

THE COMPANIES ACT 2002

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

**ARTICLES OF ASSOCIATION OF
ZAS COMPANY LIMITED**

Incorporated thisDay of2024

**Drawn by:
P.O.BOX 70955
(SUBSCRIBER)
PLOT NO.991, BLOCK BB, HOUSE NO. n/a,
CHEKENI MWASONGA, KIGAMBONI,
DAR ES SALAAM.**

THE UNITED REPUBLIC OF TANZANIA

Certificate of Incorporation

No.

I hereby certify that

ZAS COMPANY LIMITED

Is this day incorporated under the Companies Act 2004,
And that the Company is Limited

Given under my hand at Dar Es Salaam

This day of Two thousand and Twenty Four

Seal

THE COMPANIES ACT 2002
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
ZAS COMPANY LIMITED



- 1 The name of the company **ZAS COMPANY LIMITED**
- 2 The Registered office of the Company will be situated in Tanzania
- 3 The objects for which the Company is established are :-
 - (a) To carry on the business of general Transporters of goods and passengers in public or private conveyances by land, water, or air haulers, haulage contractors, railway, shipping and forwarding agents truckers.
 - (b) To provide commercial logistics services for goods primarily in Tanzania, East Africa, Africa and /or throughout the world.
 - (c) To carry on ess of Clearing and Forwarding general merchants. General store keepers, universal providers, importers, wholesale & retails traders of all types of Goods, including Transportation management in Tracking, Airfreight, Ocean freight.
 - (d) To carry on business of advertising, publicity, artwork, designing, graphic designing, screen printing of T-shirts, stickers, posters.
 - (e) To deal in all office automation, equipments, mobile phones, fax machines, telephone and accessories hardware's software, publishing magazines. And selling all kinds of electronic items.
 - (f) To carry on the business of marketing, services, consultancy and selling of all information technologies.
 - (g) To engage in business of mixed farming.
 - (h) To engage in other manufacturing.

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

4. The liability of the Members is limited.

5. The initial share capital of the company is Tshs.200 000,000/= divided into 10,000 shares of Tshs.20,000/= each and the Company shall have power to attach there to any preferential, deferred, qualified or other special rights, privileges, restriction, or conditions.

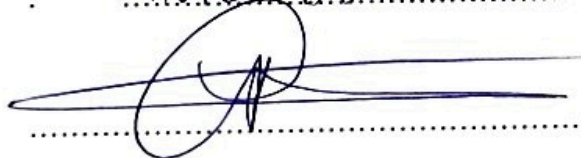
We, the several persons whose names and addresses are subscribed are desirous of being formed into a company, in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the company set opposite our respective names.

Names, Addresses, and Description of Subscribers	Number of Shares Taken by each Subscriber	Signature
1. NAAZBIBI ABDALLAH HABIB, P.O. BOX 70955, PLOT NO. 991, BLOCK BB, HOUSE NO. n/a, CHEKENI MWASONGA, KIGAMBONI, DAR ES SALAAM.	7000	
2. ADIL FIROZ SHARIF, P. O. BOX 70955, PLOT NO. 991, BLOCK BB, HOUSE NO. n/a, KIGAMBONI, DAR ES SALAAM.	3000	

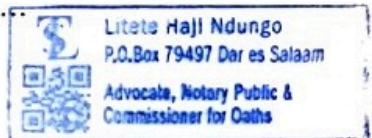
Date at DSM this 05th Day of APRIL 2024

Witness to the above signature

Name : LITETE HAJI NDUNGO

Signature : 

Postal Address : Box 79497 DSM



Qualification : Advocate

THE COMPANIES ACT 2002
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
ZAS COMPANY LIMITED
PRELIMINARY

I. In these regulations:-

“The Act” means the Companies Act 2002 of the Laws of Tanzania.

When any provision of the Act is referred to, the reference is that provision is as modified by any law for the being time being in force.

Unless the context otherwise requires, the expressions defined in the Act of any statutory modification thereof in the force at the date at which these regulations become binding on the company, shall have the meaning so defined.

