

THE COMPANIES ACT, 2002
COMPANY LIMITED BY SHARES
MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
HALIMA AGRO FACTORY (T)
LIMITED

Incorporated thisday of.....2011

DRAWN BY:
HANZURUNI L. CHAYE
(SUBSCRIBER)
P.O. BOX 93
SUMBAWANGA.

Certified true copy of the Original
Date: 24.10.2019
Sign: PEJER KAMYALIE
Advocate, Notary Public & Commissioner
for Justice

Certified as a True Copy of the Original
Date: 24.10.2019
Sign: NEMENI CHARLES
Notary Public & Commissioner for Justice

16985
55397
15/05/2011
May

THE COMPANIES ACT, 2002
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
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HALIMA AGRO FACTORY (T) LIMITED

The name of Company is **HALIMA AGRO FACTORY (T) LIMITED**
The Registered office of the Company will be situated
in the United Republic of Tanzania.
The objectives for which the Company is established are:-

- a) To purchase, distribute, processing and sale all types of food or, exchange or otherwise sale to any part or/and the whole of the world, as a retailer wholesaler, importer, exporter or/and any type shops that the company may decide and seem advantageous or conducive on it's the Welfare.
- b) To engage in general contracts, and sub contracts, undertake the business of importation of Industrial machine, spares, motor vehicles, spare parts, domestic appliances & Electrical appliances
- c) To carry on the business of whole sale and retail trading in foodstuff supplies millers, exporters deal in petroleum products, such as petrol, diesel, Kerosene lubricants, engage in the business of carriers, tankers transporters, by motor Vehicle, lorries buses, boats ship and perform the duties of tour operators and car - hire operations.
- d) To carry on the business of roads and bridge constructions, building contractors, electrical contractors, to enter into contracts, agreements and arrangements, with any other company, whether local or foreign for carrying out by such other company or on behalf of the company of any all of the objects for which the company is formed.
- e) To go into joint venture with local foreign investor as stipulated in the National Investment Protection policy of June, 1990 and its amendments of April 1995, deal in Forex by operating Bureau de change shop, to be commission agents, court brokers, travel agents, and financial agents, clearing and forwarding agents.
- f) To enter into any arrangements with any government authority, municipal body or otherwise, that may seem conducive to the Company's objects or any thereof and to obtain from any such authority, privileges and concessions which the

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Company may exercise and comply with any such arrangements, rights, privileges and concessions. Which the Company may exercise and company with any such arrangements, rights, privileges and concessions.

- (g) To purchase, take on lease or in exchange hire or otherwise acquire and hold for any estate or interest any lands, buildings, patents, rights, licenses, plant stock in trade, and real or personal property of any kind necessary or convenient for the purpose of or in connection with the Company's business.
- (h) To export whole frozen fish, fillets, fish, skins, gills, bones and fishes maws.
- (i) To draw, make accept, endorse discount, execute and issue checks promissory notes, bills of exchange, warrants, debentures and other negotiable or transferable instruments.
- (j) To purchase, take on lease, option or license, exchange, or otherwise acquire in any part of the world, prospecting rights and contracts, leases, options, mineral properties, grants, concessions, carters, privileges, licenses or authorities of and over minor, land or mineral or other properties either absolutely or conditionally.
- (k) To borrow or raise or secure the payment of money in such manner as the company shall fit, and in particular by the issue of debenture stock, certificate or other securities, perpetual or otherwise charge upon all or any other Company's rights and property (present and future) including any uncalled capital or without any such security and to purchase, redeem or pay off any such security or loan.
- (l) To amalgamate with, or enter into partnership or into and arrangement for sharing profits, union of interest, co - operation, joint venture, reciprocal concession or otherwise with any person company carrying on or engaged in or about to carry on or engage in any business or transaction capable of being conducted so directly or indirectly to benefit this Company, and sell, hold reissue with or without guarantee, or otherwise deal with the same.

