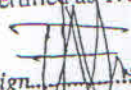


Certified as True Copy of the Original

Appendix B

Sign.  Date 17/02/2011

Emanuel Mkyoyi, Advocate
Notary Public & Commissioner for Oaths

THE COMPANIES ORDINANCE (CAP 212)

COMPANY LIMITED BY SHARES

Memorandum

And

Articles of Association

of

BUSHMAN HUNTING SAFARIS LIMITED

Incorporated this day of 20

Drawn by
Tala M. Abood (Subscriber)
P.O. Box 678
MOROGORO

Certified as True Copy of the Original

Sign... Emanuel Mkonyi, Advocate
Date... 17/02/2011

THE COMPANIES ORDINANCE (CAP. 212)
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
BUSHMAN HUNTING SAFARIS LIMITED

TANZANIA

Stamp Duty

Stamp Duty

500/-
312/03
Mwera

TANZANIA

Stamp Duty Sls. 2500/- Paid

Receipt No: 199/000/312/03

Asst. Secretary of Companies

1. The name of the Company is "Bushman Hunting Safaris Limited"
2. The registered office of the Company shall be situated in Tanzania
3. The objects for which the Company is established are:-
 - (a) To carry on business as hunters, animal trappers, bird catchers, taxidermists, fell mongers excursions operators, tourists agents and to facilitate traveling and hunting generally and to provide for hunters, tourists and travelers and to provide provisions and convenience of all kinds in the way of tickets, circular tickets, sleeping cars or berths, hotels, lodging, hunting resorts and guides, tented camps, sage deposits, equity bureau, vending rooms, waiting rooms and generally to promote the provision of traveler's and means of the booking of travel tickets, obtaining hunting licenses and permits for hunters, arrangement of accommodation and operating tours.
 - (b) To import, export or generally carry on all or any of the business of trophy and carvings manufacturers and distribution thereof, dipping and tanning of game, trophies, polishing, carving and processing of ivory, sellers of animal horns, teeth and articles made from cutting manufacturing and processing of tanned skins of different kinds of animals and sale of articles made there from dealing in live and / or stuffed animals and reptiles.
 - (c) To sell, import export, improve, prepare, deal and trade in forestry products, lobsters, crabs, prawns, fishes, beche d'mer, sea shells, sea minerals and all or any other sea species live and dead of every description.
 - (d) To carry on the business of importers, suppliers and dealers in livestock and live animals, to carry on all or any of the trades and business of breeders, suppliers, exporters, importers, merchants of and dealers in livestock, farmers, graziers, market gardeners, agriculturists,

horticulturists and dairymen and any other trade or business in connection with livestock and birds.

- (e) To establish animal farms, ostrich farms, crocodile ponds, fish ponds and aquariums.
- (f) To carry on the business of safari lodges, boarding houses, hotels, restaurants, cafes, tented camps, road houses, inns, motels, safari and holiday camp keepers and to operate tours for sight seeing and visits to game parks and / or places of specific and general interest and to carry on secretarial work and to act as agents for all types of work connected with tourism and other trades and business in Tanzania or elsewhere.
- (g) To do all or any of the above things in any part of the world as principals, commission agents, contractors, and trustees or otherwise, alone or in conjunction with others.
- (h) To carry on any other trade or business whatsoever whether manufacturing or otherwise which can, in the opinion of the Company, be advantageously or conveniently carried on by the Company, by way of extension or in connection with any such business or to increase the value or turn to account any of the company's assets, property or rights.
- (i) To purchase, take on lease or in exchange, hire or otherwise acquire any real and personal property and any rights or privileges which the Company may think necessary or convenient for the purpose of its business and in particular any land, buildings, casements, machinery, plant and stock in trade
- (j) To enter into partnership or arrangement in the nature of a partnership, co-operation or union of interests, with any Company or person engaged or interested in the carrying on or conducting of any business which the Company is authorized to carry on or to conduct or from which the Company would or might derive any benefit, whether direct or indirect, and to finance, subsidise, make donations to or assist any Company or persons as may be deemed expedient.

