

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

COMPANY LIMITED BY SHARES

Memorandum

AND

Articles of Association

OF

USANGU LOGISTIC (T) LIMITED

Incorporated this day of , 2004

Drawn by:

**G.S.ISMAIL
(PROMOTED)
P.O. BOX 2720
MBEYA.**

 Certified as True Copy of the Original
Aneeth Kevin Charles
Advocate, Notary Public & Commissioner
for Ombudsman
Sign: 
Date: 1/6/23

THE UNITED REPUBLIC OF TANZANIA

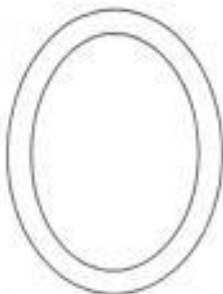
CERTIFICATE OF INCOPRORATION

NO:

USANGU LOGISTIC (T) 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 day of.....
One thousand nine hundred and ninety.....**



Asst. Registrar of Companies


Certified as True Copy of the Original
Aneth Kevin Charles
Advocate, Notary Public & Commissioner
for Oaths
Date: 1/6/23

THE COMPANIES ORDINANCE (CAP.212)

COMPANY LIMITED BY SHARES

**MEMORANDUM OF ASSOCIATION
OF
USANGU LOGISTIC (T) LIMITED**

- Stamp Duty Shs. 5000/-
Stamp Duty Shs. 2500/- Paid
Receipt No. 2041243076-2024
Stamp Duty Shs. 2500/- Paid
Receipt No. 2041243076-2024
TANZANIA
TANZANIA
Appt: Republic of Tanzania
1. The name of the Company is **"USANGU LOGISTIC (T) LIMITED"**
 2. The registered Office of the Company will be situated in Mainland Tanzania.
 3. The objects for which the Company is established are
 - a) To carry on business as transporters of passengers, goods, package merchandise, wares, laggage, personal effects and also act as agents for railways, shipping, chartering and transporting, corporations, road constructors, cargo, superintendents, warehousemen, government, parastatal, transport contractors and deal with clearing and forwarding dispatching of sea, air and land cargo to various parts pr destinations in the world network.
 - b) To arrange safari hunting expeditions, game tours, sight seeing tours, package tours and other kind or passenger transportation for the purpose of the meeting the demand of the general public and large comprehensive rate and to undertake visits and wildlife sanctuaries, natural habitats, places of scenic beauty, places of historical values mainland of Tanzania and neighboring countries.
 - c) To carry on the business as international traders, world wide traders, general merchants, importers, exporters, sellers, buyers, suppliers, distributors, wholesalers, retailers, agents manufactures, manufacturer representatives and dealers in goods, stores consumable articles of merchandise, general merchandise and commodities, maize, tea, rice, jute, bags, corn, sugar, beans, wheat, sisal, hides, lather products, leather goods, bees wax, honey, instant coffee, raw coffee, raw cotton, coconut and coconut products, simsim, green peas, cash and food products and marketers of every kind of vegetables.
 - d) To carry on business as exporters, importers, manufacturers, distributors wholesalers, retailers, agents, packers, repackers, stockiest and dealers of all kinds of chemicals, pharmaceutical medicines, veterinary medicines, diagnostic chemical preparations, drugs, patent medicines, acids, slat, alkalis, antibiotics, articles, compounds, (whether or animal, vegetable or mineral origin, insecticides, pesticides, agrochemical and products, disinfectants and detergents, agricultural and horticultural chemical, medicine chemicals and products, laboratory and hospital equipment and glassware.


Certified as True Copy of the Original
Anoth Kevin Charles
Advocate, Notary Public & Commissioner
for Oaths
Signature: 
Date: 11/6/23

- f) To carry on the business of or profession of builders, contractors founders, smiths, machinists, electrical, mechanical, ventilating, constructional and sanitary engineers and generally building in all its branches and to buy, sell and deal in all kinds of building material, machinery, tools, plants implements, material of every class or description.

- g) To construct, maintain, improve, develop, work, control and manage any house, offices, godowns, bridges, roads, water – works, gasworks, water drainage reservoirs, electric powers, telephone works, water drainage reservoirs, electric powers, telephone works, hotels, clubs restaurants, watercourse whatever, furnaces, sawmills, crushing works, hydraulic works, factories warehouses shops, dwelling house, aerodromes and other works and enter into any contract or agreements with any Government Authority, body or individual in order to carry out any such operations.

- h) The purchaser otherwise acquire lands, house, offices, workshop, building and premises for the purpose of such trade or business.

- i) To purchase or otherwise acquire or to carry on the manufacture of bricks, stone or other buildings, material of any kind whatsoever and all implements, machinery bulldozer, tractors, cranes, transport vehicles, and things used by builder and contractors.

