

THE UNITED REPUBLIC OF TANZANIA



CERTIFICATE OF INCORPORATION

NO.

I HEREBY CERTIFY THAT

**JAMBO & SONS TRADERS COMPANY  
LIMITED**

Is this day incorporated under the Companies Act 2002 and that  
the company is Limited

GIVEN under my hand at Dar es Salaam, this                      day of  
Two Thousand and Eleven

Registrar of Companies

TANZANIA

Stamp Duty Shs. 2000

PAID ON ORIGINAL

Receipts 203262/111

Stamp Duty 2000

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

2000  
203262/111

**JAMBO & SONS TRADERS COMPANY LIMITED**

1. The name of the company "JAMBO & SONS TRADERS 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 as consumers, suppliers, importers, exporters, stockists, wholesalers, retailers and dealers in all types of scraps, electrical goods, hardware, building materials, spare parts and maintenance, tyres, tubes, tools and accessories for all types of automotive, motor vehicles, agricultural machinery, implements, equipment, all kinds of industrial projects machinery and equipment, timber, fishing gears, groceries, computers, office equipments, cooking oils, salts, foodstuffs, cosmetics, edible oil, fats, paints, spirits sheets, hinges, screws, iron mongery, textiles piece goods, all types of leather goods, shoes, bags and other similar goods.
  - (b) To carry on the business as general merchants, traders, consumers, suppliers, importers, exporters, stockists, wholesalers, retailers and dealers in all types of shoes, belts, bags, electrical goods, foodstuffs, cosmetics, new, second hand clothes, flowers, electronic equipments, household, oils, paints, spirits sheets, hinges, screws, iron mongery, textiles piece goods, all types of leather and other similar goods, luggage, garments, baby clothes.
  - (c) To carry the business of importer and exporters, wholesalers, retailers, general merchants, provision store, general store keepers, universal providers, to establish supermarkets, duty free shops, import and export, manufacture goods, textiles, office equipments, stationery, building materials, home appliances, utensils, piece goods imitation jewellery, hosiery, sun-glasses, household requirements generally in all manufactured goods of all type, to acquire, establish, dealers in selling ready made garments and knitwear's, shoes, toys, motor cycles, bicycles, bicycle chairs, computer and its parts, television, mobile phone, vcd, cookers, slippers jeans, and description for commercial and home use.
  - (d) To carry on all or any of the business of transport, carriage and haulage contractors, owners and charter of road vehicles, aircraft and ships and boats of every description and carriers of goods and passenger by road, rail, water or air and to establish, acquire, maintain and operate transport

service of every description both public and private and all services ancillary thereto and for such purposes or as independent undertakings to purchase, take in exchange, charter, hire, build, contract or otherwise acquire and to own, operate, work, manage, maintain, repair, service and deal with and in road vehicles, aircraft and vessels of every supplies therefore and to conduct any such business within the country or any other state in Africa or Europe or Asia and or any other foreign country.

- (e) To carry on the business of clearing and forwarding agents, logistics, commission agents, customer agents, transporters, freighters, courier, haulers, customs bonded warehouse and godown keepers, court brokers, Insurance and assurance, insurance broker, Management, stock exchange and stock exchange brokers, shipping agents, cargo and travel agents, road, water agents, airport handling, courier services, insurance agents, tourist agents, manufacturers' representatives, road contractors, cargo superintendents, packers, machinery haulage specialists, warehousemen, engineers, electricians, motor cars, trucks, cabs, omnibus, oil tank and coach proprietors and transporters, civil transport contractors and transporters by any other means of conveyance of people and goods in Tanzania and the neighbouring countries and in such other place or places as may from time to time be determined by the company, engage in and or otherwise carry on the business as transporters and transport agents, freight forwarders and related transactions whatsoever.
- (f) To carry on the business of mining all kinds of minerals, gemstones, gold, diamonds dealers in mines and prospecting, sale and exporters of all dealership, including marketing and promotion of gold mines and other mines, mineral contractor and/or exchanges, take on lease or otherwise acquire any mines, mining licences or rights protected areas, cooper, ores, lead, emeralds, diamonds, rubies, and other precious and semi-precious stones, mineral products and substance from which the company may consider advantages for its objectives and to search, prospect for examine, explore, excavate, quarry, dredge, sell, export gold, diamonds, ores, emeralds, rubies and substances from the earth and extract, reduce, wash, crush, refine, treat, smelt, amalgamate, manipulated and or otherwise treat gold, ores, metals, emeralds, rubies and other precious an semi-precious stones or other valuable substances there from or prepare, render and make them fit for markets locally or internationally.
- (g) To carry on and deal in the business mining, gold, Gemstones, Goldsmith, exporters of Gold and Gemstones, processors and manufacturers of Jewelers, gold product, polishers and cutter of Diamonds and Gemstones and other Jewelleries. To search for, prospect, win, get, quarry, mine, crush, work, preshape, facet, polish or otherwise prepare for marketing precious sand semi-precious stones including diamonds, gemstones, Tanzanite's and valuable and base minerals and metal and mineral substitutes of all kinds including aluminum, manganese and petroleum and to buy, sell, market, import, export, and deal in the same and to carry