Any words importing the singular shall include the plural and vice versa, and words importing the masculine gender shall include females, and the words importing persons shall include bodies corporate, partnership, firm’s cooperatives, societies.

The regulations of Companies Act shall not apply to the company save in so far as they are varied or excluded hereby, but in case of any conflict between the provisions herein, and the provisions under this regulation the former shall prevail, and in additions to substitution shall be the regulations of company.

PRIVATE COMPANY.

The Company is 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 persons who have been formerly in the employment of the company were while in such employment to be the member of the company) is limited fifty, provided that were to or more persons hold one or more share in the company jointly they shall for the purpose of this regulation be tested as a single member.
- (c) Any invitation to be public to subscribe for any shares or debentures of the Company is prohibited.
- (d) The Company shall not have power to issue share warrants to bearer

TRANSFER OF SHARES

- 2. The Director may in their direction and without assigning any reason thereof refuses to register the transfer of any share to any person who it shall in their opinion is undesirable for any reason whatsoever to admit to membership.
- 3. Subject to clauses 2 and 3 hereof the right to members to transfer their shares shall be restricted as follows :-
 - (a) No share shall be transferred to a person who is not member so long as any member of any person selected by the Directors as one who it is desirable in the interest of the Company t admit to membership
 - (b) Every shareholder of trustee in bankruptcy, or any person who may desire to sell or transfer any such share and every who may desire to sell or transfer any such shares and every personal representative of a deceased shareholder shall give notice in writing to the Directors hat he desires t make such sale or transfer. Such notice shall constitute the Board of Director of the Company as his agent for the sale of the said shares to any member or members of the company at the price to be agreed upon between the party giving such notice the part and the board, or in case of difference to be determine by the Auditor of the Company.

- (c) Upon price of such shares being agreed on a determined as per clause (b) Above, the board shall forthwith give notice to such of the shareholders other than the shareholders desiring to sell or transfer the said shares, stating the number and price of such share inviting the person to whom notice is sent to state within 21 days from the date of such notice whether he is willing to purchase any, if so what maximum number of such share. At the expiration of such days 21 notice the board shall apportion such share amongst the shareholders (if more than one) who shall have expressed their desire to purchase number of share already held by them respectively, or if there be only one such shareholder, that the whole such shares shall be sold to him, provided no shareholder shall be obliged to take more than the maximum number of such shares stated in his answer to the said notice.

Upon such apportionment being made or such one shareholder notify his intention to purchase, as the case may be, the part desiring to sell or transfer such share shall be bound upon payment of the said price to transfer the share to the respective shares to the respective shareholders of to single shareholder who shall have agreed to purchase the same.

4. GENERAL MEETING: NOTICE OF GENERAL MEETING AND PROCEEDING OF THE GENERAL METTING

The regulation of Company Act shall apply to the following variations:-

- (a) A general Meeting, Ordinary of Extraordinary may with the consent in writing of all members, be convened on a shorter than seven days or without notice.
- (b) Two members, present either personally or by proxy shall from a quorum.
- (c) Any ordinary resolution of the company determined without any general meeting and evidence by writing under the hands of majority of the Directors and of the members of the company holding three – fourths of the issue shares of the company shall be valid and effectual as an ordinary resolution duly passed at a general meeting of the company.

5. DIRECTORS

(a) Until otherwise determined by the company in General Meeting the Director Shall not be less than two.

(b) The following persons shall be the first Directors of the company :-

1. NAAZBIBI ABDALLAH HABIB

2. ADIL FIROZ SHARIF

6. The shareholding qualification for Directors may be fixed by the company in General Meeting and unless and until so fixed no qualification shall be required.

7. The quorum of Director for transaction business shall, unless otherwise fixed By the Directors, are two.

8. A resolution in writing signed by all the Directors then in Tanzania shall be as Valid and effectual as if had been passed at a meeting of Directors duly Called and constituted. The Directors may from time to time borrow or raise any money for the Purposes of the Company which may exceed the issued share capital the Company.

BORROWING POWER

9. The Director may from time to time in their discretion raise or borrow the Purpose of any Company's business such sum or sums of money as they think fit.

