

THE COMPANIES ACT, 2002

COMPANY LIMITED BY SHARES

Memorandum and Articles of Association

of

APEX HOLDINGS (A) LIMITED

PREPARED BY:  
Chandni Raj Pattni  
P.O. Box 4758,  
DAR ES SALAAM.

 Certified as True Copy of the Original  
**Abrahams Ted Mwakifuna**  
Advocate, Notary Public & Commissioner  
for Oaths  
Sign: \_\_\_\_\_  
Date: 28/25

TANZANIA

Stamp Duty Sls. 5000/-

PAID ON ORIGINAL

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Stamp Duty Office

**THE COMPANIES ACT, 2002**  
**COMPANY LIMITED BY SHARES**  
**MEMORANDUM OF ASSOCIATION**  
**OF**  
**APEX HOLDINGS (A) LIMITED**


5000/-  
1286281/11

1. The name of the Company is **APEX HOLDINGS (A) 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 engage and carry on the business of general traders or merchants, to become universal providers, and buy, sell, barter, exchange, pledge, make advances upon, import and export all goods, commodities, merchandise, produce and articles of all types, kinds and of all descriptions in the United Republic of Tanzania or elsewhere, and to become whole and retail traders and owners of small and or big shops, offices, factories, deposit and trading stations, bazaars, supermarkets, showrooms and huge marchantlie centres, to establish, run and operate huge stores and warehouse for safe storage of goods and commodities on transit or pending sale or purchase.
  - (b) To carry on the business of an investment Company and for that purpose to acquire and hold either in the name of the Company or in that of any nominee, shares, stocks, debentures, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any government, sovereign ruler, commissioners, public body or authority, supreme, dependent, municipal, local or otherwise in any part of the world.
  - (c) To acquire any such shares, stock, debenture stock, bonds, notices, obligations, or securities by original subscription, contract, tender, purchase, exchange, underwriting, participation in syndicates or otherwise and whether or not fully paid up, and to subscribe for the same subject to such terms and conditions as may be thought fit.
  - (d) To raise and borrow money by the issue of shares, stock, debentures, debenture stock, bonds, obligations, deposit notices, and otherwise howsoever and to underwrite any such issue.
  - (e) To invest the money so raised and borrowed in, and to hold, sell and deal with the stock, shares, bonds, debentures, debenture stock, obligations, notices and securities of any government, state, company, corporation, municipal or local or other body or authority.

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for Oaths  
Sign: \_\_\_\_\_  
Date: 23.5.21

- (f) To exercise and enforce all rights and powers conferred by or incident to the ownership of any such shares, stock, obligations or other securities including without prejudice to the generality of the foregoing all such powers of veto or control as may be conferred by virtue of the holding of some special proportion of the issue or nominal amount thereof and to provide managerial and other executive supervisory and consultant services for or in relation to any company is interested upon such terms as may be thought fit.
- (g) To carry on the business of international trade consultants, trade promotions and investment in capital markets, and as such to engage in the business of trade fairs, providing trade promotions and exhibitions either solely or in conjunction with any other persons, within and or without the United Republic, and raise monies and borrow other sums for purposes of raising capital and investment.
- (h) To enter into contract, or agreements with any other persons or corporate bodies whether in Tanzania or elsewhere, for the carrying out by such other persons or corporate bodies on behalf of the company of any or all the objects for which the company is formed.
- (i) To purchase or otherwise acquire, erect, maintain, reconstruct and adopt any buildings, offices, workshops, mills, plant, machinery and other things found necessary or convenient for the purposes of the company.
- (j) To build, construct, alter, maintain, enlarge, pull down, remove or replace, and to work, manage and control any buildings, offices, factories, mills, shops, machinery, engines, roads, ways, tramways, railways, branches, or sidings, bridges, reservoirs, water courses, wharves, electric works, and other works and conveniences which may seem calculated directly or indirectly to advance the interest of the company, and to join with any other person or company in doing any of these things.
- (k) To acquire, construct, erect, lay down, maintain enlarge, alter, work and use all such lands, buildings, easements, gas and other works, machinery, plant, stock, pipes, lamps, motors, fittings, meters, apparatus, materials and things and to supply all such materials, products and things as may be necessary, incidental to or convenient in connection with the production, use, storage, regulation, measurement, supply and distribution of any of the products of the company.
- (l) To acquire by purchase, lease, exchange, hire or otherwise, lands and property of any tenure or any interest in the same and erect or construct houses, buildings or works of every description on any land of the company. or upon any other lands, or property and to pull down, rebuild, enlarge, alter and improve existing houses, buildings or works thereon, to convert and appropriate any such land into and for roads, streets, squares, gardens and pleasure grounds and other conveniences, and generally to deal with and improve the property of the company, to sell or otherwise lease, let, mortgage and dispose of the lands, houses, buildings any other property of the company.

