

**THE COMPANIES ORDINANCE (Cap. 212)**

**COMPANY LIMITED BY SHARES**

***Memorandum***

**AND**

***Articles of Association***

**OF**

**AL-HUSHOOM INVESTMENTS (T) LIMITED**

**Incorporated this \_\_\_\_\_ day of \_\_\_\_\_ 1991**

**DRAWN BY:**

**ABDALLAH MUNIF NAHDI  
PROMOTER  
P.O. BOX 20831  
DAR ES SALAAM.**

THE UNITED REPUBLIC OF TANZANIA  
BUSINESS REGISTRATION(S) AND LICENSING AGENCY  
(Offices: Co-operative Building Lumumba Street)

Cables and Telegrams: "USAJILI"  
DAR ES SALAAM  
Telephone: +255-22-2181344,  
2180113/2180141  
D/L 2180048, 2180139  
Fax: +255-22-2180371  
E-mail address: usajili@intafrika.com



P. O. BOX 9393  
DAR ES SALAAM

*(All Official communications should be  
addressed to the Chief Executive Officer  
not to individuals)*

*In reply please quote:*

RE: MIT/RC/19702

20<sup>th</sup> July, 2001

D. G. Patel & Co.,  
P. O. Box 1314  
**DAR ES SALAAM**

Sir,

RE: i) **THE COMPANIES ORDINANCE (CAP. 212)**  
ii) **AL-HUSHOOM INVESTMENT LIMITED**

Reference is being made to your letter dated 19<sup>th</sup> July, 2001.

Kindly be informed as follows:-

1. The Shareholders are:-
  - i) Munif Abdhallah Nahdi - 82,400 shares
  - ii) Said Edha Nahdi - 49,440 shares
  - iii) Amer Nahdi - 49,440 shares
  - iv) Islam Edha Nahdi - 49,440 shares
  - v) Abdallah Munif Nahdi - 49,440 shares
  - vi) Mohamed Munif Nahdi - 49,440 shares

I remain,  
Yours faithfully,

A handwritten signature in blue ink, appearing to read "J. S. Thobias".

J. S. Thobias

For REGISTRAR OF COMPANIES

STAMP DUTY PAID 25/-  
RECEIPT NO. AY/997689  
3-8-91

ASST. REGISTRAR OF COMPANIES

THE COMPANIES ORDINANCE (CAP.212)  
COMPANY LIMITED BY SHARES  
MEMORANDUM OF ASSOCIATION  
OF  
AL-HUSHOOM INVESTMENTS (T) LIMITED

TANZANIA  
STAMP DUTY PAID 50/-  
ON ORIGINAL RECEIPT NO. AY/997689  
OF 3-8-91  
Stamp Duty Officer

The name of the Company is "AL-HUSHOOM INVESTMENTS (T) LIMITED.

The registered office of the Company shall be situated in Tanzania.

The objects for which the Company is being established are:

- a) To carry on the business of manufacturers wholesalers, retailers and dealers in plastic products, plastic wares, plastic tiles & sanitary, all kinds of plastic household products, plastic pipes and pipe fittings and generally to do all or any of the business which is connected with plastic industry.
- b) To carry on the business of manufacturers, or trade and or/ deal in metal products, metal scrap, nails, nuts, security door & grill fabricators screws, hinges, building materials and hardwares requisites, iron & steel converters, let on hire, and deal in machinery implements, rolling - stock, and hardware, of all kinds & to carry on any other business (manufacturing or otherwise) which may seem to the company profitable or enhances its objects herein referred to.
- c) To be processors of all dairy products and to be confectioners, milk skimmers, butter & cheese mongers and manufacturers; to produce markets of such products local or foreign. To be animal feeds manufacturers, and produce for market chick, growers and broilers mash for poultry farming.
- d) To acquire lands for the purposes of agricultural dairy farming, poultry farming and piggery and to own and to manage fish ponds. To be agriculturists of all kinds of crops, such as maize, wheat, paddy, barley, rye, oats, finger millet and all types of cereals, also cultivate beans peas, soya-beans, sunflower seeds, groundnuts, peanuts and generally all leguminous seed and oilseeds.

- 1) To carry on business in Tanzania and elsewhere the buying selling, letting on hire, hire purchase, or easy payment systems and manufacturing and contractors of and dealers in motor-cars, taxicabs, automobiles, tramcars, chars-a-bancs, motor lorries, vans wagon of all kinds and descriptions, cycles motor cycles, coaches, carriages, and all other vehicles of kinds whatsoever, whether manufacturing or otherwise.
- 2) To act as agents for any company or companies engaged in life-insurance fire insurance, marine insurance, insurance of motor cars lorries machinery and other things, insurance of owners and users of vehicles and other insurance of all kinds.
- 3) To carry on the business of importers, dealers and distributors of kerosene, petrol, motor spirit, mineral oil crude oil petroleum, lubricating oil grease and all other kinds of mineral and petroleum products.
- 4) To carry on any other 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.
- 5) 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.
- 6) To carry on the business of general merchants, general store-keepers, universal providers, importers, exporters and of in cotton, silk, and woolen goods and textile fabrics of all kinds.
- 7) To enter into any arrangement and contracts with Government or Authority supreme, municipal, local at otherwise or any corporations, companies or persons having objects that may be conducive to the Company's object or any of them and obtain from any such Government Authority, Corporation, Company, or persons any characters, contract, decrees, rights, privileges and concessions.
- 8) To purchase, take on lease, option or lince, exchange or otherwise acquire in any part of the world, prospecting rights and contracts, leases, options, mineral properties, either absolutely or conditionally.
- 9) To borrow or a raise or secure the payment of money in such manner as the company shall think fit, and in particular by the issue of debenture stock, certificates or other securities, perpetual or otherwise charged upon all any other Company's rights and property (present and future) including any un-called capital or without any such security and to purchase redeem, or pay off any such security or loan.

