

THE COMPANIES ACT

(Act No.12 of 2002)

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

ROYAL VILLAGEHOTEL COMPANY LIMITED

Incorporated this..... day of ..... 2012

Drawn By:

MELEKH MAKHBUT SAID (SUBSCRIBER)

P. O. BOX 2868

DODOMA

**UNITED REPUBLIC OF TANZANIA**  
**CERTIFICATE OF INCORPORATION**

-----  
NO.  
-----

**I HEREBY CERTIFY THAT**  
**ROYAL VILLAGE HOTEL COMPANY LIMITED**

**IS THIS DAY INCORPORATED UNDER THE COMPANIES ACT, 2002 (Act No.12  
of 2002) AND THAT THE COMPANY IS LIMITED.**

**GIVEN UNDER MY HAND AT DAR-ES- SALAAM THIS .....DAY  
OF....., TWO THOUSAND AND TWELVE**

**SEAL**

.....  
**REGISTRAR OF COMPANIES**

550/2  
2/9/21  
3/10/2022

THE COMPANIES ACT (Act No.12 of 2002)  
COMPANY LIMITED BY SHARES

2/9/2021  
3/10/2022

MEMORANDUM  
OF  
ROYAL VILLAGE HOTEL COMPANY LIMITED

1. The name of the Company is **ROYAL VILLAGE HOTEL COMPANY LIMITED**
2. The registered office of the company will be situated in the United Republic of Tanzania.
3. The objects for which the company is established are: -
  - a) To acquire and take over the business which was carried out by the name of **ROYAL VILLAGE HOTEL** together with its assets and liabilities.
  - b) To carry on business as hotel keepers lodging house and restaurant keepers transport agents and to act as insurance agents
  - c) To carry out the business of transporters, garage proprietors, owners and chattels of vehicles including but not limited to tour operating.
  - d) To import or otherwise acquire motor vehicles and any other means of transport for the purposes of use by the company and or sell to the general public.
  - e) To carry on the business of import, export and marketing of computer, computer accessories, hardware and software, peripherals including, network hardware and software
  - f) To deal with all kinds of cars including its import and export.
  - g) To build and or construct, alter, improve, enlarge and maintain any roads including doing the import and export of equipments for road constructions purposes.
  - h) To engage in and carry on the business of Civil Engineering Contractors for road works and buildings general merchants and commission agents, spinners, grinner engineers, vehicle body builders, upholsterers, wood

workers provision merchants, importers and exporters, stationers, printers, publishers, booksellers, insurance and financial agents, auctioneers, management and secretarial service, accountants, insecticide and anti-pest spraying including fumigation services, clearing and forwarding agents, panel beaters, spray painters, decorators, plumbers, freighters hauliers, dealers in hardware and building materials, metal fabrication, merchants, tyres and tubes petrol, service station proprietors

- i) To acquire by purchase, lease, exchange, hire or otherwise, hold for any estate or interest, any land, buildings, easement, rights, privileges, concessions, patents, patent rights, licenses, secret processes, trade marks, designs, machinery, plant stock - in - trade and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the company's business.
- j) To engage in agricultural, Industrial, forestry and animal produce activities, and exportation of manufacture or semi manufacture of raw materials of all kinds from Tanzania to all parts of the world.
- k) To engage in the business of supplying inputs for agricultural crop production, the purchasing, processing, marketing and distribution of agricultural produce.
- l) To carry on the business of management consultancy with the aim of establishment of technical training, corporate training and short courses in specific subject and areas of expertise.
- m) To research, advise, appraise and conduct consultancy on investments commerce, management, agriculture and environment.
- n) To purchase, take on lease, and otherwise acquire for investment plots of land, mining claims, building, go downs and any other assets required in carrying out the business of Company, and/or resale any estate, land, building, easement and other right and interests in immovable property of any tenure, belonging to the company.
- o) To carry on the business of stationers, printer duplications, publishers, binding, secretarial service, dealers in parchment account books, postcards and any other article or things of a characters similar or analogous to the foregoing or connected therewith.

