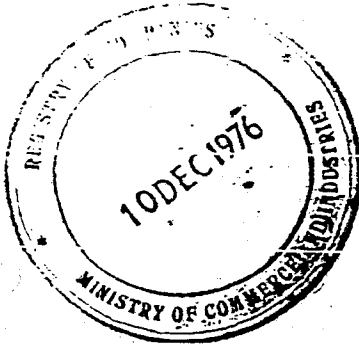


THE COMPANIES ORDINANCE (CAP. 212)

COMPANY LIMITED BY SHARES

Fee Paid 1000/=  
Receipt No. J/10501  
Date 19.10.76



MEMORANDUM

Fee Paid 300/=  
Receipt No. J/10502  
Date 19.10.76

AND

ARTICLES OF ASSOCIATION

Fee Paid 15/=  
Receipt No. J/10501  
Date 19.10.76

OF

JAMAL HOLDINGS LIMITED

Incorporated 11TH day of OCTOBER, 1976

Filed 10 12 76  
Shahata

THE COMPANIES ORDINANCE (CAP.212)

\*\*\*\*\*

COMPANY LIMITED BY SHARES

\*\*\*\*\*

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

JAMAL HOLDINGS LIMITED

\*\*\*\*\*

Incorporated this 11<sup>TH</sup> day of OCTOBER, 1976

#####

TANZANIA

CERTIFICATE OF INCORPORATION  
NO. \_\_\_\_\_

I HEREBY CERTIFY that JAMAL HOLDINGS LIMITED  
is this day incorporated under the Companies  
Ordinance (Cap. 212) and that the Company is  
Limited.

Given under my hand at Dar es salaam, this  
day of One thousand nine hundred and  
seventy six.

\_\_\_\_\_  
Asst. Registrar of Companies

SEAL

THE COMPANIES ORDINANCE (CAP. 212)

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

JAMAL HOLDINGS LIMITED

1. The name of the Company is **JAMAL HOLDINGS LIMITED**
2. The Registered Office of the Company will be situated in the Republic of Tanzania.
3. The objects for which the Company is established are:-
  - (a) 1. To invest money at interest on the security of land of any tenure, buildings, farming stocks, stock, shares, securities, merchandise and any other property and generally to lend and advance money to any persons, firms, or Companies, with or without security and upon such terms and subject to such conditions as may be deemed expedient.
  2. To carry on the trade or business of Engineers, Mechanical Engineers, manufacturers, founders, Smelters, Smiths, Machinist, patentees, workers, processors, Contractors, dealers and manufacturers of machinery and implements of any description whatsoever.
  3. To carry the trade of manufacturers, dealers, repairers, storers, warehousemen, importers and distributors of metal beds, tubular and wooden furniture and all other types of furniture, house furnishers and upholsters.
  4. To manufacture, buy and sell and deal in or with any plant, machinery, apparatus, tools lead or tin foil, timplates, boxes, cases, paper and other materials, goods and articles of any description which in the opinion of the Company may be conveniently dealt in or with by the Company in connection with or for the benefit of its undertaking.
  5. To carry on any other business which may seem to the Company capable of being conducted directly or indirectly for the benefit of the Company.
  6. To carry on all types of mercantile and manufacturing business generally and to buy, sell, import, export, to carry on wholesale and retail trade of all kinds.  
To carry on business as distributors, manufacturers, representatives, importers, exporters, buyers and sellers of agent for dealers in merchandise of all kinds, including surplus stores and equipment, silk satin, wool, velvet, yarn, linen, canvas, cotton and textiles and fabrics, generally flax, hemp jute, sisal, balata, fibrous material, rubber sponge, plastic, cloth, clothes wearing apparel, leather and leather goods, furniture, electrical goods, household goods, ivory, jewellery, gold, silver, precious stones and gems, plated goods, clocks and clockcases, metals, machinery, plant, tools and metal goods generally skins, furs, foods, provisions, wood and timber, carpet and rugs, building requisites, coal, coke, patent fuel, oils, household fittings, toys, waste goods and generally any articles or goods of any kind whether manufactured or not.
- (c) To purchase, or by any means acquire, any freehold, leasehold or other property for any estate or interest whatsoever and any rights, privileges or easement over or in respect of any property and any buildings, factories, mills, works, wharves, roads, railways, trac-

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500/-  
2154  
09/09/09  
*[Signature]*

*[Signature]*  
Asst. Registrar of Companies  
Date 20/11/20

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

Asst. Registrar of Companies

Date 21/12/2009

(i)

ways, machinery, engines, rolling stock, plant, live and dead stock barge, vessels or things, and real or personal property or rights whatsoever which may be conveniently used with or may enhance the value of any other property of the Company.

