF ASSOCIATION

OF

HIGHWAY EXPRESS TANZANIA LIMITED

Incorporated this 30<sup>th</sup> day of April 1987

P H MAJITHIA  
ADVOCATE  
P O BOX 155  
DAR ES SALAAM

1987 + 1988  
1987

TANZANIA



Certificate of Incorporation

No. 13634

I HEREBY CERTIFY THAT

HIGHWAY EXPRESS TANZANIA Limited

is this day incorporated under the Companies Ordinance (Cap. 212) and that the Company is Limited.

Given under my hand at Dar es Salaam this 30th day of APRIL

One thousand nine hundred and SEVENTY SEVEN

Registrar of Companies

THE UNITED REPUBLIC OF TANZANIA

Certificate of Incorporation

No. 13,634

I HEREBY CERTIFY that HIGHWAY EXPRESS TANZANIA LIMITED

is this day incorporated under the Companies Ordinance

(Cap. 212) and that the Company is Limited.

Given under my hand at Dar es Salaam

Day of April

Eighty Seven.

One Thousand Nine Hundred and

this 30<sup>th</sup>

Sgd. \_\_\_\_\_

ASSISTANT REGISTRAR OF COMPANIES

SEAL

TANZANIA

THE COMPANIES ORDINANCE (CAP. 212)

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

HIGHWAY EXPRESS TANZANIA LIMITED

TANZANIA PAID  
50/2  
867733  
STAMP DUTY RECEIPT No. 30.4.87  
ON ORIGINAL RECEIPT No. 87  
OF  
STAMP DUTY OFFICER

TANZANIA  
Stamp Duty Shs: 600/- Paid  
Receipt No: 287093 of 13-10-97  
Asst: Registrar of Companies

1. The name of the Company is HIGHWAY EXPRESS TANZANIA LIMITED
2. The registered office of the Company will be situated in Tanzania.
3. The objects for which the Company is incorporated are:
  - (A1) To operate garage, petrol station, to buy and sell used vehicles of all types and to render services as clearing, forwarding and transporting agents.
  - (A2) To manufacture, build, buy, sell and deal in goods, wares, chemicals, and merchandise of every nature, kind and description whatsoever.
  - (B) To carry on the business of Transporters, Clearing and Forwarding, Warehousing, Road Haulage, Chartering Air Charter/Freight, Container Operators, Marine and/or General Insurance Brokers, Farmers, Stock Farmers, Cattle Rearers, Dairymen, Livestock and Poultry Breeders.
  - (C) To build, purchase or otherwise acquire and hold property, real or personal rights and assets of and bonds, debentures, debenture stock, shares of all classes and securities of any form or type issued by any individual, corporation or company, public or private incorporated or unincorporated.
  - (D) To take part in the management, supervision or control of the business or operations of any company or undertaking of which the company holds any shares, bonds, debentures, or other securities or of which the company owns any property, assets or right and, for that purpose, to appoint and remunerate any managers, accountants or other experts or agents.
  - (E) To employ any individual, firm or corporation or manage, in whole or in part, the affairs of the company and to employ experts to investigate and examine into the conditions, prospects, value, character and circumstances of any business concern and undertaking and generally of any assets, property or rights.

THIS IS A COPY OF THE ORIGINAL REGISTERED IN THE REGISTER OF COMPANIES  
DATE 4-2-1998

- (F) To borrow money and to carry on any trade or business whatsoever which can in the opinion of the Board of Directors be advantageously carried on by the Company in connection with or as ancillary to any of the above objects or the general business of the Company.
- (G) To apply for, register, purchase or by other means acquire and protect, prolong and renew, whether in Tanzania or elsewhere, any patents, patent rights, brevets d'invention, licences, secret processes, trade mark, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.
- (H) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold, sell or otherwise deal with any investments made.
- (I) To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon such terms as the Company may approve and to become security for any persons, firms or companies.
- (J) To borrow and raise money in such manner as the Company shall think fit and to secure the repayment of any money borrowed, raised or owing, by mortgage, charge, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.
- (K) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (L) 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 businesses of the Company through or by means of agents, brokers, sub-contractors or others.
- (M) To sell or otherwise dispose off the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any Company purchasing the same.