- (m) To carry on professional consultancy services to both public and private developers in town planning, building, construction, urban designing, site planning, urban transportation planning and project master planning.
- (n) To carry on professional practice incomprehensive environmental assessments, planning and engineering, environmental reviews of projects environmental impact statements.
- (o) To invest and deal with money of the Company not immediately required, upon such securities and in such manner as the company may from time to time determine.
- (p) To institute promote or undertake any education work or training which may be though advantageous to the Company or conducive on the Welfare of its employees and to pay or contribute to the expenses of such education or training afore said.
- (r) To distribute among the members of the Company in kind any property of the Company, and in particular shares, debentures or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- (s) To promote another company for the purpose of acquiring all or any of the property and liabilities of this Company or for any other purpose, which may seem directly or indirectly, calculated to benefit this Company.
- (t) To sell 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.
- (u) To sell and transportation of timber and operating timber (Lumbering industry)
- (v) To distribute all academic materials to stakeholders, schools if fit the benefit the company
- (w) To operate hotels, restaurants, & lounge accommodation
- (x) To build run academic instruction like college school

It hereby declared that the word "COMPANY" in this clause shall be deemed to include and partnership or other body of persons, whether incorporated or unincorporated, and whether domiciled in East Africa or else where and the intention is that the objects specified in such paragraph of this clause shall except where otherwise expressed in such paragraph be independent main objects and shall in no way be limited or restricted by a force or inference from the terms of any other paragraph or the same of the Company

4. The liability of the member is limited
5. The authorized share capital of the Company is shillings five hundred millions (500,000,000/=) divided into one, thousand (1000) shares of shillings five hundred thousand (500,000/=) each with rights, privileges and conditions respectively attached thereto as may from be conferred by the regulations of the Company with power to increase and reduce into several classes and to attach thereto respectively such preferential deferred or special rights, privileges or conditions in such manner as may of the time being provided by the regulations of the Company.

We the several people whose names and addresses are subscribed, the 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 out respective names.

Name, Postal Addresses and

Description of Subscribers	Number of Shares Taken by each Subscriber	Signature of each subscriber
1. HANZURUNI CHAYE LULAYI P.O.BOX 93 SUMBAWANGA	800	
2. SUBIRA ABDEREHMANI SADIKI P.O.BOX 93 SUMBAWANGA	200	

Dates at Sumbawanga this 24 Day of 12 2019

WITNESS TO BE THE ABOVE SIGNATURE

SIGNATURE: 
NAME: NEEMA CHARLES
QUALIFICATION: PROV CAIE
DATE: 24.12.2019



Prepared by:
(SUBSCRIBER)
P.O.BOX 93
SUMBAWANGA
RUKWA
TANZANIA
EAST AFRICA

THE COMPANIES ACT, 2002
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
HALIMA AGRO FACTORY (T) LIMITED

INTERPRETATION

1. In these articles:-

- "the Act" means the Companies Act;
"the articles" means the articles of the company;
"clear days" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
"the seal" means the Common Seal of the Company;
"Secretary" shall mean any person appointed to perform the duties of Secretary of the Company;

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photograph, and other modes of representing or reproducing words in a visible form.

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

PRIVATE COMPANY

2. The company is a Private Company and accordingly:-
- The right to transfer shares is restricted in manner hereinafter prescribed.
 - The number of members of the company (exclusive of persons who are in the employment of the company and persons who have been formerly in the employment to be the member of the company, where while in such employment to be the member 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 tested as a single member.
 - Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.
 - The company shall not have power to issue share warrants to bearer.
3. The original shares capital or shillings Tshs.500,000,000/= (five hundred millions) is divided into 1000 shares of shilling 500,000/= each.

4. Subject to provisions of Company Act 2002 any preference share may with the sanction of a special resolution be issued or the terms that they are, or at the option of the Company are liable, to be redeemed, on such or shares may special resolution determine.
5. Except as required by law, no person shall be recognized by the Company as holding any share upon any trust, and the company shall not be bound by or be compelled in any way to recognize (even having notice thereof) any equitable, contingent, future or partial interest in any share or any interest in any fractional part right in respect of any share except by the holder.
6. Every person whose name is entered as a member in the Register of members shall be entitled, without payment, to receive within two months after allotment or lodgment of transfer (or within such other period as the conditions of issue shall provide) one certificate for all his shares or several certificates each for one more of his shares upon payment of Tshs.5,000/= (fees) for every certificate after the first or such less sum as the Board shall from time to time determine. Every certificate shall be under seal and shall specify the shares to which it related and the amount paid up thereon. Provided that in respect of the or share be held jointly by several persons the Company shall no be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient to all such holders.