- (d) To enter into contracts in relation to and to erect, construct, maintain, alter, repair, pull down, and restore, either alone or in conjunction with any other Companies or persons, work of all descriptions, including houses, warehouse, shop office factories, mills gas work, electric works, water works, drainage and salvage works, wharves, docks, piers, railways, waterways, tramways, roads, bridges, engines, machinery, railway carriages and wagons, ship vessels, buildings, erection, plant and other structures of every description.
- (e) To build, construct, maintain, alter, enlarge, pull down, repair and remove or replace any buildings, office, factories, mills, works, wharves, roads walls, fences, banks, dams, sluices, watercourses, sewers, drains, culverts, channels or sewage and to clear sites for the same or to join with any person, firm or Company in doing any of the things aforesaid and to work, manage and to control the same or join with others in doing so.
- (f) To manufacture, buy and sell bricks, tiles bricks, earth stone marble, slates, sanitary, fittings, corrugated iron sheets, gridles, timber, chalk, sand and other building materials.
- (g) To erect, construct, lay down, purchase or otherwise acquire houses, office, works, workshops, buildings and premises and any fixed or movable machinery, tools, engines, boilers, plant, implements, patterns, stock-in-trade, patents and patent rights or other property of any description necessary or convenient for the Company's business.
- (h) To sell, mortgage, assign, convey, let on lease or otherwise dispose of from time to time all or any of the concessions, rights, interest, lands, roads and premises, plant, machinery or apparatus, merchandise, stock-in-trade and other property of the Company or such part or parts thereof as may be considered expedient.
- (i) To borrow or raise or secure the payment of money for the purpose of the Company in such manner and on such terms as may seem expedient and in particular by the issue of debenture or debenture stock, whether perpetual or otherwise and charged or not charged upon the whole or any part of the property of the Company, both present and future including its uncalled capital.
- (j) To apply for, purchase or otherwise acquire any patents, licences and the like, conferring an exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used for any of the purpose of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop, grant licences in respect of or otherwise turn to account the rights and information so acquired.
- (k) To guarantee and/or pledge the Company's assets for the payment of any debenture stock, bonds, mortgage, charges, obligations, interest, dividends, securities, notes, or share or the performance of contracts or engagements of any other Company or firm or person and to give indemnities and guarantees of all kinds and enter into partnership or any joint purse arrangement with any person, persons, firm or Company.
- (l) To issue, place, underwrite, or guarantee the subscription of or concur or assist in the issuing or placing, underwriting or guaranteeing the subscription of shares, debentures, debentures stock, bonds, shares, stocks, and securities of any Company whether limited or unlimited or incorporated by Ordinance or otherwise at such time and upon such terms and conditions as to remuneration and otherwise as may be agreed upon.

- (m) To take part in the Management, supervision or control of the business or operations of any Company or undertaking, and for that purpose to appoint and remunerate any Directors, Accountants or other experts or agents.
- (n) To employ experts, to investigate and examine into the conditions prospects, value, character, and circumstances of any business concerns and undertakings and generally of any assets, property or rights.
- (o) To constitute any trust with a view to the issue of preferential or deferred or any other special stocks or securities based on or representing any share, stock or other assets specifically appropriated for the purpose of any such trust, and to settle and regulate and if thought fit, to undertake and execute any such trust, and to issue, dispose of or hold any such preferred or other special stocks or securities.
- (p) To join with any other Company or Companies in the issue of a joint debenture or joint debentures of any other joint securities in respect of joint or several obligations of this Company and all or any of such other Companies and in particular to secure and/or to guarantee the borrowing by this Company jointly or severally with all or any of such other Companies.
- (q) To enter into any arrangements with any Government or other Authority supreme, Municipal, local or otherwise and to obtain from any Government or Authority all rights concessions and privileges which may seem conducive to the Company's objects or any of them, or to obtain or to endeavour to obtain any Ordinance or Act of Parliament for the purposes of the Company or any other Company.
- (r) To enter into partnership or into any arrangements for sharing profits, union of interest, reciprocal concession, joint adventure amalgamation or co-operation with any person or Company carrying on or engaged in any business or transaction capable of being conducted so as directly or indirectly to benefit this Company.  

