

THE COMPANIES ACT 2002  
COMPANY LIMITED BY SHARES

Memorandum  
and  
Articles of Association  
of  
Simba Lifting Services Limited

Incorporated this \_\_\_\_\_ day of \_\_\_\_\_ 2006

THE COMPANIES ACT

COMPANY LIMITED BY SHARES

ORIGINAL SEEN  
[Redacted Signature]  
Authorised Signature

Memorandum

and

ARTICLES OF ASSOCIATION

OF

Simba Lifting Services Ltd

Presented by:  
Ally Azim Hasham  
(Subscriber)  
P.O. Box 7185  
Dar es Salaam  
Tanzania

TANZANIA

22/11/06

*[Handwritten signature]*

The Companies Act 2002.  
Company Limited by Shares  
Memorandum of Association of  
Simba Lifting Services Limited

1 The name of the company is Simba Lifting Services Limited

2 The registered office of the company will be situated in the United Republic of Tanzania.

3 The objects for which the company is incorporated are:

- (a) To carry on the business as General traders mainly to deal in the purchase and sale and to give on hire both heavy and light plants and equipments such as earthmoving, communication, carriage, lifting and etc for construction purposes, carriage or otherwise and also to trade in merchandise of every nature, kind and description whatsoever.
- (b) To carry on the business of import, export, wholesalers, manufactures, and suppliers of stationeries, textiles, books and periodical publishers, printers, hardwires, spare parts, electrical goods, households, electronics and cosmetics of all kinds.
- (c) To buy, sell, import, export, manufacture, supply or otherwise carry on the business of marine and agricultural products, woods, motor vehicles and machinery spare, hardware, electrical goods, bicycles spares, accessories, marine and industrial equipments, hardware of all kinds, Blackwood, tobacco, household utensils, household fittings, electrical appliances, wiring and other materials, wireless apparatus, electronic items, locksmiths, goldsmith, iron monger, builders materials, timber, oil, paints, spirits, and varnishes, house furnishings, upholsters and dealers in furniture, carpets, linoleums, and other floor covering, curtains and other home furnishing, household requisites, sundries and merchandise of all kinds and to carry on the business of importing, manufacturing and dealing in garments of all kinds, textiles, piece goods, hosiery, knitting and weaving raw materials for the manufacture of the above product.
- (d) To carry on the business as garage proprietors and dealers manufacturers, hirer, repairers and cleaners of automobile motor cars, motor cycles, carriages and vehicles of all kinds whether moved by mechanical power or not and all machinery implements, utensils, appliances, apparatus, lubricants, cement, collation, tyres, tubes, motor spares, accessories and all things capable of being used there with or in the manufacture, maintenance and working there of respectively and marine products.

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- (e) To engage and or otherwise carry on the business of exporters of livestock, to be exporters of cattle, goats, sheep, live birds, and pets, to be stock breeders and to owners of slaughter houses and to be meat processors and canners to be exporters of the same. To be dealers and distributors of animal skins and hides, to be skin tanners and leather manufactures for both local and foreign markets, to engage and carry the business of fish merchants and to be exporters of all kinds of fish and marine products.
- (f) To engage and otherwise carry on the business of timber manufacturers, to be owners of sawmills, to be timber processors, theaters, graders suppliers and exporters, to be furniture manufactures, manufacture and distributors of all kinds of furniture.
- (g) To carry on the business of importers, dealers and distributors of kerosene, petrol motor spirit, mineral oil, crude oil, petroleum, lubricating oil grease and all other kinds of mineral and petroleum products.
- (h) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly to enhance the value of or render profitable any of the company's property or rights.
- (i) To establish deposits and agencies in different parts of the world for the purpose of carrying on any of all of the business of the company.
- (j) To carry on business of general merchants, general store-keepers universal providers, importers, exporters, and wholesalers and/or retail traders of or wholesale dealers of and in cotton, silk and woolen goods and textile fabrics of all kinds.
- (k) To enter into any arrangements and contracts with the government or authorities (supreme, municipal, local or otherwise) or any corporations, companies, person having objects that may seem conducive to the company's objects or any of the them and to obtain from any such government, authority, corporation, company or persons any characters, contracts, decrees, rights, privileges and concessions.
- (l) 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, charters, privileges, licenses of authorities of and over mines, land and mineral or other properties either absolutely or conditionally.
- (m) To borrow or raise or secure the payment of money in such manner as the company shall think fit and in particular by the issue of debenture stock, certificates of other securities. Perpetual or otherwise charged 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 of loan.