- (k) To sell, lease, grant licences, easements and other rights over or in any other manner to deal with or dispose of the undertaking, property and assets of the Company or any part thereof for such consideration as the Company may think fit, and in particular for shares (fully or partly paid up), debentures, debenture stock, securities or obligations of any other Company whether promoted by the Company for the purpose or not.
- (l) To draw, make, accept, endorse, execute and issue promissory notes, bills of exchange, debentures or other negotiable or transferable instruments
- (m) To adopt such means of making known the products of the Company as may seem expedient and in particular advertising in the press, by circulars, by purchase and exhibition of works of art or interest by publication of books and periodicals, and by granting prizes, rewards and donations.
- (n) To borrow or raise or secure the payment of money in such manner as the Company shall think fit, and in particular by the issue of debenture stock certificate or other securities perpetual or otherwise, charged upon all or any of the Company's rights and property (present and future) including any uncalled capital or without any such security and to purchase, redeem or pay off any such security or loan
- (o) To do all such other things as the company may think are incidental and conducive to the attainment of the above objects. 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 incorporated or not incorporated, and whether domiciled in Tanzania or elsewhere, and that the intention is that each of the objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be an independent main object and be in nowise limited or restricted by reference to or inference from the terms or any other paragraph or the name of the Company.

4. The liability of the members is limited.

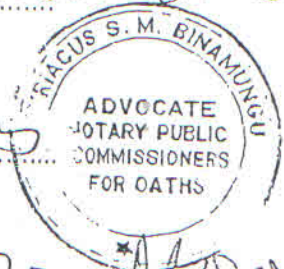
NAME, POSTAL ADDRESS AND OCCUPATIONS OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURES OF SUBSCRIBERS
Fauzi M. Abood P.O. Box 63136 Dar es Salaam	40	<i>[Signature]</i>
Aziz M. Abood P.O. Box 127 Morogoro	40	<i>[Signature]</i>
Talal M. Abood P.O. Box 678 Morogoro	20	<i>[Signature]</i>

Dated this 2nd Day of December 2021

Witness to the above signatures:-

Name: Cyriacus BINAMUNGU

Signature: *[Signature]*

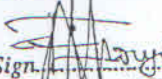


Postal address: P.O. BOX 1320 Morogoro

Qualification: ADVOCATE

Certified as True Copy of the Original
 Sign: *[Signature]* Date: 17/02/2021
 Emanuel Mkonyi, Advocate
 Notary Public & Commissioner for Oaths

Certified as True Copy of the Original

Sign.  Date 17/02/2011
Emanuel Mkonyi, Advocate

Notary Public & Commissioner for Oaths
THE COMPANIES ORDINANCE (CAP. 212)

COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
BUSHMAN HUNTING SAFARIS LIMITED
PRELIMINARY

TANZANIA

Stamp Duty Sbs: 2500/- Paid

Receipt No: 1990084/3/12/15


Registrar of Companies

5000/-

1990084/3/12/15


In these articles:-

- "The Ordinance" means the Companies Ordinance (Cap. 212)
"The Seal" means the common seal of the Company
"Secretary" means any person appointed to perform the duties or the Secretary of the Company.

Expressions referring to writing shall unless the contrary intention appears, be construed as including references to printing, lithography and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these articles shall bear the same meaning as in the ordinance or any statutory modification thereof in force at the date at which these articles become binding upon the Company.

2. The regulations contained in table A of the first schedule to the Companies Ordinance (Cap. 212) shall not apply to the Company.
3. 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 having been formerly in the employment

"I ofbeing a member of
BUSHMAN HUNTING SAFARIS LIMITED hereby appoint
..... Of As my
proxy, to vote for me and on my behalf at the (annual or extraordinary, as the case may be)
general meeting of the Company to be held on the day of
..... 20..... and at any adjournment thereof.
Signed this day of 20....."

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

Corporations acting by representatives at meeting.

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

DIRECTORS.

68. (a) The first Director shall be not less than two in number and shall be appointed by the subscribers to the Memorandum of Association, who shall nominate one as Chairman of the Board. Such nominee shall remain Chairman until the first General Meeting when the other shall become Chairman, and at every subsequent General Meeting the Chairman shall rotate provided always there are only two Directors. If there are more the Directors may appoint any one of them to be the Chairman of the Company and likewise remove him from such office. Unless and until otherwise determined by the Company by ordinary resolution the number of Directors (*excluding alternate Directors*) shall not be less than two.
- (b) Unless and until the Company in general meeting shall otherwise determine the first

