



**THE COMPANIES ACT 2002**  
**COMPANY LIMITED BY SHARES**  
**MEMORANDUM OF ASSOCIATION**  
**OF**  
**TROPLAND INVESTMENT LIMITED**

1. The name of the company is **"TROPLAND INVESTMENT LIMITED"**
2. The Registered office of the Company will be situated in Tanzania.
3. The objects for which the Company is established are:-
  - (a) To carry on all or any of the business of transport, carriage and haulage contractors, owners and charter of road vehicles, aircraft and ships and boats of every description and carriers of goods and passenger by road, rail, water or air and to establish, acquire, maintain and operate transport service of every description both public and private and all services ancillary thereto and for such purposes or as independent undertakings to purchase, take in exchange, charter, hire, build, contract or otherwise acquire and to own, operate, work, manage, maintain, repair, service and deal with and in road vehicles, aircraft and vessels of every supplies therefore and to conduct any such business within the country or any other state in Africa or Europe or Asia and or any other foreign country.
  - (b) To carry the business of Mixed farming and promote and trade or business of farm and agricultural inputs, implements, tools, packaging materials and deal in the livestock and or the veterinary health care products to farmers and stockists, to supply, buy, sell, distribute whether in retail or wholesale fertilizer, insecticides, fungicides, growth stimulants, agro seeds, farm implements and tools, animals feeds, veterinary drugs and any related goods and import and export agriculture and food technology, industries and equipment, manufacture and semi processed products in Tanzania and other parts of the world.
  - (c) To carry on the of business Growing of cereals (except rice), leguminous crops and oil seeds of profession of farmers, planters, harvesters, sprayers, seed growers, glaziers breeders of and dealers of livestock, small stock ranching, market gardeners, arboriculturists, agriculturalists, horticulturists, floriculturists, dairymen, vegetable, oil extractors, poultry, bee-keepers, livestock farming of every kind and description and any other businesses in connection with floriculture, arboriculture agriculture and horticulture.
  - (d) To carry on the business of Support activities for crop production and general buyers and sellers of agricultural products, such as coffee, tea, cashewnuts, peanuts, beans, cereals, sunflower, simsim, cowpeas, yellow gram, green monks, sesame and to be general suppliers in local and export markets, to be general babers and confectioners and generally to be traders and manufacturers of the above.
  - (e) To engage in the business of Marine fishing and crop farming including farming of field crops, horticulture, spices, oil seeds, fruit farming wild fruit tapping.
  - (f) To carry on the business of livestock dealers, breeders, hatchers, fatteners, cheese mongers, bacon factors, buyers, sellers, importers, exporters, processors of animal and animal products, slaughtering, dressing, preparing cut for retail and catering, packing,

providing cold storage preparing sausages, sausage casings, minced meat, salami, butter, fable delicacies, hides, hooves, horns, fats, tallow, grease, offal, all sorts of animal waste, egg and milk processing, pasteurizing, bottling, preserving and indulge in livestock business of every kind.