Generally to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any other undertaking and rights and privileges which the Company may think necessary or convenient with reference to any of these objects or the acquisition of which may seem calculated directly or indirectly to facilitate the realisation of any debentures, debenture stock or other securities owned by the Company, or to prevent or diminish any apprehended loss or liability which may seem capable of being profitable dealt with by way of resale or otherwise and in particular any land, buildings, merchandise, stock-in-trade, policies, patents, licence, business concerns and undertakings, concessions, shares, stock book debt and other assets.
- (t) To make donations to such persons and in such cases as may seem expedient.
- (u) To sell or dispose of the undertaking of the Company or any part thereof or to amalgamate with any other Company for such consideration as the Company may think fit and in particular for shares (whether fully or partly paid up), debenture stock or securities of any other Company having objects altogether or in part similar to those of this Company to form and promote any other Company or Companies for the purpose of acquiring all or any of the property, rights and liability of this Company or for any other purpose which may seem directly or indirectly calculated to benefit this Company.
- (v) To invest and deal with the money of the Company not immediately required upon such stock, shares and securities and in such manner as

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Asst. Registrar of Companies

Date 9/12/2017

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 and Address of the Subscriber	Description	No. of Shares Subscribed	Signature
HASHAM JAMAL, P. O. BOX 143, MWANZA.	BUSINESSMAN	1	<i>Hasham Jamal</i> H. JAMAL
ABDULSULTAN HASHAM JAMAL, P. O. BOX 143, MWANZA.	BUSINESSMAN	1	<i>Abdul Sultan</i> A. H. JAMAL

DATED this 11<sup>TH</sup> day of OCTOBER, 1976.

Witness to the above signatures:

Signature:

*[Handwritten Signature]*



Address: M. VELAYUDHAN., ACA, AICWA, AMBIM,  
P. O. Box 21204,  
DAR-ES-SALAAM.

Description: CHARTERED ACCOUNTANT

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Asst. Registrar of Companies  
Date: 9/10/2009

may from time to time be determined.

- (w) To pay the cost, charges and expenses preliminary and incidental to formation establishment and registration of the Company or of any other Company and to remunerate any person of Company for services rendered or to be in relation to the formation and establishment of the Company or the conduct of its business, or placing or assisting to place or guaranteeing the placing of or taking any shares in the Company's capital or any debenture stock, shares stock, or securities, whether issued by the Company or not.
- (x) To improve, manage, cultivate, develop, exchange, let on lease or otherwise mortgage, give lien, sell, dispose of, turn to account, grant rights and privileges in respect of or otherwise deal with all or any part of the property and rights of the Company.
- (y) To lend and advance money or give credit to person on such terms as may seem expedient and in particular to customers and others having dealings with the Company, and or give guarantees or become surety for any such persons.
- (z) To remunerate any person, firm or Company rendering service to this Company, whether by cash payments or by the allotment to him or them of shares or securities of the Company credited as paid up in full or in part or otherwise.
- (aa) To act as agents of brokers and as trustees for any person, firm or Company and to undertake and perform sub-contract and also to act in any other business of the Company through or by means of agents, brokers, sub-contractor, or others.
- (bb) To distribute among the members in specie any property of the Company or any proceeds of sale or disposition of any property of the Company, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (cc) To do all or any of the above 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 by or through agents, sub-contractors, trustees or otherwise.

The objects set forth in a sub-clause of this clause shall not, except when the context expressly so requires, be in anywise limited or restricted by reference to or inference from terms of any other sub-clause or objects therein specified or powers there by conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first sub-clause of this clause, but the Company shall have full power to exercise all or any of the power conferred by any part of this 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.

4. The liability of the members is limited.

5. The share capital of the Company is Shillings Two hundred thousands (£ 200,000/=) divided into 200 shares of One thousand (£ 1,000/=) each. Subject hereunder mentioned the Company is to be at liberty to issue any new shares with any preferential deferred, qualified or special rights, privileges or conditions attached thereto. The rights for the time being attached to any shares having preferential, deferred, qualified or special rights, privileges or conditions attached thereto may be modified, affected, varied, extended or surrendered with such consent or sanction as is provided by this Articles of Association of the Company but not further or otherwise.

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ASSN. Registrar of Companies  
 Date 21/10/2004

THE COMPANIES ORDINANCE (CAP.212)  
COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

JAMAL HOLDINGS LIMITED

1. The regulations contained in Table A in the first schedule to the Companies Ordinance (Cap. 212) (hereinafter referred to as Table A) shall apply except in so far as they are excluded or varied hereby and in particular, Articles 11, 19, 45, 50, 58, 59, 64, 66, 69 (g), 73 to 80 inclusive, 82 and 101 shall not apply to this Company but in lieu thereof and in addition to the remaining Article of Table A the following shall be the Regulation of the Company.