Directors of the Company shall be:-

1. Fauzi M. Abood
2. Aziz M. Abood
3. Talal M. Abood

69. The Company may by ordinary resolution remove any Director and appoint another person in his stead. Any vacancy occurring in the Board of Directors may be filled up by the Company by an ordinary resolution.
70. 1). The remuneration of the Directors shall from time to time be determined by the Company in general meeting.
- 2). In addition to their usual remuneration the Directors shall also be paid such traveling, hotel and other expenses as may reasonably be incurred by them in the exercise of their duties, including any such expenses incurred in connection with their attendance at meeting of Directors.
71. Any Director may at any time appoint any person approved by the Directors to be an alternate Director of the Company, and may at any time remove any alternate Director so appointed by him from office and subject to such approval as aforesaid, appoint another person in his place. An alternate Director shall (*subject to his giving to the Company and address within Tanzania at which notices may be served on him*) be entitled to receive notices of all meetings of the Directors, and to attend and vote as a Director at any meeting at which the Director appointing him is not personally present, and generally to perform all the functions of his appointor as a Director in the absence of such appointor. An alternate Director shall ipso facto cease to be an alternate Director. All appointments and removals of alternate Director shall be effected by notice in writing under the hand of the Director making or revoking such appointment sent to or left at the registered office. An alternate Director shall be an officer of the Company and shall alone be responsible to the Company for his own acts and defaults and he shall not be deemed to be the agent of or for the Director alternate Director shall be payable out of the remuneration payable to the Director appointing him, and shall consist of such part (*if any*) of

of the Company were while in such employment and have continued after the determination of such employment to be members of the Company) is limited to fifty.

Provided that where two or more persons hold one or more shares in the Company jointly they shall for the purpose of this article be treated as a single member.

SHARES

4. The share capital of the Company is shillings one hundred million (100,000,000/=) divided into one hundred thousand (100,000) ordinary shares of shillings one thousand 1,000/-.
5. Subject to the provisions, if any, in that behalf of the Memorandum of Association and without prejudice to any special rights previously conferred on the holders of existing shares, any shares may be issued with such preferred, differed or other special rights or such restrictions, whether in regard to dividend, voting, return or share capital or otherwise, as the Company may from time to time by special resolution determine, and any preference share may, with the sanction of a special resolution, be issued on the terms that it is, or at the option of the Company is liable to be redeemed.
6. (i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (*unless otherwise*) provided by the terms of issue of the class) may be varied with the sanction of an extraordinary resolution passed at a separate general meeting of the holders of the shares of that class.

(ii) In every such separate general meeting the provisions of these regulations relating to general meetings, should mutatis mutandis apply but so that the necessary quorum shall be two persons at least holding or representing by proxy one-third of the issued shares of the class, and that any holder of shares of the class present in person or by proxy may demand a poll.

(iii) For the purpose of these Articles, the rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the

terms of issue of the shares of that class be deemed to be varied by the creation of issue of further shares ranking pari passu therewith.

7. Every person whose name is registered as a member in the register of members shall, without payment, be entitled to a certificate under the seal of the Company specifying the share of shares held by him and the amount paid up thereon, provided that in respect of a share or shares held jointly by several persons the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all.
8. If a share certificate is defaced, lost or destroyed, it may be renewed on payment of such fee, if any, not exceeding one shilling, and on such terms, if any, as to evidence and indemnity, as directors think fit.
9. No part of the funds of the Company shall directly or indirectly be employed in the purchase of, or in loans upon the security of, the Company's shares, but nothing in this regulation shall prohibit transactions mentioned in the proviso to section 46 (1) of the Ordinance.
10. The Company shall be entitled to treat the person whose name appears upon the register in respect of any shares as the absolute owner thereof and shall not be under any obligation to recognize any trust or equity or equitable claim to or partial interest in such shares whether or not it shall have express or other notice thereof.
11. The Company shall have a lien on every share for all moneys (*whether presently payable or not*) called or payable at a fixed time in respect of that share, and the Company shall also have a lien on all shares standing registered in the name of single person for all moneys presently payable by him or his estate to the Company but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this regulations. The Company's lien, if any, on a share shall extend to all dividends payable thereon.
12. The Company may sell, in such manner as the directors think fit, any shares on which the Company has a lien, but no sale shall be made unless some sum in respect of which the lien

exists is presently payable, nor until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which shareholder for the time being of the share, or the person entitled thereto by reason of this death or bankruptcy.

13. For giving effect to any such sale the directors may authorize some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer and he shall not be bound to see to the application of the purchase money, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the sale.
14. The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable and the residue shall (subject to a like lien for sums not presently payable as existed upon entitled to the shares at the date of the sale.

CALLS ON SHARES.

15. The directors may, subject to any conditions of allotment, from time to time make calls upon the members in respect of any moneys unpaid on their shares (*whether on account of the nominal value of the shares or by way of premium*) provided that (*except as otherwise fixed by the conditions of allotment*) no call on any share shall be payable at less than thirty days from date appointed for payment of the last preceding call, and each members shall (*subject to being given at least fourteen days' notice specifying the time or times and place of payment*) pay to the Company at the time or times and place so specified the amount called on his shares.
16. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
17. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is dues shall pay interest upon the sum at the rate of

eight per centum per annum from the day appointed for the payment thereof to the time of the actual payment, but the directors shall be at liberty to waive payment of the interest wholly or in part.