- (n) The amalgamate with, or enter into partnership or into any arrangement for sharing profits union of interest, co operations, joint venture, reciprocal concession, or otherwise with any person or company carrying 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 the company. And to take or otherwise acquire shares and securities of any such company, and sell, hold, reissue with or without guarantee, or otherwise deal with the same.
- (o) To promote another company for the purpose of acquiring all or any of the property and liabilities of the company, or for any other purpose that may seem directly or indirectly calculated to benefit this company.
- (p) To sell or dispose of the undertaking and property of the company or any part therefore, 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 these of this company.
- (q) To carry on the business by wholesale or retails of automotive spares and part of all description tyres and tubes, batteries, batter solution and 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.
- (r) To carry on the business of saw mills and the preparation of timber or market and the manufacture of and dealing in all articles made of or principally made of wood.
- (s) To construct, erect, maintain, and alter any building, machinery plant works necessary for convenient of the purpose of the company.
- (t) 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.
- (u) Generally to purchase, take on lease or in exchange his or otherwise acquire any real and personal property any right or privileges which the company may think necessary or conveniently for the purpose of its business and in particular and land, buildings assessments, machinery plant and stock in trade.

(v) 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.

(w) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of company or the conduct of its business.

(x) To distribute any part of the property of company in specie among the members.

(y) To lend and advance money and give credit to such persons or companies as may seem expedient and in particular to members of the company and to guarantee the performance or contract by such persons.

(z) To draw, make accept, endorse, discounts, execute and issue cheques, promissory notes, bills of exchange, bills of lading, warrants, debentures, And other negotiable or transferable instruments.

(aa) To do all of any of the above things in any part of the world as principals, agents, contractors, trustees or otherwise alone or in conjunction with others.

(bb) To pay the expenses of and preliminary and incidental to the promotion, establishment and registration of the company or of any other company promoted, formed established or registered by the company and all brokerage, discount and other expenses lawfully payable which may at any time and for time to time be deemed expedient for taking placing or underwriting all of any of the shares or debentures or other obligations of the company or of any company so promoted, formed, established or registered by the company.

(cc) To obtain all powers and authorities necessary to carry out or extend any of the above objects.

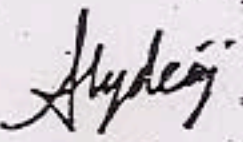
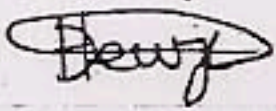
The objects set forth in any sub clause of this clause shall not, except when the context expressly so required, be in any ways limited or restructured by reference to or inference from the terms of any sub clause or by the name of the company. None of such sub clause or the objects therein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first sub clause of the clause and company shall have full power to exercise all or any of the powers conferred by any part of the clause in any part of the world and notwithstanding that the business undertaking, property or acts proposed to be transacted acquired, dealt with or performed do not fall within the objects of the first sub clause of this clause.

AND it is hereby declared that the "COMPANY" in this clause, shall be deemed to include any partnership or other body or persons, whether incorporated, and whether domiciled in East Africa or elsewhere and the intention is that the objects specified in which paragraph of this clause shall all except where otherwise expressed in such paragraph.

4 The liability of the member is limited


5 The initial share capital of the company is Tshs 1,000,000/= divided into 1000 shares of Tshs 1,000/= each and the company shall have the power to divide the original or any increased capital into several classes, and to attach thereto any preferential, deferred, qualified or other special rights, privileges, restriction or conditions.