- j) To purchase or otherwise acquire and carry on the manufacture of portable buildings for use as offices storage or any other purpose connected with the work of builders and contractors.

- k) To carry on the trade on business of electrical heating and constructional engineers whether for the purpose of temporary installations during building operation or for permanent use in the buildings erected.

- l) To purchase or other wise acquire any property assets, whether real or personal, which it many be considered necessary or expedient for Company to possess including any inventions, patents, trade, designs, copyrights, schedules, and secret and other processes.


Certified as True Copy of the Original
Aneth Kevin Charles
Advocate, Notary Public & Commissioner
for Galena
Sign: 
Date: 11/6/23

- m) To acquire and undertake the whole or any part of the business, goodwill and assets of any person firm or company carrying on or proposing to carry on any of the business which this company is authorized to carry on and as part of the consideration to undertake all or any of the liabilities of such person, firm or company, or for Co - operation or for limiting competition, or for mutual assistance, with any such person, firm or Company and to give or accept, by of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock , or securities that may be agreed upon and to hold and retain or sell, mortgage and deal with any shares, debentures, debentures stock or securities so received.
- n) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking or any of the liabilities of this company or undertake any business of operations which may appear likely to assist or benefit this Company or entrance the value of any property or business of underwrite, subscribe for or otherwise acquire all or any part or shares or securities of such company as aforesaid.
- o) To amalgamate, enter into partnership or into any arrangement for sharing profits, union of interest, joint adventure reciprocal concessions or Co - operation with any person or company and to take or otherwise acquire and hold shares or stock in or securities of and to subsidize or otherwise assist any such company and to sell, hold reissue, with or without guarantee or stock or securities.
- p) To take or otherwise acquire and hold shares, stock debentures or to the securities or interest in any other company, having its objects wholly or in part similar to those of this company or any business capable if being conducted so at directly of indirectly to benefit this company.
- q) To apply for purchase or otherwise any interest in any patents, brevetted, invention, licenses, concessions, and the like conferring any exclusive or non - exclusive or limited right to use any secret or other information as to any invention which seem capable of being used for any purpose of the Company, or the acquisition of which seem calculated directly or indirectly to benefit this company and to use, exercise tune to account the property rights and information so acquired


Certified as True Copy of the Original
Aneth Kevin Charles
Advocate, Notary Public & Commissioner
for Oath
Date: 1/6/23

- r) To invest and deal with the moneys, of the Company not immediately required upon such securities and in manner as may from time to time be determined and to lend money and give credit to nay person or persons and bodies whether corporate of not with or without security and upon such terms as the company may think fire become surely for or to guarantee the performance of any contractors or other obligations of any such person or persons or bodies.
- s) To provide for the welfare of the employees of ex – employees of the company and the wives and families and dependants of such persons by grants of money, pensions, allowances bonuses or creating and from time to time subscribing or contributing to provident and other associations dispensaries, medical and other attendances as to company shall think fit and to form, subscribe to, or other wise aid benevolent , religious, scientific, national or objects, which will have any moral other claims to support or aid by the Company by reasons of the nature of the locality of its operations or otherwise.
- t) To distribute amongst members of the company by way of dividends in kind or specie any of the properties or securities belonging to the company.
- u) To sell or dispose of the undertaking. Property and assets of the company or any part thereof in such manner and for such consideration as the company may think fire to improve, manage, develop, exchange, lease, dispose of turn to account, or otherwise deal with all or any of the property and right of the company.
- v) To cause the company to be registered or recognized in other East African Territories or in any British Commonwealth or foreign country, state or place.
- w) To pay or any part of the expenses of and preliminary and incidental to the promotion, formation and establishment and registration of this company, and all commissions, brokerages, discounts, under writings and other expenses lawfully payable.
- x) To do all such other things as are incidental or the company may think conducive to the attainment of the above objects or any of them.
- y) To prosecute and execute directly or by contributions or other assistance any works undertakings, projects or interposes, in which or for the prosecution where for or any profit or emoluments derivable there from, the company shall have invested money embarked capital or engaged its credit.

- z) To manufacture, buy, sell exchange, alter improve, manipulates, prepare for market, and otherwise deal in all kinds, of plant machinery, apparatus, tools, utensils, substance, all building materials such as timber, steel cement, glass, paints, pipes, fittings, etc. and things necessary of convenient for or usually dealt in any person engaged in the like.
- aa) To undertake and execute any contractors for works involving the supply or use of any machinery and to carry out ancillary or other work comprised in such contracts.
- bb) To purchase take on lease or in exchange hire or otherwise acquire any immovable or movable property and any rights or privileges which the company may think necessary or convenient for the purpose or its business.
- cc) To do all such other things as are incidental or the company may think conducive to the attainment of the above objects or any of them.