- (g) To engage in and carry on the business of Freshwater fishing and crop farmers, dealers, buyers, sellers, importers, exporters, extraction and canning, bottling, oil extraction, refining, packing and preserving, produce stock or animal feed.
- (h) To carry on the business of Freshwater aquaculture farming in large and small scale. To promote marketing of agricultural and improve small scale farmers, to fight poverty and to educate them on good farming practices so that they get good harvest and improve their life standards.
- (i) To provide Support services to forestry and agricultural consultations, initiate projects, offer managerial service, technical services and performance evaluation, training, research and advisory services to farmers and livestock keepers through seminars, workshops field visits and farm demonstrations, to engage in vegetables seed production and marketing of horticultural products, to carry on the business of farming, cultivating, planting growing cash and food crops, inter alia, sugar cane, tea, coffee, cocoa, coconut, papaya and pyrethrum.
- (a) To carry on the business in Tanzania or in any part of the world all or any of the business of designing, servicing, selling, buying, importing, exporting, exchange, merchandising and generally dealing with electronic and electrical equipments, goods, machinery and accessories.
- (b) To carry on the business of electronic engineering, electrical engineering and mechanical engineering, to design, service, manufacture, assemble, repair any electronic and electrical apparatus, component or system, to act as manufactures' representatives, commission agents, merchants or brokers and to import, export, hire, sell, purchase or otherwise dealing in all kinds of electronic, mechanical and electrical systems.
- (c) To carry on the business of electrical as contractors, electrical and mechanical engineers and manufacturers, workers and dealers in electrical apparatus and goods and the manufacture or hire of apparatus or goods to which the application of electricity or and kind of power, or any power that can be used as a substitute therefore, is or may be useful convenient or ornamental, or any other business of a like nature.
- (d) To erect, construct, maintain, either alone or jointly with any other companies or persons, works of every description including power producer and generation, transmitting and general distributors.
- (e) To conduct and carry on the business of planning, designing and supervising, technical assessment, inspection and installation of mechanical and electrical plants, equipment and machinery in factories, structures, buildings, power stations, warehouses, mills, garages, workshops, hangers, stores, offices, roads, etc.
- (f) To carry on the business as mechanical, chemical, electrical engineers, engineering consultants, researchers and technical advisors in the repair, installation, renovation, rehabilitation and servicing of all kinds of machinery, electrical apparatus, power lines, radio and electronic equipments, to sell, supply and deal in electrical machinery, industrial equipment, plant, accumulators, lamps, meters, engines, dynamos, batteries, transformers, switchgears, motors, telephonic or telegraphic apparatus of any kind, and to carry out the business of research and development for conventional and non-

conventional energy resources, new and renewable energy, wind, solar biogas, biomass, woodfuels, etc, petroleum products, petroleum exploration, research and development.

- (g) To conduct and carry on the business of planning, designing and supervising, technical assessment, inspection and installation of mechanical and electrical plants, equipment and machinery in factories, structures, buildings, power stations, warehouses, mills, garages, workshops, hangers, stores, offices, roads, etc.
- (h) To carry on the trade and businesses of electrical, heating refrigeration, air-conditioning, ventilation and general engineers and to complete installation on turn-key basis or otherwise of any electrical plant equipment or system network, to install high and low voltage power lines and equipment whether overhead or underground systems, to test and to commission electrical and mechanical equipment, power plants, H.V and L.V. lines and cables.
- (i) To carry on the business as general electronic engineers, to design and install all kinds of electronic network and generally to be electronic networking consultants, to be general electronic products manufacturers and suppliers, representatives, general commission agents and generally to be electronic systems consultants and to provide training programs.
- (j) To carry on the business of electronic as contractors, mechanical engineers and manufacturers, workers and dealers in electronic, apparatus and goods and the manufacture or hire of apparatus or goods to which the application of electricity or and kind of power, or any power that can be used as a substitute therefore, is or may be useful convenient or ornamental, or any other business of a like nature.
- (k) To carry on the business of electricians, electrical engineers and manufacturers of all kinds of electrical machinery and electrical apparatus for any purpose whatsoever and to manufacture, sell, supply and deal in accumulators, lamps, meters, engines, dynamos, batteries telephonic or telegraphic apparatus of any kind and manufacturers of and dealers in scientific instruments of any kind.
- (l) To carry on the business of manufacturers of all kinds of electrical goods such as switches sockets connection units, connector boxes mounting units, terminal units lamp holders and all kinds of electrical goods required for the purpose of installing electrical connection.
- (m) To carry on the business of electricians, mechanical engineers and manufacturers, workers and dealers in electrical apparatus and goods and the manufacture sale or hire of apparatus or goods to which the application of electricity or any like power or any power that can be used as a substitute therefore, is or may be useful convenient or ornamental, or any other business of a like nature.
- (n) To manufacture and produce and either as principals or agents trade and deal in any articles belonging to any such business and all apparatus appliances and things used in connection therewith or with any inventions, patents or privileges for the time being longing to the company.
- (o) To engage and or carry on the business of general civil works, engineering, constructions, buildings, renovations, office partitioners, decoratories, maintainers of dilapidated buildings, plumbing, furniture manufactures, suppliers and exporters, residential and office furnishers and general to be designers and fabricators of all kinds of gadgets whatsoever, to be timber processors, sawmillers and suppliers of all kinds of timber, to be hardware and building materials suppliers, manufactures of electrical equipments and suppliers of same.