WE, the several persons whose names and addresses are subscribed are 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 our respective names:

Name	Number of Shares	Signature
Ally Azim Hasham P.O. Box 7185 Dar es Salaam, Tanzania	510	
Hussein Azim Hasham P.O. Box 7185 Dar es Salaam, Tanzania	490	
Total	1000	

DATED at DARES SALAAM this 29<sup>th</sup> day of November 2006

Witness to the above signatures:

Signature:   
 Postal Address: BUSINESS CONSULTANTS  
 Qualification: BUSINESS IMAGE LTD.  
 P. O. Box 2264  
 DAR ES SALAAM  
 TANZANIA

ARTICLES OF ASSOCIATION OF  
Simba Lifting Services Limited

TANZANIA  
5000/-  
Interpretation

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" means any person appointed to perform the duties of the 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.

*Members*

- 2. The number of members with which the company proposes to be registered is but the directors may from time to time register an increase of members.
- 3. The subscribers to the memorandum of association and such other persons as the directors shall admit to membership shall be members of the company.

*General Meetings*

- 4. The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notice calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the company and that of the next:  
Provided that so long as the company holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the directors shall appoint.
- 5. All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 6. The directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or, in default, may be convened by such requisitions, as provided by section 133 of the Act. If at any time there are not within the Tanzania sufficient directors capable of acting to form a quorum, any director or any two members of the company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the directors.

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*Notice of General Meetings*

7. Every general meeting shall be called by twenty-one clear days' notice in writing at the least. The notice shall specify the place, the day and hour of meeting and, in case of special business, the general nature of that business: Provided that a meeting of the company shall, notwithstanding that it is called by shorter notice than that specified in this article be deemed to have been duly called if it so agreed-

(a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and

(b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five percent of the total voting rights at that meeting of all the members.

8. Subject to the provisions of the articles, the notice shall be given to all the members; to all persons entitled to a share in consequence of the death or bankruptcy of a member and to the directors and auditors. The accidental omission to give notice of a meeting to, or the non receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

*Proceedings at General Meetings*

9. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the directors and auditors, the election in the place of those retiring and the appointment of, and the fixing of the remuneration of the auditors.

10. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; two persons, entitled to vote on the business to be transacted, each being a member or a proxy for a member or a duly authorized representative of a corporation, shall be a quorum.

11. if within half an hour from the time appointed for the meeting a quorum is not present, or if during the course of a meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the directors may determine.

12. The chairman, if any, of the board of directors or in his absence some other director nominated by the directors shall preside as chairman of the general meeting, but if neither the chairman nor such other director (if any) be present within fifteen minutes after the time appointed for the holding of the meeting and willing to act, the directors present shall elect one of their number to be chairman of the meeting and, if there is only one director present and willing to act, he shall be chairman.

13. If at any meeting no director is willing to act as chairman or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be a chairman of the meeting.

14. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days notice of the adjourned meeting shall be given specifying the time and place of the meeting and the general nature of the business to be transacted. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

15. 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 show of hands demanded-

(a) by the chairman; or

(b) by at least three members present in person or by proxy; or

(c) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to the effect in the book containing the minutes of proceedings of the company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may, before the poll is taken, be withdrawn.

16. Except as provided in article 18, if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

17. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote.

18. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time as the chairman of the meeting directs, and any business other than upon which a poll has been demanded may be proceeded with pending the taking of the poll.

19. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall have effect as if it had been passed at a general meeting duly convened and held, and may consist of several instruments in the like form each executed by or on behalf of one or more member.

*Vote of Members*

- 20. Every member shall have one vote.
- 21. A member in respect of whose estate a manager has been appointed under section 26 of the Mental Diseases Ordinance, may vote, whether on a show of hands or on a poll, by his said manager, and any such manager may, on a poll, vote by proxy.
- 22. No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the company have been paid.
- 23. On a poll votes may be given either personally or by proxy.
- 24. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing, or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorized. A proxy need not be a member of the company.
- 25. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarilly certified copy of that power or authority shall be deposited at the registered office of the company or at such other place within the Territory as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting of adjourned meeting at which the per 2002 329 No. 12 Companies son named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
- 26. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:
 

I/We of, being a member/members of the above-named company, hereby appoint, of or failing him I as my/our proxy to vote for me/us on my/or behalf at the (annual or extraordinary, as the case maybe) general meeting of the day of 200 company to be held on the, and at any adjournment thereof.