- p) To purchase or otherwise acquire or carry on the business of bricks stones, and to supply all types of building materials and all implements, machineries, tractors, cranes, transport vehicles and other tools used by builders and contractors.
- q) To carry out the business of manufactures, exporters, importers and distributors of all kind of machinery including, but not restricted to capable of being in connection with the repair, maintenance of working thereof.
- r) To carry business of construction, civil engineering including road, building, drill dams, maintain and alter any building or works necessary or otherwise for the purpose of this company.
- s) To manufacture, buy, sell, exchange, alter, improve, manipulate, prepare for market and/or otherwise deal in all kinds of plant, machinery, apparatus, tools, utensils, hardware and other substance, materials and things whatsoever.
- t) To acquire or hold shares, stocks, debenture stock, script, bond, notes, securities and obligations, funds or loan by original subscription, tender, purchase, participant in syndicate, exchange or otherwise and to guarantee the subscription thereof, and to exercise and enforce all right and power conferred by or incidental to the ownership thereof.
- u) To borrow or raise or secure the payment of money by Bank overdraft, by mortgage, or by the issue of debenture stock perpetual or otherwise, or in such other manner as the Company shall think fit, and for the purpose 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 collaterally of further to secure any securities of the Company by the trust deed or other assurance.
- v) To issue and deposit any security which the Company has power to issue by the way of mortgage or secure any such less than the normal amount of such securities and also by the way of security for the performance of any contractor obligation of the Company or of its customers or of any other Company personal having dealing with Company, or in whose business or undertaking the company is interested.


- w) To draw, make, accept, endorse, execute and issue promissory notes, Bill of Exchange, debentures or other negotiable or transferable instruments.
- x) To establish or promote, or join in establishment or promotion of any obligation of any person of Company includes the taking over of any of assets and liabilities of the Company or the promotion of which shall calculated to advance its interest.
- y) To amalgamate with any other Company whose objects are or include objects similar to those of the company.
- z) To enter into any partnership or arrangement in the nature of a partnership, co-operation or joint interest with any company or individual engaged or interested in carrying out of business from which the company would or might derive benefit.
- aa) To distribute any of the company's property or assets among the members in specie.
- bb) To do all other things as incidental or conducive to the attainment of the above objects. And it is hereby expressly declared that the several sub clauses of this clause and all the powers thereof are to be cumulative and in no case is the generality of any one sub clause to be narrowed or restricted by any particularity of any sub clause nor in any general expression in any sub clause be narrowed or restricted by any particularity of any sub clause nor in any general expression in the same sub clause or by the application of any rule of construction 'ejusdem generis'

It is hereby declared that the "company" 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 of whether not existing or hereinafter to be formed, and that the intention is that each of the objects specified in each paragraph of this clause shall except whether otherwise expressed in such paragraph, be an independent main object and be in no way limited or restricted by reference to any other paragraph or by any inference drawn from the terms of any other paragraph or the name of the Company.

4. The liability of the members is limited.

5. The share capital of the company is Tshs. One billion (1,000,000,000/-) divided into 1,000,000/- ordinary share of Tshs. 1,000/- each with power of 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 the condition of issue otherwise expressly declared every issue of shares whether preference of otherwise or any such right, privileges or conditions shall not be altered or modified except in accordance with the Article of Association registered herewith.

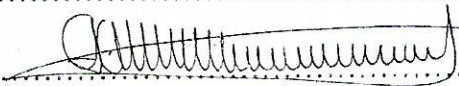
We, the several persons whose names and addresses are subscribed hereof are desirous of being formed into a company in pursuance of this memorandum of Association, and we respectively agree to take the number of shares in the capital of the company set opposite our respective names.

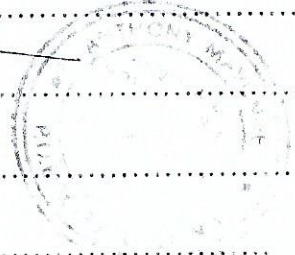
Names, addresses and occupation of subscribers	Number of shares taken by each subscriber A	Signature of subscriber
MELEKH MAKHBUT SAID Businessman P. O. Box 2868, DODOMA.	800,000	
ARIF AZIZ SHEBE Businessman P. O. Box 2868, DODOMA.	100,000	ARIF

Dated at Dodoma this .....30<sup>th</sup>..... Day of .....JANUARY..... 2012.

**WITNESS TO THE ABOVE SIGNATURES:**

Name: ..... ANTHONY MANUNDE .....

Signature: .....  .....

Postal Address: ..... 1350, DODOMA ..... 

Qualification: ..... ADVOCATE .....