on any other operations which may seem conducive to any of the Company's objects

- (h) To engage in and carry out the business suppliers of food and catering services to individuals of proprietors, private and public institutions, managers of hotels, restaurants, cafes, road houses, motels, safari and holiday camps, caravan sites, guest houses, apartment housekeepers, refreshment and tea rooms, milk and snacks bars, tavern, beer house and lodging housekeepers.
- (i) To engage in and or otherwise carry on the business of sanitary services, super cleaners, removal treatment of, and or garbage collectors, sewage, and drainage system contractors, hotels, homes, offices, rural, urban and community centers, super cleaners, offices, removal treatment contractors, landscaper to be professional sanitary services contractors, fumigation agents, renovators, general maintenance and decorators, garden keeper, decorations, Opromoters of health service in industries, governmental departments, offices, companies, public or private institutions, individuals and any other organizations all over the world. To carry on the business of town cleaning, education on hygiene, importation of all cleaning facilities, equipments and chemicals.
- (j) To carry on the business of, to buy, sell, manufacture, and deal in all kinds of unguents and ingredients, to carry on business of selling candles and perfumes, collectors of flowers and perfume producing vegetation.
- (k) To engage in and or otherwise carry on the business of sanitary services, super cleaners, removal treatment of, and or garbage collectors, sewage, and drainage system contractors, rural, urban and community centers, super cleaners, offices, removal treatment contractors, landscaper to be professional sanitary services contractors, fumigation agents, renovators, general maintenance and decorators, garden keeper, decorations, Opromoters of health service in industries, governmental departments, offices, companies, public or private institutions, individuals and any other organizations all over the world. To carry on the business of town cleaning, education on hygiene, importation of all cleaning facilities, equipments and chemicals.
- (l) To arrange before hand and organize for tourists, budget and luxury camping safaris, lodge safaris, Road safaris and excursions, ticketing, Airlines and charters, game hunting, fishing ornithological and other safaris and expeditions of all kinds, mountain climbing, walking safaris, photographic safaris, car hire and cultural tourism, to establish, maintain and operate aircraft services of all kinds to carry on the business of carriers by air or otherwise of passengers, mail goods merchandise and valuable of all kinds, to engage in aerial survey photography and mapping and aerial advertising and to enter into contracts with any person, corporation or government as to the interchange of traffic the

carriage of goods and passengers or for any other purpose advantageous to the Company.

