

THE COMPANIES ACT 2002

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

AL-HARTHY LIMITED

Incorporated thisday of.....2012

Drawn by:

Hemed Seif Hamduni,
(subscriber),
P. O. Box 2326,
Tanga

THE COMPANIES ACT, 2002
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
AL-HARTHY LIMITED

1. The name of the Company is AL-HARTHY 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 the business of transportation, cargo and travel agents, commission agents, customs agents, insurance agents, tourist agents, manufacturers representatives, clearing and forwarding agents, road contractors, cargo superintendents, packers, machinery haulage specialists, warehousemen, engineers, electricians, motor cars, cabs, omnibus, lorries, oil tank and coach proprietors and transporter by any other means of conveyance of people and goods in Tanzania and the neighbouring countries and in such other place or places as may from time to time determined by the Company.
 - (b) To carry on the business of transport contractors, road haulage contractors and to own and operate heavy duty vehicles including trucks, trailers and to transport, haul and store goods and general cargo including manufactured goods, agricultural produce, livestock and all kinds and description of goods whatsoever.
 - (c) To own, hire, operate transport facilities including trucks, lorries, saloon cars, combies, carries, taxis, aero plane and ships including streamers, barge boats and tug-boats for the express or implied purpose carrying of ferrying cargo passengers, tourist and to act as transport and general haulage contractors and consultants, tour operators, travel agents, clearing and forwarding agents and to own, lease or hire godowns, warehouses, bonded warehouses, goods sheds and seal like facilities for the purpose of storing, preserving, packaging and repacking goods, cargo and all other articles and goods whatsoever to facilitate transportation, air freight and general delivery thereof whatsoever to customers and owners.

24/10/2012
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- (d) To own and operate plants and factories for making spare parts including nuts and bolts, rivet screws, nail, roofing nails, radiators, valves, crankshafts, springs, door handles, and locks, bushes, electrical fittings, including wires, switches, plugs, sockets, distribution boxes and to carry on all or any of the business of repairman, electrical contractors, maintenance contractors, and to own machinery, equipments, and tools including drills, spanners, hydraulic jacks and implied purposes of running garage, including trucks, lorries, cars, any other power propelled vehicles and machinery, whatsoever.
- (e) To carry on the business of general merchants, general store-keepers, universal providers, importer, exporters, wholesale and/or retail traders, dealers of piece wood, paints, hardware, glassware, crockery, cutlery, ironmongery, turners and other household fittings and requirements, other articles and commodities of personal, household use and consumption provisions, textiles, groceries, medicines, drugs, wines, spirits, liquors, chemical, surgical, optical, photographic and other instruments, apparatus and materials, motor vehicles, automobiles and generally in all manufactured goods of all types and merchandise of all kinds.
- (f) To carry on the business as traders, suppliers, general merchants, stockists, wholesalers, retailers and dealers in all types of 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 electrical goods, hardware, building materials, timber, fishing gears groceries, computers, office equipments, cooking oils, salts, foodstuffs, cosmetics, oils, paints, spirits sheets, hinges, screws, iron mongery, textiles piece goods, all types of leather goods, shoes, bags and other similar goods.
- (g) To carry on the business of buying, selling, dealers in building materials, hardware, sanitary-ware, wall papers, roofing tiles, flooring tiles, supplying industrial equipments agricultural implements, and equipments spares of every description, plumbers, decorators, steel fabrication machine shop nickel plating, electrical plating, making steel windows, doors, frames and roof tresses.
- (h) To carry on the business of garage proprietors and service station for motor vehicles of all kinds, to carry on the safe keeping, cleaning, repairing, refueling, panel beating, spraying and the general care of motor vehicles, aircraft, machinery, equipments and plant whether moved by

mechanical power or not, implements, utensils, appliances, apparatus, fuel for internal combustion engines, lubricants, cements, solutions, batteries and accessories and all things capable of being used in connection with the said businesses or in the manufacture or maintenance of such vehicles, machinery, equipment and plants.

- (i) To carry on the business of 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.
- (j) To promote tourism in Tanzania and elsewhere in Africa, to carry on business of travel and tourist agents and tour operators, to promote facilitate traveling to organize hunting, tented-camps, fishing and diving expeditions, safari promoters and undertakers, generally and in particular to arrange and manager hunting safaris, photo safaris adventure tours, fishing trips, handling of game trophies and animal skins catching, harbouring, transporting, wildlife and marine products of all kind.
- (k) 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.
- (i) To purchase, take on lease and otherwise acquire for investment or resale any estate, land, building, easements and other rights and interest in immovable property or any tenure in Tanzania and elsewhere and to sell it or lease exchange or otherwise dispose of or grant rights over any immovable property, belong to the Company.
- (m) 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.
- (n) To accept payments for any property or rights sold or otherwise disposed or dealt with by the company either in cash, by installment or otherwise of In fully or partly paid up shares of the company or corporation, with or without deferred or preferred or guaranteed rights.

