

AMANI SUPPLIES CO LID

MINUTE SHEET

Dokezo
No. 1.0

EXD

The approved project has fulfilled the investment requirements, which are: -


(a) Minimum finance investment threshold has been exceeded, the project expects to invest US\$ 97826 US\$ 0.77m

(b) Legal entity has been incorporated under certificate

No. 97826 of 14/03/2013

Based on the above, the letter of approval is hereby submitted for signature in order for the project to comply with the requirements of Section 17 of Tanzania Investment Act, 1997.

Submitted for signature.


N. Senzia
DIF

19th September, 2013

2.0 Ag EXD done 22/10/2013

In response to the TIC letter of registration dated 13th September 2013

the project has submitted the required documents namely: -

(a) Company Board Resolution.

(b) Reference letter/Financing from CRDB Bank LTD

(c) Appraisal & title deed as evidence of land

With the above submission EXD is requested to sign Certificate of Incentives No. CH 2526 herein attached.

22/10/2013


DIF

①

AMANI SUPPLIES COMPANY LIMITED

PO BOX 70508 TEL; 0754 305812, 0715327070

DAR ES SALAAM

25TH AUGUST 2013

THE EXECUTIVE DIRECTOR
TANZANIA INVESTMENT CENTRE
PO BOX 938,
DAR ES SALAAM



Dear Sir/Madam

RE; APPLY FOR REGISTRATION OF CERTIFICATE OF INCENTIVES

The above heading refers,

We Amani supplies Co, LTD, dealing with business of manufacture and supplies sunflower cooking oil. We would like to expand our plant by construction of godown, purchase machines, other materials and motor vehicles for supplies.

We apply a certificate of incentives for that purpose.

Attached herewith this letter registration form for certificate of incentives,

Thanks for your co operation

You're faithfully,

JAMES ALEXANDER KIMARIO

BOARD OF MEMBERS



TANZANIA INVESTMENT CENTRE

REGISTRATION FORM

FOR

CERTIFICATE OF INCENTIVES

**(Tanzania Investment Act 1997, Section 17 and 18,
and the Investment Regulations:
Regulation 42, Government Notice No. 318A of 2002)**

Tanzania Investment Centre
9A & B Shaaban Robert Street
P. O. Box 938
DAR ES SALAAM
Tel. 022 2116328
Fax. 022 2118253
e-mail: information@tic.co.tz
Website: www.tic.co.tz

(Please fill the form in duplicate)

Unclaimed refund beyond three years will be forfeited



1144

TANZANIA INVESTMENT CENTRE

Shaaban Robert Street, P.O. Box 938, Dar Es Salaam, Tel. +255 22 2116328-31, Fax: +255 22 2118253

RECEIPT REC012568

No.006534

11344

Received from : AMANI SUPPLIES CO. LTD

Address : P. O. Box 70508, Dar Es Salaam.

Received the sum of (In words): ONE HUNDRED AND ZERO CENTS ONLY

Being payment in respect of : REGISTRATION FEE

Amount : USD 100.00

Cash / Cheque No: D/Deposit
26-Aug-2013
Date :

Gen. Executive Director
Tanzania Investment Centre
BUisso
Receiving Officer

UNITED REPUBLIC OF TANZANIA

THE TANZANIA INVESTMENT ACT
(No. 26 of 1997)

APPLICATION FOR REGISTRATION
(Made under Regulation 42)

To: The Executive Director
Tanzania Investment Centre
P. O. Box 938
DAR ES SALAAM
Tanzania

1. I/We JAMES ALEXANDER KIMARIO
(director/directors/agent of AMANI SUPPLIES COMPANY LIMITED
(name of business enterprise) apply for registration of CERTIFICATE OF INCENTIVES
under Section 17 of the Act and Part IV of the Investment Regulations, 2002.

2. The registered office of the company will be situated at MBEZI TEMBONI
KINONDONI DISTRICT DAR ES SALAAM.

Copies of the following documents are attached to this application:

- (i) The Memorandum and Articles of Association/or partnership agreement
- (ii) Certificate of Incorporation/Registration
- (iii) A copy of the Project Profile or Feasibility Study showing the implementation period, programme of implementation and operative date
- (iv) Evidence of financing and evidence of land ownership for the project

3. The Head Office of the Company will be situated at MBEZI TEMBONI DISTRICT DAR ES SALAAM.

4. The Principal Officers of the Company are MANAGING DIRECTOR, DIRECTOR OF FINANCE, DIRECTOR OF OPERATION, DIRECTOR OF MARKETING.

5. Auditors of the Company are MBONYI & COMPANY

6. The authorized share capital of the Company is Tshs./US\$ TSHS. 50,000,000/-

7. The intended capital investment of the Company in terms of Section 2(2) of the Act

is Tshs./US\$ TSHS 1,249,000,000/2

8. The month and day of the financial year end is 31st DECEMBER

Note: **failure to provide all the required information will result in the return of the application by the Centre.**

I/We enclose a cheque/cash made payable to the **Tanzania Investment Centre** for Tshs./US\$

US \$ 100. Being the Registration Fees. **In the event this application is unsuccessful we understand that this fee will not be refunded.**

I, JAMES - A. KIMARIO of Post Office Number 70508 D'SALAAM

do solemnly and sincerely declare that I am a director/duly

authorized agent of AMANI SUPPLIES COMPANY LTD

AND that all the requirements of the Tanzania Investment Act, 1997 in respect of matters precedent to the registration of the business enterprise under the Act and incidental thereto have been complied with, **AND I** make this solemn declaration conscientiously believing the same to be true.

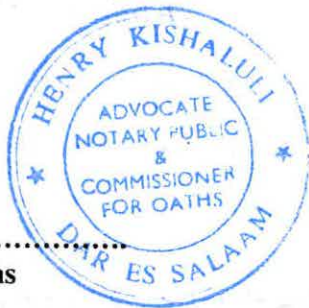
Declared at Dar es Salaam }

The 3rd day of FEV 2013 }

James Kimario
Applicant

Before me:

[Signature]
Commissioner for Oaths



APPLICATION SUMMARY

Company Name: AMANI SUPPLIES COMPANY LTD

Certificate of Incorporation Number: 97826 Status: LIMITED

Certificate of Incorporation Date: 14.3.2013

Post Box: 70508

Town: DAR-ES-SALAM

Sector: INDUSTRIAL

Sub-Sector: TRADE

Investment Financing Plan in Million US\$/Tshs.

Foreign Equity	Local Equity	Foreign Loan	Local Loan
.....	<u>1,249 BILLION</u>	<u>1,249 BILLION</u>

Project Objectives: EXPANSION OF SALES AND PRODUCT QUANTITY
IN ORDER TO INSURE CUSTOMER SATISFACTION.