- To amalgamate with, or enter into partnership or into any arrangement for sharing profits, union of interest, cooperation, joint venture, reciprocal concession or otherwise with any person or company carrying on or engage in any business or transaction which this company is authorised to carry on or engage in business or transaction capable of being conducted so directly or indirectly to benefit this company. And to take or otherwise acquire shares and securities of any such Company, and sell, hold re-issue with or without guarantee or otherwise deal with the same.
- To promote another company for the purpose of acquiring all or any property and liabilities of this company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company.
- To carry on the business by wholesale or retail of automotive spares or any of all description, tyres and tubes, batteries battery solution and all other persons accessories and goods as may be conveniently sold therewith and all things capable of being used therewith or in the maintenance, repair and manufacture thereof.
- To sell or dispose of the undertaking and property 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 having objects altogether or in part similar to those of this company.
- To carry on the business of sawmills and the preparation of timber for market and the manufacture of and dealing in all articles made of or principally made of wood.
- To construct, erect, maintain and alter any buildings, machinery plant works necessary or convenient for the purpose of the Company.
- To undertake and execute any contracts for work involving the supply or use of any machinery and to carry out any ancillary or other work comprised in such contracts, carrying passengers and goods in Tanzania.
- Generally to purchase, take on lease or in exchange hire or otherwise acquire any real and personal property and any rights or privileges which the company may think necessary or conveniently for the purpose of its business and in particular any land, buildings easements machinery plant and -in-trade.

- To invest and deal with moneys of the Company not immediately required, upon such securities and in such manner as the company may from time to time determine.
- To remunerate any person or Company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of the shares in the Company's capital, or any debentures or other securities of the Company or the conduct of its business.
- To distribute any part of the property of the Company in specie among the members.
- To lend advance money and give credit to such persons or companies as may seem expedient and in particular to members of the Company and customers and others having dealing with the Company and to guarantee the performance of contracts by such person.
- To draw, make accept, endorse, discount, execute and issue cheques, promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- To do all or any of the above things in any part of the world as principals, agents, contractors trustees or otherwise alone or in conjunction with others.
- To pay the expenses of and preliminary and incidental to the promotion establishment and registration of the Company or of any other company promoted, formed, established or registered by the Company and all brokerage, discount and other expenses lawfully payable which may at any time and from time to time be deemed expedient for taking, placing or underwriting all or any of the Company so promoted, formed, established or registered by the company.
- To obtain all powers and authorities necessary to carry out or extend any of the above objects.

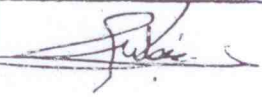

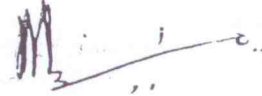
The objects set forth in any sub-clause of this clause shall not be restricted by reference or inference from time to time the terms of any clause or the objects therein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first sub-clause of this clause, but the company shall have full powers to exercise all or any of the powers conferred by any part of this clause in any part of world and notwithstanding that the business undertaking, property or acts proposed to be transacted, acquired, dealt with or performed to not fall within the objects of the first sub-clause of this clause.

It is hereby declared that the word "COMPANY" in this clause shall be deemed to include any partnership or other body of persons whether incorporated or unincorporated, and whether domiciled in East Africa in each paragraph of this Clause shall accept where otherwise expressed in such paragraph be independent main objects and shall not be limited or restricted by reference to or inference from the terms of any other paragraph or the name of the company.

The liability of the members is limited.

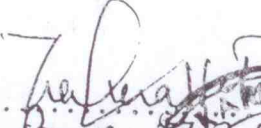
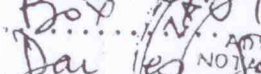
The initial capital of the Company is Shs 1,000,000/= divided into 1,000 shares of Shs. 1,000/= each and the company shall have the power to divide the the original or any increased capital into several classes, and to attach thereto any preferential, deferred qualified or other special rights, privileges, restrictions or conditions.

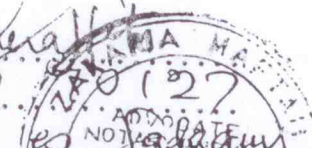
We several persons whose names and addresses are subscribed to the prospectus of being formed into a company, in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the company set opposite our respective names.

