

**THE COMPANIES ACT 2002**

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**COMPANY LIMITED BY SHARES**

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**MEMORANDUM**

**AND**

**ARTICLES OF ASSOCIATION**

**OF**

**SAMSA LOGISTICS LIMITED**

Incorporated this .....Day of .....2016

Drawn by:  
ABDULFATAH SALIM SALEH  
(SUBSCRIBER)  
P. O.BOX 8064  
DAR-ES-SALAAM

TANZANIA  
Stamp Duty Sls. 5000/-  
PAID IN ORIGINAL  
Receipt No. 218/10016  
Stamp Duty Officer

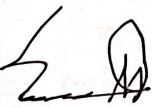


**THE COMPANIES ACT 2002**  
**COMPANY LIMITED BY SHARES**  
**MEMORANDUM OF ASSOCIATION**  
**OF**  
**SAMSA LOGISTICS LIMITED**

TANZANIA  
Stamp Duty Sls. Paid  
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- I The name of the company is **SAMSA LOGISTICS LIMITED**
- II The Registered office of the Company will be situated in Tanzania
- III The objects for which the Company is established are:-
  - (a) To engage in and carry out the business of shipping agents, clearing and forwarding, transportation of goods and passengers by air, road, water and railway, manufactures representatives, traders, merchants, auctioneers, wholesale and retail dealers in all kinds of spare parts.
  - (b) To promote tourism in Tanzania and elsewhere in Africa, to carry on business of travel and tourist agents and tour operators, to promote facilitate traveling to organize hunting, tented-camps, fishing and diving expeditions, safari promoters and undertakers generally and in particular to arrange and manager hunting safaris photo safaris adventure tours, fishing trips, handling of a game trophies and animal skins, catching, harbouring, transporting, wildlife and marine products of all kinds.
  - (c) To promote and facilitate travelling to organize hunting expeditions, tented camps, fishing and dividing expeditions, safari promoters generally and in particular to arrange and manager hunting safaris, photo safaris adventure tours, fishing trips, handling of game trophies and animal skins, catching, harbouring, transporting, wildlife and marine products of all kind.

- (d) To carry on business of domestics and international tour operators, travel agents, promoters of tourism safari organizers and outfitters to all part of the world, hunting blocks, to offer camps and run, own camping sites, hire/sell hunting and camping with the above business.
- (e) To provide chauffeured and self-driven travel and transport services to tourism which will include but not limited to airport transfers, corporate events, business travel, city tours, conference transportation, executive transfers for tourists, VIPs celebrities/movies stars, chief executives. Corporate clients, diplomats and wedding/anniversary processions.
- (f) To manufacture, to be dealers, wholesale importers retailers of articles made from and PVC pipes, agricultural products, sugar candy, bubble gums biscuits confectionery goods, petroleum jelly pomade jelly, liquid soaps, other detergents soaps, powders, cosmetics, perfumes and crockery.
- (g) To carry on the business of commercial representatives of seafood's, fish products timber and timber product chemical products for human, veterinary and agricultural purposes to construct steamship, trawlers, catchers, carriers drifters fishing boats, boats, or other vessels whatsoever slaughters house cold storage premises and all storage premises and all storage facilities and to enter into contract agreement and arrangements with any person or company where in Tanzania or elsewhere.
- (h) To carry on business of wholesale and retail pharmaceutical, chemists and druggists and of the dispensing of medicines and the business of chemists and druggists and dealers in surgical instruments, appliances, or hearing and to make and deal in all requisites for hospitals, patients and invalids and dealers in proprietary articles of all kinds and of electrical chemical photographic, surgical and scientific apparatus and materials, medicals and laboratory equipments, eye treatment equipments for surgical and all general merchandise.
- (i) To carry on all or any of the business of chemists, druggists, chemical manufacturers and dealers dry salvers, importers, exporters, manufactures and dealers in pharmaceutical and medical preparations soups, broths and other restoratives or goods specially suitable or deemed to be suitable for invalids and convalescents, manufacturers of and dealer in anatomical orthopedic, and surgical appliances of all kinds, boot makers stay makers, corset makers artificial eye and limb makers, ambulance makers chemists and druggists and providers of all requisites, for hospitals, patients and invalids and two assists, promote establish and contribute manage control or support sick funds and any association or institutions for providing upon any term of conditions medicines, drugs, medical and surgical preparations and apparatus and restoratives during sickness or illness.

- (j) To acquire, take over promote, establish, engage in and carry the business of profession of farmers, planters, harvesters, sprayers, seed growers, glaziers breeders of and dealer of livestock, maker gardeners, arboriculturists agriculturalists, horticulturists, floriculturists, dairymen, vegetable oil extractors, poultry and bee-keepers and any other business in connection with floriculture, arboriculture agriculture and horticulture.
  
- (k) To carry and promote and trade or business of farm and agricultural inputs, implements, tools, packaging material and deal in the livestock sell, supply, distribute whether in retail or wholesale fertilizer, insecticides, fungicides, growth stimulants, agro seeds, farm implements and tools, animals feeds, veterinary drugs and any related goods and import and export agriculture and food technology industries and equipment manufacture and semi processed product in Tanzania and other parts of the world.
  
- (l) To carry on the business as general suppliers of all sorts and types of goods and services to individuals, offices, industries, shops schools, factories hospital army, military ministries and all other government offices, universities and all other places where the services of a supplier are needed.
  
- (m) To carry on the business as general suppliers, importers, exporters, traders merchants, stockiest, wholesalers retailers and dealers in all types of electrical goods, hardware, building material, timber, fishing gears, groceries, computers, office equipments, stationeries cooking oils, salts foodstuffs cosmetics oils, spare parts and maintenance, tires, tubes, tools and accessories for all types of automotive, motor vehicles, agricultural machinery, implements, equipment, all kinds of industrial projects machinery and equipment paints, spirits sheets, hinges, screws, iron monger, textiles piece goods, all types of leather goods shoes, bags and other similar goods.
  
- (n) To carry on the business of importers, exporters, buying selling dealers in hardware building materials, sanitary-ware papers, roofing tiles, flooring tiles, supplying industrial equipment's agricultural implements and equipment's spare of every description, plumbers fittings decorators, steel fabrication, machine shop, nickel plating, electric plating, making steel windows, doors frames and roof tresses.
  
- (o) To deal in kinds of electrical works including repairs, maintenance, electrical accessories, electrical installations, professional advice and general counseling.

Names, Addresses, and Description of Subscribers	Number of Shares Taken by each Subscriber	Signature
1. SALIM SALEH OMAR P. O.BOX 8064 DAR-ES-SALAAM	5,000	
2. MOHAMED SALIM SALEH P. O.BOX 8064 DAR-ES-SALAAM	2,500	
3. ABDULFATAH SALIM SALEH P O BOX 8064 DAR ES SALAAM	2,500	

Date at DSM this 02 day of 08 2016

Witness to the above signature

Name : AFRED M. MASUNGA  
Signature : M  
Postal Address : 3214 DAR-ES-SALAAM  
Qualification : ADVOCATE



**THE COMPANIES ACT 2002**

**COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION**

**OF**

**SAMSA LOGISTICS LIMITED**

TANZANIA  
Stamp Duty Shs. 8500/-  
PAID ON 28/10/16  
Receipt No. 6009

TANZANIA  
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**PRELIMINARY**

**1. In these regulation:-**

“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, firms 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**

2. 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**

3. The Director may in their direction and without assigning any reason thereof refuse to register the transfer of any share to any person who it shall in their opinion be undesirable for any reason whatsoever to admit to membership.
4. 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 to admit to membership

## **BORROWING POWER**

10. 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.
11. 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**

12. 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.
13. No member shall be entitle 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**

- 14 The office off 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.

## **WINDING UP**

21. 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.

## **ALTERNATION OR ADDITION**

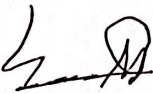


22. Subject to the provisions of the Act and to those contained in the Memorandum of Association the Company may by Special Resolution make alteration or addition so made shall be as valid and effectual as if originally contained in those article and be subject in like manner to alteration by Special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

## **INDEMNITY**

23. 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 favour or in which he is acquitted or is in connection with any application in relief is granted to him by the Court.

## **ABRITRATION**

24. 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 then existing statutory modifications or re-enactment thereof shall apply.

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Date at DSM this 02 day of 08 2011

**Witness** to the above signature

Name : AFRED -M. MASUNGA  
Signature : AM  
Postal Address : 3214 DAR-ES-SALAAM  
Qualification : ADVOCATE