Capacity:

Employment: Foreign: Local: Total: 35

Implementation Period: 3 YEARS

Project Location

Site/Plot/Block No.: 2059 BLOCK 'A'

Street: MISEZI TEMBONI District: KINOSHO NI Region: D' SALAM
 (Attach sketch map showing project location)

Shareholders	Nationality	%
<u>ALEXANDER L. KIMARIO</u>	<u>TANZANIAN</u>	<u>52</u>
<u>GODFREY A. KIMARIO</u>	<u>TANZANIAN</u>	<u>16</u>
<u>HUENEL A. KIMARIO</u>	<u>TANZANIAN</u>	<u>16</u>
<u>JAMES A. KIMARIO</u>	<u>TANZANIAN</u>	<u>16</u>
.....	<u>100</u>

Investment Breakdown US\$/Tshs.M

Land/Building 469,780,000. =
Plant 291,126,000. =
Vehicles 95,700,000. =
Furniture & Fittings 117,260,000. =
Pre-expenses 21,315,000. =
Others —
Working Capital 253,819,000. =
TOTAL 1,249,000,000. =

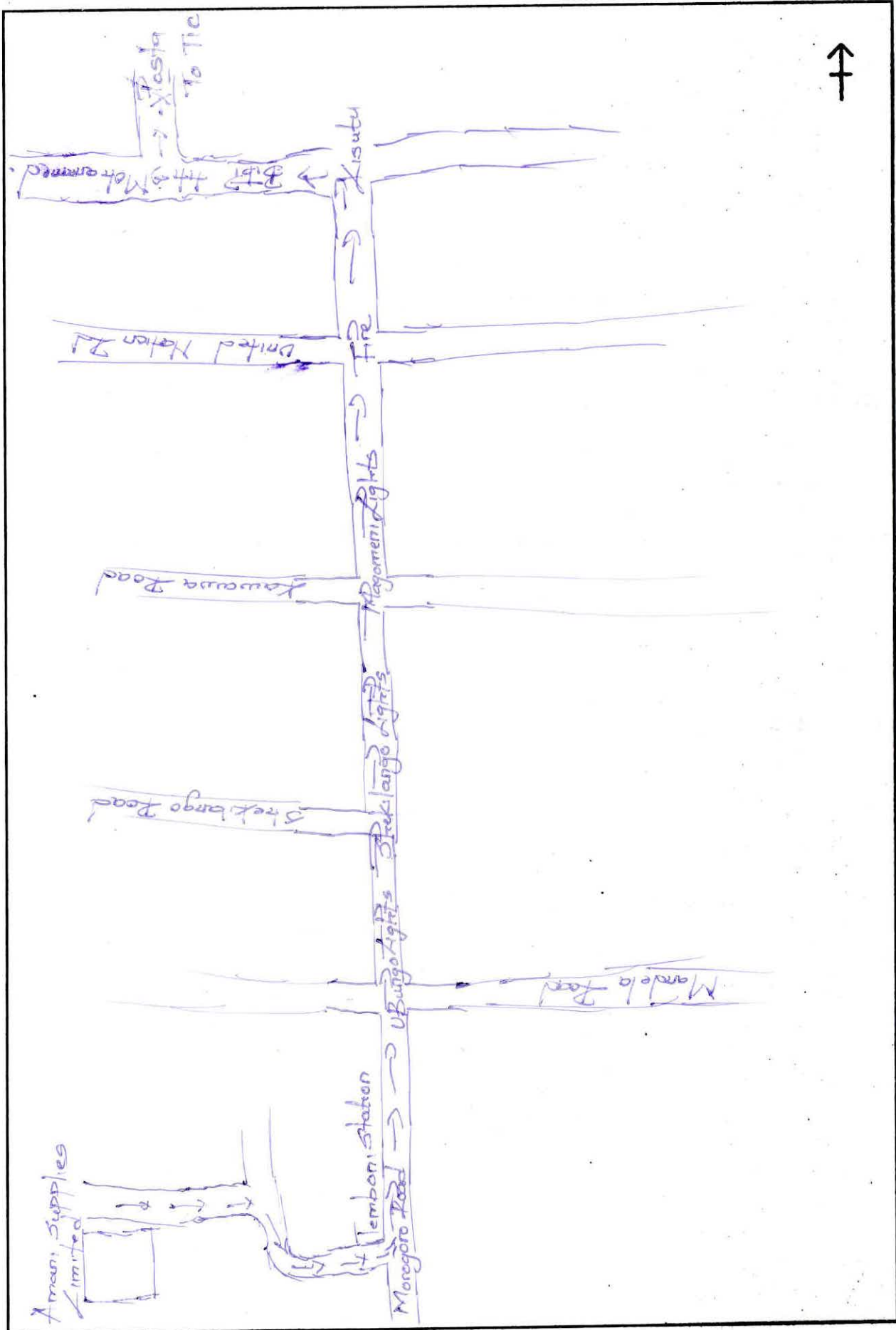
Contact Details:

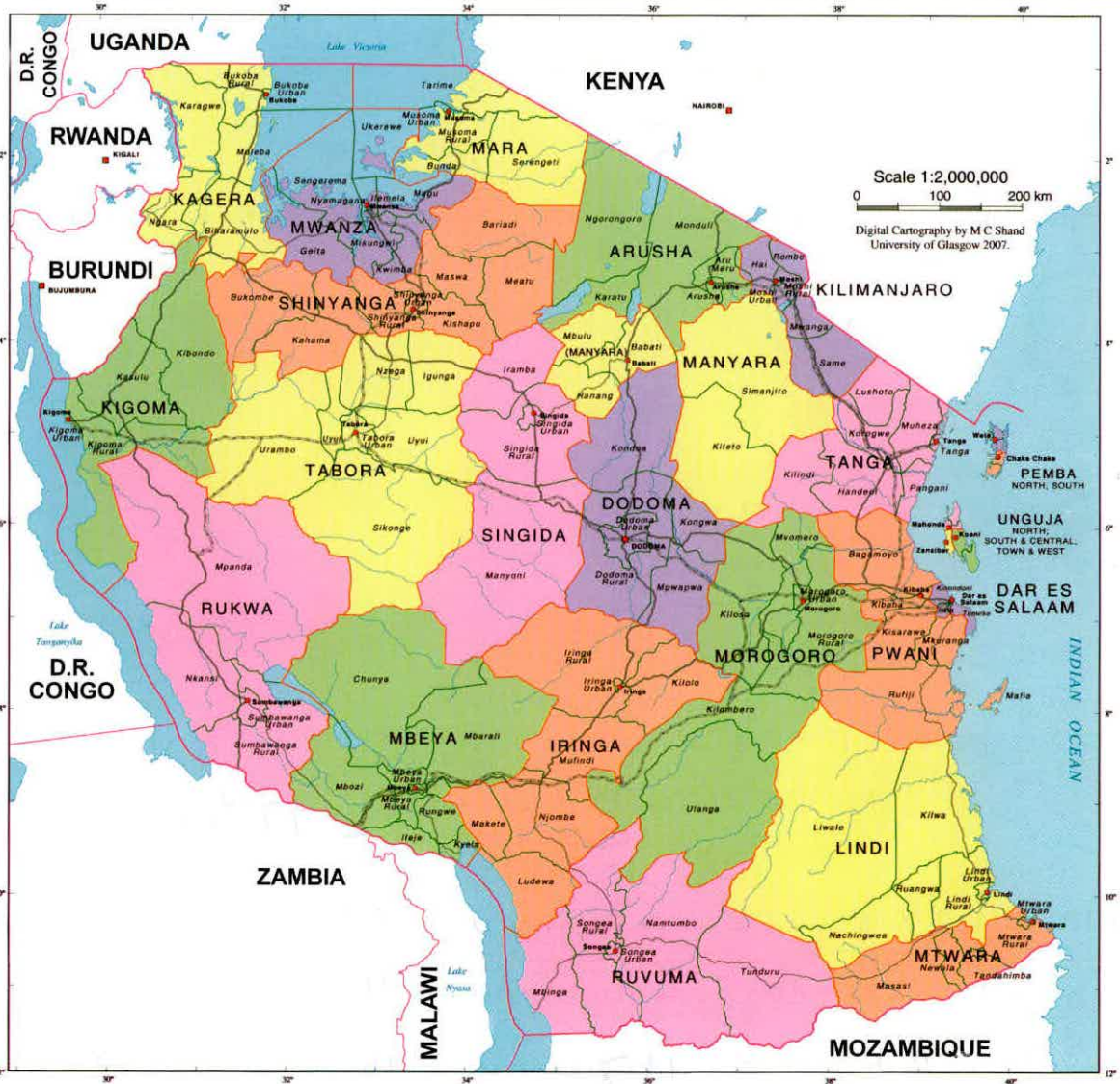
Name: JAMES-A. KIMARIO Title: DIRECTOR
Telephone: 0713-381899 Fax: —
Email: Jameskimario6@gmail.com