NAMES AND DESCRIPTION OF SUBSCRIBER	NUMBER OF SHARES TAKEN	SIGNATURE
ABDULLAH MBARAK AL-NAHDI P.O. BOX 20831 DAR ES SALAAM. DIRECTOR	40 SHARES	
ABDULLAH MUNIF NAHDI P.O. BOX 20831 DAR ES SALAAM. DIRECTOR	30 SHARES	
ABDULLAH MUNIF NAHDI P.O. BOX 20831 DAR ES SALAAM. DIRECTOR	30 SHARES	

Witnessed at DAR ES SALAAM this 18<sup>th</sup> day of August, 1991

Witness to the above Signature:

Signature:   
 Postal Address: 



STAMP DUTY PAID  
40/-  
997689  
APR 28 1991  
RECEIPT  
ASST. REGISTRAR OF COMPANIES

THE COMPANIES ORDINANCE (CAP. 212)

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

AL-HUSHOOM INVESTMENTS (T) LIMITED

PRELIMINARY

TANZANIA  
STAMP DUTY PAID  
80/-  
997689  
ON ORIGINAL RECEIPT No.  
APR 28 1991  
STAMP DUTY OFFICER

In these regulations:

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

When any provision of the Ordinance is referred to, the reference is that provision as modified by 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 meanings as defined.

And 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, co-operative societies etc.

The regulation of Table "A" in the first Schedule to the Companies Ordinance (hereinafter called Tabled "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 former modification of the provisions of Table "A" the following shall be the regulations of the Company.

THE 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.
- d) The company shall not have the powers to issue warrants to bearer.

TRANSFER OF SHARES:

- 3. The Directors may in their discretion and without assigning any reason thereof refuse to register the transfer of any share to any share to any person whom to their opinion he/she is undesirable for any reason whatsoever to admit to membership.
- 4. Subject to Articles 2 and 3 hereof the rights of 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 interests 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 such a transfer, such notice shall constitute the board of Directors as his agents for sale of such shares to any member or members of the company at a price to be agreed upon between the party giving such a notice and the board and in the case of difference the same shall be determined by the Auditor of the Company.

Upon the price of such shares being agreed on or determined as per clause (b) above, the Board shall forthwith giving notice to such shareholders other than those desiring to sell or transfer the said shares, stating the number and prices of such shares inviting the persons to whom the 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 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 proper according to the number of shares already held by them respectively, or if there be only one such shareholder the whole of such shares 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 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 shareholder(s) who shall have agreed to purchase them.

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

Articles 39 to 53 of Table 'A' shall apply subject 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 A 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.

DIRECTORS:

- a. Until otherwise determined by the Company in a General Meeting the Directors shall not be less than two and not more than seven in number.
- b. The following persons shall be the first Directors of the Company.
  1. ABDALLAH MBARAK AL-NAHDI
  2. ABDALLAH MUNIF NAHDI
  3. MOHAMED MUNIF NAHDI

The shareholding qualifications for the Directors may be fixed by the Company in General Meeting and unless and until so fixed no qualification shall be required.

The quorum of Directors for transacting business shall unless otherwise fixed by the Directors to be two.

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.

MANAGING POWERS

The Directors may raise or borrow for the purposes of the Company's business such sum or sums of money 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 or unissued capital 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 charged, or in such other way as the Directors may think expedient.

ALTERNATE DIRECTORS:

Each Director may nominate a person, who shall be approved of in writing by the other Directors, to act as Alternate in his place during his absence from Tanzania or inability to act as such Director. Such Alternate Director shall be subject in all other respects to the terms and conditions existing with reference to the Directors being unable to act during the absence or inability to act as the Director whom he represent he may subject to the like approval of the other Directors appoint a duly qualified person to act in his place.

SECRETARY

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.

LIABILITY:

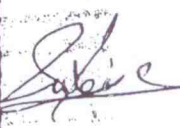
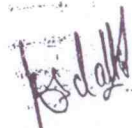

With the sanction of Special Resolution of a shareholders any of the assets of the Company including any shares in other companies may be divided between the Members of the Company in specie or may be vested in Trustees for the benefit of such member shall be compelled to accept any shares whereupon there is any a liability.

LIABILITY:

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 increased by him to 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:

Subject to the provisions of the Ordinance and 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 addition 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.

Names, Addresses and Description of Subscriber	Number of Shares Taken	Signature
1. ABDALLAH MBARAK AL-NAHDI P.O. BOX 20831 DAR ES SALAAM. DIRECTOR	40 SHARES	
2. ABDALLAH MUNIF NAHDI P.O. BOX 20831 DAR ES SALAAM. DIRECTOR	30 SHARES	
3. MOHAMED MUNIF NAHDI P.O. BOX 20831 DAR ES SALAAM. DIRECTOR	30 SHARES	

WITNESSED at DAR ES SALAAM this 18<sup>th</sup> day of August 1991

Witness to the above Signature:

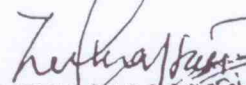
Signature: .....

Address: .....

.....

.....

.....

  
 Box 20831  
 Dar es Salaam  
 Advocate  
