

THE COMPANIES ORDINANCE (CAP. 212)
A PRIVATE COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
JAH PEOPLE INVESTMENT TRANSPORT COMPANY LIMITED

TANZANIA
Stamp Duty Paid
2-2-00
Receipt
Asst. Registrar of Companies

1. The name of the company is JAH PEOPLE INVESTMENT TRANSPORT Company Limited.
2. The Registered Office of the company will be situated in the United Republic of Tanzania.
3. The object of the company will be:
 - a) To construct, equip, maintain and work public transport vehicles, motor coaches or other vehicles appropriate for the carriage of passengers or goods, and to carry on the business of proprietors and carriers of passengers both in public conveyances and in private vehicles and goods in And neighborhood, and in such other places as may from time to time be thought fit.
 - b) To construct garages and store houses and other buildings for the housing or repair of such vehicles, the storage of fuel and other oils and substances required for the working of the said vehicles, the warehousing of the goods carried, and the accommodation of the persons intending to be passengers.
 - c) To repair and maintain all such vehicles.
 - d) To carry on the business of importers and dealers in fuel and other oils, petroleum of every kind and the business of refiners of such oils and the petroleum and the manufacture of lubricating oils and all accessories required for the equipment and operation of the said vehicles.
 - e) To purchase, construct, sell, hire or let buses, motor coaches, motor cars, vehicle bodies, engines, machinery and other chattels and things used for any of the above purposes.
 - f) To carry on all or any business of travel agents, transport, cartage and haulage contractors, garage proprietors, owners and charterers of road vehicles, aircraft and ships tugs, barges and boats of every description, lighter men and carriers of good passengers by road, rail water or air, carmine, cartage contractors and agent, forwarding, transport and commission agents, customs agents, stevedores,

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Date..... 20. 24

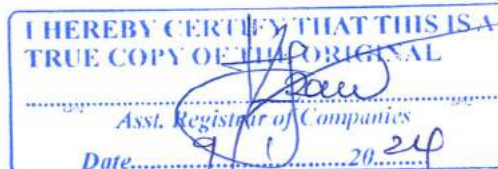
harbingers, cargo superintendents, packets, four travel expedition and safari operators, travel tickets and commission agents, haulers, warehousemen, storekeepers, engineers, electricians and job masters.

- g) To carry on in all their respective branches all or any of the business of builders, masonry and general construction contractors and haulers and among other things to construct repair, execute, carryout, equip, improve work and advertise, estates, roadways, train ways, ships, aircrafts, docks, harbours, hangers, wharves, canals, watercourses, reservoirs, embarkments, irrigations, reclamation's, sewage, drainage and other sanitary works, water, gas, electric and other supply work houses, buildings and erections of every kind and to carry on any other business in connection with the above mentioned business that are customarily or usually carried on in connection therewith or naturally incidental thereto.
- h) To search for minerals and mines and to process and market minerals and gemstones of any kind whatsoever obtained from various sites in the United Republic of Tanzania and to purchase or otherwise acquire, hold, sell, exchange, work, exercise, develop, turn to account and dispose off gold, diamonds, any interests in the same, respectively, and to carry on the business of cutting and polishing precious stones, diamonds out of rough precious and semi precious stones.
- i) To carry on business as traders or business as manufactures of preparing, spinning, doubling, weaving, combining, scouring, sizing, bleaching, colouring, dyeing, printing, finishing, extruding, injections, moulding, coating, working or manufacturing in any way whatever sisal, cotton, wool, silk, flax, jute, artificial silk, rayon, nylon, polyester, polypropylene, polyethylene, man-made fibres and any other fibrous or textiles either natural, artificial of synthetic, and the buying and selling, import and export of and dealing in all or any of the aforesaid substances, either as raw materials, semi-finished or finished products.
- j) To carry on all or any of the businesses of manufacturers, buyers, sellers, exporters, importers of and dealers in pharmaceuticals, medicinal, chemical, industrial and other preparations, veterinary and surgical instruments and appliances medicines, medical preparations, liniments and lotions, and as chemist and druggists and to manufacture, refine, distill, manipulate, compound, prepare for market and deal in all kinds of chemical, medical and other articles, preparations, ingredients,

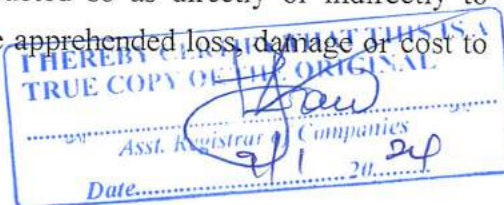


commodities, products, substances and things necessary or which may be conveniently used or dealt with in connection with the company's business.