18. The provisions of these regulations as to the liability of joint holders and as to payment of interest shall apply in the case of no-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the amount of the share, or by way of premium, as if the same had become payable by virtue of a call duly made and notified.
19. The directors may, if they think fit, receive from any member willing to advance the same all or any part of the money unpaid upon the shares held by him beyond the sums actually called upon thereon as payment in advance of calls which will extinguish, so far as the same shall extend, the liability upon the shares in respect of which it is advanced, and the Company may pay interest upon the money so received, or so much thereof as from time to time exceeds the amount of the calls then made upon the shares in respect of which it has been received, at such rate as the member paying such sum and the directors agree.

TRANSFER AND TRANSMISSION OF SHARES.

20. The instrument of transfer of any share shall be executed or on behalf of the transferor and transferee, and the transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.
21. Shares shall be transferred in the following form, or in any usual or common form which the directors shall approve:-

" I, A.B. , of for a
consideration of Shs.
paid to me by C.D. , of
(hereinafter called "the said transferee")
do hereby transfer to the said transferee the share (or shares) numbered
in the undertaking called the BUSHMAN HUNTING SAFARIS LIMITED

to hold unto the said transferee, subject to the several conditions on which I hold the same; and I, the said transferee, do hereby agree to take the said share (or shares) subject to the conditions aforesaid.

As witness our hands the day of 20

22. The Directors may in their absolute discretion decline to register any transfer of shares to a person of whom they do not approve not being already a member of the Company and may also decline to register any transfer of shares on which the Company has a lien. The directors may also suspend the registration of transfer during the fourteen days immediately preceding the ordinary general meeting in each year. The directors may decline to recognize any instrument of transfer unless:-

- (a) A fee not exceeding two million shillings is paid to the Company in respect thereof; and
- (b) The instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the directors may reasonably require showing the right of the transferor to make the transfer.

If the Directors refuse to register a transfer of any shares they shall within two months after the date on which the transfer was lodged with the Company send to the transferee notice of the refusal.

- (ii) Upon the price being fixed as aforesaid the Board shall forthwith give notice to all the members of the Company of the number and price of the shares to be sold and invite each of them to state in writing within thirty days from the date of the said notice whether he is willing to purchase any and, if so, what maximum number of the said shares.
- (iii) At the expiration of the said thirty days the Board shall allocate the said shares to or amongst the member or members who shall have expressed his or their willingness to purchase as aforesaid, and (*if more than one*) so far as may be possible prorate according to the number of shares already held by them respectively **PROVIDED THAT** no member shall be obliged to take more than the said maximum number of shares so notified by him as aforesaid.
- (iv) Upon such allocation being made the vendor shall be bound on payment of the said price to transfer the shares to the purchaser or purchasers. If he makes default in so doing the Chairman for the time being of the Directors of the Company or failing him one of the Directors duly nominated by resolution of the Board for that purpose shall forthwith be deemed to be duly appointed attorney of the vendor with full power to exercise, complete and deliver in the name and on behalf of the vendor a transfer of the shares to the purchasing member and the Board may receive and give a good discharge for the purchase-money on behalf of the vendor and enter the name of the purchaser of the shares purchase by him.
- (v) In the event of the whole or any lot of shares offered through the Board as provided by this article not being sold in the manner by this article provided, the vendor may at any time within six calendar months after the expiration of the said period of thirty days after the date of the notice given by the Board to the members, transfer the shares not so sold to any person (*subject to Article 22*) and at any price.

FORFEITURE OF SHARES.

27. If a member fails to pay any call or installment of a call on the day appointed for payment thereof, the Directors may, at any time thereafter during such time as any part of such call or installment remains unpaid serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued.
28. The notice shall name a further day (*not earlier than the expiration of fourteen days from the date of the notice*) or before which the payment required by the notice is to be made, and shall state that in the event of non-payment at or before the time appointed the shares in respect of which the call was made will be liable to be forfeited.
29. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made. Be forfeited by a resolution of the Directors to that effect.
30. A forfeited share may be sold or otherwise disposed off on such terms and in such manner as the Directors think fit, and at any time before a sale or disposition the forfeiture may be cancelled on such terms as the directors think fit.
31. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding, remain liable to pay to the Company all moneys which, at the date of forfeiture were presently payable by him to the Company in respect of the shares, but his liability shall cease if and when the Company receive payment in full of the nominal amount of the shares.
32. A statutory declaration in writing that the declarant is a Director of the Company, and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the fact therein stated as against all persons claiming to be entitled to the share. The Company may receive the consideration, if any given for the share on any sale or disposition thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of and he shall thereupon be registered as the holder of the

share, and shall not be bound to see the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

33. The provisions of these regulations as to forfeiture shall apply in the case of no-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the amount of the share, or by way of premium, as if the same had been payable by virtue of a call made and notified.