AND IT IS HEREBY EXPRESSLY DECLARED That :- In the construction of these presents unless the context otherwise requires, the singular number shall include plural and vice versa. And it is hereby declared that the word "Company" in this clause shall be deemed to include any partnership or other body of person, whether incorporated or not, whether domiciled in Tanzania or elsewhere, and the intention is that the several objects specified in each paragraph of this clause shall be independent main objects and shall be in no wise limited or restricted by a reference to or inference from the terms of any other paragraph on the name of the company.

- 4. The liability of the members is limited.
- 5. The share capital of the Company is shillings TEN MILLION (Shs 10,000,000/=) divide into 100 ordinary shares of Shs.100,000/= each. The shares in the original or any increased capital may be attached there to respectively any preferential, deferred or to the special rights privileges, conditions or restrictions as the dividends, capital, voting or otherwise.
- 6. The company has power to increase the capital by issue of shares or reduce the same at any time.


Certified as True Copy of the Original
Aneth Kevin Charles
Advocate, Notary Public & Commissioner
for Oaths
Sign: 
Date: 1/6/23

In the event of the Company being wound up, the holders of the shares shall be entitled to the whole of the assets of the Company proportion to the amount credited as paid up capital on each share.


We, the several persons whose names and addresses are subscribed are desirous of being formed into a company in pursuance of the 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	SIGNATURES
IBRAHIM SHERMOHAMED ISMAIL P.O. BOX 2720 MBEYA	14	
GAMSHARD SHERMOHAMED ISMAIL P.O. BOX 2720 MBEYA	13	
ABDULWAHED SHERMOHAMED ISMAIL P.O. BOX 2720 MBEYA	13	

Dated at D/Salaam this 20th day of May, 2019

Witness to the above Signatures:

Name : Cecilia B. Shigo

Signature : 

Postal Address : Box 13179 D/Salaam

Qualification : Commissioner for Oaths




 Certified as True Copy of the Original
Aneth Kevin Charles
 Advocate, Notary Public & Commissioner
 for Oaths
 Sign: 
 Date: 1/6/23

PRIVATE COMPANY

4. The company is a "Private company" within the meaning of section 27 of the companies ordinance (Cap. 212 of Laws) and accordingly.

No invitations shall be issued to the public to subscribed of any shares or debentures of the company.

The number of members of the company (not including person who are in employment of the company, and or persons who have been formerly in the employment of the contained after employment to be members of the company) shall be limited to twenty, provided that the purpose of this provision, where two or more person hold one or more shares in the company jointly, they shall be treated as a single member.

The right of transfer of the shares of the company is restricted in the manner and to the extent here in after appearing.

SHARES

5. In clause 2 of Table 'A' the words "ordinary Resolution" shall be substitutes of the words "special resolution".
6. The shares shall be at the disposal of the Directors, and they may allot or otherwise dispose of them to such persons at such time and generally on such terms and conditions as they think proper, subject always to clause 3 hereof, and as provide by the companies ordinance, (cap.212 of laws) section 48.
7. No person shall be recognized by the company as holding any share upon any trust, and the company shall not be bound by or recognize any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share, or (except only as by these presents otherwise expressly provided) an absolute right to the entirely thereof in the registered holder.

TRANSFER AND TRANSMISSION OF SHARES

The right of the members to transfer their shares shall be restricted as follows:-

- a) A share may be transferred by a member or other person entitled to transfer to any member of the company selected by the transfer or but as aforesaid and save as provided in sub - clause 7 (f) and 7 (h) hereof no share shall be transferred to a person who is not a member so long as nay member or any selected by the Directors as one who it is desirable in the interest of the company to admit to membership is willing to purchase the same as a fair value.


Certified as True Copy of the Original
Aneth Kevin Charles
Advocate, Notary Public & Commissioner
for Oaths
Sign: 
Date: 1/6/23