- (p) To carry on the business of building contractors, leasing construction equipment, masonry and general construction contractors and among other things to construct, execute, carry out, equip, improve, work and advertise railways, tramways, docks harbours, wharves, canals, water-courses, irrigations, reclamations, sewage, drainage and other sanitary works, water, gas, electric and other supply works, houses, building and erections of every kind.
- (q) To engage in and carry out the business of proprietors and managers of hotels, restaurants, cafes, road houses, motels, safari and holiday camps, caravan sites, guest houses, apartment housekeepers, refreshment and tea rooms, milk and snacks bars, tavern, beer house and lodging housekeepers and to provide food and catering services to individuals, private and public institutions and to industrial and business concerns.
- (r) To build, construct, maintain, enlarge, pull down and remove or replace any building, offices, work, wharves, road, walls, fences, banks, dams sluices or water wharves and clear sites for the same.
- (s) To erect and construct houses, buildings, or works of every description on any land of the company or upon other lands, or property and to pull down, rebuild, enlarge, alter and improve existing houses, buildings to convert any such land into roads, street squares, gardens and grounds for various activities.
- (t) To engage in and carry on the business of manufacturers of and dealers in cement, lime, plasters, clay, whiting, gravel, stone, chipping, minerals, earth, fuel. Artificial stone bricks, tiles, roofing pipes, pottery, earthen ware, as well crushed stones and quarry extraction.
- (u) To carry on the business of various equipments, tools and or gadgets necessary for secure operation of various business activities in respect of construction industry.
- (v) To open and run various offices for the business of construction activities.
- (w) To erect, construction, lay down, enlarge, alter and maintain any buildings, works and machinery, necessary or convenient for the company's business.
- (x) To carry on the business of importers, exporters, buying selling, dealers in hardware, building materials, sanitary-ware, wall papers, roofing tiles, flooring tiles, supplying industrial equipment's agricultural implements and equipment's spares of every description, plumbers, decorators, steel fabrication, machine shop, nickel plating, electric plating, making steel windows, doors, frames and roof trusses.
- (y) To promote, establish and carry on the business of manufactures, distributors, sellers, buyers, exporters, importers, representatives and agents for all kinds and types of carpentry works, furniture of every description, including processing of wood, formica, chipboard, plywood, timber and every other content used in the manufacturing of furniture and furnishing wood, requisites of all kinds and goods of every description.
- (z) To carry on the business as general maintenance, distributors of all sorts and types of machines, products and services to hotel, individuals, offices, industries, shops, schools, factories, hospitals, army, military, ministries and all other government offices, universities and all other places where the services of a supplier are needed.
- (aa) To carry on the business as general distributors of all sorts and types of products and services to individuals, offices, industries, shops, schools, factories, hospitals, army,

military, ministries and all other government offices, universities and all other places where the services of a supplier are needed.