Payments to be made payable to:

TANZANIA INVESTMENT CENTRE
STANDARD CHARTERED BANK TANZANIA LTD.
SWIFT ADDRESS: SCBLTZTX
ACCOUNT NO.: 8702006002000

SKETCH MAP SHOWING PROJECT LOCATION





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TICC/PP.10/042526/3

13th September, 2013

Managing Director,
Amani Supplies Co. Ltd.
P.O. Box 70508
Dar es Salaam

**RE: CERTIFICATE OF INCENTIVES FOR MANUFACTURING PLANT OF
SUNFLOWER COOKING OILS**

We wish to acknowledge receipt of your project proposal to establish and operate a plant for manufacturing of sunflower cooking oils as presented in the TIC P.A. 1 Form No. 11341 and Feasibility Study with a projected investment amounting to USD 0.77m.

We are pleased to inform you that your investment proposal is now officially registered by TIC and therefore the project will be granted a Certificate of Incentives under authority conferred upon TIC under Part III, Section 17 (1-8) of the Tanzania Investment Act, 1997. In order to enable TIC prepare your Certificate of Incentives, You will be required to submit the following:-

- Company Board Resolution accompanied by Bank Reference for equity funding or a letter from Bank/Financial Institution that a loan is granted or is under consideration as required by Section 17(3) (f) of Tanzania Investment Act, 1997
- ✓ Certified document showing evidence of Land ownership for the location of the project.

Also be informed that you will have to submit a project implementation Progress Report on the implementation of the project in every six months for centre's information and review. Guidelines for the preparation of the report are contained in annexure attached to this letter. Please do not hesitate to contact the Centre for any clarification if the need arises. Also note that a facilitation fee equivalent to US\$ 1000.00 is payable at the ruling exchange rate prior issuance of the Certificate of Incentives. Please make deposit direct to the bank as per bank details below:

.../2

TICC/PP.10/042526/3

13th September, 2013

*Tanzania Investment Centre
Standard Chartered Bank (T) Ltd
US Dollar A/C 8702006002000
T.Shs A/C 0102006002000*

We wish you every success in the implementation of the project.

Yours sincerely,

Tanzania Investment Centre



Juliet R. Kairuki

EXECUTIVE DIRECTOR

Copy to: Permanent Secretary,
Ministry of Finance,
P. O. Box 9111,
DAR ES SALAAM

Permanent Secretary,
Ministry of Industry, Trade and Marketing,
P.O. Box 9503,
DAR ES SALAAM

Commissioner General,
Tanzania Revenue Authority,
P. O. Box 11491,
DAR ES SALAAM



TIC Evaluation Report

Name of the Company
Amani Supplies Co. Ltd.

Post Box	Mbezi Temboni, Plot No. 2059 Block A	COI Number	97826	Contact	Mr. James A. Kimario
Post Office	70508	COI Date	14/03/2013	Designation	Director
Region	Dar Es Salaam	Application F. No	11341	Phone	0
Country	Tanzania	Status	New	Direct Phone	0
		Sector	Manufacturing	Cell Phone	0713 381 899
		Sub Sector	Cooking Oil	Fax	0
		File No	042526	E-Mail Address	0

Project Location		Investment Finance Plan in Millions USD											
Block	Plot No. 2059 Block A	<table border="1"> <thead> <tr> <th>Foreign Equity</th> <th>Local Equity</th> <th>Foreign Loan</th> <th>Local Loan</th> </tr> </thead> <tbody> <tr> <td>0</td> <td>0.46</td> <td>0</td> <td>0.31</td> </tr> </tbody> </table>	Foreign Equity	Local Equity	Foreign Loan	Local Loan	0	0.46	0	0.31			
Foreign Equity	Local Equity		Foreign Loan	Local Loan									
0	0.46		0	0.31									
Street	Mbezi Temboni												
District	Kinondoni												
Region	Dar es Salaam												

Shareholders Detail			Investment Breakdown (USD Million)	
Name	Nationality	(%)	Land/Building	0.29
James A. Kimario	Tanzanian	16	Plant	0.18
Yuvenal A. Kimario	Tanzanian	16	Vehicles	0.06
Godfrey A. Kimario	Tanzanian	16	Furniture & Fittings	0.07
Alexander L. Kimario	Tanzanian	52	Pre-expenses	0.01
			Others	0
			Working Capital	0.16
			Total	0.77

Employment	35	Evaluated By	wf officer3
Capacity	xxxxx	Drawn By	wf registry2
Project Turn Over		Project Type	Local

Description

To establish and operate plant for manufacturing of sunflower cooking oils

Recommendations

Be approved subject to providing evidence as required by section 17 of Tanzania Investment Act, 1997

Decision

Approved as recommended,
Abdullah
Ag. CEO
13/9/2013

Unclaimed refund beyond three years will be forfeited



TANZANIA INVESTMENT CENTRE

Shaaban Robert Street, P.O. Box 938, Dar Es Salaam, Tel. +255 22 2116328-31, Fax: +255 22 2118253

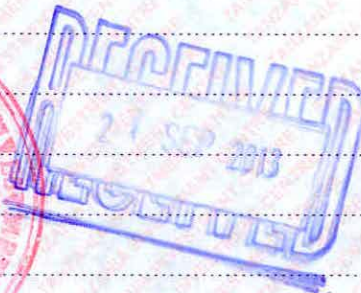
RECEIPT REC012974

No. 006933

Received from : AMANI SUPPLIES CO. LTD

Address P. O. Box 70508, Dar Es Salaam.