CONVERSION OF SHARES INTO STOCK.

34. The Company may by ordinary resolution convert any paid-up shares into stock, and reconvert any stock into paid-up shares of any denomination.
35. The holders of stock may transfer the same. Or any part thereof, in the same manner, and subject to the same regulations, as, and subject to which, the shares from which the stock arose might previously to conversion have been transferred, or as near thereto as circumstances admit but the Directors may from time to time fix the minimum amount of stock transferable, and restrict or forbid the transfer of fractions of that minimum, but the minimum shall not exceed the nominal amount of the shares from which the stock arose.
36. The holder of stock shall, according to the amount of the stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company and other matters as if they held the shares from which the stock arose, but no such privilege or advantage (*except participation in the dividends and profits of the Company*) shall be conferred by any such aliquot part of stock as would not if existing in shares, have conferred that privilege or advantage.
37. Such of the regulations of the Company as are applicable to paid – up shares shall apply to stock, and the words "share" and "shareholder" therein shall include "stock" and " stockholder".

ALTERATION OF CAPITAL

38. The Company may from time to time by special resolution increase the share capital by such sum, to be divided into shares of such amount, as the resolution shall prescribe.
39. All new shares shall, before issue, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion, as nearly as the circumstance admit, to the amount of the existing shares to which they are entitled. The offer shall be made specifying the number of shares offered, and limiting a time, within which the offer, if not accepted, will be deemed to be declined, and after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may dispose of those shares in such manner as they think most beneficial to the Company. The Directors may likewise so dispose of any new shares which (*by reason of the ratio which the new shares bear to shares held by persons entitled to an offer of new shares*) cannot, in the opinion of the Directors, be conveniently offered under this article.
40. The Company may by ordinary resolution:-
- (a) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares.
 - (b) Sub-divide its existing shares or any of them, into shares of smaller amount than is fixed by the Memorandum of Association subject, nevertheless, to the provisions of section 51 (1) (d) of the Ordinance.
 - (c) Cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.
41. The Company may, by special resolution, reduce its share capital and any capital redemption reserve fund in any manner and with, and subject to, any incident authorized, and consent required, by law.

42. A general meeting shall be held once in every calendar year at such time (*not being more than fifteen months after the holding of the last preceding general meeting*) and place as may be determined by the directors. In default of the general meeting so held a general meeting may be convened by any one member in the same manner as nearly as possible as that in which meetings are to be convened by the directors.
43. All such general meetings shall be called Annual General Meetings, and all other general meetings shall be called extra – ordinary General Meetings.
44. The directors may, whatever they think fit, convene an Extraordinary General Meeting and Extraordinary General Meeting shall also be convened by such requisition as provided by section 114 of the Ordinance. If at any time there are not within Tanzania sufficient directors capable of acting to form a quorum, any Director or any one member of the Company may convene an Extraordinary General Meetings in the same manner as nearly as possible as that in which meetings may be convened by the Directors.

NOTICE OF GENERAL MEETINGS.

45. Subject to the provisions of section 117 (2) of the Ordinance relating to special resolutions, seven day's notice at the least (*exclusive of the day on which the notice is served or deemed to be served but inclusive of the day for which notice is given*) specifying the place, the day and the hour of meeting and, in case of special business, the general nature of that business shall be given in manner hereinafter mentioned, or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under the regulations of the Company entitled to receive such notices from the Company but with the consent of all the members entitled to receive notice of some particular meeting, that meeting may be convened by such shorter notice and in such manner as those members may think fit.
46. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any member shall not invalidate the proceedings at any meetings.

PROCEEDINGS AT GENERAL MEETINGS.