- b) Except where the transfer is made pursuant to clause 7 (f) or 7 (h) hereof, the person proposing to transfer (herein called the proposing transferor) any share, shall give notice in writing (herein after called a "transfer notice") to the company that he desires to transfer the same. Such notice shall specify the sum to be fixed as value and shall constitute the company his agent for the sale of the share to any member of the company or person selected as aforesaid willing to purchase the share (herein after called the "purchasing member") at the price so fixed, or at fair value to be fixed in accordance with clause 7 (d) hereof. A transfer notice shall not be removable or operate as if it were a separate notice in respect of each.
- c) If the company shall within the space of 60 days after being served with a transfer notice, find a purchasing member and shall give notice thereof to the proposing transferor, he shall be bound upon payment of the fair value as fixed in accordance with clause 7 (b) or 7 (d), hereof to transfer the shares to the purchasing member.
- d) In case any difference arises between the proposing transferor and the purchasing member as to the fair value of a share or shares the difference shall be referred to two arbitrators, one to be appointed by each of the parties in accordance with law in force in Tanzania at the same time and the arbitrator's award shall be final and binding on the parties.
- e) In case any case the proposing transferor after having become bound aforesaid, makes default in transferring the share or shares, the company may receive the purchase money, and shall there upon cause the name of the purchasing member as to be entered in the register as the holder of the share, and shall hold the purchase money in trust for the proposing transferor. The receipt of the company for the purchase money shall be a good discharge to the purchasing member and after his name has been entered, in the register in purported exercise of the aforesaid power, the validity of the proceedings shall not be questioned by any person.
- f) If any company shall not within the space of 60 days after being served with a transfer notice, find a member or person selected as aforesaid willing to purchase the shares, and give notice in manner aforesaid, the proposing transferor shall at any time during three months afterwards be at liberty subject to clause 7 (i) hereof, to sell and transfer the share (or where there are more shares than one those not placed) to any person and at any price.


Certified as True Copy of the Original
Aneth Kevin Charles
Advocate, Notary Public & Commissioner
for Date: _____
Sign: 
Date: 1/6/23

- g) The company in the general meeting may make and from time to time vary rules as to the mode in which any shares specified in any transfer notice shall be offered to the members and as to their right in regards to the purchase thereof, and in particular may give any member or clause of member, a preferential right to purchase the same.
- h) Any share may be transferred by a member to any child or other issue, son - in - law, father, mother, brother, sister, nephew, wife or husband of such member, and any share of a deceased may be transferred by his executors or administrators to any child or other issue, Nephew, widow or widower of such deceased member and the restrictions in clause 7 (a) hereof shall not apply to any transfer authorized by his clause.
1. The directors may refuse to register any transfer of a share:-
 - a) Where the company has a lien on the share
 - b) Where the Director are not of opinion that it is desirable to admit the proposed transferee to membership. They shall not be bound to give any reason for such refusal.

But paragraph (b) of this clause shall not apply where the proposed transferor is already a member, not to a transfer made pursuant to clause (9) hereof.

8. The directors may decline to recognize any instrument of transfer unless:-
 - a) Such fee not exceeding shilling 5000 as the Directors from time to time may decide, is paid to the company in respect thereof and
 - b) The instrument of transfer is accompanied by the certificate shares to which it relates, and such other evidence as the Directors may reasonably require to show the right of the transfer or to make the transfer, if the Directors refuse to register the transfer of any share they shall within two months after the date on which the transfer was lodged with the company send to the transferee, notice of the refusal, as required by section 67 of the companies ordinance, (cap. 212 of the laws)


Certified as True Copy of the Original
Aneth Kevin Charles
Advocate, Notary Public & Commissioner
for Oath
Sign: 
Date: 1/6/23

9. a) The majority of the Directors, may at any time serve the company with a requisition to enforce the transfer of a particular share or shares not held by the requisitioner and when a member dies, the majority of the directors may serve the company with a requisition to enforce the transfer of the shares of the deceased.
- b) The company shall forthwith give to the holder of such shares, or where the holder is dead, to his executor or administrators shall give the company a transfer notice in respect of such shares in accordance with paragraph (b) of clause 7 hereof, such holders, or such executors, or administrators as the case may be, shall be deemed, at the expiration of the period, to have given the company such a transfer notice, and to have specified there in the amount of capital paid upon the shares, as the sum he or they fix as the fair value thereof, and the subsequent proceeding may be taken on that footing, For the purpose of this clause any person entitled under this transmission clause to transfer shall be deemed to be the holder.

BORROWING POWER

10. The directors may raise or borrow such sum or sums of money for the purposes of the company's business as they in their absolute discretion think fit, and may secure the repayment of, or raise any such sums or sums as aforesaid by mortgage or charge upon the whole or any part of the assets and property of the company (Present and future) including its uncalled or unissued capital or by the issue at such price as they may think expedient. Clause 69 of Tables "A" shall not apply to the company.
11. A register of the holder of the debentures of the company shall be kept at the registered office of the company and shall be open to inspection of such debentures and as any member of the company subject to such restriction as the company in General meeting may from time to time impose. The Directors may close such register for such period or periods as they may think days in each year.


Certified as True Copy of the Original
Aneth Kevin Charles
Advocate, Notary Public & Commissioner
for Oaths
Sign: *Aneth*
Date: 1/6/23

PROCEEDING AT GENERAL MEETING.

12. a) No business shall be transacted at any General Meeting unless a quorum of members is present at the time the meeting proceeds to business. Two members personally present shall form a quorum.
- b) The chairman of the Board of Directors shall preside at every general meeting, but if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to act as the chairman, the members present shall choose any Director or if no director is present, or if all the Directors decline to take the chair, shall choose some member present to be the chairman of the meeting.
13. At the General meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is demanded by at least two members or by the holder or holders present in person, or by proxy, of at least one twentieth part of the issued ordinary share capital of the company and unless a poll is so demanded a declaration by the chairman that a resolution has on the show of hands been carried, or carried unanimously or by a particular majority, and an entry to that effect in the minutes book of the company shall be conclusive - evidence thereof without proof of the number or proportion of the votes recorded in favor of the against such resolution.
14. The instrument appointed a proxy shall be in writing under the hand of the appointer, or of his attorney, dully authorized in writing or if the appointer is a company or a corporation, either under the common seal or under proxy need not be a member of the company.

VOTES OF MEMBERS

15. An instrument appointing a proxy may be in the following form or in any other from which the directors shall approve:
- "I
 - "of
 - "being a member of
 - "hereby appoint
 - "of
 - "or failing him
 - "as my proxy to vote for me on my behalf
 - "at the (ordinary or Extra ordinary special or adjourned. "as the case my be General meeting of the company to be held on theday of
 - and at any adjourned meeting thereof
 - thisday of


Certified as True Copy of the Original
Anoth Kevin Charles
Advocate, Notary Public & Commissioner
for Oath
Sign: 
Date: 11/6/23

DIRECTORS

16. The first Directors shall not be less than two in number and shall be appointed by the subscribers to the Memorandum of Association. Unless and until otherwise determined by the company by ordinary Resolution the number of directors shall not be less than four. The first Directors shall be:-
1. IBRAHIM SHERMOHAMED ISMAIL
 2. GAMSHARD SHERMOHAMED ISMAIL
 3. ABDULWAHED SHERMOHAMED ISMAIL
17. The company may by extra ordinary resolution remove any Director and may by an ordinary resolution appoint another person in his stead. Any vacant occurred in the Board of Directors may be filled up by an ordinary resolution.
18. 1) The remuneration of the Directors shall from time to time be determined by the company in General Meeting.
- 2) In additional to their usual remuneration the Directors shall also be paid such traveling hotel and other expenses as may reasonably be incurred by them in the exercise of their duties including any such expenses incurred in connection with their attendance at meetings of Directors.
19. Any Director may at any time appoint any person approved by Directors to be an alternate director of the Company, and at any time remove any alternative Director so appointed by him from office and subject to such approval as aforesaid, appoint another person in his place. An alternate Director shall (subject to his giving to the company an address within Tanzania at which notices may be served on him) be entitled to receive notice of all meetings to the Directors and to attend and vote as a Directors at any meeting at which the Director appointing him is not personally present and generally in person all the functions of his appointor as a Director in the absence of such appointed, an alternate director if his appointor cease for any reason to be Director.
20. All appointments and removable of alternate Directors shall be effected by notice in writing under the hand of the Director making or revoking any such appointment sent to or left at the registered office. An alternate Director shall be an officer of the company for his own acts and defaults and he shall not be deemed to be the agent of or for the Director appointing him. The remuneration of any such alternate Director appointing him and shall consist of such part (if any) of the last mentioned remuneration as shall be agreed between the alternate Directors and the Director appointing him.


Certified as True Copy of the Original
Aneth Kevin Charles
Advocate, Notary Public & Commissioner
for Ombudsman
Sign: 
Date: 1/6/23

21. A Director and alternate Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any general meeting of the company and at any separate meeting of the holders of any class of shares in the company.
22. The quorum necessary for the transaction of business of the Directors shall until otherwise determined by the Directors be two. A resolution in writing signed by all the Directors shall be as valid and the Directors duly called and constituted and may consist of several documents in the like form, each signed by one or more of the Directors but so that the expression "director" in this Article shall not include an alternate Director who at the date of the resolution is absent from Tanzania.
23. Provide a Director declared his interest there in manner provide by the ordinance he may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising there out, and if he shall so vote shall be counted in the quorum when any such contract or arrangement is under consideration.
24. The Directors, exercise all the power of the company to borrow money, and to mortgage or charge its under taking property and uncalled capital, 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 of any third part.