Received the sum of (In words): ONE THOUSAND AND ZERO CENTES ONLY



Being payment in respect of : CERTIFICATE OF INCENTIVES

Amount : USD 1,000.00

Cash / Cheque No: D/Deposits

Date : 27-Sep-2013

BUIsso

Receiving Officer



CRDB BANK PLC
Ubungu Branch,
P.O. Box 90250,
Dar es Salaam, Tanzania
Tel: +255 (0) 22 2400573/4/5,
Fax: +255 (0) 22 2400369,
Website: <http://www.crdbbank.com>

Ref. No.: CRDB/UB/AFS/13

11th October, 2013

Executive Director
Tanzania Investment Centre,
P.O.Box 938,
Dar-Es-Salaam

Re: Financial Status Report ifo Ms. Amani Food Supplies

Reference is made to the above heading.

We are pleased to inform you that, Ms. Amani Food Supplies **is our esteemed customer who** maintain account **No.0150435230200** with our Ubungu Branch and the account is operated by sole signatory **Mr. Alexander L. Kimario**

We confirm to your office that **Ms.Amani Food Supplies** is our good customer and the operation of their account is good to our satisfaction and are capable of accessing financial assistance from our bank and being considered.

Kindly note that this information is given without prejudice or any responsibility on our part for it simply serves to inform you on performance of our customer as requested.

Should you need more clarification from our end, please do not hesitate to contact the undersigned through the above address.

Yours Sincerely,

Oswald Kweka
Branch Manager

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AMANI SUPPLIES CO, LTD
P O BOX 70508, TEL: 0713 381899, 0754 305812, 0715 327070
DAR ES SALAAM

4th DECEMBER 2013

THE COMMISSIONER,
CUSTOMS & EXERCISE DEPARTMENT,
P O BOX 9053,
DAR- ES- SALAAM.

UFS:
EXECUTIVE DIRECTOR,
TANZANIA INVESTMENT CENTRE,
P O BOX 938,
DAR-ES-SALAAM.



**RE: DUTY/VAT EXEMPTION ON CAPITAL /DEEMED CAPITAL GOODS –
CERTIFICATE OF INCENTIVES NO:**

Refer the above heading,

We AMANI SUPPLIES CO, LTD, we are the investors get the certificate of incentives no: 042526 of 2013 (Kimara Temboni plot no: 2059) in order to establish Seed Oil factory.

With this letter we attached list of Capital/ Deemed capital goods for your approval.

Sincerely yours,

JAMES A. KIMARIO
MANAGING DIRECTOR

**PROPOSED COMMERCIAL BUILDING
MBEZI TEMBONI/ DAR ES SALAAM**

FOR

M/S AMANI SUPPLIES CO, LIMITED

**LIST OF BUILDING MATERIALS,
MACHINERY AND VEHICLE**

FIRST SUBMISSION

PREPARED BY:

**Construction Cost Advisor Ltd,
Architects and Quantity surveyors,
P.O.Box 1330 Tel: 0764 872482
Dar es Salaam**

NOVEMBER,2013



M/S AMANI SUPPLIES CO, LIMITED

LIST OF BUILDING MATERIALS,
MACHINERY AND VEHICLE

FIRST SUBMISSION

Building Material			
1.0	Ordinary Portland cement to BS 12 • Cement	10,000	Bags
2.0	Aggregate to BS 882 • Coarse Aggregate	700	m ³
3.0	Fine aggregate and sand • Fine Sand	900	m ³
4.0	Concrete • Blocks • Paviour blocks	44,860 1,250	No. m ²
5.0	Stones • Hardcore	70	m ³
6.0	Fill soil • Imported	60	m ³
7.0	Damp proof membrane (i) Polythene sheet (ii) Ant termite solution	450 3,700	m ² Liters
8.0	Steel • Reinforcement bars, various sizes • Binding wire • Nails • Fabric mesh • Iron sheet	500 270 270 730 1,430	Tones Kg Kg m ² m2
9.0	Formwork (untreated) • Cypress timber or submarine plywood	130	m ³
10.0	Floor tiles • Assorted sizes • Grout	5,800 580	m ² Kg
11.0	Wall tiles • Assorted sizes • Grout	5,300 720	m ² Kg
12.0	Metal • Bolts, various sizes	9,500	No.
13.0	Door/Door Lock and Hinges (i) <u>Aluminum/Metal/Flush/Melamine</u> (a) Door shutters various sizes (b) Door Frames various size	 140 130	 No. No.



(ii) <u>Iron Mongery</u>		
(a) Three lever Mortise lockset with furniture	130	No.
(b) Rubber door stops	130	No.
(c) Door closers	130	No.
(d) Brass butt hinges with bearings	400	No.
14.0 Window <u>Aluminum/Metal</u>		
(a) Window Shutters, various sizes	360	No.
(b) Window Shutters, insect proof, various size	260	No.
(c) Window Frames, various sizes	150	No.
(d) Window Handles	240	No.
(e) Window Locks	240	No.
(f) Accessories for Aluminum windows	240	No.
(g) Glass building cover	10,000	pcs
15.0 Glazing 6mm thick clear float glass (for doors and window)	400	m ²
16.0 Roof Covering		
(a) Harvery tiles	700	m ²
(b) Special nails	6,700	No.
(c) Polythene sheet	720	m ²
(d) Ridge/valley caps/hip	100	Lm
17.0 False ceiling materials and Fittings		
(a) Gypsum board/hard board/soft board	1,580	m ²
(b) Gypsum cornice	1,410	m
(c) Dry wall screws	555	boxes
(d) Binding plaster	260	bags
(e) Tapes	155	No.
(f) Suspended grid system ceiling	780	m ²
18.0 Paints		
(a) Acrylic/emulsion/silk	3,000	Liters
(b) Gloss paint	260	Liters
(c) Vanish polyurethane paint	200	Liters
(d) lime	5,000	Kg.



19.0 Pipes and Fittings		
(i) <u>Galvanized Mild steel pipes</u>		
(a) Pipes –various sizes	1,300	No.
(b) Fittings and accessories-various size	1,100	No.
(ii) <u>UPVC pipes and fittings</u>		
(a) Pipes various size	1,150	No.
(b) Bends	1,130	No.
(c) Tees	365	No.
(d) Connectors	365	No.
20.0 Air conditioners		
(a) Sprit unit air conditioner	150	No.
(b) Sweep Ceiling Fan	100	No.
(c) Toilet/Shower extract Fan	65	No.
(d) Fire Extinguisher	20	No.
(e) Hose reel	5	No.
21.0 Electrical Cables Wires, Fittings and Accessories		
Wires		
(i) 2.5mm ² PVC Twin wire for 100mm roll	560	No.
(ii) 1.5mm ² PVC Twin wire for 100m roll	560	No.
Wires (Cont'd)		
OR		
(iii) 2.5mm ² single wire of 100mm rools		
-Red	560	No.
-Black	560	No.
-Green	560	No.
(i) 1.5mm ² single wire of 100m rools		
-Red	560	No.
-Black	560	No.
-Green	560	No.
(v) Telephone cable of 100m roll	43	No.
(vi) Television cable of 100m roll	43	No.
(vii) Armored cable of 100m roll	43	No.
(viii) Conduits, varied sizes	2000	No.
• Fluorescent light fittings	1,250	No.
• Fluorescent light with shaver socket	370	No.
(ix) Socket breaker	120	No.
22.0 Switch accessories		
• Light switches	500	No.
• Cooker control units	25	No.
• Switch sockets	400	No.
• Main switch	50	No.