47. All business shall be deemed special that is transacted at an Extra-Ordinary General Meeting and all that is transacted at an Annual General Meeting, with the exception of sanctioning a dividend, the consideration of the accounts balance sheets and the ordinary report of the Directors and auditors and the fixing of remuneration of the auditors.
48. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business, save as herein provided two members present in person or by proxy shall be a quorum.
49. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved in any other case it shall be adjourned to the same day in the next week, at the same time and place, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting it shall be dissolved.
50. The Chairman, if any, of the Board of Directors shall preside as Chairman at every general meeting of the Company.
51. If there is no such Chairman or if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as Chairman, the members present shall choose some one of their number to be Chairman.
52. The Chairman may, with the consent of any meeting at which a quorum is present (*and shall if so directed by the meeting*) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for ten days or more, notice to take adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

53. At any 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 present in person or by proxy and entitled to vote. Unless a poll is so demanded a declaration by the Chairman that the resolution has, on a show of hands, been carried or carried unanimously or by a particular majority, or lost, and an entry to that effect in the minute books shall be conclusive evidence of the fact.
54. If a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
55. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
56. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs.
57. An ordinary resolution of the Company determined on without any general meeting and evidenced by writing under the hands of all the Directors or a sole Director and of members of the Company holding in the aggregate three-fourths of the issued shares of the Company shall be as valid and effectual as an ordinary resolution duly passed at a general meeting of the Company.

VOTES OF MEMBERS.

58. Subject to any rights or restrictions of the time being attached to any class or classes of shares, on a show of hands every member present in person shall have one vote. On a poll every member shall have one vote for each shares of which he is the holder.

59. In the case of joint holders the vote of the semi or who tenders a vote whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names stands in the register of members.
60. A member of unsound mind, or in respect of whom an order has been made by any Court jurisdiction in lunacy, any vote, whether on a show of hands or on a poll, by his committee or other guardian appointed by that court, and any such committee or other legal guardian may, on a poll vote by proxy.
61. No member shall be entitled to vote at any general meeting unless all class or other sums presently payable by him in respect of shares in the company have been paid.
62. On poll votes may be given either personally or by proxy. Provided that no Company shall vote by proxy as long as a resolution of its Directors in accordance with the provisions of Section 116 of the Ordinance is in force.
63. The instrument appointing a proxy shall be in writing under the hand of the appoint of or of his attorney duly authorized in writing, or, if the appointer is a corporation, either under seal, or under the hand of and officer or attorney duly authorized. Approx need not be a member of the Company.
64. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company not less than seventy – two hours before the time for holding the meeting or adjourned meeting, at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.
65. An instrument appointing a proxy may be in the following form or any other form which the Directors shall approve:-

the last mentioned remuneration as shall be agreed between the alternate Director and the Director appointing him.

72. A Director and alternate Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any general meeting of the Company, and at any separate meeting of the holders of any class of shares in the Company.
73. A resolution in writing signed by all the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted and may consist of several documents in the like form, each signed by one or more of the Directors but so that the expression "Director" in this article shall not include an alternate director other than an alternate director appointed by a director who at the date of the resolution is absent from Tanzania.
74. Provided a Director declares his interest therein in manner provided by the Ordinance he may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising there out, and if he shall so vote his vote shall be counted in the quorum when any such contract or arrangement is under consideration.
75. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property, uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt liability or obligation of the Company or of any third party.

POWERS AND DUTIES OF DIRECTORS.

76. The business of the Company shall be managed by the Directors who may pay all expenses incurred in getting up and registering the Company, and may exercise all such powers of the Company, as are not, by the Ordinance, or by these Articles, required to be exercised by the Company in general meeting, subject nevertheless, to any regulation of these articles, to the provisions of the Ordinance and to such regulations being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in general meeting; but no

regulations made by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

77. The Directors may from time to time appoint one or more of their body corporate to manage the Company for such term and at such remuneration (*whether by way of salary or commission*) as they may think fit. In the case of the appointment of a Managing Director such appointment shall be subject to determination ipso facto if he ceases from any cause to be a Director.
78. The Directors shall cause minutes to be made in books provided for the purpose:-
- (a) Of all appointments of officers made by the Directors;
 - (b) Of the names of the Directors, and of committees of Directors and every Director present at any meeting of Directors or committee of Directors shall sign his name in a book to be kept for that purpose.

THE SEAL.

79. The Board shall provide for the safe custody of the seal. The seal shall be used only by the authority of the Board and every instrument to which the seal be affixed shall be signed by a Director and also by the Secretary or by a second director or by some other person appointed by the Board for the purpose.

DISQUALIFICATION OF DIRECTORS.

80. The office of Director shall be vacated, if the Director:-
- (a) Without the consent of the Company in general meeting holds any other office of profit under the Company except that of Managing Director or Manager; or

- (b) Becomes bankrupt in this territory or in any other territory which is declared to be a reciprocating territory under Section 147 of the Bankruptcy Ordinance; or
- (c) Becomes prohibited from being a Director by reason of any order made under sections 213 or 269 of the Ordinance; or
- (d) Is found lunatic or becomes of unsound mind; or
- (e) Resigns his office by notice in writing to the Company; or
- (f) Is punished with imprisonment for a term exceeding six months without the option of a fine.