LIEN

7. The Company shall have first and paramount lien on every share (not being a full paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that shares, and the company shall also have a first and paramount lie of all shares (other than full shares) standing registered in the name of single person for all money presently by him or time declared any share to be wholly or in part except from the provision of this Articles, the company's lie (if any) on a share extend to all dividends.

CALL ON SHARES

8. Directors may from time to time call upon member in respect of any money unpaid on their shares provided that no share be payable at less than one month from the date fixed for payment of the last proceeding call and each member shall (subject to receiving) at least fourteen days notice specifying the time or time and place so specified the amount called on his shares. A call may be received or postpone as the Directors may determine.

9. A call be deemed to have been made at the time when the resolution of the Directors authorizing the call was passed, and may be required to be paid by installments.
10. The instrument of transfer of any share be executed by or on behalf of the transfer and transferee, and the transferee, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register of Member in respect thereof.
11. Subject to the approval of the Board of Directors any member may transfer any of his shares by Instrument in writing any usual or common form, or any other from which the Board may approve.
12. No share shall be transferred to a person who is not a member so long as any member or any near relative of a member in that order of priority is willing to purchase the same at the fair value.
13. The directors may decline to recognize any instrument of transfer unless it is accompanied by the certificate of shares, to which it relates, and such other evidence as the board may reasonably require showing the rights of the transferor to take the transfer, and the instrument of transfer is in respect of only one class of shares.

TRANSMISSION OF SHARES.

14. In case of the death of a member the person legally entitled to the estate of the deceased, shall be the only persons recognized by the company as having any title to his interest in the shares.
15. Any person becoming entitled to a share consequence upon the death or bankruptcy of a member may, upon evidence being produced may from time to time properly be required by the Board, and subject as hereinafter provided, elect either case have the same right to decline or suspend registration as it would have had in the case of transfer of the shares by the member before his death his death or Bankruptcy as case may be.

FOR FEITURE OF SHARES

16. If a member fails to pay any or installment of a call on the day appointed for payment thereof, the Board may. At any time thereafter during such time as any part of the call or installment remains unpaid serve a notice on his requiring payment of so much of the call installment as is unpaid, together with any interest which may have accrued.

17. The notice shall name a further day not earlier than the expiration of fourteen days from the date of service of notice, or on before which the payment required by the notice. Is to be made. And shall state, in the even of non payment at or before the appointed day, the shares in respect of which the call was made will liable to be forfeited.
18. The company may from time to time by special resolution increase its share capital by such sum to be divided in shares of such amount as the resolution shall prescribe.
19. The company may from time to time by special resolution
 - (a) Consolidate and divide all or any of its share capital into shares of large amount that is existing shares.
 - (b) Sub/divide its existing shares or any of them into shares of smaller amount than if fixed by the Memorandum of Association subject, nevertheless, to the provision of section 51 (i) to (d) of the Company Act.
 - (c) Cancel any shares which, at the date of the passing of the resolutions, have been taken or agreed to be taken by any person.
20. The company may be special resolution reduce its share capital, any capital redemption serve fund or any shares premium account in any manner and which subject to, any incident authorized and consent required by law.

GENERAL MEETING:

21. An ordinary general meeting of the company shall be held once in very Calendar year at such time (not more that fifteen months after the holding of the last proceeding ordinary general meeting) and place as the Board shall appoint. Each such meeting shall be specified as an ordinary general meeting in the notice calling it and shall be held in addition to any other general meeting in that year.
22. All general meetings other than ordinary general meetings shall be called extraordinary general meetings.
23. The board of Directors may, whenever it thinks fit, convene extra ordinary ordinary general meeting shall also be convened on such requisition, as provided by section 114 of the Company Act.

NOTICE GENERAL MEETING

24. Every general meeting shall be called by twenty one notice in writing at the least PROVIDED that a meeting of the company shall not with stand is called by shorter notice than specified in these articles, be deemed to have been duly called if it is so agreed by all the member entitled to attend and vote thereat.