23.0 Solar power panels		
• Evacuated Tube Solar Collectors	60	Pcs
• Solar PV Panels	60	Pcs
• Solar PV - AC Modules	60	Pcs
• PV Racking - Roof Mount	60	Pcs
• PV Racking - Ground & Pole Mount	60	Pcs
• Solar Storage Tanks	60	pcs
24.0 Machines		
(a) Generators, over 100KVA	2	No.
(b) Block making machine		
• Hydraulic cement block machine	1	No.
• Hydraulic concrete block machine	1	No.
• Brick making machine	1	No.
• Pavers block making machine	1	No.
(c) Poker vibrator	2	No.
(d) Photocopy machine	3	No.
(e) Computer	10	No.
(f) Transformer	2	No.
(g) Elevator machine (Full set)	2	No.
(h) Escalators	4	No.
(i) Plant seeds machines	Set	No.
(j) Seeds machine equipment		
25.0 Vehicle		
• Minibus, (25-16) passengers	1	No.
• Vans	3	No.
• Suv/4WD	3	No.
• Wagons	3	No.
• Canter/fuso/isuzu over 2 tonne	5	No.
• Double cabins Toyota 750kg	3	No.
• Truck/tipper 7-10 tonne	2	No.
• Land cruiser hardtop	1	No.
• Water bowser	1	No.



Stamp: 24711-44 3748 Copy of File Original
Signature: [Signature]
Date: 10/12/2013
For: Executive Director
Tanzania Investment Centre



6

00220354

THE UNITED REPUBLIC OF TANZANIA

Certificate of Incentives

(Section 17 of the Tanzania Investment Act, 1997)

042526

No:

This is to certify that

AMANI SUPPLIES COMPANY LIMITED

P.O. BOX 70508

of address

DAR ES SALAAM

has been granted a Certificate of Incentives to invest in a new, ~~XXXXXXXXXXXXXXXXXXXX~~
~~XXXXXXXXXXXX~~ enterprise known as

AMANI SUPPLIES COMPANY LIMITED

Which is located at

PLOT NO. 2059 BLOCK A, MBEZI TEMBONI

KINONDONI - DAR ES SALAAM

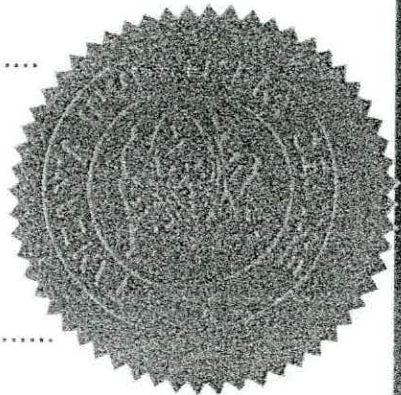
Further particulars required by Section 17 of the Tanzania Investment Act are set out overleaf.

[Signature]

Executive Director

Tanzania Investment Centre
P.O. Box 938, Dar es Salaam

Dated 13TH SEPTEMBER 2013



This Certificate is issued in accordance with the provisions of Section 17 of the Tanzania Investment Act, 1997 and subject to the conditions prescribed under item 14 and 15 hereafter:—

1.	Shareholders	Nationality	Shareholding (%)
	Jemes A. Kimario m	Tanzanian	16
	Yuvenal A. Kimario	Tanzanian	16
	Godfrey A. Kimario	Tanzanian	16
	Alexander L. Kimario	Tanzanian	52

To establish and operate plant for manufacturing of

2. Proposed Activities

3. Sector: **Manufacturing** Subsector: **Cooking Oil**

4. Investment cost: Foreign **—** Local **USD 0.77m.** Total **USD 0.77m**

5. Project Financing: Equity **USD 0.46m.** Loans **USD 0.31m.** Total **USD 0.77m**

6. Source, terms and conditions of loan

7. Assets to be invested:

Capital items:	Foreign	Local	Total
	—	USD 0.77m.	USD 0.77m

8. Technology Agreement **None**

9. Date of TIC Registration: **13th September 2013**

10. Implementation period **September 2013 - August 2016**

11. Operative date **September 2016**

12. Investment Incentive Grade: As defined in part III Section 19 (1), (2) and Section 20 of the Tanzania Investment Act, 1997 **And VAT as per Customs Tariff act, 1976 & VAT Act, 1997**

(i) Applicable Import Duty **As per Income Tax Act, 2004 (as amended)**

(ii) Applicable with-holding Tax **As per Income Tax act, 2004 (as amended)**

(iii) Eligibility of Capital Allowances **As per Income Tax act, 2004 (as amended)**

13. Protection of Investment, Arbitration and Transfer of Foreign Currency: as defined in part III Section 21, 22 and 23 of the Act.

14. Conditions attached to this Certificate of Incentives

- (i) Date of Commencement of investment has to be notified to the Centre.
- (ii) Certificate not to be transferred, assigned or amended
- (iii) Failure to commence implementation within two years invalidates Certificate
- (iv) Failure to operate investment must be notified to the Centre
- (v) Changes in shareholding, project activities and level of invested capital must be notified to the centre

15. Additional conditions attached to Certificate **Finished goods are not allowed under this Certificate**

Signed 
Executive Director



00220354

THE UNITED REPUBLIC OF TANZANIA

Certificate of Incentives

(Section 17 of the Tanzania Investment Act, 1997)

042526

No:

This is to certify that

AMANI SUPPLIES COMPANY LIMITED

P.O. BOX 70508

of address

DAR ES SALAAM

has been granted a Certificate of Incentives to invest in a new, ~~rehabilitation/extension~~
~~of the~~ enterprise known as

AMANI SUPPLIES COMPANY LIMITED

PLOT NO. 2059 BLOCK A, MBEZI TEMBONI

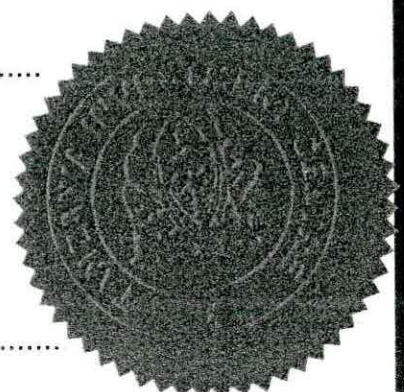
Which is located at

KINONDONI - DAR ES SALAAM

Further particulars required by Section 17 of the Tanzania Investment Act are set out overleaf.