2. The Company is registered as a private Company and accordingly:  
(a) The right to transfer the shares is restricted in the manner hereinafter provided.

The number of members of the Company (exclusive of person who are in the employment of the Company and persons who having been formerly in the employment of the Company were while in such employment and have continued after the determination of such employment to be members of the Company) shall not at any time exceed fifty. Provided that where two or more persons hold one or more shares jointly in the Company they shall for the purpose of this Article 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.

SHARES

3. Subject to the provision of these Articles, the shares shall be under the control of the Directors who may allot or dispose of the same at such price either at par or at premium or (subject to the provision of the Ordinance) at a discount and such time and such manner as they think fit, with full power to give any person the right to call for allotment of any shares at par or at a premium and for such time and for such consideration as the Directors think fit.

4. No person shall be recognized by the Company as holding any shares upon any trust, and the Company shall not be bound by or recognise any equitable contingent, future, further or partial interest in any share or fractional part of a share, or (except as by these presents expressly provided) any other right in respect of any share except an absolute right to the entirety thereof in the registered holder.

TRANSFER AND TRANSMISSION OF SHARE

5. Any share may be transferred at any time by a member to another member or to a wife, husband, son, daughter, brother, or nephew of the transferor member, and any share of a deceased member may be transferred by his legal personal representative, executor or administrator to any of the said relations of the deceased member (as hereinafter specified) to whom the deceased member may have specifically bequeathed the same provided that Directors may decline to register any transfer of shares on which the Company has a lien and the Directors shall have an absolute right to refuse to register the transfer of any share, whether the proposed transferee be a member of the Company or one of the aforesaid relation of a member of the Company, or not without assignin, any reason therefor.

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Asst. Registrar of Companies  
Date 2000

6. Save as hereby otherwise provided, no share shall be transferred to any person who is not a member of the Company so long as any of the Company is willing to purchase the same at the fair value, which shall be determined by the Auditors and when occasion of such transfer arises and the determination of Auditors shall be accepted by all parties to be a "fair value."

**BORROWING POWERS**

7. The Directors may from time to time raise or borrow or may themselves lend for the purpose of the Company's business such sum of money as they think fit and may secure the repayment of or raise any sum or sums as aforesaid, by mortgage or charge upon the whole or part of the property and assets of the Company or in such way as the Directors may think expedient.

**PROCEEDING AT GENERAL MEETINGS**

8. The quorum by Article 45 of Table A shall be two members, present either personally or by proxy and the said Article 45 shall be modified accordingly.

9. 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 by at least one member and unless a poll is so demanded a declaration by the Chairman that the resolution has on show of hands, been carried or carried unanimously, or by a particular majority or lost an entry to that effect in the minute shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

10. Any ordinary resolution of the Company determined without any general meetings and evidence by writing under the hands of majority of the Directors and of the members of the Company holding threefourths 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.

11. A general meeting, ordinary or extraordinary may with the consent in writing of all members for the time being, be convened on a shorter notice than seven days or without notice.

**DIRECTORS**

12. The following persons shall be the first Directors of the Company.

- 1. HASHAM JAMAL
- 2. ABDULSULTAN HASHAM JAMAL

13. Each Director may nominate a person who shall be approved of in writing by other Directors to act as alternate Director in his place during his absence or inability to act as such.

14. Any Director may hold any other office or place of profit under the Company (except that of Auditor) in conjunction with his office of Director and on such terms as to remuneration and otherwise as the Directors shall arrange.

15. Any act done in good faith by a Director whose office is vacated in accordance with Article 72 of Table A shall be valid unless, prior to the doing of such act written notice shall have been served upon the Director, or an entry shall have been made in the Directors Minute Book stating that such Director has ceased to be a Director of the Company.

16. No Director shall be disqualified by his office from contracting with the Company either as vendor, purchaser, or otherwise nor shall any such contract or arrangement entered into by or on behalf of the Company in which any Director shall be concerned or interested be avoided, nor shall any

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Ast. Registrar of Companies  
Date 12/20/07

*[Signature]*

time take upon himself as agent of the Company or for its benefit or intended benefit.

**WINDING UP**

25. In a winding up, the liquidator may with the sanction of an extraordinary resolution distribute all or any of the assets in specie among the members in such proportion and manner as may be determined by resolution, provided always that if any such distribution is proposed to be made otherwise than in accordance with the existing rights of the members, every member shall have the same right of dissent and other ancillary rights as if such resolution were a special resolution passed pursuant to Section 230 of Companies Ordinance, 1931.

**ARBITRATION**

26. Whenever there shall be an equality of votes amongst members or Directors or whenever any difference shall arise between the Company and the Directors on one hand and any of the members or their representative on the other hand, or between any members or class of members with regards to the construction of these presents, or with regard to anything done, executed, omitted or suffered in pursuance of these presents or the Companies Ordinance or with regards to any breach or alleged breach of these presents or any claim on account of any such breached or alleged breached or otherwise relating to these presents or to any of the affairs of the Company, every such difference of opinion shall be referred to the decision of two arbitrators, one to be appointed by each of the parties in difference and any such reference shall be subject to all the provision of the Arbitration Ordinance for the time being in force in the Republic of Tanzania.

Name and Address of the Subscriber	Description	No. of Shares Subscribed	Signature
HASHAM JAMAL, P. O. BOX 143, MWANZA.	BUSINESSMAN	1	<i>Hasam Jamal</i> H. JAMAL
ABDULSULTAN HASHAM JAMAL, P. O. BOX 143, MWANZA.	BUSINESSMAN	1	<i>Abdul Sultan</i> A. H. JAMAL

DATED this 11th day of OCTOBER, 1976.

Witness to the above signatures:

Signature: *[Signature]*



Address: M. VELAYUDHAN, ACA, AKWA, AMBIM,  
P. O. Box 21209,  
DAR-ES-SALAAM.

Descriptions - CHARTERED ACCOUNTANT.

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*[Signature]*  
Asst. Registrar of Companies  
Date 9/10/2009

Director so contracting or being so concerned or interested be liable to account to the Company for any profit realised by such contract or arrangement by reason of such Director holding that office or of the fiduciary relation established thereby, but it is declared that the nature of his interest must be disclosed by him at the meeting of the Directors at which the contract or arrangement is determined on if his interest then exist or in any other case at the first meeting of the Directors after the acquisition of his interest and that except in the case of contract made between the first Director and the Company on the formation of the Company no Director shall as a Director vote in respect of any contract or arrangement in which he is interested as aforesaid and if he do so vote, his vote shall not be counted but he shall be entitled at the meeting during the transaction of the business in relation to which he is prevented from voting and shall be reckoned for the purpose of ascertaining whether there is a quorum of Directors present. This provision shall not apply to any contract by or on behalf of the Company to give the Directors or any of them any security by way of any indemnity against any loss, which they or any of them may suffer by reason or becoming or being sureties of the Company. And it is hereby declared that this Article shall read in substitution for the provision to Article 72 of Table A.

- 17. A general notice that any Director is a member of any specified firm or Company and is to be regarded as interested in any subsequent transaction with such firm and Company shall as regards any such transaction be sufficient disclosure under Article 21 hereof and after such general notice, it shall not be necessary to give any special notice relating to any particular transaction with such firm or Company.

PROCEEDING OF DIRECTORS

- 18. It shall not be necessary to give notice of a meeting of the Directors to a Director, who is not within the Republic of Tanzania at the time the notice calling such meeting is issued.
- 19. A resolution in writing, signed or initialled by all the Directors in the Republic of Tanzania being not less than one shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted.
- 20. The quorum for transacting business shall unless otherwise determined by the Directors be two.
- 21. Where a notice is sent by post it shall be deemed to have been sent by post, it shall be deemed to have been served at the expiration of forty-eight hours after it was posted and Article 104 of Table A shall be modified accordingly.
- 22. From and including the words, "and advertised" appearing in line three of Article 105 of Table A to the end of that Article shall not apply to the Company and that Article shall be modified by the addition thereto of the words following that is to say:- "and display in the Registrar Office of the Company shall be deemed to be duly served on him on the day on which it was displayed."

INDEMNITY

No Director or other officer of the Company acting in good faith and within the scope of his duties, shall be liable for any loss, damage or misfortune whatever which may occur, whether the same be occasioned by any mistake, error, oversight or omission on his part or not.

- 23. Every Director and other officer of the Company shall be entitled to have reimbursed out of the fund of the Company all travelling and other expenses which he may from time to time incur in the discharge or attempted discharge of his Company against all liabilities whatsoever which he may from time to

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Registrar of Companies  
Date 15/10/2017