Signed this..... day of.....200
- 27. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-
 

I/WE being a member/members of the above named company, hereby appoint of or failing of him I as my/our proxy to vote for me/us on my/our behalf at the (annual or extraordinary, as the case may be) general meeting of the company to be held on the.... day of, and at any adjournment thereof..... day of Signed this.....day of ..... 200.

This form is to be used \* in favour of /against the resolution. Unless otherwise instructed, the proxy will vote as he thinks fit.

\*Strike out which ever is not desired."
- 28. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 29. A vote given in accordance with the terms of an instrument of proxy, or poll demanded by proxy, or by the duly authorized representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the

determination was received by the company at its registered office (or at such other place at which the instrument, of proxy was duly deposited) before the commencement of the meeting or adjourned meeting at which the proxy is used.

*Corporations Acting By Representation at Meetings*

30. Any corporation which is a member of the company may by resolution of its directors or other governing body authorized such person as it thinks fit to act as its representative at any meeting Of the company, and the person so authorized shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the company.

*Directors*

31. The Number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum of association or a majority of them and until such determination the signatories to the Memorandum of Association shall be the first directors. Unless otherwise determined by ordinary resolution, the number of directors shall not be subject to any maximum but shall be not less than two.

32. The remuneration of the directors shall from time to time be determined by the Company in general meeting. Such remuneration shall be deemed to accrue from day to day. The directors shall also be paid all traveling, hotel and other expenses properly incurred by them in attending and returning from meetings of the directors or any committee of the directors or general meetings of the company or in connection with the business of the company.

*Borrowing Powers*

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

*Powers and Duties of Directors*

34. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the company shall be managed by the directors, who may exercise all the powers of the company. No alteration of the memorandum or articles and no such directions shall invalidate any prior act of the directors which would otherwise have been valid. The powers given by this article shall not be limited by any special power given to the directors by the articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.

35. The directors may by power of attorney appoint any person to be the attorney or agent of the company for such purposes and on such conditions as they determine, including authority for the attorney or agent to delegate all or any of his powers.

36. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the company, shall be

signed, drawn, accepted, endorsed, or otherwise executed, as they case may be, in such manner as the directors shall from time to time by resolution determine.

37. The directors shall cause minutes to be made in books provided for the purpose:-

- (a) of all appointments of officers made by the directors;
- (b) of the names of the directors present at each meeting of the directors and of any committee of the directors;
- (c) of all resolutions and proceedings at all meetings of the company, and of the directors, and of committees of directors.

*Disqualification of Directors*

38. The office of director shall be vacated if the director:-

- (a) Without the consent of the company in general meeting holds any other office of profit under the company; or
- (b) Becomes bankrupt or makes any arrangement or composition with His creditors generally; or
- (c) Ceases to be a director by virtue of any provision of the Act or becomes prohibited by law from being a director; or
- (d) Becomes of unsound mind; or
- (e) Resigns his office by notice in writing to the company; or
- (f) Is directly or indirectly interested in any contract with the company and fails to declare the nature of his interest in manner required by the Act.

A director shall not vote in respect of any contract in which he is interested or any matter arising thereat, and if he does so vote shall not be counted.

39. The company may by ordinary resolution appoint a person who is willing to act as director to fill a vacancy or be an additional director.

40. The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, but so that the total number of directors shall not at anytime exceed the number fixed by or in accordance with these articles. Any director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election.

41. The company may by ordinary resolution, of which special notice had been given in accordance with section 144 of the Act, remove any director before the expiration of his period of office notwithstanding anything in the article or any agreement between the company and such director. Such removal shall be without prejudice to any claim such director may have for damages for breach of any contract of service between him and the company.

42. The company may by ordinary resolution appoint another person in place of a director removed from office under the immediately preceding article. Without prejudice to the powers of the directors under article 40 the company in general meeting may appoint any person to be a director either to fill a vacancy or as an additional director.