Executive Director

Tanzania Investment Centre
P.O. Box 938, Dar es Salaam



Dated 13TH SEPTEMBER 2013

This Certificate is issued in accordance with the provisions of Section 17 of the Tanzania Investment Act, 1997 and subject to the conditions prescribed under item 14 and 15 hereafter:—

1. Shareholders

Shareholders	Nationality	Shareholding (%)
Jemes A. Kimario m	Tanzanian	16
Yuvenal A. Kimario	Tanzanian	16
Godfrey A. Kimario	Tanzanian	16
Alexander L. Kimario	Tanzanian	52
2. Proposed Activities : **To establish and operate plant for manufacturing of sunflower cooking oils**
3. Sector: **Manufacturing** Subsector **Cooking Oil**
4. Investment cost: Foreign **—** Local **USD 0.77m.** Total **USD 0.77m**
5. Project Financing: Equity **USD 0.46m.** Loans **USD 0.31m.** Total **USD 0.77m.**
6. Source, terms and conditions of loan.....
7. Assets to be invested:

Capital items:	Foreign	Local	Total
	—	USD 0.77m.	USD 0.77m
8. Technology Agreement **None**
9. Date of TIC Registration: **13th September 2013**
10. Implementation period **September 2013 - August 2016**
11. Operative date **September 2016**
12. Investment Incentive Grade: As defined in part III Section 19 (1), (2) and Section 20 of the Tanzania Investment Act, 1997 **And VAT as per Customs Tariff act, 1976 & VAT Act, 1997**
 - (i) Applicable Import Duty **As per Income Tax Act, 2004 (as amended)**
 - (ii) Applicable with-holding Tax **As per Income Tax act, 2004 (as amended)**
 - (iii) Eligibility of Capital Allowances
13. Protection of Investment, Arbitration and Transfer of Foreign Currency: as defined in part III Section 21, 22 and 23 of the Act.
14. Conditions attached to this Certificate of Incentives
 - (i) Date of Commencement of investment has to be notified to the Centre.
 - (ii) Certificate not to be transferred, assigned or amended
 - (iii) Failure to commence implementation within two years invalidates Certificate
 - (iv) Failure to operate investment must be notified to the Centre
 - (v) Changes in shareholding, project activities and level of invested capital must be notified to the centre
15. Additional conditions attached to Certificate **Finished goods are not allowed under this Certificate**

Signed 
Executive Director

TICC/PP.10/042526/8

10/12/2013

Commissioner for Customs & Excise,
Tanzania Revenue Authority,
P.O. Box 9053,
DAR ES SALAAM

Dear Sir,

**RE: DUTY/VAT REMISSIONS ON THE CAPITAL/DEEMED
CAPITAL GOODS OF CERTIFICATE OF INCENTIVES NO.
042526**

M/S Amani Supplies Company Limited is a TIC registered company with certificate of incentives **No. 042526** which is valid up to **August 2016**

The company has been registered with objectives of establishing and operating a plant for manufacturing of sunflower cooking oils.

Attached herewith please find a list of Capital/ Deemed Capital Goods for Duty and VAT remissions approval.

Yours sincerely

TANZANIA INVESTMENT CENTRE


N.A. Senzia

FOR: EXECUTIVE DIRECTOR

AMANI SUPPLIES COMPANY LIMITED

BUSINESS PLAN

**P. O. BOX 70508
DAR ES SALAAM
TANZANIA**

JULY, 2013

AMANI SUPPLIES COMPANY LIMITED

BUSINESS PLAN

**P. O. BOX 70508
DAR ES SALAAM
TANZANIA**

JULY, 2013

AMANI SUPPLIES COMPANY LIMITED

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AMANI SUPPLIES CO, LIMITED

A: BACKGROUND

1.1 THE BUSINESS

Amani Supplies Company Limited of P.O.Box 70508 Dar es Salaam started as a sole proprietorship in 2001 under the name of Amani Food Supplies owned and managed by Mr. Alexander Leiya Kimario. Due to the expansion of business the company found it prudent to incorporate it into a limited liability concern and taking into the board another shareholder and director by the name of Alexander L. Kimario, Godfrey A. Kimario, Yuvenal A. Kimario and James A. Kimario. This was effected vide certificate of Incorporation issued on 2013. The company activities until recently being Manufacture and supplies Sunflower cooking oil. The company has now incorporated into its main activities business of manufacturing and supplying at Dar es Salaam, Kinondoni district, Mbezi Temboni area. The present plant and equipment cannot satisfy the demands of the customers. The customers orders cannot be efficiently and effectively met as a result of which substantial revenue is being lost and overall operations are negatively affected.

As pointed out above the efficiency of plant, supplies equipment and motor vehicles are the main constraining factors.

Promoters have already put some good investment in the area with one truck for carrying materials and a plot to erect the plant. This is located at Mbezi Temboni in Kinondoni Municipality. The company is in the process to acquire a term loan. The plan is in additional investment capital to purchase modern machinery to be able to serve this growing sector, whose contribution to the National Income is of paramount importance since infrastructure is the key to development.

This report provides a techno-economic evaluation of the proposal so as to enable the Amani Supplies Company Ltd to secure a term loan facility for the purpose of facilitating the take off and subsequent expansion of the project from reputable financial institutions.

This project attempts to fill the gap that exists between demand and supply of Sunflower cooking oil in the country. The market is just too big for the kind of services and products the clients are getting into.

So the major challenge to them is quality and timely delivery to compete with well-established in Sunflower cooking oil manufactures in the country and without forgetting the imported products from outside the country where by supporting to have this machine will reduce some of products to import.

1.2 SPONSORS

Amani Supplies Co. Ltd is sponsoring the project through his promoters Mr. Alexander L. Kimario, Godfrey A. Kimario, Yuvenal A. Kimario and Jemes A. Kimario. Mr Alexander L. Kimario is the managing director of the company.

1.3 LEGAL STATUS AND MANDATES:

Amani Supplies Co. Ltd is the private limited liability company that was incorporated in Tanzania under the company law (ACT 2002) in 2013 with certificate of incorporation issued 2013.

At present the company has four shareholders with their respective share percentage shown below: -

Name of the s/holder	No. of Share
Alexander L. Kimario	52%
Godfrey A. Kimario	16%
Yuvenal A. Kimario	16%
Jemes A. Kimario	16%
TOTAL	100

1.4 PROJECT PROPOSAL

The Company intends to expand its business activities by enhancing its Machinery, equipments and motor vehicles Competence through purchasing of modern machinery and supplies motor vehicles for increasing their efficiency to meet Standards. They address themselves with provision of quality products and prompt delivery to meet the growing and changing needs of their clients who are mainly big whole seller and few individua

The project is expecting to employ new employees directly and many others indirectly through sector linkage system.

They are seeking for a term loan of Tshs 500.00 million as part of financing this project from Financial reputable to quickly facilitate the project implementation.

The company intends to participate in stimulating and developing economic undertakings in Dar es Salaam and the country at large, for the people employed in the company and other linked sectors.

To be more specific the company aims at improving its Capacity, Efficiency and Competence on Sunflower cooking oil so as to maximize profit through reduction of some products which they can produce, modify or produced locally by the Client.

By doing so will also Reduction of imports for the products that can be developed produced by the Company, Improving life standard of Tanzanians at large as a result of various taxes paid to the Government. And also will improve living standard of people employed by the company by way of salaries paid to them and imparting knowledge on project management.

2:0 TECHNICAL ASPECTS:

2:1 Location

Amani Supplies Company Ltd has its office held at Mbezi Temboni Kinondoni Municipality. The offices could be contacted through the following address:

OFFICE:

P. O. Box 70508, Tel: +255-22-2461042-3 Mob: +255-754-305812
DAR ES SALAAM.

The location is convenient for administrative and operational purposes of the project.

2.2 Operational Area:

The company operates their business activities in Kinondoni Municipality in Dar es Salaam City. The operational areas are wide enough to enable the company procure and sale specified items. Huge city population and increasing demand for Sunflower cooking oil guarantees the company market for their products.

2.3 Land/Building/Civil Works:

The project premises are located at Mbezi Temboni, Kinondoni Municipality in Dar es Salaam city.

2.4: Furniture and Fittings

The clients are maintaining basic furniture and fittings related to the business such as:-

- Office Tables
- Office Chairs
- Cabinets
- Computers

More furniture and fittings will be purchased as need arises.

3.0 FINANCING PLAN AND PROJECTIONS:

3.1 Investment Programme and Capitalization

The total investment cost of the project in terms of New Machinery and Motor vehicles settling some for additional working capital stands at the tune of Tshs 1.249 billion. The promoters' investment/contribution in the proposed business from revenue reserves and additional capital is to the total of Tshs.749 million. The project will necessitate extra funding to M/s. Amani Supplies Co. Ltd to the tune of Tshs. 500.00 million in form of a term loan.

3.2 Bank Facility

Clients may be required to seek a bank term loan of Tshs 500.00 million to finance the project completion from reputable financial institutions.

3.3 Operating Costs:

The total direct costs have been estimated ranging from Tshs 465 million in 2013/14 to Tshs.852 million in 2015

3.4 Projected Sales Revenue

The main sources of revenue will be selling of company's products to various customers estimated at 30 orders per month at average prices as follows:

- a) 30 orders each will purchase raw materials worth Tshs 180,660 per month,
- b) 12 Supplies per day at a price of Tsh 7,527.5
- c) Days per month are set at 24,

The expected revenue is presented in the attached projected income statement. The projected revenue is expected to range from Tshs 3.4 billion in 2013/14 to Tshs.5.6 Billion in 2015

The projected income has been determined on the basis of existing demand for company's products given the potential consumers in Dar es Salaam City and Tanzania at Large.

4.0 MANAGEMENT

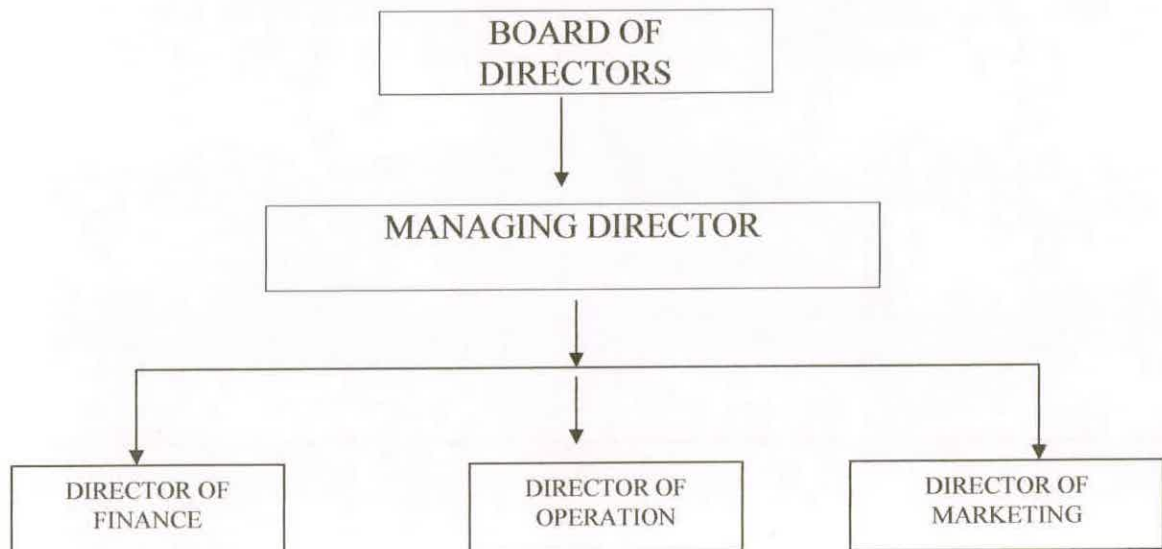
4.1 Management and Organisational Structure

The company-managing director and the project promoter will do all major decisions and planning of the company. The day-to-day activities are under the director of operation who is working in close collaboration with other managers and supervisors below him to ensure the success of the company's objectives.

Organization Management Structure:

AMANI SUPPLIES CO. LTD

ORGANISATION MANAGEMENT CHART



The curriculum vitae of key personnel of the project will be provided after employment. All are expected to be competent, experienced and qualified staff with an international exposure on industries.

4.2 Labour Availability:

There is plenty of manpower at all levels in Tanzania; as such labour availability does not pose any difficulty to the project. The company will recruit its personnel from the labour market especially young graduates from Universities. Due to high level of unemployment rates in the country the company will be able to hire workers easily from the labour market.

5.0 MARKETS AND MARKET ANALYSIS

5:1 The products

The Company's main business activities include production works such as Manufacturing and supplying Sunflower cooking oil.

5:2 Markets

The Company's customers are mainly corporate companies and few Individuals. The client's main customers are mainly wholesaler and retailers shop.

5:3 Contact Channels

[a] Promotion and Publicity

The company will use the existing mass media to promote its business. These include but not limited to Television, radio, newspapers etc. However, this achievement provides a fast reliable means for external communication. In the near future the company is expected to launch a web site for easy communication and marketing through wide coverage.

[b] Payment Terms

The company will use both Tshs and USD for settlement of payments depending on the nature of the customers involved and convenience.

5:4 Demand and Supply:

5:4:1 Trend in Demand

As described above, the company's products have steady and ready market provided the company meets the required standard.

5:4:2 Trends in Supply

The company intends to establish a fully-fledged in Sunflower cooking oil manufacturing entity that will be supplying all the consumers need. So it maintains its internal capability to produce the entire range of manufacturing products to cater for varying needs of their clients. With the ongoing government concerted efforts to have most of consumers in country and cross country uses the company expects to have unlimited customers of its products.

5:5 Pricing Mechanism

Flexible pricing system is applied depending on the type of customers, quality of product needed and other additional services required.

5.6 Competition

The company's products and services are targeting a market niche with defined specifications. But this does not pose any threat to us because the quality of products, competitive prices, marketing strategy and the approach differs from the rest of the Client's competitors.

ENVIRONMENTAL EFFECT

(Environmental Impact Assessment):

The business of crushing is done in an area designated by the government for that purpose.

