

THE COMPANIES ACT

2002

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

HADAR EXPRESS LIMITED

1. The Name of the Company is "HADAR EXPRESS LIMITED"
2. The Registered office of the company will be situated in the United Republic of Tanzania
3. The objects for which the company is formed are:
 - a) To carry on the business of Transportation of passengers and goods within Tanzania and / or in the neighbouring counters,
 - b) To carry on the business of transport cargo and travel agents, commission agents, Customs agent, insurance agents, tourist agents manufacturer's representatives clearing and forwarding agents, shipping road contractors cargo superintendents, motorcar cabs omnibus lorries oil tank and coach proprietors and transport by any other means of convenience people and goods in Tanzania and the neighbouring countries and in such other places as may from time to time determined by the company and exporters of agriculture products and importers and exporters, merchants, traders, representatives, commission and general agents or otherwise deal in electrical goods, produce articles and general merchandise, distribution of solar energy equipment and to act as dealers in the field of solar energy and sell of all electrical and building equipments and all general merchandise
 - c) To carry on the business of refurbishment of all types of automotive vehicles buying & selling importing of spares and also changing the sizes, shapes, forms, colours, bodies, components, parts or in any other way to render the same useful for the purposes of aiding, promoting and enabling the business of tourism, hunting, wildlife and photographic safaris, transportation of goods, passengers and livestock or any such venture carried on by other persons or by the company.
 - d) To buy import manufacture sell, export and deal in wholesale and retail in all kinds of electrical goods, electronic goods and accessories of all kinds: spare parts, tools and repairs thereof: to buy sell import and/ or export repair convert alter let on hire and deal in materials commodities goods articles and services, directly or indirectly related on the business of the company.
 - e) To carry on the business of offering consultancy and sale service/training in to clients and others in the fields of automobile engineering, repairs, refurbishments, fabrication, processing and all other types of technical skills required to create new service enterprises



- f) To purchase, take on lease or on option or otherwise acquire any lands, mines, mining rights, oil rights, water rights, timber rights of any kind in or over or under any lands, and any licences, concessions, monopolies, exclusive rights easements, rights or privileges, therein and any real estate, properties of any kind whether in Tanzania or elsewhere and to develop, open, work, explore, exercise, maintain and turn the same to account.
- g) To carry on the business, which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the company's property or rights.
- h) To establish depots and agencies in different parts of the world for the purpose of carrying on any or all of the business of the company.
- i) To carry on the business of proprietors and managers of hotels, restaurants, cafes, hotels and motels, apartment houses, keepers of refreshments and tea rooms, milk and snack bars.
- j) To import produce manufacture or otherwise deal in food and food products, meat groceries, fruits, confectionery and beverages.
- k) To carry on the business of launders, cleaners, and to carry on the business of repairing all articles sent for cleaning.
- l) To carry on the business of caterers and manufacturers of and dealing in bread, flour, biscuits, sweets confectionery and all other goods, butchery, butter sellers, milk seller's ice and ice cream merchants.
- m) To carry on the business of banking money lending and financing, bureau de changes.
- n) To carry on business and operators of petrol stations, fuel importers, importers and distributors of kerosene, motor spirits, mineral oil, crude petroleum, lubricating oil, Grease and sell other kinds of mineral and petroleum products.
- o) To manage, work and turn into account any estate, lands or properties of the company and to develop the resources thereof by clearing, draining, planting, irrigating, pasturing, road making, building to purchase take lease or in exchange, hire or otherwise acquire and hold lands, buildings, easements, rights, interests, privileges, concessions, patents, patent rights licences.
- p) To transact agency business of all kinds and also to act as agents representatives and distributors for any firm, company or corporations.
- q) To receive moneys on deposit and to lend and advance money to such persons or companies on such terms as the company may think fit and to guarantee performance by the company of any obligation or liability it may undertake.
- r) To procure the company to be registered or recognised in any country.
- s) To draw, accept and make endorse, discount and negotiate, bills of exchange and promissory notes and other negotiable instruments.