POWER AND DUTIES OF DIRECTORS

25. The Business of the company shall be managed by the Directors who may pa all the expenses incurred in getting up a registering the company, and may exercise all such powers of the company as are not, by the ordinance, or by the Articles, required to be exercised by the company in general meeting, subject, nevertheless to any regulations of these Articles, to the provisions of the ordinance, and to such regulation, being not inconsistent with the aforesaid regulations or provisions of the ordinance, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the company in general meeting shall invalidate any prior act of the Directors which would have been valid if that, regulation had not been made.
26. The Directors may, from time to time appoint one or more of their body to the office of managing director or may point any person or body corporate to manage the company for such term and at such term and at such remuneration (whether by way of salary or commission or participation in profits, or party in one way and party in another) as they may managing Director such appointment shall be subject to be a director


Certified as True Copy of the Original
Aneth Kevin Charles
Advocate, Notary Public & Commissioner
for Oath
Sign: 
Date: 1/6/23

27. The Directors shall cause minutes to be made in books provided for the purpose:-
- Of all appointments of office made by the Directors:
 - Of the names of the Directors present at each meeting of the Directors and of nay committee of the Directors.
 - Of all resolutions and proceeding at all meeting of the company and of Directors, and a committee of directors, and every Directors.

THE SEAL

28. The board shall provide for the safe custody of the seal, the seal shall be used only by the authority of the Board and every instrument to which the seal shall be affixed shall be signed by a second Director or by some other person appointed by the Board for the purpose.
29. The office Director shall be vacated, if the Director:-
- Cease to be a Director by virtue of section 142, of the ordinance or :
 - Without the consent of the company in general meeting holds any other office or profits under the company except that of managing director or manager or
 - Becomes bankrupt in this territory or in any other territory which is declared to be a reciprocating territory under section 147 of the Bankruptcy ordinance; or
 - Become prohibited from being a Director by reason of any order under section 213 or 269 of the ordinance of
 - Is lunatic or becomes of unsound mind: or
 - Resigns his office by notice in writing to the company; or
 - Is punished with imprisonment of a term exceeding six months without the option of a fine.

PROCEEDINGS OF DIRECTORS

30. The Directors may meet together for the dispatch of business, adjourn, and otherwise regulate their meeting as they think fit. Question arising at any 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 on the requisition of a Director shall, at any time summon a meeting of the Directors.


Certified as True Copy of the Original
Aneth Kevin Charles
Advocate, Notary Public & Commissioner
for Oath
Sign: 
Date: 1/6/23

31. The quorum of the transaction of the business of the director may be fixed by the Directors and unless so fixed shall when their number of Directors exceeds three, and when their number of directors does not exceed three, be two.
32. The continuing Directors may act notwithstanding any vacancy in their body but if and so long as their number is reduced below the number fixed by or pursuant to the regulations of the company as the necessary quorum of Director, the continuing Directors may act for the purpose of summoning a general meeting of the company, but for no other purpose.
33. The Directors may elect a chairman of their meeting and determine the period for which he is to hold office, but if no such chairman is elected, 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 member to be the chairman of the meeting.
34. The Directors may delegate any of their powers to committees consisting of such member of members of their body as they think fit, any committee so formed shall in the exercise of the powers so delegated conform any regulation that may be imposed on it by the Directors.
35. A committee may select a chairman of its meeting, if no such chairman is elected, or if at any meeting the time appointed for holding the same members present may choose one of their member to be chairman to the meeting.
36. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes the chairman shall have a second or casting vote.
37. All acts done by any meeting of the Directors or by a committee of Directors or by any 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 person acting aforesaid, or that they or any of them were disqualified by as valid as if every such person had been duly appointed and was qualified as to be a Director.
38. The secretary shall be appointed by the Directors for such term at such remuneration and upon such constitution as they may think fit, and any secretary so appointed may be removed by them.


Certified as True Copy of the Original
Aneth Kevin Charles
Advocate, Notary Public & Commissioner
for Oath
Sign: 
Date: 1/6/23

39. No person shall be appointed or hold office as a secretary who is:-

- a) The sole Director of the company, or
- b) A corporation the sole Director of which is the sole Director of the company, or
- c) The sole Director of a corporation which is the sole Director of the company.

40. A provision of the ordinance or these regulations requiring or authorizing a thing to be done or to 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.

DIVIDENDS AND RESERVE

41. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Directors.

42. The Director may from time to time pay to the member such interim dividends as appear to the Directors to be justified by the profits of the company.

43. No dividend shall be paid other wise than out of profits.

44. Subject to the rights of persons, if any entitled to shares with special right as to dividends all dividends shall be declared and paid according to the amounts paid on the shares, but if and so long as noting is paid up of the shares in the company dividends may be declared and paid according to the amounts of shares. No amount paid on a share in advance of calls shall, while carrying interest, be treated for the purpose of this Articles as paid on the shares.