- (N) To distribute among the Members of the Company in kind any property of the Company of any kind.
- (O) To procure the Company to be registered or recognised in any part of the world.
- (P) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise and by or through agents or otherwise and either alone or in conjunction with others.
- (Q) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

The objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the Company. None of such sub-clause or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses if each sub-clause contained the objects of a separate company.

4, The liability of the Members is limited.

5. The initial share capital of the Company is Shs 500,000/- divided into 100 shares of Shs 5,000/- each and the Company shall have power to divide the original or any increased capital into several classes, and to attach thereto any preferential, deferred, qualified or other special rights, privileges, restrictions or conditions.

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, Postal Addresses and Description of Subscribers	Number of Shares Taken	Signature
IQBAL SHAMSHUDIN JETHA P. O BOX 6035 DAR ES SALAAM	45	<i>[Signature]</i>
ALNASIR SHAMSHUDIN JETHA P. O BOX 6035 DAR ES SALAAM	45	<i>[Signature]</i>
RAHIM SHAMSHUDIN JETHA P. O BOX 169 MPANDA	10	<i>[Signature]</i>

DATED at Dar es Salaam this 29<sup>th</sup> day of April 1987

SIGNATURE:

POSTAL ADDRESS:

QUALIFICATION:

*P. M. Majithia*

P. M. MAJITHIA
SECRETARY
P.O. BOX 113
DAR ES SALAAM
TANZANIA

COMPANIES ORDINANCE (CAP. 212) LAWS OF TANZANIA

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

HIGHWAY EXPRESS TANZANIA LIMITED

PRELIMINARY

In these regulations:

"The Ordinance" means the Companies Ordinance Chapter 212 of the Laws of Tanzania.

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

Unless the context otherwise requires, the expressions defined in the Ordinance or any statutory modification thereof in 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, partnerships, firms, co-operative societies, etc.

The regulation of Table 'A' in the First Schedule to the Companies Ordinance (hereinafter called Table 'A') shall 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 Table 'A' the former shall prevail; and in addition to substitution for the modification of the provisions of Table 'A' the following shall be the regulations of the Company.

PRIVATE COMPANY

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 having been formerly in the employment of the Company were while in such employment and have continued after the determination of such employment to be members of the Company) is limited to 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 debenture of the Company is prohibited.

TANZANIA  
Stamp Duty Shs. 1000/- Paid  
Receipt No. 5870925 of 13-10-97  
Asst. Registrar of Companies

I HEREBY CERTIFY THAT THIS IS A TRUE COPY OF THE ORIGINAL.  
ASST. REGISTRAR OF COMPANIES  
DATE 4-2-1998

TANZANIA  
ORIGINAL RECEIPT No. 86127  
Stamp Duty OFFICERS  
30

- (d) The Company shall not have power to issue share warrants to bearer.

#### TRANSFER OF SHARES

The Directors may in their discretion and without assigning any reason thereof refuse to register the transfer of any shares to any person whom it shall in their opinion be undesirable for any reason whatsoever to admit to membership.

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 or 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 personal representative 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 or such shares to any member or members of the Company at a price to be agreed upon between the party giving such notice 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 or 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 shares 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 shares.

At the expiration of such 21 days' notice the Board shall apportion such shares amongst the shareholders (if more than one) who shall have expressed their desire to purchase the same and as far as may be prorata according to the number of shares already held by them respectively, or if there be only one such shareholder, the whole of such shares shall be sold to him, provided that 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 the single shareholder who shall have agreed to purchase the same.

GENERAL MEETINGS: NOTICE OF GENERAL MEETINGS AND PROCEEDINGS  
AT GENERAL MEETINGS

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6. Articles 39 to 53 of Table 'A' shall apply subject to the following variations:
- (a) A general meeting, ordinary or extra ordinary 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.

7. DIRECTORS + CHAIRMAN

- (a) Until otherwise determined by the Company in general meeting the Directors shall not be less than two and not more than seven in number.
- (b) The right to appoint number of Directors by a shareholder would be proportional to the percentage of his share-holdings.
- (c) The person holding majority of shares or his nominee would be the Chairman of the Board of Directors.
- (d) The Chairman of the Board of Directors would have a casting vote in case of a tie.
- (e) The following persons shall be the first Directors of the Company:
  - 1. IQBAL SHAMSHUDIN JETHA
  - 2. ALNASIR SHAMSHUDIN JETHA
  - 3. RAHIM SHAMSHUDIN JETHA

8. SPECIAL DIRECTOR FOR DEBENTURE HOLDERS

- (1) Subject as hereinafter provided the Directors may grant, for such period and upon such terms as they think fit, to holders of any debenture, debenture stock or other obligations of the Company or to the trustees of any trust deed securing the same, the right from time to time to appoint any person a special Director (but so that not more than three special Directors shall be in office at any one time) to determine the period for which any person so appointed will hold office and to remove any special Directors from his office.

- (2) Any right so granted shall lapse, and any special Director appointed pursuant hereto shall automatically vacate his office upon the debentures, debenture stock or other obligations, in respect of which the right was granted, being redeemed, paid or satisfied or otherwise discharged.
- (3) A Special Director shall not be required to hold any share qualification or be subject to retirement by rotation. A Special Director shall not be taken into account in determination the retirement by rotation of Directors or reckoning the maximum number of Directors, but, in all other respects, a Special Director shall be subject to the terms and conditions existing with reference to other Directors, and shall be entitled to receive notice of all meetings of the Directors and to attend, speak and vote at such meetings.
- (4) Every appointment, determination or removal made pursuant to a right granted under this regulation shall be made by notice in writing, signed by or on behalf of the person entitled to make the same; every such notice shall be delivered or sent to the Secretary or to the registered office of the Company, and shall take effect from the time of receipt.
9. 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.
10. The quorum of Directors for transacting business shall unless otherwise fixed by the Directors, be two.
11. 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.
12. 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

13. The Directors may raise or borrow for the purpose of the Company's business such sum or sums of moneys as they think fit and they 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 and future, including its uncalled and unissued capital or by the issued, at such price as they may think fit, or bonds or debentures, either charged upon the whole or any part of the property and assets of the Company, or not charged, or in such other way as the Directors may think expedient.

#### ALTERNATE DIRECTORS

14. Each Director shall have the power to nominate any other person to act as alternate Director in his place, at any time when he is unable to be

Director, and on such appointments being made the alternate Director shall (except as regards the power to appoint an alternate) be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company, and each alternate Director, whilst acting in the place of an absent Director, shall exercise and discharge all the duties of the Director he represents, but shall look to such Director solely for his remuneration as alternate Director. Any Director of the Company who is appointed an alternate Director shall be entitled to vote at a meeting of the Directors on behalf of the Director so appointing him as distinct from the vote to which he is entitled in his own capacity as a Director of the Company, and shall also be considered as two Directors for the purpose of making a quorum of Directors when such quorum shall exceed two. Any person appointed as an alternate Director shall vacate his office as such alternate Director if and when the Director by whom he has been appointed vacates his office as Director or removes him by written notice to the Company. Every instrument appointing or removing an alternate Director pursuant to this Article shall be delivered to and retained by the Company taking effect on the date of acknowledgement.

#### SECRETARY

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

#### WINDING UP

16. With the sanction of a Special Resolution of the Shareholder 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

17. 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 in connection with any application (under Section 345 of the Ordinance) in which relief is granted to him by the Court.

ALTERATION OR ADDITIONS

18. Subject to the provisions of the Ordinance and to those contained in the Memorandum of Association of the Company may by Special Resolution make alterations or additions to its Articles of Association and any such alteration or additions so made shall be as valid and effectual as if originally contained in these Articles and be subject in like manner to alteration by Special Resolution.

Postal Addresses Description of Subscribers	Number of Shares Taken	Signature
SHAMSHUDIN JETHA BOX 6035 DAR ES SALAAM	45	<i>Jetha</i>
SHAMSHUDIN JETHA BOX 6035 DAR ES SALAAM	45	<i>Jetha</i>
SHAMSHUDIN JETHA BOX 169	10	<i>Jetha</i>

Dar es Salaam this 29<sup>th</sup> day of April 1987

ADDRESS:  
CANTON:

*P. M. M. Jetha*

P. M. MAJITHIA  
SECRETARY  
P.O. BOX 117  
DAR ES SALAAM

No. of Company .....

FREE PAID SHS. 1500/-  
RECEIPT NO. 05271661  
DATE 13/10/1997

S/D 2007/-  
Br

Form No. 14 6-10-

THE UNITED REPUBLIC OF TANZANIA  
The Companies Ordinance (Cap. 212)

STAMP DUTY PAID SHS. 200/-  
RECEIPT NO. 05270994  
DATE 13/10/1997  
Filing Fees Shs. 15/-

Particulars of Directors and of any Changes therein  
(Pursuant to Section 145)

Name of Company ..... HIGHWAY EXPRESS (T) LIMITED  
..... DAR ES SALAAM.  
.....

Presented by:

..... KHATCO MANAGERMENTS LIMITED .....

..... P. O. BOX. 2291, .....

..... DAR ES SALAAM. ....

ASST. REGISTRAR OF COMPANIES

DATE 14-10-1997

TANZANIA  
Stamp Duty Shs. 200/- paid  
Receipt No: 05270994 13-10-97  
Asst: Registrar of Companies

.....  
Asst. Registrar of Companies

PARTICULARS OF THE DIRECTORS OR MANAGERS (A) OF ..... HIGHWAY EXPRESS (T) .....

The present Christian Name or or Names and Surname	Any former Christian Name or Names or Surname	Nationality
80 IQBAL S. JETHA	-	TANZANIAN
ALNASHIR S. JETHA	-	TANZANIAN
20 REGISTRAR OF COMPANIES DATE 14/10/1992 AHIM S. JETHA	-	TANZANIAN
FAHEEM IQBAL JETHA	-	TANZANIAN

- (a) "Director" includes any person who occupies the position of a Director by whatever name called, and any person in accordance with whose directions or instructions the Directors of Company are accustomed to act.
- (b) In the case of a Corporation its corporate name and registered or principal office should be shown.
- (c) In the case of an individual who has not business occupation but hold any other directorships, particulars of that directorships or of someone of those directorships must be entered.
- (d) A complete list of the Directors or Manager shown as existing in the last particulars delivered should always be given. A note of the changes since the last list should be made in this column, e.g. by placing against a new directors name the words "in place of ....." and by writing against any former director's name the words "dead", "resigned" or as the case may be, and the dates.

LIMITED

AND OF ANY CHANGES

Usual Residential

Other business occupation or directorship if any, if none state so (c)

Changes date thereof

RESIGN AS A DIRECTOR WITH EFFECT FROM 7TH APRIL 1997

RESIGN AS A DIRECTOR WITH EFFECT FROM 7TH APRIL 1997

APPOINTED AS A DIRECTOR WITH EFFECT FROM 7TH APRIL 1997

MAHEREDY CENTRE AT FULHAM  
TRUE COPY OF THE  
ASST. REGISTRAR OF COMPANIES  
DATE 10-10-97

Signature

State whether Director or Manager or Secretary

APR 11 1997  
DIRECTOR  
NO 127 PLEAK  
& COMPANY  
CO. 119