- (bb) To carry on the business of dealing in importing, exporting, marketing, marketing consulting services, manufacturing, stocking, buying, selling whether by wholesale or retail of various categories of goods and merchandise, and to act as commission agents, brokers, insurance agents and manufacturers, representatives in all fields. To be agent of foreign company and to establish business enterprises whether small scale, industries and generally deal in all kinds of general merchants and to import, export and all either by merchandise and articles of all description.
- (cc) To carry on the business and act as managers of investments and investment company, business of real estate, property managers, developers, agents, valuers, decorators, engineers and to generally be able to carry out activities of any description with regards to land, property and real estate, investment in any type of property, buildings, lands, securities, bonds, shares and any property act as a holding company with subsidiaries and invest in any projects as the company may think fit.
- (dd) To carry on the business as general traders, suppliers, merchants, stockists, wholesalers, retailers and dealers in all types of electrical goods, hardware, building materials, spare parts and maintenance, tyres, tubes, tools and accessories for all types of automotive, motor vehicles, agricultural machinery, implements, equipment, all kinds of industrial projects machinery and equipment, timber, fishing gears, groceries, computers, office equipments, cooking oils, foodstuffs, cosmetics, oils, paints, spirits sheets, hinges, screws, iron mongery, textiles piece goods, all types of leather goods, shoes, bags and other similar goods.
- (ee) To carry on the business of mining equipment, miners and mining in all their branches and for the said purpose to peg, purchase, take on lease, or exchange or otherwise acquire concessions, grants, easements, options, claims, properties, cassettes- and effects supposed to contain minerals, diamonds, or other precious stones, and any interest therein, and to explore, mine, work, excise develop and turn to account mines and mining rights and any undertaking connected therewith.
- (ff) To carry on the business of buying, selling and exporting of all types of minerals and gemstones including gold, base metals, diamonds, ferrous, gemstones, copper, coal, uranium, mercury, gaspeite and various industrial mineral such as soda, kaolin, tin, gypsum, phosphate and dimension stones found in the United Republic of Tanzania and to engage in exportation of rough, cut and polished minerals and gemstones including diamonds to different parts of the world and to open up lapidaries and to acquire mine workings and mining grounds in Tanzania.
- (gg) To carry on the business as gold, jewelers and silver smiths, dealers in curiosities, articles of virtue, coins, medals, bullion and stones and as manufacturers of and dealers in gold and silver plate, plated articles, watches, clocks chronometers, and optical and scientific instruments of any description.
- (hh) To carry out exploration and conduct research for all types of minerals and gemstones including diamonds in Tanzania; to search for ores and minerals and to work the mines and mining rights under or upon the land and properties to be acquired by the company, and to crush, wash, smelt, reduce or otherwise treat and render marketable and sell and dispose of the produce of any mines, whether belonging to the company or not.
- (ii) To carry on the business of spare parts for different types of tyres, tubes, batteries, battery solution and other spares, accessories, machines and instruments including motor

vehicles, motor cycle, cars, trucks, lorries or other vehicles, bicycle, agricultural implements, mining implements and any other machinery, tool maker, mechanics, welding fabrication, metal workers, boil makers and any other kind of machine whatsoever.

- (jj) To provide the business of tour operators, travel agents, car rental/hire, tourist agents and contractors, hunting, game and generally to facilitate traveling and provide for tourists and travelers or promote and provisions of facilities of every description and in particular by means of booking of travel ticket and hotel and lodging accommodation, providing guides, safe deposits, inquiry bureaux and baggage transport and arranging and operating tours.
- (kk) To carry on the business of supplying of stationery, office equipment, writing materials, teaching aids and other educational establishment and as agents, school uniforms and stationers in all their business and to buy and sell stationery, office requirements and equipment, all types of books, sundry goods and to act as general merchants and commission agents of print and bind and manufacture stationers and other requirements.
- (ll) To carry on the business of wholesalers, retailers, general traders, suppliers, merchants, importers, exporters, stockists and dealers in all types of clothes, bags, shoes, textile materials, tie and dye, boutique, caps, selling second hand clothing, dresses of types and description whatsoever.
- (mm) To carry on the business of establishing and running supermarkets, department stores, shopping malls, provision stores, groceries and shops of all kinds and description and generally to deal with such activities.
- (nn) To carry on the business of household, domestic appliance and electrical goods, electronic items, audio visual goods, building material, hardwares, foodstuff, agricultural products and merchandise of every nature, kind and description whatsoever as a dealer, wholesaler, retailer, distributor, importer, exporter and after sales service and repairing.
- (oo) To carry on the business as manufacturers, principals or agents representatives of importing, exporting, buying, selling, distributing of new and used motor vehicles, cars, trucks, lorries or other vehicles, motor vehicles spares and parts of all descriptions, railway, fuel and other oils, petroleum of all kinds, tyres and tubes, batteries, battery solution and other spares, accessories, motor cycles, bicycles, tractors, mining equipments, fishing gears, agricultural and industrial machinery and equipments, new and second hand spare parts and accessories and generally to deal in all types of motor spare parts and industrial and agricultural machinery and parts, electronic goods and accessories thereof.
- (pp) To carry on the business as exporters, traders, suppliers, general merchants, stockists, wholesalers, retailers and dealers in business of scrapers, agricultural machinery, implements, equipment and all kinds of industrial projects machinery.
- (qq) To carry on the safe keeping, cleaning, repairing, refueling and the general care of motor vehicles of all kinds whatsoever form of propulsion maybe used.
- (rr) To advance money to any person or persons or corporations, either with or without interest upon the security of freehold or leasehold property by way of mortgage, or upon marketable security and in particular to advance money to shareholders in the company, and others, upon the security of or for the purpose of enabling the person borrowing the same to effect or purchase, or enlarge or repair any house of building or to purchase the free simple or any term or terms of years of any property in Tanzania, or elsewhere upon such terms, and conditions as the Company may think fit.