45. The Directors may before recommending and dividends set aside out of the company such sums as they think proper as reserves which shall at the discretion of the Director, be applicable for meeting contingencies or equalizing dividends, or for any other purpose to which the profits of the company as may be properly applied, and pending such applications may at the like description either or be invested in such investments (other than shares in the company) as the Directors may from time to time think fit.

46. If several persons are registered as joint holders of any shares, any one of them may give effectual receipts for any dividends or other moneys payable on or in respect of the shares.


Certified as True Copy of the Original:
Anoth Kevin Charles
Advocate, Notary Public & Commissioner
for Oath
Sign: 
Date: 11/6/23

47. Any dividend may be paid by cheque or warrant sent through the post to the registered of the member or person entitled therefore or in the case of joint holders to any one of such joint holders at his registered address or to such person and such address as the case may be made payable to the order of such other person as the member, or person entitled to such joint holders, as the case may be may direct.
48. No dividend shall bear interest against the company.

AUDIT

49. The Directors shall cause proper books of accounts to be kept with respect to:-
- All sums of money received and expended by the company and expenditure takes place,
 - All sales and purchase of goods by the company,
 - The assets and liabilities of the company.
50. The books of account shall be kept at the registered office of the company, or at such other place or place as the Directors think fit, and shall always be open to the inspection of the Directors.
51. The Directors shall from time to time determine whether and to what extent and at what times and places and books of the company or any of them shall be open to the inspection of members not being Directors and no member (not a director) shall have any right of inspection any account or book or document of the company except as conformed by stature or authorized by Director by the company in general meeting.
52. The Directors shall from time to time in accordance with section 123 of the ordinance, cause to be prepared and to be paid before the company in general meeting such profit and loss account, balance sheets and reports as are referred to in that section.
53. The profit and loss accounts shall show, arranged under the most convenient heads, the most of gross income distinguishing the several source from which it has been derived, and the amount of gross expenditure, distinguishing the expenses of the establishment salaries and other like matters. Every item of expenditure fairly chargeable against the years income shall be brought into account, so that a just balance of profit and loss may be expenditure which may be dearness be distributed over several years has been stated with the one year, the whole amount of such item shall be stated with reasons why the portion of such expenditure is charged against the income of the year.


Certified as True Copy of the Original
Aneth Kevin Charles
Advocate, Notary Public & Commissioner
for Oath
Sign: 
Date: 1/6/23

54. A copy of every balance sheet (Including every document required by law to be annexed there to) which is to be paid before the company in general meeting together with a copy of the auditor's report shall not less than seven days before the date of the meeting to send to all person entitled to receive notice of general meeting of the company.

AUDIT

55. Auditor's shall be appointed and their duties regulated in accordance with section 132, 133 and 134 of the ordinance.

56. A notice may be given by the company to any member either personally or sending it by post to him to his registered address, or (if any, within the Territory supplied by him to the company for the giving of notices to him.

Where a Notice is sent by post, service of the notice shall be effected by properly addressing prepaying and posting all letter containing the notice, and unless the contrary is proved to have been effected at the time which the letter would be delivered in the ordinary course of post.

57. If member has no registered address within the territory and has not supplied to the company an address within in the Territory for the giving of notice to him, a notice addressed to him and advertised in a newspaper circulation in the neighborhood of the registered office of the company shall be deemed to have been duly given to them at noon on the day on which the advertisement appears.

58. A notice may be given by the company to the joint holders of the share by giving the notice to the joint holder named first in the register of member in respect of the share.

59. Notice may be given by the company to the person entitled to a share in consequence of the death or bankruptcy of a member by sending in through the post in a prepaid letter addressed to them by name, or by the letter of representatives of the deceased, or receiver of the bankrupt of by any like description at the address, if any within the territory supplied for the address, if any, within the territory supplied for the purposed by the persons claiming to be so entitled, or until such an address has been supplied) by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.


Certified as True Copy of the Original
Aneth Kevin Charles
Advocate, Notary Public & Commissioner
for Oath
Sign: 
Date: 1/6/23

60. Notice of every general meeting shall be given in some manner here in before authorized to (a) every member except those member who (having no registered address within the Territory) have not supplied to the company an address within the Territory for the giving of notices to them, and also to (b) every person entitled to a share in consequence of the death or bankruptcy would be entitled to receive notice of the meeting No other person shall be entitled to receive notice of general meeting.

61. The company in general meeting may upon the unanimously recommendation of the Directors resolve that it is desirable to capitalise any part of the amount for the time being standing to credit of any of the company's reserve account or the credit of the profit and loss accounts or otherwise available for distributing amongst the members who would have been entitled there to if distributed by way of dividends and in the same proportions on condition that the same be not paid in cash but be applied either in or to wards paying up any amount for the time being up paid for any shares by such members respectively, paying up in full un issued shares or debentures of the company to be allocated and distributed credit as fully paid up to and amongst such member in the proportion aforesaid or partly in the one way or partly in the other, and the directors, shall give effect to such resolution.