- k) To carry on the business of importers and dealers in fuel and other oils, petroleum of every kind and the business of refiners of such oils and petroleum and the manufacturer of lubricating oils and all accessories required for the equipment and operations of the said vehicles, aircrafts and ships.
- l) To acquire any such shares, stocks, debentures, debenture stock, bonds, notes, securities, obligations, funds or loan by original subscription, tender, purchase, participation in syndicates, exchange or otherwise and to guarantee the subscription thereof, and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof, and to carry and transport from time to time as may be considered expedient any of the company's investments for the time being.
- m) To issue and deposit any securities which the company has power to issue by way of mortgage or secure any such sum less than the nominal amount of such securities, and also by way of security for the performance of any contract or obligations of the Company or of its customers or of any other company or person having dealings with the company, or in whose business or undertakings the company is interested.
- n) To borrow or raise or secure the payment of money by bank overdrafts, mortgage, or by the issue of debentures or debenture stock, perpetual or otherwise, or in such other manner as the company shall deem fit, and for the purposes aforesaid or for any other lawful purpose to charge all or any of the company's property or assets, present and future, including its uncalled capital, and collateral or further to secure any securities of the company by a trust deed or other assurance.
- o) To buy, sell, or otherwise dispose off, and to deal in any real or personal property and any stock, funds, shares, and securities of every description, on commission or otherwise, or to act as agent for any of the above or the like purposes;
- p) To establish and maintain branches and agencies for the purpose of the Company in any part of Tanzania or elsewhere and from time to time discontinue and regulate the same;



- q) To enter into partnership, or into any arrangements for sharing profits, union of interests, or cooperation with any person, partnership or company carrying on or about to carry on any business which this company is authorized to carry on, or any business or transaction capable of being conducted so as directly or indirectly to benefit the company, and to take, otherwise acquire and hold stock or shares in such company;
- r) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees of the company or the dependents of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid and their dependents and to institute and maintain any club or other establishment for the benefit of the company's employees.
- s) To purchase or otherwise acquire, erect, maintain, reconstruct and adapt any buildings, works, plant and machinery and other things found to be necessary or convenient for the purposes of the company.
- t) To sell, improve, manage, develop, turn to account, exchange, let on rent, share of profits or otherwise grant licenses, easements and other rights in respect of and in any other manner deal with or dispose of the undertaking of the company or any part thereof, or all or any of the property for the time being of the company, and for any consideration whether in cash or in shares (fully or partly paid) debentures, debenture stock or other interest in or securities of any company or otherwise.
- u) To carry on business as tour operators, tourist agents, safari contractors, organizers and operators, and to equip, organize, arrange hunting, photographic, game, fishing and other safari and expeditions of all kinds whatsoever.
- v) To amalgamate or enter into partnership of any agreement whether perpetual or terminable, for sharing profits, union of interest, joint-venture, reciprocal concessions or cooperation with any person, firm, society, association or group of persons carrying on or engaged in or about to carry on or engage in or (in the case of a company) formed to carry on or engage in any business or transaction within the objects of this company or any business transaction or course of action which may seem to the company capable of being conducted so as directly or indirectly to benefit the company or to prevent or minimize apprehended loss, damage or cost to



the company or to such person, firm, society, association or group of persons, and to purchase, subscribe for or otherwise acquire and hold shares (fully or partly paid up) or stock in or securities of, or to lend money, to guarantee the contracts of, subsidiaries or otherwise assist any such person, firm, society, association or group of persons, and to sell hold, re-issue with or without guarantee or otherwise deal with such shares, stock or securities.