*Proceedings of Directors*

43. Subject to the provisions of the articles, the directors may regulate their meetings as they think fit. Questions arising at a 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 at the request of a director shall, call a meeting of the directors. It shall not be necessary to give notice of a meeting of directors to any director who is absent from Tanzania.
44. The quorum necessary for the transaction of the business of the directions may be fixed by the directors, and unless so fixed shall be two.
45. The continuing directors may act notwithstanding any vacancy but, if and so long as their number is reduced below the number fixed by or pursuant to the articles of the company as the necessary quorum of directors, the continuing directors or director may act for the purpose of increasing the number of directors to that number, or of summoning a general meeting of the company, but for no other purpose.
46. The directors may appoint one of their number to be the chairman of the board of directors and determine the period of which he is to hold office. Unless he is unwilling to do so, the director so appointed shall preside at every meeting of directors at which he is present. But if no such chairman is appointed, or if he is unwilling to preside, 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 number to be chairman of the meeting.
47. The directors may delegate any of their powers to any committee consisting of one or more directors; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the directors. Subject to any such regulations, the proceedings of a committee with two or more members shall be governed by the articles regulating the proceedings of directors so far as they are capable of applying.
48. All acts done by a meeting of the directors or of a committee of directors or by a 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 that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and was entitled to vote.
49. A resolution in writing, signed by all the directors entitled to receive notice a meeting of the directors, or of a committee of directors, shall be as valid and effectual as if it had been passed at a meeting of the directors or (as the case may be) a committee of directors duly convened and held, and may consist of several documents in the like form each signed by one or more directors.

*Secretary*

50. The secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.
51. A provisions of the Act 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 as director and as, or in place of, the secretary.

*The Seal*

52. The seal shall only be used by the authority of the directors or of a committee of the directors authorized by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or by a second director.

*Accounts*

53. The directors shall cause proper books of account 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 expenditure takes place;  
 (b) all sales and purchase of goods by the company; and  
 (c) the assets and liabilities of the company. Property books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the company's affairs and to explain its transactions.
54. The books of account shall be kept at the registered officer of the company, or subject to section 151(4) of the Act, at such other place or places as the directors think fit, and shall always be open to the inspection of the directors.
55. No member shall (as such) have any right of inspecting any accounting records or other book or document of the company except as conferred by statute or authorized by the directors or by ordinary resolution of the company.
56. The directors shall from time to time in accordance with sections 153, 155 and 150 of the Act, cause to be prepared and to be laid before the company in general meeting, such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.
57. In accordance with section 164 of the Act, the copy of the company's annual accounts to be laid before the company in general meeting together with a copy of the director's report and the auditor's report shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of, the company. Provided that this regulation shall not require a copy of those documents to be sent to any person of whose address the company is not aware or to more than one of the joint holders of any debentures.

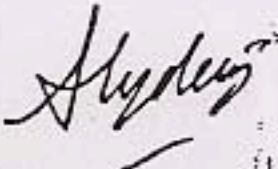
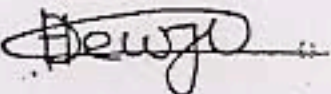
*Audit*

58. Auditors shall be appointed and their duties regulated in accordance with sections 170 to 179 of the Act.

*Notices*

59 Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of directors need not be in writing. The company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address, or by leaving it at that address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected at the expiration of seventy-two hours after the letter containing the same was posted. A member whose registered address is not within the Tanzania and who gives to the company an address within the Tanzania at which notices may be given him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the company.

Number of shares Names, addresses, and occupations of subscribers

Name	Number of Shares	Signature
Ally Azim Hasham P.O. Box 7185 Dar es Salaam, Tanzania	510	
Hussein Azim Hasham P.O. Box 7185 Dar es Salaam, Tanzania	490	
Total	<u>1000</u>	

DATED at DAR ES SALAAM this 29th day of November 2006

Witness to the above signatures:

Signature B. A. M. M.  
 Postal Address BUSINESS CONSULTANTS  
 Qualification BUSINESS IMAGE LTD.  
P. O. Box 2264  
DAR ES SALAAM  
TANZANIA