62. Whenever such a resolution of cross aid shall have been passed the directors shall make all appropriations and application of the undivided profits resolved to be capitalized there by, and all allotments and issues of full paid share or debentures, if any and generally shall do all acts and things required to give effect thereto, with full powers to the directors to make such provisions by the issue of fractional certificates or by payment in case of shares or debentures be - coming distributable in fractions, and also to authorize any person to enter on behalf of all member entitled there to into an agreement with the company.

Providing for the allotment to them respectively, credited as fully paid up, if any further share or debentures to which they may be entitled upon capitalization, or (as the case may require) for the payment up the company on their behalf, by the application there to of their respective proportions of the profits resolved to be capitalized, of the amounts or any part of the amounts remaining up paid on their existing shares, and any agreement made such authority shall be effective and binding on all such members.


Certified as True Copy of the Original
Aneth Kevin Charles
Advocate, Notary Public & Commissioner
for Oaths
Sign: 
Date: 1/6/23

WINDING UP

63. If the company shall be wound up, the liquidator may, with the sanction of an extraordinary resolution of the company and any other sanction required by the companies ordinance, if any and having due regard to the respective rights of the holders of different cases of shares to which special right are attached divide amongst the members in specie or right are attached divide amongst the members in specie or kind the whole or any part of the assets of the company and may for such purpose set such value as he deems fair upon and property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.

The liquidator, may with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefits of the contributories the liquidator with the like sanction shall think fit, but so that no members shall be compelled to accept any share or other securities where on there is any liability.

64. Subject to the provision of the ordinance, every Director or other officer and auditor of the company shall be identified out of the assets of the company against all cost, charges, expenses losses and liabilities which he may sustain or incur in or about the execution of his officer or otherwise in relation there to.


Certified as True Copy of the Original
Aneth Kevin Charles
Advocate, Notary Public & Commissioner
for Oath
Sign: 
Date: 1/6/23

INDEMNITY

65. Every Director Managing Director, Agnate Secretary and other office for the time being of the company against any liability incurred by him defending proceedings, whether civil or criminal in which judgment is given in his favor or is in connection with an application (under section 245 of the ordinance) in which relief is granted to him by the court.

ALTERATION OR ADDITION.




66. Subject to the provisions of the ordinance and the contained in the memorandum of Association of the company may be special resolution make alteration or addition to the Articles of Association and any such alteration or addition so make shall be as valid and effectual as if originally y alteration by special Resolution.

REMINDERS:

67. The company shall comply with the following precision of the companies ordinance:-
- a) Sending I proper return of allotment (section No. 43)
 - b) Sending to the Registrar notice of consolidation and sub - division of shares (Section No. 52)
 - c) Sending notice of increase of share capital (section No. 53)
 - d) Having certificates of shares ready for delivery (section No. 68)
 - e) Keeping register of members (section No. 108)
 - f) Sending to the Registrar an annual certificate that the company has not invited the public to subscribe for shares.
 - g) If the number of the members at any time exceeds fifty sending to the Registrar an annual certificate that such excess consists wholly of person allowed to be so including in excess under Article No. 4 hereof (Section No. 111)
 - h) Calling a General meeting every year with proper time (Section No.112)

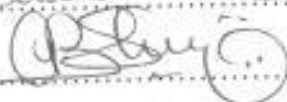

Certified as True Copy of the Original
Aneth Kevin Charles
Advocate, Notary Public & Commissioner
for Oath
Sign: 
Date: 1/6/23

- i) Calling extraordinary General Meeting on request (Section No. 114)
- j) Keeping proper books of account (Section No. 122)
- k) Making out Balance Sheet and having it audited (Section No. 123) by an Auditor appointment under section 132.
- l) Keeping a register of Director and notifying names and nationality and changes in the Board of Directors (Section No 145)

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS	NUMBER OF SHARES	SIGNATURES
IBRAHIM SHERMOHAMED ISMAIL P.O. BOX 2720 MBEYA	14	
GAMSHARD SHERMOHAMED ISMAIL P.O. BOX 2720 MBEYA	13	
ABDULWAHED SHERMOHAMED ISMAIL P.O. BOX 2720 MBEYA	13	

Dated at D'Salaam this 20th day of May, 2004

Witness to the above Signatures:

Name : Cecilia B. Shiyu
 Signature : 
 Postal Address : Box 13179, D'Salaam
 Qualification : Commissioner for Oaths




 Certified as True Copy of the Original
Aneth Kevin Charles
 Advocate, Notary Public & Commissioner
 for Oaths
 Signature: 
 Date: 16/23