PROCEEDINGS AT GENERAL MEETING

25. All business shall be deemed special that is transacted at an extraordinary general meeting with the exception of declaring a dividend, the consideration of the Auditors and the appointment of, and the Board and of the Auditors and the fixing of the enumeration of the Auditors.
26. All business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business: save as herein otherwise provided, two members present in person or by proxy shall be a quorum.
27. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is before or on the declaration of the result of the (shown of hands) demanded by the Chairman or any member present in person or by proxy.
28. In the case of an equality of votes, whether on a show of hands or poll, the Chairman of the meeting at which the Poll is demand shall not have a second or casting vote.
29. Subject to the provision of the ordinance, a resolution in writing signed by all the members for the time entitled to receive notice of an to attend and vote at general meeting shall be as valid and effective as if the same had been passed at general meeting of company duly convened and held, such resolution may be contained in one document or in several documents in like form each signed by one or more of the member or duly authorized representative concerned.

VOTE OF MEMBERS

30. Subject to any right or restriction for the time being attached to any class or classes or shares, every member present in person or by shall on a show of hand have one vote and an poll have for each of which he is the holder.
31. No member shall be entitled to vote any general unless all calls on other sums presently by him respect of shares ins hare in the company have been paid.

32. The instrument appointing a proxy need not be a member of the company.
33. Until otherwise determine by the company in general meeting the Directors shall not be less than two and more that six.
34. The first Directors of the company shall be:-
35. The remuneration of Directors shall from time be determined by the company in general meeting. Such remuneration shall be deemed to accrue from day to day. The Directors may also be paid all traveling, hotel and returning from meeting from meetings of the Boards of General meeting of the company.
36. All chouse, promissory note, drafts, bill exchange other negotiable and transferable instruments and all receipts for money paid to the company shall be signed drawn accepted, endorsed or otherwise executed. As the case may be, in such manner as the Directors shall from time to time by resolution determine.
38. The Director on behalf of the company may pay a gratuity of pension of Allowance on retirement of Director who has held any other salaries office of place of profit with the company or to his window or dependants and may make contributions to any fund and pay premium for the purchase or provision of any fund pay premium for the purchase or provisions of any gratuity, pension or allowance.

DISQUALIFICATION OF DIRECTORS

39. The office of a Director shall be vacanted if the Directors:-
- (a) Cause Director by virtue of section 142 of the Act: or
 - (b) Become bankrupt or makes any arrangement or composition with his creditors generally; or
 - (c) Become prohibited from being a Director by reasons or any order made under section 213 or 269 (4)of Act: or
 - (d) Become of unsound mind: or
 - (e) Resigns his office by notice in writing to the company

PROCEEDINGS OF THE BOARD OF DIRECTORS.

40. The Directors may meet together for the dispatch of business adjourn and otherwise regulate their meetings as they think fit questions arising at any meeting shall be decided by a majority of Votes. Every Director shall have one vote in case of an equality of votes the Chairman shall have a second.
41. The continuing Directors may act notwithstanding any vacancy in their body, but if any 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 Directors the continuing directors or Director to that number, or of summoning a general meeting of the company, but for no other purpose.
42. The quorum for the transacting meeting of the Board of Directors
43. The Managing Director shall be Chairman of all meeting of the Board of Directors
44. A resolution writing signed by all the Directors shall be as valid and effectual as if it had been passed at a meeting of the Board, such resolution may be contained in one document or in several documents in like form each signed by one or more the Directors.

MANAGING DIRECTOR.

45. The Board of Director shall appoint one of them to the office of Managing Director for such period and on such terms as they think fit and may revoke such appointment.
46. The Board of Directors may entrust to and confer upon a Managing Director any or the power exercisable by it upon such terms at such remuneration and upon conditions as in may think fit, and any Secretary so appointed may be removal by the Directors.
47. A provision of the ordinance or these Articles requiring or authorizing a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both a Director and as a place on the Secretary.

THE SEAL

48. The Directors shall provide for the safe custody of the seal. Only the authority of the Director shall use the seal and every instrument to which the seal shall be affixed shall be signed by a Director and also by the Secretary.