- (m) To carry on the business of running supermarkets, shopping malls, retail shops, wholesale outlets, act as importers, exporters, clearing agents, stockist, processors, warehousemen, agents, dealers, and to generally deal in all types of consumer goods, hardware goods, and building and property maintains, groceries.
- (n) To carry on the business of timber sawmill proprietors, tree fellers, woodworkers, joiners, carpenters, wood and timber merchants, wood work contractors, and to buy, sell, prepare for market, import, export, and deal in logs, hardboards soft boards, timber, building materials, hardware, oils, paints, spirits and varnishes, plywood, softwood, moldings, wooden, plastics and metal good and products of all kinds, hardboard, fiberboard, paper string, ropes, shellac, French polish, tools of all kinds and to manufacture steel doors, steel gates, wooden furniture and del in furniture's and generally to del in articles of all kinds in the manufacture of which timber or wood is used.
- (o) To acquire, take over, research, consultancy promote, research, establish, engage in and carry on the business of professional farmers, planters, harvesters, sprayers, sisal, tea, cotton, seed coffee growers, sellers, buyers, general merchandise and commodities, coffee, instant coffee, raw coffee, cocoa, green peas, foods and cash crops, maize, rice, beans, wheat, tobacco, leather products leather goods, glaziers, breeders of and dealers in livestock, market gardeners, aboriculturists, agriculturists, aquaculture, horticulturists and dairymen, vegetable oils extracts, poultry and beekeepers, and any other trade or businesses in connection with floriculture, arboriculture, agriculture or horticulture.
- (p) To carry on all or any of the business of stationers, printers, lithographers, stereotypes, electrotypes, engraves, photo lithographers, typesetting, machine operators, die sinkers, envelope makers, book binders, account book manufacturers, machine, rulers, numerical printers, paper makers, paper baffles and account book makers, box makers, flat and box file makers, cardboard manufacturers, type founders photographers, manufacturers of and dealers in playing visiting, railways, festival invitation, business complimentary and fancy cards and valentine, dealers in parchment stamp agents of payments of stamps and other duties, advertising agents, designers, draftsmen manufacturers, book sellers, publishers and dealers in materials used in the manufacturers of paper, cabinet makers, file rack maker and dealers in or manufacturers of any other articles of things of character similar of analogous to the foregoing or any of them or connected therewith and to deal in the manufacture of all sell by wholesale or retail of school chalks, and secretarial services.

- (q) To carry on the business of computer networks, sales of computers, consultancy; computer training, graphic design, internet café computer programming, servicing, web sites, database, telecommunication equipment telephones, cellular phones, TV-transmission equipment etc transport automobiles, marine vessels, aircraft, drilling and mining technologies and equipment, and agricultural and dairy equipment and all types of computer networks and related networks activities.
- (r) To carry on the business of International trade, general merchandise, importers, exporters, distributors, general store-keepers, universal providers, wholesale and/or retail traders, dealers of hardware, piece wood, paints, glassware, scrap metal, crockery, cutlery, ironmongery, turners and other household fittings and requirements, other articles and commodities of personal, household use and consumption provisions, textiles, groceries, medicines, drugs, beers, wines, spirits, liquors, chemical, surgical, optical, photographic and other instruments, apparatus and materials, motor vehicles, automobiles and generally in all manufactured goods of all types and merchandise of all kinds.
- (s) To carry on the business of hardware, building materials, spare parts and maintenance, tyres, tubes, tools and accessories for all types of automotive, motor vehicles, agricultural machinery, implements, equipment, all kinds of industrial projects machinery and equipment, timber, groceries, computers, office equipments, cooking oils, salts
- (t) To engage in and or otherwise carry on the business of professional hardware dealers, super traders, agents, manufacturers, buyers, sellers, distributors, suppliers, importers, exporters of building materials, decoration materials, domestic and industrial goods, agricultural and or farm implements, electrical and electronic appliances, apparatus and tools, sanitary and cleaning material, toiletry items, all businesses and trades incidental analogous, similar thereto, required to be or capable of being carried on in conjunction therewith.
- (u) To carry on business as transporters of passengers, goods, package merchandise, wares, luggage, personal effects and also act as agents for railways, shipping, chartering and transporting, corporations, road constructors, cargo, superintendents, warehousemen, government, parastatal, transport contractors and deal with clearing and forwarding dispatching of sea, air and land cargo to various parts or destinations in the world network.
- (v) To carry on the business of fumigators, vacuum cleaners, steam cleaners, carpet cleaners, window shop, officer, club hotel, theatre cleaners vermin and insects destroyers and generally to undertake cleaning and fumigation of any kind.
- (w) To carry on Fire Fighting equipments and general technical services, fumigation, auto-control, systems, and general supplies, importers,

exporters, general merchants, general store-keepers, universal, wholesale and retail traders, dealers of weighing scales, inkjet technology, moisture analysis, lab equipment, solar technology, piece wood, glassware, cookery, cutlery, turners and other household fittings, and requirements, other articles, textiles, medicine, drugs, wines, spirits, liquors, photographic apparatus.