- (ss) To purchase, take on lease and otherwise acquire for investment or resale any estate, land, buildings, easements and other rights and interests in immovable property or any tenure in Tanzania and elsewhere and to sell let or lease exchange or otherwise dispose of or grant rights over any immovable property, belong to the company.
- (tt) To purchase, take or lease or in exchange, hire or otherwise acquire and hold any state or interest in any lands buildings, easements, rights, licenses secret processes, machinery, plants, stock, in trade and real or personal property of any kind.
- (uu) To accept payment for any property or rights sold or otherwise disposed or dealt with by the company either in cash, by installment or otherwise or in fully or partly paid up shares of the company or corporation, with or without deferred or preferred or guaranteed rights.
- (vv) To carry any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on by the Company in connection with the above business or the general business of the company.
- (ww) To act as agents for the sale and purchase of any stocks shares or securities or for any other monetary or mercantile transactions.
- (xx) To act as executors and trustees of wills and settlements made by customers and others and undertake and execute trusts of all kinds.
- (yy) To do all or any of the above things in any part of the world and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others and either or though agents, sub-contractors, trustees and otherwise.
- (zz) To remunerate any person, firm or company rendering services to this company, whether by cash payments or by allotment to him or them of shares or securities of the Company credited and paid in full or in part, otherwise.
- (aaa) To accept for safe custody and keep for customers of the company all kinds of securities valuables and things.
- (bbb) To lend money on any terms that may thought fit, and particularly to customers or other person or corporations having dealing with societies and to give any guarantees that may be expedient.
- (ccc) To advance money to shareholders in the company, and other to the purpose of enabling the person borrowing the same erect or purchase, or enlarge or repair any house or building or to purchase the fee simple or any less estate or interest in, or to take a demise for any term or terms of years of any freehold or leasehold property upon such terms and conditions as the company may think fit.
- (ddd) To invest and deal with the moneys of the Company not immediately required, upon such securities and in such manner as may from time to time be determined.
- (eee) To distribute among the members in pieces any property of the company, or any proceeds of sale or disposal of any property of the company.
- (fff) To draw, make, accept, endorse, discount execute and issue promissory notes, bills of lading, warrants, debentures and negotiable or transferable instruments.

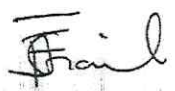



- (ggg) To act as agents or brokers, and as trustees for any person firm or company, and to undertake and perform sub-contracts and also to act in any other business of the company through or by means of agents, brokers, sub-contractors or others.
- (hhh) To obtain any provisional order, ordinance or act of Parliament for enabling the Company to carry any of its objects into effect, or for affecting any modification of the Company's constitution, or any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated, directly or indirectly to prejudice the company's interest.
- (iii) To take or otherwise and hold shares in any other company having objects altogether or in part similar to this company, or carrying on any business capable of being conducted so as directly or indirectly to benefit the company.

That the meaning of any general word or words in any paragraph of this clause shall not be restricted by being construed ejusdem generis with any particular word or words in the same paragraph.

4. The Liability of the Members is Limited.
5. The capital of the Company is Shillings 50,000,000/= divided into 10,000 shares of Shillings 5,000/= each.

The Company shall have powers to increase its capital and to divide the shares in its capital for the time being into several classes of stock or shares and to attach thereto respectively such preferential, deferred or special rights, privileges, or conditions as may be determined by or in accordance with the Articles of Association of the Company.

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.