DIVIDENDS AND RESERVES

49. The company general meeting may from time declare divided, but no such dividend shall exceed the amount recommended by the Directors.
50. The Directors may from the time pay the member such interim dividends as appear to the Directors to be justified by the profits of the company.
51. No dividend shall be paid otherwise than out of profits
52. The Directors may before recommending any dividend, set aside out the profits of the company such sums it thinks proper as a reserves or reserves which shall at the discretion of the Director be applicable for any purpose, to which the profit of the company may be properly applied, and pending such application may, at like discretion, either be employed in the business of the company or be invested in such investment (other than shares of the company) as the Directors may from time to time think fit. The Directors may also, without placing the same to reserve, carry forward any profit which they may think prudent not to divide.
53. The Directory may deduct from dividend payable any member all sums of money (if any) presently payable by them to the company on account of calls or otherwise in relation to the shares of the company.
54. No Dividend shall bear interest against the company.

ACCOUNT

55. The Director shall cause proper books of accounts to be kept with respect to:
- (a) All sums of money received and expended by the company and the matters in respect of which the receipt and a expenditure taken place.
 - (b) All shares and purchases of goods by the company and;
 - (c) The assets and liabilities of the company. Proper books shall be deemed to the kept if there are not kept such books of account as are necessary to give s true and fair view of the state of the company's affairs and to explain its transactions.
 - (d)
56. The books of account shall be kept a the Registered office or at such other place as the Director think fit and shall always be upon it inspection by the other members.
57. The directors shall from time to time, in accordance with section 123 to 129 (both inclusive) of the ordinance, cause to be prepared and to be laid before the company in general meeting such profit and loss accounts, balance sheets groups account (if any) and reports as are refereed to it those section.

58 Auditors shall be appointed and their duties regulated in accordance with section 123, 133 and 134 or of the ordinance.

59 A notice may be given company to any member either personally or by sending it my post address to him at this registered address:

WINDING UP

60 If the company shall be would up, the liquidator may with the sanction of a special resolution of the company and any other sanction required by Act, divided amongst the members in special or kind the whole or any part of the assets of the company (Whether they shall consist or property of the same kind or not) and may, for such purpose, at such value as he deems far upon any property to be divided as aforesaid and may determine how much division shall be carried out as between the or different classes of members.

ADEMUNITY

61 Every Directors, Managing Directors, Agents, Auditors, Secretary and other officers for the time being of the company will be indemnified against any liability incurred by him to defending any proceeding whether civil original in which judgment is given in his 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.

ALTERATIONS OR ADDITIONS

62 Subject to the provision of the Act and to those contained in the Memorandum of Association of the Company may be special resolution make alterations or additions and such alteration or additions so made shall be as valid band effectual as if originally contained in these articles and be subject in like manner to alteration by special resolution.

BORROWING POWER

63 The director may exercise all the power of the company to borrow money, and to mortgage or charge its undertaking and property, or any party 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 any third party.

We the several people whose names and addresses are subscribed, the 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 out respective names.

Name, Postal Addresses and

Description of Subscribers	Number of Shares Taken by each Subscriber	Signature of each subscriber
1. HANZURUNI CHAYE LULAYI P.O.BOX 93 SUMBAWANGA	800	
2. SUBIRA ABDEREHMANI SADIKI P.O.BOX 93 SUMBAWANGA	200	

Dates at Sumbawanga this..... 24 Day of..... 12 2019

WITNESS TO BE THE ABOVE SIGNATURE

SIGNATURE: 

NAME: NEEMA CHARLES

QUALIFICATION: MOWCATE

DATE: 24.12.2019



Prepared by:
(SUBSCRIBER)
P.O.BOX 93
SUMBAWANGA
RUKWA
TANZANIA
EAST AFRICA

TANZANIA



Certificate of Incorporation

Section 15

No 84638

I HEREBY CERTIFY THAT

HALIMA AGRO FACTORY (T) LIMITED

is this day incorporated under the Companies Act, 2002 and that the Company is Limited.

Given under my hand at Dar es salaam

this 20TH day of JULY

TWO THOUSAND AND ELEVEN.

Stamp: Copy of the Original
31.05.2011
Registrar of Companies
Responsible Ministry of Industry and Commerce for Credit

Asst. Registrar of Companies