- (x) To arrange before hand and organize for Airline solutions to hospitality, Airline and charters, hotel reservation, boats ferry travel, tourists, budget and luxury camping safaris, lodge safaris, Road safaris and excursions, ticketing, bird watching, wildlife tourism, cultural tourism, game hunting, fishing ornithological and other safaris and expeditions of all kinds.
- (y) To carry on the business of dealers, buyers, processors, exporters and importers of minerals, including diamond, Gemstones and gold, to engage in cutting and polishing, gems and any other types of gems or precious tones and to do any kind of business relating to minerals, and to own and run jewelers shops. To carry on the business of mining, mineral exploration, and deal in minerals as miners, buyers, processors
- (z) To carry on the business of timber and sawmill proprietors, tree fellers, woodworkers, joiners, carpenters, wood and timber merchants, woodwork contractors, and to buy, sell, mine, prepare for market, import, export and del in minerals, tree logs, hardboards, soft boards, building materials, hardwares, oil, paints, varnishes and generally to deal in articles of all kinds in the manufacturers of which timber or wood is used.
- (aa) To carry on business as dealers in wholesale or retail in hardware, household, fittings, utensils, all kinds of machinery, implements appliances apparatus, cements, solutions, enamels, building materials, plumbing materials, cosmetics, cutlery, hosiery, cookery, utensils of glass, China or metals, all kinds of domestic and household requisites produces, newspapers, books, stationery and office machines, refreshments, timber, furniture, petrol, oil diesel, kerosene, all kind of power oil and lubricants for motor, cycles and cycles, flour mills owners, radio and radio accessories, bakers, biscuits makers, confectioners, all or any of the business of seeds crushes and manufacturers of linseed cotton and cakes, oil refiners, soap manufacturers of artificial manure's and fertilizers, piece goods merchants with or without tailoring department, land and estate agents, financiers, manufacturers, carries buildings and joiners, auctioneers, cotton spinners, and ginners, insurance agents and printers and publishers.
- (bb) To carry on the business of garage proprietor, repair, cleaner, stone and warehouse of all kinds of vehicles, machinery, equipment and plant, whether move y mechanical power or not, fuel for internal combustions engines, lubricants, batteries, wheel balance and accessories and all things capable of being used in connection with the said business or in

manufacturer or maintenance of such vehicles, machinery equipment and plant.

- (cc) To carry on the business as commission agents motor cars, trucks, cabs, omnibus, oil tank and coach proprietors and transporters, civil transport contractors and transporters by any other means of conveyance of people and goods in Tanzania and the neighbouring countries and in such other place or places as may from time to time be determined by the company.
- (dd) To carry the business of electricians, mechanical engineers and manufacturer, workers and dealers in electrical apparatus and goods and manufacturer or hire or apparatus or goods in which the application of electricity or any kind of power, or any power that can be used in substitute therefore, is or may be useful, convenient or ornamental, or any other business of a like nature.
- (ee) To carry on the business of manufacturers importers, exporters and dealers in (whether or retail) all kinds of plastic wares for domestic, office, Industrial use or otherwise plastic component and appliances, medical, chemical preparation articles and compounds and manufacture, import, sell dyes cosmetics, soap, washes, pomades, paints, pigments, oils, spirits, distempers varnishes, resins, synthetic and manmade materials and fabrics of whatsoever nature and deal in all articles, substances and things commonly or conveniently used in or for making up, preparing or packing any products in which the company is authorized to deal with which may be required by the customers or persons having dealing with the company.
- (ff) To carry on otherwise engage in the business of importing, selling pharmaceuticals, medical equipments, laboratory equipments, organize market survey into the supply of medicines equipments, surgical instruments and any type of equipment which may be used to enhance
- (gg) To carry on or otherwise engage in the business of providing drilling services and general services in water and environment issues, general civil and construction works.
- (hh) To carry on the business of fumigators, vacuum cleaners, steam cleaners, carpet cleaners, window shop, officer, club hotel, theatre cleaners vermin and insects destroyers and generally to undertake cleaning and fumigation of any kind.
- (ii) To deal with all works and services involving funerals undertakings, such treatment of dead bodies, preparing of coffins, preparing of tombs (tombstones) and all related services
- (jj) To engage in the importation of office equipments, typewriters, photocopying machines, electrical equipments, calculators and other office machines as the Company may think fit.

- (kk) To carry on the industry and business of milling, producing, refining, repackaging, importing, exporting, marketing of all kinds of edible oils, cooking fats, margarine and bye-products thereof, to carry on the business of Flour mills, milling, packing all kinds of spices, salt, chemicals including industrial chemicals and all products. To extract, process, refine, distil, conserve, manufacture and generally deal in, and all kinds of soaps, detergents, soap chips, all kinds of oil, fatty acids, oleaginous and fatty substances, all kinds of unguents and ingredients and all products of the same or any of the said substances.
- (ll) To deal in office and domestic cleaning services, gardening, compound maintenance and sanitary services.
- (mm) To carry on the business of soap manufacturing, exporting, importing of soap detergents bleaching chemicals, sell, import, Agricultural and Industrial equipments and implements.
- (nn) To carry on business of suppliers, exporters of fish and fish products, marine products, pottery crafts, crustaceans, salt, mangrove, seashells, collection of wildlife, birds for sale and export, carvings, paintings, curios, provide game Sanctuary facilities and to organize safaris and expeditions, hutting, shoot, photograph, capture of animals, birds and all kinds of birds.
- (oo) To carry on the profession and business of media communication and consultancy, advertising agents, public relations consultants, sales promotion consultants in their aspects and to advise on public relations, publicity, sales promotion, staff relations, industrial relations, management relations.
- (pp) To carry on the business of manufacturing, selling, marketing, packing, dealing or otherwise in various garments and textiles, clothing materials, all types of men's ladies and children wear and dresses including trousers, pullovers, shirts, sweaters, blouses, jerseys, brassieres, vests, pants, swimming customs, skirts, shorts, tie and dye and like other garments, raw materials, carpets, knit good, Lace and piece goods, accessories and fitting for these products.
- (qq) To carry of the business of wholesalers, retailers, general traders, suppliers, merchants, importers, exporters, stockists and dealers in all types of garments, new and second hand clothing, Mitumba, tents, textiles material, tie and dye, boutique, belts, shoes, caps, bags, dresses of all types and description whatsoever.
- (rr) To carry on business of mechanical engineering, electrical engineering, electronic telecommunication engineering, to design, manufacture, assemble, repair any electrical and electronic apparatus, component of

system, navigation, data processing, aviation, to act as manufacturers, representatives, commission agents merchants or broker and to import, export, hire's sell purchase or otherwise dealing in all kinds of mechanical, electrical and electronic systems.

- (ss) To carry on the business of, to buy, sell, manufacture, and deal in all kinds of unguents and ingredients, to carry on business of selling candles and perfumes, collectors of flowers and perfume producing vegetation.
- (tt) To carry on business of assembling and distribution of all type of electrical products, apparatus, electrical appliances, office equipment, computers and word processors hardware and other software connected with the Computer Industry and also the sale and maintenance thereof.
- (uu) To carry any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on by the Company in connection with the above business or the general business of the company.
- (vv) To act as executors and trustees of wills and settlements made by customers and others and undertake and execute trusts of all kinds.
- (ww) 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 others and either or though agents, sub-contractors, trustees and otherwise.
- (xx) To remunerate any person, firm or company rendering services to this company, whether by cash payments or by allotment to him or them of shares or securities of the Company credited and paid in full or in part, otherwise.
- (yy) To accept for safe custody and keep for customers of the company all kinds of securities<sup>1</sup> valuables and things.
- (zz) To lend money on any terms that may thought fit, and particularly to customers or other person or corporations having dealing with societies and to give any guarantees that may be expedient.
- (aaa) To lend money on any terms that may thought fit, and particularly to customers or other person or corporations having dealing with societies and to give any guarantees that may be expedient.
- (bbb) To advance money to shareholders in the company, and other to the purpose of enabling the person borrowing the same erect or purchase, or enlarge or repair any house or building or to purchase the fee simple or any less estate or interest in, or to take a demise for any term or terms of

years of any freehold or leasehold property upon such terms and conditions as the company may think fit.

- (tt) To take or otherwise and hold shares in any other company having objects altogether or in part similar to this company, or carrying on any business capable of being conducted so as directly or indirectly to benefit the company.
- (uu) To do all other things as may be deemed incidental or conducive to the entertainment of the objects or any of them.

And it is hereby declared that:-

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 incorporate, and whether domiciled in the United Republic of Tanzania or elsewhere.

The object specified in each of the paragraphs of the paragraph of this clause shall be regarded as independent objects, and accordingly shall in no way be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph of the name of the Company but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraph define the objects of the separate and distinct compound. 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 or words in the same paragraph.

AND it is hereby declare that the word "Company" in this clause , except where used in reference of this Company , shall be deemed to include any partnership or other body of persons, whether incorporated, and whether domiciled in Tanzania or elsewhere, and that the intention is that each of the objects set forth in any sub-clause or by the same of the company. None of such sub-clause or the objects herein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first sub-clause.

4. The Liability of the Members is Limited

5. The capital of the Company is Shillings 5,000,000/= divided into 1,000 shares of Shillings 5,000/= each. The Company shall have powers to increase its capital and to divide the shares in its capital for the time being into several classes of stock or shares and to attach thereto respectively such preferential, deferred or special rights, privileges, or conditions as may be determined by or in accordance with the Articles of Association of the Company.

TANZANIA

Stamp Duty Shw. 2000/-

PAID ON ORIGINAL

Receipt 20326 27/11/11

Stamp Duty Cut-off

2000/-  
20326 27/11/11

THE COMPANIES ACT 12 OF 2002  
COMPANY LIMITED BY SHARES  
ARTICLES OF ASSOCIATION

OF

JAMBO & SONS TRADERS COMPANY LIMITED

PRELIMINARY

1. 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 time being in force.

Unless the context otherwise requires, the expressions defined in the Act or 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, etc.

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 addition in addition to substitution shall be the regulation of the Company.

PRIVATE COMPANY

2. The Company is a 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 of 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 where two or more persons hold one or more shares in the company jointly they shall for the purpose of this regulation be treated as a single member.
  - (c) Any invitation to the 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 Directors 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 a 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.
  - (b) Every shareholder or trustee in bankruptcy, or any person who may desire to sell or transfer any such shares and every who may desire to sell or transfer any such shares and every personal representatives of a deceased shareholder shall give notice in writing to the Directors that he desires to make such sale or transfer. Such notice shall constitute the Board of Directors 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 party and the board, or in case of difference to be determined 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 shares. At the expiration of such days 21 notice the board shall apportion such shares amongst the shareholders (if more than one) who shall have expressed their desire to purchase number of shares already held by them respectively, or if there be only one such shareholder, that the whole of 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 notifying his intention to purchase, as the case may be, the party desiring to sell or transfer such shares shall be bound upon payment of the said price to transfer the shares to the respective shareholders or to single shareholder who shall have agreed to purchase the same.

5. **GENERAL MEETINGS: NOTICE OF GENERAL MEETING AND PROCEEDINGS OF THE GENERAL MEETINGS.**

The Regulation of Companies Act shall apply the following variations:-

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

6.

#### DIRECTORS

- (a) Until otherwise determined by the company in General Meeting the Directors shall not be less than two and not more than seven in number.
  - (b) The following persons shall be the first Directors of the company:-
    1. YOHANA JAMBO NKWABI
    2. SYLVESTER NKWABI KABALO YOHANA
- 7. 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.
  - 8. The quorum of Directors for transacting business shall, unless otherwise fixed by the Directors, be two.
  - 9. A resolution in writing signed by all the Directors then in Tanzania shall be as valid and effectual as if it had been passed at a meeting of Directors duly called and constituted.
  - 10. 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 of the company.