- (m) To purchase, take on lease or in exchange, hire or otherwise acquire, any immovable or movable property and any rights or privileges which the Company may think necessary or convenient for the purpose of its business.
- (n) To acquire by purchase or otherwise, lands and properties or otherwise acquire rights of occupancy and generally to secure any tenure whatsoever, whether subject or not to any charges or encumbrances, and to hold or to sell, let or alienate, mortgage or otherwise deal with all or any such lands.
- (o) To purchase or otherwise acquire real, or personal property of all kinds in the United Republic of Tanzania and elsewhere and in particular land, oil wells, refineries, mines, mining rights, minerals, ores, buildings, machinery, plant, stores, patents, licences, concessions, rights of way, light or water and any rights or privileges which may seem convenient to obtain for the purposes of or in connection with the business of the company, and whether for the purpose of resale or realization or otherwise, and to manage, develop, sell, exchange, lease, mortgage or otherwise deal with the whole or any party of such property or rights.
- (p) To mortgage or charge all or any part of the property and rights of the company including its uncalled capital.
- (q) To lend and advance money or credit to any person or company, to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or company, to secure or undertake in any way the repayment of money lent or advanced to or the liabilities incurred by any person or company.
- (r) To make advances upon, hold in trust, issue on commission, sell or dispose of any of the investment of the company. To mortgage or charge all or any part of the property and rights of the company including its unissued capital and to vary the investment of the Company.
- (s) To advance money to any person or persons or corporation either at interest or without, upon the security of freehold or leasehold property by way of mortgage, or upon marketable security and in particular to advance money to shareholders in the company, and others, upon the security of or for the purpose of enabling the person borrowing the same to erect, or purchase, or enlarge or repair any house or building, or to purchase, the right of occupancy or any less estate or interest in, or to take a demise for any term or terms of years of any right of occupancy or leasehold property in the United Republic of Tanzania, upon such terms and conditions as the company may think fit.
- (t) To advance and lend money or real personal and fixed securities, or cash, bonds, debentures, bills of exchange, promissory notes, letters of credit, to act as agents for sale and purchase of any stock, shares, or securities, to be stock brokers, to deal in stock exchange business, to hold stock shares in any company. To dealing or execute orders, to buy and sell securities and to any other businesses relating to stock exchange.
- (u) To lend and advance money or give credit to such persons or companies and on such terms as may seem expedient and in particular to customers and other having dealings with the Company, and to guarantee the performance

  
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 Date: .....

of any contract or obligation and the payment of money of or by any such persons or companies and generally to give guarantees and indemnities.

- (v) To finance, assist the development through financing, capital advancement to industries, individuals, various projects undertakings, by giving loans or acquiring shares in those undertakings and realise profit thereof. To engage in the business of project appraisals and financiers, and to deal in any business relating to finance.
- (w) To engage in the business of money management, dealing in security bonds, treasury bills, stock markets, commission agents, purchasing and selling of foreign currency.
- (x) To find, develop, manage, extend, establish and acquire, industrial, commercial or agricultural enterprises in all its fields and in particular workshops in all branches of work and industry whether alone or enter into partnership or into arrangement for sharing profits, union of interest, reciprocal concessions or co-operation with any person partnership or company in Tanzania or East Africa or overseas and also to form, constitute, float, lend money to and to assist and control any companies, associations or undertakings whatsoever.
- (y) To prosecute and execute directly or by contributions or other assistance, any works, undertakings, projects or enterprises, in which or for the prosecution whereof or on the security whereof or of any profits or emoluments derivable therefrom, the Company shall have invested money, embarked capital or engaged its credit.
- (z) To manufacture, buy, sell, exchange, alter, improve, manipulate, prepare for market, and otherwise deal in all kinds of plant, machinery, apparatus, tools, utensils, substances, materials, and things necessary or convenient for carrying on any of the above specified businesses or proceedings or usually dealt in by persons engaged in the like.
- (aa) To apply for, purchase, or otherwise acquire and protect and renew in any part of the world, any patents, trade marks, designs, licences, concessions and the like, conferring any exclusive or non-exclusive or limited right to their use or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the company, or indirectly to benefit the Company and to use, exercise, develop or grant licences in respect of, or otherwise turn to account the property, rights, or information so acquired.
- (bb) To acquire, and undertake the whole or any part of the business, property and liabilities of any person or company carrying on or proposing to carry on any business which the Company is authorised to carry on or possessed of property suitable for the purposes of the Company or which can be carried on in conjunction therewith or which is capable of being conducted so as to directly or indirectly benefit the Company.
- (cc) To amalgamate, enter into partnership or into any arrangement for sharing profits, union of interest, co-operation, joint venture or reciprocal concession or for limiting competition with any person or company carrying on or engaged

in, any business or transaction which the company is authorised to carry on or engage in, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.

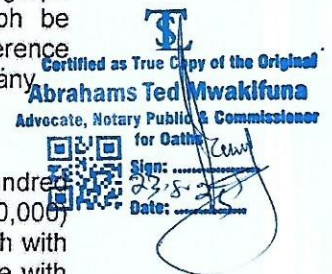
- (dd) To improve, manage, develop, grant rights or privileges in respect of, or otherwise, deal with, all or any part of the property and rights of the company.
- (ee) To vest any immovable or movable property, rights, or interest acquired by or belonging to the Company in any person or company on behalf of or for the benefit of the Company, and with or without any declared trust in favour of the Company.
- (ff) To invest and deal with moneys of the Company not immediately required in any manner.
- (gg) To receive money on deposit or loan and borrow or raise money in such manner as the Company shall think fit, and in particular by issue of debentures, or debenture stock perpetual or otherwise, and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of the company, both present and future including its uncalled capital, and also by a similar mortgage charge or lien to secure and guarantee the performance by the Company or any other person or company of any obligation undertaken by the company or any other person or company as the case may be.
- (hh) To pay out of the funds of the Company all expenses which the Company may lawfully with respect to the formation and registration of the Company or issue of its capital including brokerage and commissions for obtaining applications for or taking placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company.
- (ii) To pay for any rights or property acquired by the Company and to remunerate any person or company whether by cash payment or by the allotment of shares, debentures or other securities of the Company credited as paid up in full or in part or otherwise.
- (jj) To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuating funds for the benefit of and give or procure the giving of donations, gratuities, pensions, allowances, or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company or who are or were at any time Directors or officers of the Company or any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and to establish and subsidize and subscribe to any institutions, associations, clubs, or funds calculated to be for the benefit of or to advance the interests and well being of the Company or of any such other company as aforesaid and make payments to or towards the insurance of any such person as aforesaid and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.



- (kk) To procure the Company to be registered or recognised in any part of the world outside the Republic of Tanzania. To establish or promote or concur in the establishing or promoting any company or companies for the purpose or acquiring all or any of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (ll) To sell, lease, mortgage, or otherwise dispose of the property, assets, or undertaking of the Company or any part thereof, for such consideration as the Company may think fit, and in particular for shares, stock, debentures, or other securities of any other company whether or not having objects altogether or in part similar to those of the Company.
- (mm) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital shall be made except with the sanction, of any, for the time being required by law.
- (nn) To act as agents, or brokers, and as trustees for any person or company and to undertaken and perform sub-contracts and 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 jointly with others, end either by or through agents, sub-contractors, trustees or otherwise.
- (oo) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or do any other things that the directors may deem necessary and beneficial to the Company.

AND IT IS HEREBY DECLARED that the word "Company" save when used in reference to this Company, in this clauses shall be deemed to include any partnership or other body of persons, whether domiciled in Tanzania or elsewhere and the intention is that the objects specified otherwise expressed in each paragraph of this clause shall except where otherwise expressed in such paragraph be independent main objects and shall in no wise be limited or restricted by a reference to or inference from the terms of any other paragraph or the name of the company.

- 4. The liability of the members is Limited.
- 5. The authorised share capital of the Company is Tanzania Shillings Five Hundred Million Only (Shs. 500,000,000.00) divided into Five Hundred Thousand (500,000) ordinary shares of Tanzania Shillings One Thousand Only (Shs. 1,000.00) each with such rights privileges or conditions as may be determined by or in accordance with the regulations of the Company, and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company.

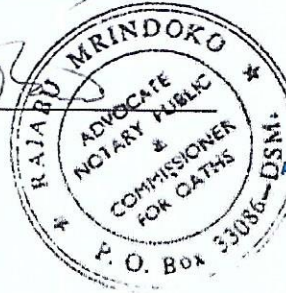
We, the several persons whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association and we respectively agree to take the numbers of shares in the capital of the company set opposite our respective names.


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**Abrahams Ted Mwakifuna**  
 Advocate, Notary Public & Commissioner  
 for Oath  
 Sign: \_\_\_\_\_  
 23.5.23  
 Date: \_\_\_\_\_

Names and addresses of subscribers	Occupations of subscribers	No. of shares taken by each subscriber	Signature of subscribers
CHANDNI RAJ PATTNI, P.O. BOX 4758, DAR ES SALAAM	Businessperson	35,000	
ALLY ABOUD ALLY, P.O. BOX 4758, DAR ES SALAAM.	Businessman	15,000	
Total shares taken		50,000	

DATED the 24<sup>th</sup> day of January, 2011

WITNESS to the above Signatures: \_\_\_\_\_



  
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**Abrahams Ted Myakifuna**  
 Advocate, Notary Public & Commissioner  
 for Oaths  
 Sign: \_\_\_\_\_  
 Date: 23.8.20