Names, Addresses, and Description of Subscribers.	Number of shares taken by each Subscriber	Signature
JANGHAN FAZIL GULLAM P.O. BOX 815 MTWARA	2000	
RABYAH HUSENI YUSUPH P.O BOX 815 MTWARA	2000	
GULATUNI FADHILI GULAM P.O. BOX 815 MTWARA	1500	
YUSUFU ABDI ADAM P.O. BOX 815 MTWARA	1500	

Dated at DARES SALAAM this 18<sup>th</sup> day of November, 2019

Witness to the above signatures:

Name : VICTORIA PAULO.....

Signature : .....

Postal Address : P.O.BOX 22018 D'SALAAM.....

Qualification : ADVOCATE.....



**THE COMPANIES ACT 2002**  
**COMPANY LIMITED BY SHARES**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**TROPLAND INVESTMENT LIMITED**

**PRELIMINARY**

1. In these regulations:-  
"The Act" means the Companies Act 2002 of the Laws of Tanzania.

When any provision of the Act is referred to, the reference is that provision is as modified by any law for the time being in force.

Unless the context otherwise requires, the expressions defined in the Act or any statutory modification thereof in the force at the date at which these regulations become binding on the company, shall have the meaning so defined.

Any words importing the singular shall include the plural and vice versa, and words importing the masculine gender shall include females, and the words importing persons shall include bodies corporate, partnership, firms, cooperatives, societies, etc.

The regulations of Companies Act shall not apply to the company, save in so far as they are varied or excluded hereby, but in case of any conflict between the provisions herein, and the provisions under this regulation the former shall prevail, and in addition to substitution shall be the regulations of the company.

**PRIVATE COMPANY**

2. The Company is a Private Company and accordingly:-
  - (a) The right to transfer shares is restricted in manner hereinafter prescribed.
  - (b) The number of members of the company (exclusive of persons who are in the employment of the Company and of persons who have been formerly in the employment of the company were while in such employment to be the member of the company) is limited 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 treated as a single member.
  - (c) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.
  - (d) The Company shall not have power to issue share warrants to bearer.

**TRANSFER OF SHARES**

3. The Directors may in their discretion and without assigning any reason thereof refuse to register the transfer of any share to any person who it shall in their opinion be undesirable for any reason whatsoever to admit to membership.
4. Subject to clauses 2 and 3 hereof the right to members to transfer their shares shall be restricted as follows;

- (a) No share shall be transferred to a person who is not a member so long as any member of any person selected by the Directors as one who it is desirable in the interest of the Company to admit to membership.
- (b) Every shareholder or trustee in bankruptcy, or any person who may desire to sell or transfer any such shares and every who may desire to sell or transfer any such shares and every personal representatives of a deceased shareholder shall give notice in writing to the Directors that he desires to make such sale or transfer. Such notice shall constitute the Board of Directors of the Company as his agent for the sale of the said shares to any member or members of the company at the price to be agreed upon between the party giving such notice the party and the board, or in case of difference to be determined by the Auditor of the Company.
- (c) Upon price of such shares being agreed on a determined as per clause (b) above, the board shall forthwith give notice to such of the shareholders other than the shareholders desiring to sell or transfer the said shares, stating the number and price of such share inviting the person to whom notice is sent to state within 21 days from the date of such notice whether he is willing to purchase any, if so what maximum number of such shares. At the expiration of such days 21 notice the board shall apportion such shares amongst the shareholders (if more than one) who shall have expressed their desire to purchase number of shares already held by them respectively, or if there be only one such shareholder, that the whole of such shares shall be sold to him, provided no shareholder shall be obliged to take more than the maximum number of such shares stated in his answer to the said notice.

Upon such apportionment being made or such one shareholder notifying his intention to purchase, as the case may be, the party desiring to sell or transfer such shares shall be bound upon payment of the said price to transfer the shares to the respective shareholders or to single shareholder who shall have agreed to purchase the same.