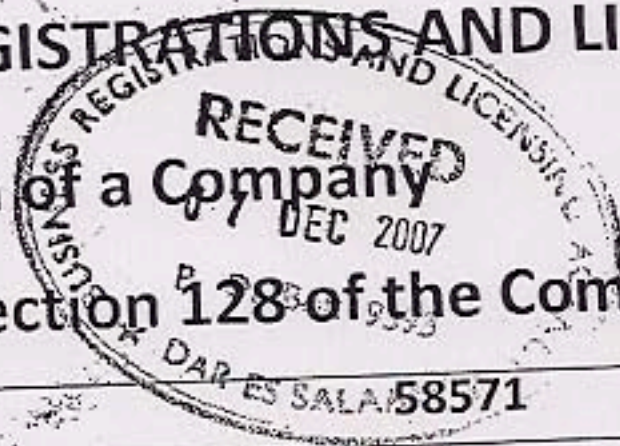
FEE PAID ~~2007~~  
RECEIPT NO. 20456593  
7/12/07

Form 128

PK 1508  
H/12/07

THE UNITED REPUBLIC OF TANZANIA  
BUSINESS REGISTRATIONS AND LICENSING AGENCY

Annual Return of a Company  
Pursuant to Section 128 of the Companies Act 2002



Company Number

Company Name:  
(in Full)

Simba Lifting Services Limited

The information in this return is made up to: 07th December 2007.

Address of registered office of Company: Plot 260, Nelson Mandela Road, Dar Es Salaam.

Company Type: Limited Liability

(If the company does not have a share capital there must be annexed to the return a statement containing particulars of the total amount of indebtedness of the company in respect of all mortgages and charges required to be registered under the Act)

Principal business activities: Equipment Hire services and Transport

If different from the registered Office, state address where the Register of members or any Register of debenture holders is kept

Register of members

Register of debenture holders

Company Secretary

Name

Ally Azim Hasham

Previous name(s)

None

Address

P.O.Box- 7185

Dar Es Salaam

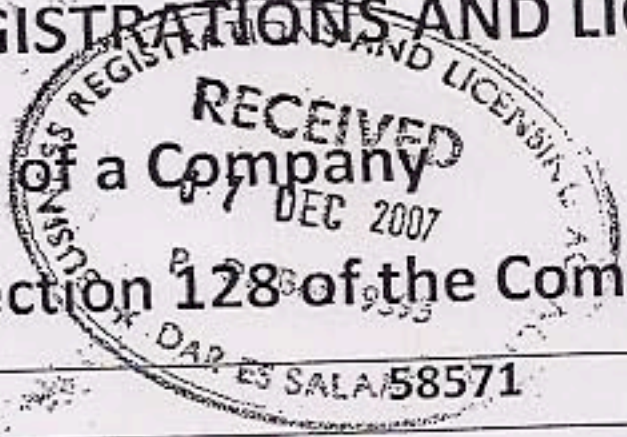
FOR OFFICE USE ONLY:

FEE PAID ENR: 15000  
RECEIPT NO. 30456573  
7/12/07

Form 128  
15000  
H/12/07

THE UNITED REPUBLIC OF TANZANIA  
BUSINESS REGISTRATIONS AND LICENSING AGENCY

Annual Return of a Company  
Pursuant to Section 128 of the Companies Act 2002



Company Number: 58571

Company Name: (in Full) Simba Lifting Services Limited

The information in this return is made up to: 07th December 2007.

Address of registered office of Company: Plot 260, Nelson Mandela Road, Dar Es Salaam.

Company Type: Limited Liability

(If the company does not have a share capital there must be annexed to the return a statement containing particulars of the total amount of indebtedness of the company in respect of all mortgages and charges required to be registered under the Act)

Principal business activities: Equipment Hire services and Transport

If different from the registered Office, state address where the Register of members or any Register of debenture holders is kept	Register of members
	Register of debenture holders

Company Secretary	
Name	Ally Azim Hasham
Previous name(s)	None
Address	P.O.Box- 7185 Dar Es Salaam

FOR OFFICE USE ONLY: