

THE COMPANIES ORDINANCE (CAP. 212)

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

LEOPARD TOURS LIMITED

Incorporated this **19<sup>TH</sup>** day of **NOVEMBER** 1987

Drawn by:

ZUHAIR FAZAL  
PROMOTER OF THE COMPANY  
P O BOX 1635 8  
ARUSHA

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THE UNITED REPUBLIC OF TANZANIA

Certificate of Incorporation

No. 18495

I HEREBY CERTIFY THAT M/S LEOPARD TOURS 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 19th day of November One thousand nine hundred and eighty seven.

.....  
ASST. REGISTRAR OF COMPANIES

S E A L

11/11/21  
25/1/22  
11/11/21  
17/1/22  
S/O/S  
S/O/S

THE COMPANIES ORDINANCE (CAP. 212)

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

LEOPARD TOURS LIMITED

1. The name of the Company is "Leopard Tours Limited".
2. The Registered Office of the Company will be situated in the Mainland, Tanzania.
3. The objects for which the Company is established are:
  - a) To acquire and take over as a going concern the business now carried on under the name and style of LEOPARDS TOURS & SAFARIS.
  - b) To carry on the business of trade of Tourism, Transportation, Car Hirers, Tour Operators, Clearing and Forwarding Agents, to own or charter Aircrafts for transportation of tourists.
  - c) To carry on the business of agents, sub agents for local airlines and international airlines, air charters, tour operators, hoteliers and safari promoters.
  - d) To carry on business as proprietors, hirers, operators and charterers of land, water and air vehicles and craft of all kinds and howsoever propelled and to manufacture, import, export, buy, sell, take and let on hire, repair, modify, store and deal in such vehicles and craft and all other things for or in connection therewith, as well as fuel, spare parts and accessories of all sorts for the same, and to carry on business as carriers, of passengers, freight and mail by land, sea and air.
  - e) To book lodging, arrange accommodations, hotel rooms bookings, Air, Sea, Rail bookings and tickets for travel by any means, providing tourist guides, and extending all facilities to the tourists and customers.
  - f) To hire heavy vehicles like buses, vans, mini buses, campers, pick-ups, etc for commutation of passengers, and members of the public at large, transportation of members of the staff, employees, working personnel, labourers of statal, parastatal organisations, private and public bodies, companies, hotels and others, industrial, social, cultural, educational and economical organisations.
  - g) To acquire or construct and own, lease, or manage hotels, safari lodger, camps, or campings or other sites in connection with the aforesaid business.



- h. To carry on the business of importers, dealers and distributors of oil, kerosene, petrol, motor spirit, mineral oil, crude oil, petroleum, lubricating oil, grease and all other kinds of mineral and petroleum products.
- i. To sell or dispose of the undertaking any 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.
- j. To carry on the business of wholesale or retail of automotive spares and parts of all description, tyres and tubes, batteries, battery solution and all other spares 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.
- k. To carry on the business of saw mills and the preparation of timber for market and the manufacture of and dealing in all articles made of or principally made of wood.
- l. To construct, erect, maintain and alter any buildings, machinery plant work necessary or convenient for the purpose of the Company.
- m. 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.
- n. 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 stock-in-trade.
- o. 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.
- p. 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.
- q. To distribute any part of the property of the Company in specie among the members.

15. INDEMNITY

Every Director, Managing Director, Agent, Auditors, Secretary and other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him to defending any proceedings, whether civil or criminal, in which judgement is given in 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.


16. ALTERATIONS OR ADDITIONS

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	NUMBER OF SHARES TAKEN	SIGNATURE
ZUHAIR FAZAL P O BOX 1635 ARUSHA  DIRECTOR	ONE	
VALJI & ALIBHAI LIMITED P O BOX 786 DAR ES SALAAM	ONE	For and on behalf of :- <b>VALJI &amp; ALIBHAI LTD.</b>  Director

DATED at Dar es Salaam this 15th October, 1987

WITNESS to the above signatures:

  
**M. A. HASSAM & CO.**  
 CERTIFIED ACCOUNTANTS  
 AUTHORISED AUDITORS  
 Box 20719-Tel 20255  
 DAR-ES-SALAAM

PARTICULARS OF THE DIRECTORS OR MANAGERS (a) OF LEOPARD TOURS LIMITED

The present Christian Name or Names and Surname	Any former Christian Name or Names or Surname	Nationality	Nationality of origin (if other than the present Nationality)
1. MR. ZUMAIR FAZAL	NONE	TANZANIAN	NONE
2. MR. AMIN VALJI	NONE	TANZANIAN	NONE
3. MR. GULAM FAZAL	NONE	TANZANIAN	NONE

I HEREBY CERTIFY THAT THIS IS A TRUE COPY  
 \_\_\_\_\_  
 Date 14/12/95



(a) "Director" includes any person who occupies the position of a Director by whatever name called, and any person in accordance with whose directions or instructions the Directors of a Company are accustomed to act.

(b) In the case of a Corporation its corporate name and registered or principal office should be shown.

(c) A person may be a Director of more than one company, but holds any other directorship, particulars of which

AND OF ANY CHANGE

Usual residential address	Former business occupation or directorship if any, if none state so (c)	Changes and date thereof
1. <u>VECO FLATS</u> <u>5 MUMBAI ROAD</u> <u>ARUSHA</u>	NONE	
2. <u>59 OCEAN ROAD</u> <u>DAR ES SALAM</u>	INTERNATIONAL PUBLISHERS AGENCIES LIMITED VALDI & ALIDHAI LIMITED	REPLACED WITH EFFECT FROM 5TH JULY 1988
3. <u>BAILOLENT AREA</u> <u>ARUSHA</u>	NONE	APPOINTED WITH EFFECT FROM 5TH JULY 1988

  
 Date 14-12-90



AND OF ANY CHANGE

Usual residential address	Other business occupation or directorship if any, if none state so (c)	Changes and date thereof
TECCO FLATS KALOLENI AREA	NONE	
ARUSHA		
OCEAN ROAD	INTERNATIONAL PUBLISHERS AGENCIES LIMITED VALJI & ALIBHAI LIMITED	RESIGNED WITH EFFECT FROM 5TH JULY 1988
ES SALAAM		
KALOLENI AREA	NONE	8. APPOINTED WITH EFFECT FROM
ARUSHA		5TH JULY 1988

I HEREBY CERTIFY THAT THIS IS A TRUE COPY OF THE ORIGINAL

*[Signature]*  
 Asst. Manager of Companies  
 Date 14-12-1988



★ 15/10/09

Signature *[Signature]*

State whether Director or Manager or Secretary