10. The Director may secure the repayment of or raise any such sum or as aforesaid by mortgage or charge upon the whole or any part of the property and assets of the Company present or future including its uncalled capital for the time being, or by the issue at such price as they may think fit, of bonds or debentures either charges upon the whole or any part of the property and assets of the company or not so changed or in such other way as the Director may think expedient.

VOTE OF MEMBERS

11. On a show of hands every member present in person shall have one vote. On a roll every member shall have one vote only for the shares of which he is holder.
12. No member shall be entitled to vote at any general meeting unless all call or other sums presently by him in respect of shares in the Company have been paid.

DISQUALIFICATION OF DIRECTORS

- 13 The office of a Director shall be vacated if the Director;
 - (a) Becomes bankrupt; or
 - (b) Is found to be lunatic or becomes of unsound mind; or
 - (c) Resigns his office by notice in writing to the Company;
 - (d) Abstains himself from meetings of the director for a period six Months without special leave of absence from the other Director.

SEAL

14. The Directors shall provide for the safe custody of the Seal. The Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors and in the presence of at least two Directors or a Director and Secretary or other person as aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.

ALTERNATE DIRECTORS

15. Any director shall have power to nominate any person to act or attend as alternate Director during his absence or during his inability so to act. Such Director shall Subject in all respects to the terms and conditions existing with reference to the Other Directors and such Alternate Director shall exercise and discharge all the duties of Director whom he represents.
16. Unless otherwise decided by the Directors the quorum necessary to transact business of the Directors shall be two Directors personally present.

SECRETARY

17. The Secretary shall be appointed by the Board for such term at such remuneration And upon such condition as it may, think fit, and any Secretary so appointed may Be removed by the Board.

FORFEITURE

18. The forfeiture of a share include all divide declared in respect of the forfeiture Shares and not actually paid before the forfeiture.

19. The liability of a person whose have been forfeited shall continue not with standing That the company may have received payment in full of the nominal amount of the shares.

WINDING UP

20. With the sanction of a special resolution of the shareholders any part of the assets of the Company including any share in other Companies may be divided between the member of the Company in special or may be vested in Trustees for the benefit of such members and the liquidation of the company may be closed and the company dissolved but so that no member shall be compelled to accept any shares whereupon there is any liability.

ALTERATION OR ADDITION



21. Subject to the provisions of the Act and to those contained in the Memorandum of Association the Company may by Special Resolution make alteration or Addition so made shall be as valid and effectual as if originally contained in that Article and be subject in like manner to alteration by Special Resolution.

INDEMNITY

22. Even Director, Managing Director Agent, Auditor, Secretary and other Office for the time being of the Company shall be indemnified out of the Assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgment is given in his favor or in which he is acquitted or is in connection with any application in relief is granted to him by the Court.

ABRITRATION

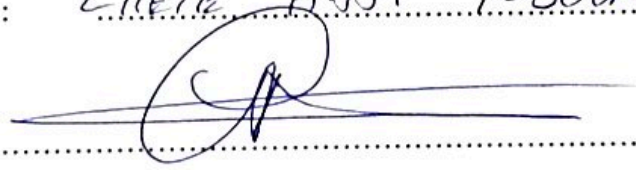
23. If and whenever any dispute of difference shall arise between the Company and any of the members or their respective representatives touching upon the construction or meaning of any of the Article herein contained or any act matter or thing made or done or omitted to be done or with regard to the rights or liabilities arising here under or arising out the relation existing between the parties by reasons of these Articles of the Act, such differences shall (unless a sole arbitrator be agreed upon) forthwith be referred to the arbitration of three of three 3) arbitrators, one to be appointed by each part and the third to be appointed by the first two or, in the event of failure to agree with (Cap. 15) or any than existing statutory modifications or re-enactment thereof shall apply.

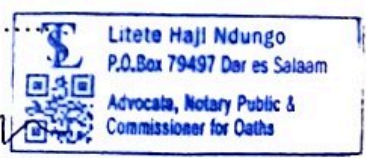
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Date at DSM this 05th Day of APRIL 2024

Witness to the above signature

Name : LITETE HAJI NDUNGO

Signature : 



Postal Address : Box 79497 DSM

Qualification : ADVOCATE