- w) To sell, exchange, let, develop, dispose of, transfer or otherwise deal with the undertaking of the company or any part thereof upon such terms and for such consideration as the company may think fit.
- x) To raise or borrow money or to secure the payment of money and of any interest thereon in such manner and on such terms as may be deemed expedient, and in particular by the issue at par or at a premium or discount of debentures or debenture stock either perpetual or terminable, or by bonds, mortgages or any other form of security over or upon all or any of the undertaking, property or rights of the company both present and future including its uncalled capital, or without any such security.
- y) To accept stock or shares in or the debentures, mortgage or other securities of any other company in payment or part payment for any services rendered or for any sale made to or debt owing from any such company.
- z) To draw, accept, make, endorse, discount and negotiate bills of exchange, promissory notes and other negotiable instruments.
- aa) To acquire from any sovereign state or authority supreme, local or otherwise any concessions, grants, decrees, rights or privileges whatsoever which may seem to the company capable of being turned to account and to work, develop, carry out exercise and turn to account the same.
- bb) To carry on the business of financiers in all their branches and departments, including the borrowing raising or taking up of money, the lending or advancing of money, securities and property, the discounting, buying, selling and dealing in bills of exchange, promissory notes, coupons, drafts, bills of lading, warrants, debentures, certificates, underwriting and dealing with stocks, funds, shares, debenture stock, bonds, obligations, securities and investments of all kinds.

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Date 20/24

cc) To capitalize if and when deemed advisable the whole or part of the undivided profits of the company and/or monies standing to the credit of the company's reserve funds and to distribute such sum either as bonus or in any other manner and either by way of shares credited as fully paid up or in such other manner as may seem expedient and whether amongst holders of shares in the company or others.

dd) To establish, as a holding company, subsidiary company, which will either do one or more of the objectives stipulated herein before or with a different objectives from the objectives of this company, in the United Republic of Tanzania, Africa or elsewhere as it deem fit and advisable to do so.

pp] 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 other, and either by or through agents, sub-contractors, trustees or otherwise.

qq] Generally, to do all such other things as may appear to be incidental or conducive to the attainment of the above objects or any of them.

rr] 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 unincorporated, and whether unincorporated, registered, resident or domiciled in the United Republic of Tanzania or elsewhere.

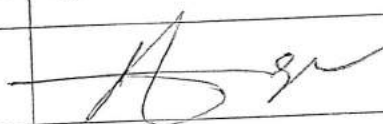
ss] And it is hereby declared that in the interpretation of this clause the powers conferred upon the company by any paragraph shall not be restricted by reference to any other paragraph or to the name of the company or by the juxtaposition of two or more objects, nor shall any of the aforesaid objects or powers be deemed subsidiary or auxiliary merely to the objects mentioned in the first or any other paragraph, save as is expressly provided, that 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 in the event of any ambiguity this clause and every paragraph hereof shall be construed in such a way as to widen and not to restrict the powers of the company.

4. The liability of the Member is Limited.



5. The authorized share capital of the company is TSh: 10,000,000 /= divided into 1,000 ordinary shares of TSh: 10,000/= each with power for the company to increase or reduce such capital and to divide the shares in the capital for the time being, whether original or increased, in different classes, and to attach thereto respectively any preferential, deferred, qualified or special rights, privileges or conditions and so that unless the conditions of issue shall otherwise expressly declare every issue of shares, whether preference or otherwise, or any such rights, privileges or conditions shall not be altered or modified except in accordance with the Articles of Association registered herewith.

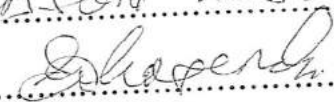
We, the several persons whose names addresses and description are subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Name, Address and Description of the subscribers	Number of shares taken by each subscriber	Signature of the subscriber
DAVID KASENYENDA SANGA P.O.BOX 40362 DAR ES SALAAM	10,000	
ROZANA CHARLES KAPASI P.O.BOX 40362 DAR ES SALAAM	5,000	ROZANA

Dated this 28th day of December 2005

Witness to the above signatures:

Name: EDSON MBOGORA

Signature: 

Postal Address:

Title:



I HEREBY CERTIFY THAT THIS IS A TRUE COPY OF THE ORIGINAL.
 Asst. Registrar of Companies
 Date: 9/1/2005

THE COMPANIES ORDINANCE (CAP . 212)

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

JAH PEOPLE INVESTMENT TRANSPORT COMPANY LIMITED

PRELIMINARY

1. The Regulation contained in Table A in the First Schedule to the Companies Ordinance (Cap. 212) shall not apply to this Company except in so far as the same are repeated or contained in these Articles.

INTERPRETATION

2. In these regulation:-
 - (A) Words denoting the singular number shall include the plural number and vice versa;
 - (B) Words denoting the masculine gender shall include the feminine gender;
 - (C) Words denoting persons shall include corporations;
 - (D) "The Company" shall mean " JAH PEOPLE INVESTMENT TRANSPORT COMPANY LIMITED"
 - (E) "Month" shall mean a calendar month;
 - (F) "Dividend" shall include bonus;



of the authority under which the proxy was executed, or the transfer of the share in respect of which the proxy was given, provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its registered office before the commencement of the meeting or adjourned meeting at which the proxy is intended to be used.

DIRECTORS

73. Until otherwise determined by the Company in General Meeting the number of the Directors shall not be less than two or more than five. The first Directors of the Company shall be.

- 1 DAVID KASENYENDA SANGA
2. ROZANA CHARLES KAPASI

74. There shall be no share qualification for a Director.

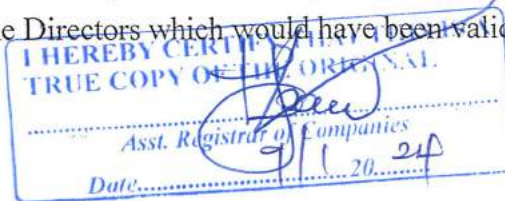
75. The remuneration of the Directors shall from time to time be determined by the company in General Meeting.

76. The Directors shall be entitled to be repaid all travelling, hotel and other expenses incurred by them in and about the business of the company, including Board sitting allowances and also their expenses of travelling to and from Board and Committee meetings or General Meetings.

77. If any Director, being willing, shall be called upon to perform extra services for the purposes of the company, the company shall remunerate such Director by a fixed sum of percentage of profits, or otherwise, as may be determined by the Board, and such remuneration may be either in addition to, or in substitution for, his remuneration above provided.

POWERS OF DIRECTORS

78. 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 Statutes or by these Articles required to be exercised by the Company in General Meeting, subject nevertheless to any regulations of these Articles, to the provisions of the Statutes, and to such regulations, as may be prescribed by Extraordinary Resolution of the Company in General Meeting but no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if



116. The seal shall not be affixed to any instrument except by the authority of a resolution of the Directors and shall be so affixed in the presence of at least one Director and the Secretary or some other person approved by the Directors, both of whom shall sign every instrument to which the seal is so affixed in their presence.

AUDIT



117. Auditors shall be appointed and their duties regulated in accordance with Sections 132-4 of the Ordinance.

WINDING UP

118. If the company shall be wound up, the liquidator may, with the sanction of an extraordinary resolution of the company and any other sanction required by the 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, divided amongst the members in specie or kind the whole or any part of the assets of the company and may for such purposes 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.

INDEMNITY

119. Save and except so far as the provisions of this Article shall be avoided by any provisions of the Statutes, the Directors, Auditors and Secretary and other officers for the time being acting for the company and the trustees, if any, for the time being acting in relation to any of the officers of the company shall be indemnified out of its assets against all costs, charges, expenses, losses and liabilities sustained or incurred by him in the conduct of the company's business or in the discharge of his duties.

Name, Address and Description of the subscribers	Number of shares taken by each subscriber	Signature of the subscriber
DAVID KASENYENDA SANGA P.O.BOX 40362 DAR ES SALAAM	10,000	
ROZANA CHARLES KAPASI P.O.BOX 40362 DAR ES SALAAM	5,000	

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 Asst. Registrar of Companies
 Date: 21/10/2024