- (o) 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.
- (p) To act as agents for the sale and purchase of any stocks shares or securities or for any other monetary or mercantile transactions.
- (q) To act as executors and trustees of wills and settlements made by customers and others and undertake and execute trusts of all kind.
- (r) 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 through agents, sub-contractors trustees and otherwise..
- (s) 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 valuables and things.
- (t) To accept for safe custody and keep for customers of the company all kinds of securities valuables and things.
- (u) 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.
- (v) 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.
- (w) 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.
- (x) 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.
- (y) To draw, make, accept, endorse, discount execute and issue promissory notes, bills of lading, warrants, debentures and negotiable or transferable instruments.

- (z) 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 other.
- (aa) 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.
- (bb) 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.
- (cc) To transact or carry on all kinds of Agency business and in particular in relation to the investment of money, the sale of property, and the collection and receipt of money.
- (dd) To do all other things as may be deemed incidental or conducive to the attainment of the objects or any of them.

and it is hereby declared that:-

the word "company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether corporate or incorporate, and whether domiciled in the united Republic of Tanzania or elsewhere

The object specified in each of the paragraphs of the paragraph of this clause shall be regarded as independent objects, and accordingly shall in no way be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph of the name of the company but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraphs define the objects of the separate and distinct compound.

That the meaning of any general word or words in any paragraph of this clause shall not be restricted by being construed ejusdem generic with any particular word or words in the same paragraph.0

THE COMPANIES ACT, 2002
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
AL-HARTHY LIMITED
PRELIMINARY

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

When any provision of the Act is referred to, the reference is that
provision are 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 Table "A" in the first schedule to the Companies' Act
(hereinafter called Table "A" shall 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 Table "A" 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 to or

more persons hold one or more shares in the company jointly they shall for the purpose of this regulation be tested as a single member.

- (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 direction 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 shareholders 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 notices is sent to estate 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.

5. GENERAL MEETINGS: NOTICE OF GENERAL MEETING AND PROCEEDINGS OF THE GENERAL MEETINGS.

Articles 39 to 53 Table 'A' shall apply subject 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.

6. DIRECTORS

- (a) Until otherwise determined by the company in General Meeting the Directors shall not be less than two and not more than seven in number.
 - (b) The following persons shall be the first Directors of the company:-
 - 1. HEMED SEIF HAMDUN
 - 2. SEIF HAMDUN HAMED
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 two.
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 dully 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 fit.

11. The directors may secure the payment 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, 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 role every member shall have one vote only for the shares of which he/she is the holder.
13. No member shall be entitled to vote at any general meeting unless all calls or other sums presently owed by him in respect of shares in the company have been paid.

DISQUALIFICATION OF DIRECTORS

14. The office of the 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; or
 - (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 one Director and Secretary or other person as aforesaid and 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/her absence or during his/her inability so to act. Such director shall be subject in all aspects to the terms and conditions existing with reference to the Directors and such Alternate Director shall exercise and discharge all the duties of the Director whom he/she 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 conditions 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 as the liquidation of 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 and the 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 judgment 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 hereunder or arising out of the relation existing between the parties by reason of these Articles or the Ordinance, such differences shall (unless a sole arbitrator be agreed upon) forthwith be referred to the arbitration of three 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.

**THE UNITED REPUBLIC OF TANZANIA
BUSINESS REGISTRATIONS AND LICENSING AGENCY
(Offices: Co-operative Building Lumumba Street)**

Website: <http://www.brela.go.tz>

E-mail: usajili@brela.go.tz

ceo@brela.go.tz

info@brela.go.tz



P.O. Box. 9393,
DAR ES SALAAM.

Telephone: +255-22-2180139, 2181344, 2180113,
2180141

D/L 2180048, 2180385

Fax: +255-22-2180371 2180411

*(All Official communications should be addressed
to the Registrar not to individuals)
In reply please quote:*

Ref. No: MIT/RC/90489/01

17th December, 2018

TO: HAMEID SEIF HAMDUN.

**RE: 1. THE COMPANIES ACT, 2002
2. AL-HARTHY LIMITED**

Reference is made to your online application made on 10/07/2018 10:42:09.
The following are the details of the Company.

1. Company name

Al-Harthy Limited

2. Incorporation number

90489

3. Date of incorporation

25th April 2012

4. Share capital

Tshs. 100,000,000 divided into 10,000 shares

5. Company secretary

Hamed Abdallah Said

6. Principal place of business

Gofu Chini, Ngamiani Kaskazini, Plot No. 153 Tanga.

7. Directors

i) Hamed Seif Hamdun - Tanzanian

ii) Hamed Abdallah Said - Tanzanian

8. Annual returns filed

Filed up to 2018

9. Shareholders

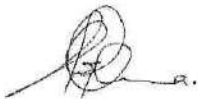
i) Hameid Seif Hamdun - 5000 shares

ii) Hamed Abdallah Said - 5000 share

10. Number of shares

10000 shares

Yours Sincerely,



George Chuwa
For: REGISTRAR OF COMPANIES