PROCEEDINGS OF DIRECTORS.

- 81. The Directors may meet together for the dispatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote. A Director may, and the secretary on the requisition of a Director shall, at any time summon a meeting of the Directors.
- 82. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed shall be two.
- 83. The continuing Directors may act notwithstanding any vacancy in their body but, if and so long as their number is reduced below the number fixed by or pursuant to the regulations of the Company as the necessary quorum of Directors, the continuing Directors may act for the purpose of summoning a general meeting of the Company, but for no other purpose.
- 84. The Directors may elect a chairman of their meetings and determine the period for which he is to hold office; but if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be chairman of the meeting.

85. The Directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit, any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors.
86. A committee may elect a chairman of its meeting; if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same the members present may choose one of their number to be chairman of the meeting.
87. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and in case of an equality of votes the chairman shall have a second or casting vote.
88. All acts done by any meeting of the Directors or of a committee of Directors, or by any person acting as a Director shall, notwithstanding that it be afterwards discovered that there were some defect in the appointment of any such Director or person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

SECRETARY.

89. The Secretary shall be appointed by the Director for such term, at such remuneration and upon such conditions as they may think fit and any Secretary so appointed may be removed by them.
90. No person shall be appointed or hold office as a Secretary who is:-
- (a) The sole Director of the Company, or
 - (b) A corporation the sole Director of which is the sole Director of the Company; or
 - (c) The sole director of a corporation which is the sole director of the company.

91. A provision of the Ordinance or these regulations requiring or authorizing a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.

DIVIDENDS AND RESERVE.

92. The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Directors.
93. The Directors may from time to time pay to the members such interim dividends as appear to the Directors to be justified by the profits of the Company.
94. No dividends shall be paid otherwise than out of profits.
95. Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid on the shares, but if and so long as nothing is paid up on any of the said shares in the Company dividends may be declared and paid according to the amounts of the shares. No amount paid on a share in advance of calls shall, while carrying interest be treated for the purposes of this article as paid on the share.
96. The Directors may, before recommending any dividend, set aside out of the profits of the Company such sums as they think proper as a reserve or reserves which shall, at the discretion of the Directors, be applicable for meeting contingencies or for equalizing dividends or for any other purpose to which the profits of the Company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments (*other than shares in the Company*) as the Directors may from time to time think fit.
97. If several persons are registered as joint holders of any shares, any one of them may give effectual receipts for any dividend or other moneys payable on or in respect of the shares.

98. Any dividend may be paid by cheque or warrant sent through the post to the registered address of the member or person entitled thereto or in the case of joint holders to any one of such joint holders at his registered address or to such person and such address as the member or person entitled or such joint holders as the case may be may direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent or to the order of such other person as the member or person entitled or such joint holders as the case may be may direct.
99. No dividend shall bear interest against the Company.

ACCOUNTS.

100. The Directors shall cause proper books of account to be kept with respect to:-
- All sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
 - All sales and purchase of goods by the Company
 - The assets and liabilities of the Company
101. The books of account shall kept at the registered office of the Company, or at such other place or places as the Directors think fit, and shall always be open to the inspection of the Directors.
102. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the Company or any of them shall be open to the inspection of members not being Directors, and no member (*not being a Director*) shall have any right of inspecting any account or books or document of the Company except as conferred by statute or authorized by the Directors or by the Company in general meeting.

103. The Directors shall from time to time accordance with Section 123 of the ordinance, cause to be prepared and to be laid before the Company in general meeting such profit and loss accounts, balance sheets and reports as are referred to in that section.
104. The profit and loss account shall show, arranged under the most convenient heads, the amount of gross income, (distinguishing the several sources from which it has been derived, and the amount of gross expenditure, distinguishing the expenses of the establishment salaries and other like matters. Every item of expenditure fairly chargeable against the year's income) shall be brought into account, so that a just balance of profit and loss may be laid before the meeting and, in cases where any time of expenditure which may in fairness be distributed over several years has been occurred in any one year, the whole amount of such item shall be stated, with the addition of the reason why only a portion of such expenditure is charged against the income of the year.
105. A copy of every balance sheet (*including every document required by law to be annexed thereto*) which is to be laid before the Company in general meeting together with a copy of the Auditor's report shall not less than seven days before the date of the meeting be sent to all persons entitled to receive notices of general meetings of the Company.