**GENERAL MEETINGS: NOTICE OF GENERAL MEETING AND PROCEEDINGS OF THE GENERAL MEETINGS**

- 5. The regulation of Companies Act shall apply to the following variations:-
  - (a) A General Meeting, Ordinary or Extraordinary may with the consent in writing of all members, be convened on a shorter notice than seven days or without notice.
  - (b) Two members, present either personally or by proxy shall form a quorum.
  - (c) Any ordinary resolution of the company determined without any general meeting and evidenced by writing under the hands of majority of the Directors and of the members of the company holding three - fourths of the issued shares of the company shall be valid and effectual as an ordinary resolution duly passed at a general meeting of the company.

**DIRECTORS**

- 6. (a) Until otherwise determined by the company in General Meeting the Directors shall not be less than two and not more than four in number.
- (b) The following persons shall be the first Directors of the company:-
  1. JANGHAN FAZIL GULLAM
  2. RABYAH HUSENI YUSUPH

7. The shareholding qualification for Directors may be fixed by the company in General Meeting, and unless and until so fixed no qualification shall be required.
8. The quorum of Directors for transacting business shall, unless otherwise fixed by the Directors, be four.
9. A resolution in writing signed by all the Directors then in Tanzania shall be as valid and effectual as if it had been passed at a meeting of Directors duly called and constituted.
10. The Directors may from time to time borrow or raise any money for the purposes of the Company which may exceed the issued share capital of the company.

#### **BORROWING POWERS**

The Directors may from time to time in their discretion raise or borrow for the purpose of any Company's business such sum or sums of money as they think fit.

11. The Directors 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 or future including its uncalled capital for the time being, or by the issue at such price as they may think fit, of bonds or debentures either charged upon the whole or any part of the property and assets of the company or not so charged or in such other way as the Directors may think expedient.

#### **VOTE OF MEMBERS**

12. On a show of hands every member present in person shall have one vote. On a roll every member shall have one vote only for the shares of which he is holder.
13. No member shall be entitled to vote at any general meeting unless all calls or other sums presently by him in respect of shares in the Company have been paid.

#### **DISQUALIFICATION OF DIRECTORS**

14. The office of a Director shall be vacated if the Director;
  - (a) becomes bankrupt; or
  - (b) is found to be a lunatic or becomes of unsound mind; or
  - (c) resigns his office by notice in writing to the Company;
  - (d) abstains himself from meetings of the directors for a period of six months without special leave of absence from the other Directors.

#### **SEAL**

15. The Directors shall provide for the safe custody of the Seal. The Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors and in the presence of at least two Directors or a Director and Secretary or other person as aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.

#### **ALTERNATE DIRECTORS**

16. Any director shall have power to nominate any person to act or attend as alternate Director during his absence or during his inability so to act. Such Director shall be subject in all respects to the terms and conditions existing with reference to the other

Directors and such Alternate Director shall exercise and discharge all the duties of Director whom he represents.

17. Unless otherwise decided by the Directors the quorum necessary to transact business of the Directors shall be two Directors personally present.

#### **SECRETARY**

18. The Secretary shall be appointed by the Board for such terms at such remuneration and upon such condition as it may think fit, and any Secretary so appointed may be removed by the Board.

#### **WINDING UP**

19. With the sanction of a special resolution of the shareholders any part of the assets of the Company including any shares in other Companies may be divided between the members of the Company in special 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 member shall be compelled to accept any shares whereupon there is any liability.

#### **ALTERATION OR ADDITION**

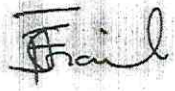



20. Subject to the provisions of the Act and to those contained in the Memorandum of Association the Company may by Special Resolution make alteration or addition so made shall be as valid and effectual as if originally contained in those articles and be subject in like manner to alteration by Special Resolution.

#### **INDEMNITY**

21. Every Director, Managing Director, Agent, Auditor, 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 in defending any proceedings, whether civil or criminal in which judgement is given in his favour or in which he is acquitted or is in connection with any application in which relief is granted to him by the Court.