#### BORROWING POWERS

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

- 11. The Directors may secure the repayment of or raise any such sum or sums 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 charged upon the whole or any part of the property and assets of the company or not so charged or in such other way as the Directors 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 entitled to vote at any general meeting unless all calls or other sums presently by him in respect of shares in the Company have been paid.

#### 14. CAPITALISATION OF PROFITS AND RESERVES

Subject to all necessary sanctions and consents, if any, being obtained the company in general Meeting may, upon the recommendation of the Directors, resolve that it is not required for paying the fixed dividends on any preference shares (including profits carried and standing to the credit or any reserve or reserves or other account) and accordingly that the Directors be authorized and directed to appropriate the profits resolved to be capitalized to the members who would have been entitled to receive the same had such sums been distributed in cash in accordance with their rights, and to apply such profits on their behalf, either in or towards paying up the amounts, if any, for the time being unpaid on any shares held by such members respectively, or in paying up in full un issued shares, debentures or securities of the company of a nominal amount equal to such profit, such shares, debenture or securities to be allotted and distributed, credited as fully paid up, to and amongst such members in the proportion aforesaid, or partly in one way and partly in the other; provided that a share premium account and a capital redemption reserve fund may, for the purpose of this Article, only be applied in the paying up of un issued shares to be issued to members of the company fully paid bonus shares. The general income of the company 50% or more of such income will be distributed as donation to any ready individual institution or community in Tanzania.

#### DISQUALIFICATION OF DIRECTORS

15. The office of a Director shall be vacated if the Director:
  - (a) becomes bankrupt; or
  - (b) is found to be a 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 directors for a period of six months without special leave of absence from the other Directors.

#### SEAL

16. 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

17. 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 be 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.
18. Unless otherwise decided by the Directors the quorum necessary to transact business of the Directors shall be two Directors personally present.

#### SECRETARY

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

#### WINDING UP

20. With the sanction of a special resolution of the shareholders any part of the assets of the Company including any shares in other Companies may be divided between the members 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

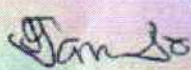
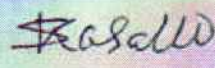
21. Subject to the provisions of the Act and to those contained in the Memorandum of Association the Company may by Special Resolution make alteration or addition so made shall be as valid and effectual as if originally contained in those articles and be subject in like manner to alteration by Special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

#### INDEMNITY

22. Every Director, Managing Director, Agent, Auditor, Secretary and other Officer 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.

## ARBITRATION

23. If and whenever any dispute or 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 Act 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 of the relation existing between the parties by reasons of these Act such differences shall (unless a sole arbitrator be agreed upon) forthwith be referred to the arbitration of three (3) arbitrators, one to be appointed by each party and the third to be appointed by the first two or, in the event of failure to agree within (Cap. 15) or any then existing statutory modifications or re-enactment thereof shall apply.

Names, Addresses, and Description of Subscribers.	Number of shares taken by each Subscriber	Signature
YOHANA JAMBO NKWABI P.O. BOX 253 KAHAMA	500	
SYLVESTER NKWABI KABALO YOHANA P.O. BOX 253 KAHAMA	500	

Dated at Dsalaan this 21<sup>st</sup> day of November 2011

Witness to the above signatures

Name :

Andrew Pwete

Signature :



Postal Address :

5227 Dsalaan

Qualification :

Advocate



We, the several persons 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

whose names and addresses are subscribed, are respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Names, Addresses, and Descriptions of Subscribers.	Description of	Number of shares taken by each Subscriber	Signature
YOHANA JAMBO NKWABI P.O. BOX 253 KAHAMA		00	<i>[Signature]</i>
SYLVESTER NKWABI KABALO YOHANA P.O. BOX 253 KAHAMA	KABALO YOHANA	00	<i>[Signature]</i>

Dated at *Dsalan* this *21st* day of *November* 2011

Witness to the above signatures

Name :  
Signature :  
Postal Address :  
Qualification :

*Auben Pwelle*  
*[Signature]*  
*22297 Dsalan*  
*Also ede*