AUDIT.

106. Auditors shall be appointed and their duties regulated in accordance with Sections 132, 133 and 134 of the Ordinance.

NOTICES.

107. A notice may be given by the Company to any member either personally or by sending it by post to him to his registered address, or (*if he has no registered address within the Territory*) to the address, if any, within the Territory supplied by him to the Company for the giving of notices to him. Where a notice is sent by post service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and

unless the contrary is proved to have been effected at the time at which letter would be delivered in the ordinary course of post.

108. If a member has no registered address within the Territory and has not supplied to the Company an address within the Territory for the giving of notices to him, a notice addressed to him and advertised in a newspaper circulating in the neighborhood of the registered office of the Company shall be deemed to have been duly given to him at noon on the day on which the advertisement appears.
109. A notice may be given by the Company to the joint holders of a share by giving the notice to the joint holder named first in the register of members in respect of the share.
110. A notice may be given by the Company to the persons entitled to a share in consequence of the death or bankruptcy of a member by sending it through the post in a prepaid letter addressed to them by name, or by the title of representatives of the deceased, or receiver of the bankrupt, or by any like description, at the address, if any within the Territory supplied of the purpose by the persons claiming to be so entitled, or (*until such an address has been so supplied*) by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.
111. Notice of every general meeting shall be given in some manner hereinbefore authorized to
 - (a) every member except those members who (*having no registered address within the Territory*) have not supplied to the Company an address within the territory for the giving of notices to them, and also to
 - (b) every person entitled to a share in consequence of the death or bankruptcy of a member, who, but for his death or bankruptcy would be entitled to receive notice of the meeting. No other person shall be entitled to receive notice of general meetings.

CAPITALIZATION OF PROFITS.

112. The Company in general meeting may upon the recommendation of the Directors resolve that it is desirable to capitalize any part of the amount for the time being standing to the credit of the profit or loss account or otherwise available for distribution amongst the member who would have been entitled thereto if distributed by way of dividend and in the same proportions on condition that the same be not paid cash but be applied either in shares by such members respectively, or paying up in full unissued shares or debentures of the Company to be allotted and distributed credited as fully paid up to and amongst such members in the proportion aforesaid, or partly in the one way or partly in the other, and the Directors shall give effect to such resolution.
113. Whenever such a resolution as aforesaid shall have been passed the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalized thereby, and all allotments and issues of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full powers to the Directors to make such provision by the issue of fractional certificate of shares or debentures debentures becoming distributable in fractions, and also to authorize any person to enter on behalf all the members entitled thereto into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalization, or (as the case may require) for the payment up by the Company on their behalf, the application thereto of their respective proportions of the profits received to be capitalized, of the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effected and binding on all such members.




WINDING UP.

114. If the Company shall be wound up, the liquidator may, with sanction of an extraordinary resolution of the Company and any other sanction required by the Companies Ordinance, if any, and having due regard to the respective rights of the holders of different classes of shares to which special rights are attached, divide amongst the members in specie or kind the whole

or any part of the assets of the Company and may for such purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may with like sanction vest the whole or any part such assets in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction, shall think fit, but so that no member shall be compelled to accept any shares of other securities whereon there is any liability.

INDEMNITY.

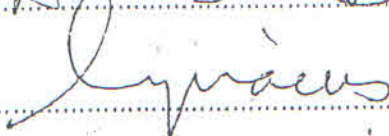
115. Subject to the provisions of the ordinance, every Director or other officer and auditor of the Company shall be indemnified out of the assets of the Company against all costs, charges, expenses, losses and liabilities which he may sustain or incur in or about the execution of his office or otherwise in relation thereto.

NAME, POSTAL ADDRESS AND OCCUPATIONS OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURES OF SUBSCRIBERS
Fauzi M. Abood P.O. Box 63136 Dar es Salaam	40	
Aziz M. Abood P.O. Box 127 Morogoro	40	
Talal M. Abood P.O. Box 678 Morogoro	20	

Dated the 2nd Day of December 2003

Witness to the above signatures:

Name: CYRIL ACUS BINAMUNGU

Signature: 


Postal address: P.O. BOX 1320

Morogoro

Qualification: ADVOCATE



Certified as True Copy of the Original

Sign:  Date: 17/02/2011
Emmanuel Mkoanyi, Advocate
Notary Public & Commissioner for Oaths

or any part of the assets of the Company and may for such purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may with like sanction vest the whole or any part such assets in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction, shall think fit, but so that no member shall be compelled to accept any shares of other securities whereon there is any liability.

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