#### **ARBITRATION**

22. If and whenever any dispute or difference shall arise between the Company and any of the members or their respective representatives touching upon the construction or meaning of any of the Articles herein contained or any act matter or thing made or done or omitted to be done or with regard to the rights or liabilities arising here under or arising out of the relation existing between the parties by reasons of these Articles or the Act, such differences shall (unless a sole arbitrator be agreed upon) forthwith be referred to the arbitration of three (3) arbitrators, one to be appointed by each party and the third to be appointed by the first two or, in the event of failure to agree within (Cap. 15) or any then existing statutory modifications or re-enactment thereof shall apply.

Names, Addresses, and Description of Subscribers.	Number of shares taken by each Subscriber	Signature
JANGHAN FAZIL GULLAM P.O. BOX 815 MTWARA	2000	
RABYAH HUSENI YUSUPH P.O. BOX 815 MTWARA	2000	
GULATUNI FADHILI GULAM P.O. BOX 815 MTWARA	1500	
YUSUFU ABDI ADAM P.O. BOX 815 MTWARA	1500	

Dated at DAR ES SALAAM this 18<sup>th</sup> day of November, 2019

Witness to the above signatures:

Name : VICTORIA PAULO.....  
Signature : .....  
Postal Address : P.O.BOX 22018 D'SALAAM ..  
Qualification : ADVOCATE.....



Item No.	Description	Quantity	Unit	Price	Total
1	...	...	...	...	...
2	...	...	...	...	...
3	...	...	...	...	...
4	...	...	...	...	...
5	...	...	...	...	...
6	...	...	...	...	...
7	...	...	...	...	...
8	...	...	...	...	...
9	...	...	...	...	...
10	...	...	...	...	...
11	...	...	...	...	...
12	...	...	...	...	...
13	...	...	...	...	...
14	...	...	...	...	...
15	...	...	...	...	...
16	...	...	...	...	...
17	...	...	...	...	...
18	...	...	...	...	...
19	...	...	...	...	...
20	...	...	...	...	...
21	...	...	...	...	...
22	...	...	...	...	...
23	...	...	...	...	...
24	...	...	...	...	...
25	...	...	...	...	...
26	...	...	...	...	...
27	...	...	...	...	...
28	...	...	...	...	...
29	...	...	...	...	...
30	...	...	...	...	...
31	...	...	...	...	...
32	...	...	...	...	...
33	...	...	...	...	...
34	...	...	...	...	...
35	...	...	...	...	...
36	...	...	...	...	...
37	...	...	...	...	...
38	...	...	...	...	...
39	...	...	...	...	...
40	...	...	...	...	...
41	...	...	...	...	...
42	...	...	...	...	...
43	...	...	...	...	...
44	...	...	...	...	...
45	...	...	...	...	...
46	...	...	...	...	...
47	...	...	...	...	...
48	...	...	...	...	...
49	...	...	...	...	...
50	...	...	...	...	...
51	...	...	...	...	...
52	...	...	...	...	...
53	...	...	...	...	...
54	...	...	...	...	...
55	...	...	...	...	...
56	...	...	...	...	...
57	...	...	...	...	...
58	...	...	...	...	...
59	...	...	...	...	...
60	...	...	...	...	...
61	...	...	...	...	...
62	...	...	...	...	...
63	...	...	...	...	...
64	...	...	...	...	...
65	...	...	...	...	...
66	...	...	...	...	...
67	...	...	...	...	...
68	...	...	...	...	...
69	...	...	...	...	...
70	...	...	...	...	...
71	...	...	...	...	...
72	...	...	...	...	...
73	...	...	...	...	...
74	...	...	...	...	...
75	...	...	...	...	...
76	...	...	...	...	...
77	...	...	...	...	...
78	...	...	...	...	...
79	...	...	...	...	...
80	...	...	...	...	...
81	...	...	...	...	...
82	...	...	...	...	...
83	...	...	...	...	...
84	...	...	...	...	...
85	...	...	...	...	...
86	...	...	...	...	...
87	...	...	...	...	...
88	...	...	...	...	...
89	...	...	...	...	...
90	...	...	...	...	...
91	...	...	...	...	...
92	...	...	...	...	...
93	...	...	...	...	...
94	...	...	...	...	...
95	...	...	...	...	...
96	...	...	...	...	...
97	...	...	...	...	...
98	...	...	...	...	...
99	...	...	...	...	...
100	...	...	...	...	...