- t) To invest the moneys of the company not immediately required in such manner other than in the shares of the company as from time to time as may be determined.
- u) To acquire by subscription, purchase or otherwise and to accept and take, hold and sell, shares or stocks in any company, society or undertaking the objects of which shall either in whole or in part, be similar to those of the company, or such as may be likely to promote or advance the interest of this company.
- v) To carry on the business of mines and mining in all the branches and for that purpose to peg, purchase, take on lease, easements option, claims, lands, mines mining leases and effects supposed to contain precious or semi precious stones, valuable minerals and base minerals and metals and turn into account mines and mining rights and any undertaking connected therewith.
- w) To search for prospect win get quarry mines, cut, polish, shape or otherwise prepare for market precious and semi precious stones and valuable minerals.
- x) To borrow or raise or secure the payment of money bank overdraft by mortgage or by the issue of debenture stock, perpetual or otherwise or in such other manner as the company s.
- y) To carry on the business of agriculture/Industrial, dealing in agriculture or forestry products, processing, farming breeding, breeding of crocodiles, poultry farming, diary farming, keeping ranches, live stock of all kinds.
- z) To carry on the business of fishing, marine products, to export fish and marine products, to buy and sell fish and marine products, to purchase and take over as a going concern or otherwise all or any of the liabilities, assets, rights interests, undertaking and properties of or in anyway connected with business of fishing.
- aa) To carry on the business of bees keeping, honey production and bees wax production, to carry on with business of exporters of honey, bees wax and wax products, buying and selling honey and bees wax.
- bb) To carry on the business of chemist, druggists, general chemist, business in importation, preparation, repacking and sale of medical ointments, disinfectants, patent medicines, BP and BPC products, cosmetics, perfumery, veterinary products and other similar items.
- cc) To pay all costs, charges and expenses incurred or sustained in or about the promotion and establishment of the company
- dd) Generally to do all other things as may appear to be incidental or conducive to the attainment of the above objects.

4. The Liability of the Members is Limited.

5. The Share Capital of the company is Tanzanian Shillings Fifty Million (T.Shs 50,000,000/=) only divided into Five Hundred (500) Ordinary Shares of Tanzanian Shillings One Hundred Thousand (T Shs 100,000/=) each, with such rights, privileges and conditions attached thereto as may be from time to time be conferred by the regulations of the company with power to increase and reduce the capital of the company and divide the shares in the capital, as may be provided from time to time to the regulations of the company, into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be provided from time to time by the regulations of the company.

We the numerous 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:

Name, Address and Description of the Subscriber	Number of Shares Taken by Subscribers	Signatures Of the Subscribers
SELFLO INTERNATIONAL LIMITED P. O. BOX 1312, VICTORIA, MAHE, REPUBLIC OF SEYCHELLES.	498	
MR. OMARI MAULIDI OMARI P.O BOX 21078 DAR ES SALAAM.	2	

Witness to the above signatures:

Name: SAJJAD JUSAB

Postal Address: PINACLE FINANCIAL CONSULTANT
CERTIFIED PUBLIC ACCOUNTANT

Qualification: IN PUBLIC PRACTICE AND
TAX CONSULTANTS

P.O. Box 7147, D'SALAAM

Dated: the 5TH day of OCTOBER 2012


Signature:

THE COMPANIES ACT 2002
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
HADAR EXPRESS LIMITED

1. In these Articles:



"The Act" means the Companies Act, 2002

"The seal" means the common seal of the company.

"The secretary" means any person appointed to perform the duties of the Secretary of the company. Expression referring to writing shall, unless the contrary intention appears, be construed as including references to the printing, lithograph, photocopy and other mode of representing or reproducing words in a visible form. Words importing person shall include companies, corporation, co-operative societies and the like.

Unless the context otherwise requires, words or expression contained in these Articles shall bear the same meaning as in the ordinance or any statutory modification thereof in force at the date at which these articles become binding upon the company.

2. The regulations contained in Table "A" in the first schedule to the Companies Act, 2002 (hereinafter referred to as Table "A") shall apply to the company save in so far as they are excluded or raised by the clauses hereinafter contained.
3. The company is private company and accordingly
 - a) The right to transfer is restricted in manner hereinafter prescribed.
 - b) The numbers of members of the company are in then (exclusive of persons who are in the employment of the company were while in such employment and have continued after the determination of such employment to be a members of the company) is limited to fifty provided that where two or more persons hold one or more share is 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

Name, Address and Description of the Subscribers	Number of Shares Taken by Subscribers	Signatures Of the Subscribers
SELFLO INTERNATIONAL LIMITED P. O. BOX 1312, VICTORIA, MAHE, REPUBLIC OF SEYCHELLES	498	
MR. OMARI MAULIDI OMARI P.O BOX 21078 DAR ES SALAAM	2	


Witness to the above signatures:

Name: SAJJAD JUSAB

Postal Address: FINACLE FINANCIAL CONSULTANT

Qualification: REGISTERED PUBLIC ACCOUNTANT
IN PUBLIC PRACTICE AND
TAX CONSULTANTS

Dated: the 5th day of October 2012


Signature: