

THE COMPANIES ACT

(CAP 212 OF 2002)

COMPANY LIMITED BY SHARES

MEMORANDUM AND ARTICLES OF ASSOCIATION

OF

HUSS & HASS E.A LOGISTICS LIMITED

**PREPAPERED BY
PHILEMON JUSTIN SHIO (ADVOCATE)
P.O.BOX 3041
MOSHI**

THE COMPANIES ACT

CAP 212 OF 2002

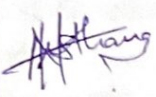

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

HUSS & HASS E.A LOGISTICS LIMITED

1. The name of the Company is **HUSS & HASS E.A LOGISTICS LIMITED**
2. The registered office of the company will be situated in **Tanzania Mainland**
3. The objects for which the company is established are:
 - a) To acquire and take over as a going concern the business carried on under the name and style of **HUSS & HASS E.A LOGISTICS** together with its assets and liabilities.
 - b) 5221-Service activities incidental to land transportation, Main activity
 - c) 5229-Other transportation support activities, Main activity.
4. **The Liability of the members of the company is Limited.**
5. The share capital of the company is **Tanzania shillings One Million only (1,000,000/=) divided into One hundred (100/=) Ordinary shares of Tanzania shillings Ten thousand (10,000) each.** And the company shall have powers of increase its capital and to divide the shares in its capital for the time being into several classes of stocks or shares and to attach thereto respectively, such preferential, deferred or in accordance with the Articles of Association of the company. We the several persons whose names and addresses are subscribed and desirous of being formed into a company in pursuance of this, Memorandum of Association and we agree to take the number of shares in the capital of the company set our signs opposite our


respective names.

	Name, Address and Description of subscriber	Number of shares taken	Signature
1.	HUSSEIN ABDALLAH MSHANA P.O.BOX 6410 MOSHI	50	
2.	HASSAN ABDALLAH MSHANA P. O. BOX 6410 MOSHI	50	

Dated at Moshi this... 25TH ... day of... August ... 2021.

Witness to the above signature:

Name ... REGINA O. MUBATI

Signature... 

Postal address... P.O. Box 1969 Moshi

Qualifications... COMMISSIONER FOR OPTIC/ADVOCATE



THE COMPANIES ACT NO. 12 2002 (CAP.212)

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

HUSS & HASS E.A LOGISTICS LIMITED

(A PRIVATE COMPANY)

PRELIMINARY

1. The Regulations contained in the table "A" in the first Schedule to the Companies Act, 2002 (Cap.212) such Table being hereinafter called "A", shall apply to the company save in so far as they are excluded or varied hereby, that is to say the clauses of table "A" numbered 11,28,64,66,69,72,78,92, and 102 shall not apply to this company but, in lieu thereof, and in addition to the remaining clauses of the table "A", the following shall be the regulations of the company:

PRIVATE COMPANY

2. The company shall be private company and accordingly the following provisions shall have effect: -
 - A. The company shall not offer any of its shares or debentures to the public for subscription;
 - B. The number of the 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) shall not at any time exceed fifty;
 - C. The transfer of shares in the company shall be restricted in the manner hereinafter provided.
3. The company shall be entitled to treat the person whose name appears upon the Register in respect of any shares as the absolute owner thereof and shall not be under any obligation to recognize any trust or equitable claim to or partial interest in such share whether or not it shall have express Or other notice thereof.

4. The company may pay a commission to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any shares in the company or for procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares in the company at any rate not exceeding one per cent of the nominal amount of shares subscribed or agreed to be subscribed, or the subscriptions whereof is procured or agreed to be procured.

SHARES

5. The shares shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons on such terms and in such manner as they think fit. Shares may be issued at par or at a premium and the directors may at any time in their absolute discretion refuse to register any transfer of shares. Clause 19 of table "A" shall be modified accordingly.

TRANSFER AND TRANSMISSION OF SHARES

6. (a) A share may be transferred by a member or other person entitled to transfer the same to any member selected by the transferor; but except as provided by article 6 (b) a member without the permission of the Board of Directors first having been obtained.

(b) Any share may be transferred by a member to any child or other issue, son-in-law, daughter-in-law, father, mother, brother, sister, nephew, Niece, wife or husband of a member, and any share of a deceased member may be transferred by his executors or administrators to any child, or other issue, son-in-law, daughter-in-law, father, mother, brother, sister, nephew, niece, widow or widower of such deceased member and shares standing in the name of the trustees of the Will of any deceased member may be transferred upon any change of trustees for the time being of such Will, and the restriction in clause 10 hereof shall not apply to any transfer authorized by this clause.

(C). The Directors may refuse to register any transfer of a share:

- I. Where the company has a lien on the share; or

- II. Where the Directors are not of an opinion that it is desirable to admit the proposed transferee to membership. But paragraph (II) of this clause shall not apply where the proposed transferee is already a member or is made under clause 6 (b)

CALLS ON SHARES

7. The Directors may make a call or calls upon the members in respect of any money unpaid on their shares and each member shall, subject to receiving at least fourteen days' notice specifying the time or times of payment, pay to the company at the time or times so specified the amount called on his shares.

FORFEITURE OF SHARES

8. When any shares have been forfeited an entry shall forthwith be made in the Register of members of the company recording the forfeiture and the date thereof and as soon as the shares so forfeited have been sold or otherwise disposed of an entry shall also be made of the manner and date of the sale or disposal thereof.
9. The lien conferred by clause 7 of table "A" shall attach to fully paid-up shares and to all shares registered in the name of any persons indebted or under liability to the company, whether he shall be the sole registered holder thereof or one of several joint holders.
10. Any entry in the minute book of the company of the forfeiture of any shares or that any shares have been sold to satisfy a lien of the company shall be sufficient evidence as against all persons claiming to be entitled to such shares that the said shares were properly forfeited or sold; and such entry and the receipt of the company for the price of such shares shall constitute a good title to such shares and the name of the purchaser shall be entered in the Register as a member of the company and he shall not be bound to see to the application of the purchase money, nor shall his title to the said shares be affected by irregularity or invalidity in the proceedings in the reference to the forfeiture or sale. The remedy, if any, of the former holder of such shares and of any person claiming under or through him shall be against the company and in damages only.

BORROWING POWERS

11. The directors may raise or borrow for the purpose of the company's business such sum or sums of money as they think fit and 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 think fit of bonds or debentures, either charged upon the whole or any part of the property and assets of the company, present and future, including its uncalled or unissued capital, or not so charged or in such other way as the Directors may think expedient.
12. A register of the holders of the debentures of the company shall be kept at the registered office of the company and shall be open to the inspection of the registered holders of such debentures and of any member of the company, subject to such restrictions as the company in General Meeting may from time impose. The Directors may close such register for such period or periods as they may think fit, not exceeding in the aggregate thirty days in such year.

MEETINGS

13. (a) A General Meeting of the company shall be held in each calendar year at such time and place and on such date as the Directors shall appoint. In default of a General Meeting being so held a General Meeting may be convened, to be held at any time during the next succeeding month, by any three members in the same manner as nearly as possible as that in which General Meetings are to be convened by the Directors. The aforesaid General Meetings shall be called the "Ordinary General Meeting" and other General Meetings shall be called the "Extra-ordinary General Meetings".
- (b) The quorum for the transaction of business at any time General Meetings shall be two members personally present and holding or representing by proxy not less than one half of the share capital of the company for the time being issued and clause 45 of Table "A" shall be modified accordingly.

VOTE OF MEMBERS

14. On a show of hands every member entitled to vote, shall have one vote for each share of which he is the holder or representing by proxy.

15. An instrument appointing a proxy may be in the following form, or any other form which the Directors shall approve:

HUSS & HASS E.A LOGISTICS LIMITED

"I,of in the district of Being a member of **HUSS & HASS E.A LOGISTICS LIMITED** hereby appointofas my proxy, to vote for me and on my behalf at the (ordinary or Extra-Ordinary, as the case may be) General Meeting of the company to be held on theday of20.....and at any adjournment thereof. Signed this Day of 20.....witness signature.....

SIGNATURE

16. The instrument appointing a PROXY shall be deemed to confer authority to demand or join in demanding a poll.

DIRECTORS

17. The Directors shall not be less than two and not more than two and the first Directors shall be the following persons

– 1. **HUSSEIN ABDALLAH MSHANA**
P.O.BOX 6410,
MOSHI

– 2. **HASSAN ABDALLAH MSHANA**
P.O.BOX 6410,
MOSHI

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

19. The quorum of Directors on transacting business shall, unless otherwise fixed by the Directors, be two;

20. A memorandum in writing signed by all the Directors for the time being and pasted in or attached to the minute book shall be as effective for all purposes as a resolution of the Directors passed at a meeting duly

convened, held and constituted.

21. A Director may, in addition to his directorship, be employed by and may hold any office or place of profit or otherwise under the company (except that of auditors) upon such terms as to remuneration and otherwise as the Directors may arrange. A Director of the company may also accept office as a Director of any company promoted by this company or in which the company is interested, and may subscribe for or otherwise acquire shares in such company and shall not be accountable for any benefit received by him as a director or member of such company. A Director may act by himself for his firm shall be entitled to remuneration for his services as if he were not a Director.

22. A Director or managing Director shall not be disqualified by his office from entering in to a contract or agreement with the company, either as a vendor, purchaser, manager, agent, broker or otherwise and no such contract or arrangement or any contract or arrangement entered in to by or on behalf of the company with any person, firm or company in which any Director shall be in any way interested, shall be avoided, nor shall any director holding such office or so contracting or being so interested be liable to account to the company for any profit realized by any such contract or arrangement by reason of such Director holding the office of Director or of the fiduciary relation thereby established. Any director so contracting or being so interested as aforesaid shall disclose at the Board Meeting at which the contract or arrangement is determined the nature of his interest or in any other case at the first Board Meeting after the acquisition of his interest and a Director shall not as a Director vote in respect of any contract or arrangement in which he is also interested as aforesaid and if he does so his vote shall not be counted but his prohibition shall not apply to any contract by or on behalf of the company be given to the Directors or any of them and security by way of indemnity or security

for advances or to a settlement or set-off cross-claims, and it may at any time or times be suspended and relaxed as long as and during any period in which the number of Directors does not exceed two. A general notice that a Director is a member of any specified firm or company and is to be regarded as interested in any transaction with such firm or company shall be sufficient disclosure under this clause, and after firm or company as aforesaid.

ALTERNATIVE DIRECTORS

23. Each may nominate a person who shall be unanimously approved of by the other Director, to act as alternate Director in his place during his absence or inability to act as such Director. Alternate Director shall not require any share qualification but shall be subject in all other respects to the terms and conditions existing with reference to the Directors of the company, and such alternate Director, when acting shall exercise and discharge all the duties and functions of the Director whom he shall represent and in the case of an alternate Director being unable to act during the absence or inability to act of the Director whom represents he may, with the like approval, appoint another person to act in his place.

SECRETARY

24. 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.

DISQUALIFICATION OF DIRECTORS

25. The office of the Director shall be vacated'-
- A. If he becomes bankrupt or insolvent or compound with his creditors;
 - B. If he becomes prohibited from being a Director by order made under section 193,194, or 269 of the Act;
 - C. If he becomes of unsound mind or be found lunatic;
 - D. If he gives the secretary notice in writing that he resigns his office.
 - E. If the company by Extra-ordinary Resolution resolves to determine his appointment as Director.
26. But any act done in good faith by a director whose office is vacated as

aforesaid shall be valid unless, prior to the doing of such act, written notice shall have been served upon the Directors or an entry shall have been made in the Director's Minute Book stating that such Director has ceased to be a Director of the Company.

MANAGING DIRECTOR

27. The Director may from time to time entrust to and confer upon the Managing Director or Manager all or any of the powers of the Directors (except the powers to make calls, forfeit shares or issue debentures) that they may think fit but the exercise of all powers by the Managing Director or Manager shall exercise be subject to such regulations and restrictions as the Directors may from time to time make and impose, and the said powers may at any time be withdrawn, revoked or varied.

CAPITALISATION OF RESERVES

28. Any General Meeting may resolve that any money, investments, or other assets forming part of the undivided profits of the company standing to the credit of the reserve fund, or any capital redemption reserve fund or in the hands of the company and available for distribution be capitalized and distributed amongst such of the shareholders as would be entitled to receive the same if distributed by way of dividend and in the same proportions on the footing that they become entitled there to as capital and that all or any part of such capitalized fund be applied on behalf of such shareholders in paying up in full either at par or at such premium as the resolution may provide, any company which shall be distributed accordingly, in or towards payment of the uncalled liability on any issued shares or debentures or debentures stock, and that such distribution or payment shall be accepted by such shareholders in full satisfaction of their interest in the said capitalized sum.


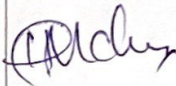
ALTERATIONS OR ADDITIONS

29. Subject to the provisions of the Ordinance and to those contained in the Memorandum of Association the company may by special Resolution make

alterations or additions to the 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.

WINDING UP


30. With the sanction of an Extra-ordinary Resolution of the members any part of the assets of the company, including any shares in or securities of other companies, may be divided among the members of the company in specie, or may be vested in trustees for the benefit of such members, and the liquidation of the company may be closed and the company dissolved, but so that no members shall be compelled to accept any shares whereon there is any liability.

	Name, Address and Description of subscriber	Number of shares taken	Signature
1.	HUSSEIN ABDALLAH MSHANA P.O.BOX 6410 MOSHI	50	
2.	HASSAN ABDALLAH MSHANA P. O. BOX 6410 MOSHI	50	

Dated at Moshi this 25TH day of AUGUST 2021.

Witness to the above signature:

Name REGINA O. MWANRI

Signature 

Postal address P.O. Box 1969 Moshi

Qualifications COMMISSIONER FOR OATHS / ADVOCATE