In view of the above our business and its products are environmentally friendly.

6.0 SOCIO – ECONOMIC CONSIDERATIONS

6.1 Government Revenue:

The company's activities are greatly beneficial to the Nation in the form of various forms of taxation that M/s. Amani Supplies Co. Ltd is paying to the Government. These are Development levy, Royalty, PAYE and payroll levy and other form of taxes paid to the local and central main Government. The company will also earn more as a result of increased procurement and sales supported by Commercial bank finance in the form of a term loan facility.

The project will also be a source of income to various people who will be employed on permanent and/or casual terms. Thus financing and developing the project, will substantially improve standard of living of various people.

6.2 Employment Effect:

Supporting the project will create new jobs excluding the permanent employees mentioned in paragraph 1.4 above. Several other casual labourers will be employed where need.

The proposed project will therefore be socially important by creating new employment on permanent and causal jobs. This is very important to Tanzania since unemployment rates have reached alarming situation. So any attempt, which creates employment, is highly appreciated.

6.3 Foreign Exchange Effect:

The company's products could be sold either locally or to foreigners. However, it is anticipated that most of it will be sold locally.

7.0 RECOGNITION OF RISKS

7.1 Assessment:

There are various risks against the achievement of the planned objective. The major ones being:

- Political Instability.
- Non – availability of competent and qualified blasting personnel.
- Market competition.

7.2 Mitigation

To encounter the negative effects of the above scenarios when happen, the management is advised to affect the following measures:

There is a no chance of the offered products and services to loose Market. However the management is always prepared to expand its services to meet new demand.

Non availability of qualified blasting personnel may not be experienced in a short run as the company is expected to keep on hiring young qualified personnel who are innovators and creative.

Political instability is out of Company's control.

CONCLUSION

Analysis has revealed that the proposed project is technically feasible, financially and economically viable, and socially beneficial.

As such, the management should therefore strive to execute the company's decision to seek financial assistance from a bank and enable the project take off immediately.

Prospective financiers are advised to support the company's efforts by way of providing the necessary bridging finance in the form of term loan.

AMANI SUPPLIES CO. LIMITED

B: CASH FLOW PROJECTIONS

I SOURCES OF FUNDS FOR FINANCING

Basically there are two sources of funds to finance this project estimated to cost Tsh 1.249 billion namely: -

- From own sources Tsh 749 Million
- Borrowing Tshs 500 Million in a form of bank loan.

II. PROJECTED CASH INFLOWS

1.0 INCOME TO BE GENERATED

It is anticipated that if the offer is successful there is a great potential of earning a reasonable income enough to meet the costs of the investment and realise a good surplus. Total cost of the investment is expected at Tshs 865 million whereas total sales for the projected period of thirty months amount to Tshs 5.6 Billion. Refer to.

III. PROJECTED CASH OUTFLOWS

1.0 PURCHASES

The applicant has a secure and reliable market for carrying out their business. The cost of the investments is Tshs 865 million. This as explained will be covered by equity Tshs 665 million and bank loan Tshs 500 Million.

2.0 OPERATING EXPENSES

Operating expenses for the period are projected to be in the tune of Tshs. 852 million. The average expenditure per month being Tshs 26.5 Million. The cost includes repayment of the intended bank loan. For details Refer to

3.0. OPERATIVES'S REMUNEERATIONS

It is budgeted in the cash flow that the project operatives will withdraw on average a sum of Tshs 1,200,000 per month. This amount is intended to cover remuneration and other cost of living. This amount will rise to a reasonable figure after 30 months i.e once the loan and interest amounts are fully settled.

4.0. BANK CHARGES AND INTEREST ON LOAN

The bank loan of Tshs 500 Million, which is being sought, has been estimated to cost an interest of 18% per annum thus total interest and other bank charges payable during the period are estimated to amount to Tshs 43 Million

5.0. TAXES AND LEVIES

Taxes and levies include income tax liability and other related taxes and levies charged on products and other costs associated to make service rendered to reach the market. It is expected that more taxes will also be paid once the loan is fully paid.

6.0. CLOSING CASH BALANCE - CASHSURPLUS/DEFICIT

In order to realise the above projections, about Tshs 500 Million in form of a bank loan is needed for the period of Sept, 2013 to Dec., 2015. This facility will decline gradually and by end of June, 2015 the company will have a cash surplus of about Tshs 2.2 billion This is 6 months before loan maturity period. By Dec. 2015 the company will have cash surplus of about 3.0 billion as shown in the Cash Flow. Refer to Table 1B for details.

AMANI SUPPLIES CO.LIMITED
TABLE IA

PROJECTED CASH FLOW STATEMENTS
FIGURES IN TSHS "000"

DETAILS	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	SUB-TOTAL
LOAN	500,000	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	500,000
Debt collection	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Sale of cocking oil manuf.	139,050	138,990	138,990	138,990	138,990	138,990	138,990	138,990	138,990	138,990	138,990	138,990	138,990	138,990	138,990	138,990	138,990	138,990	2,501,880
Other Income	25,000	25,000	25,000	25,000	25,000	25,000	25,000	25,000	25,000	25,000	25,000	25,000	25,000	25,000	25,000	25,000	25,000	25,000	450,000
	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Rental Income	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
TOTAL CASH INFLOW (A)	664,050	163,990	163,990	163,990	163,990	163,990	163,990	163,990	163,990	163,990	163,990	163,990	163,990	163,990	163,990	163,990	163,990	163,990	3,451,880
INVESTMENT COST (B)	177,500	177,500											510,000						865,000
Loan Security (C)	900,000																		900,000
TOTAL OPERATING EXPENSES (D)	26,875	24,116	24,022	23,927	23,833	32,738	23,644	23,550	23,455	23,361	23,266	32,172	27,771	25,013	24,918	24,824	24,730	33,635	465,850
TOTAL CASH OUTFLOW (B+C+D)	1,104,375	201,616	24,022	23,927	23,833	32,738	23,644	23,550	23,455	23,361	23,266	32,172	537,771	25,013	24,918	24,824	24,730	33,635	2,230,850
NET CASH (A-(B+C+D))	(440,325)	(37,626)	139,968	140,063	140,157	131,252	140,346	140,440	140,535	140,629	140,724	131,818	(373,781)	138,977	139,072	139,166	139,260	130,355	1,221,030
OPENING CASH BALANCE	11,558	- 428,767	(466,393)	(326,425)	(186,362)	(46,205)	85,047	225,393	365,833	506,368	646,997	787,721	919,539	545,758	684,735	823,807	962,973	1,102,233	11,558
CLOSING CASH BALANCE	(428,767)	(466,393)	(326,425)	(186,362)	(46,205)	85,047	225,393	365,833	506,368	646,997	787,721	919,539	545,758	684,735	823,807	962,973	1,102,233	1,232,588	1,232,588

AMANI SUPPLIES CO.LIMITED

TABLE 1B

PROJECTED CASH FLOW STATEMENTS
FIGURES IN TSHS "000"

DETAILS	19	20	21	22	23	24	25	26	27	28	29	30	S-TOTAL	G-TOTAL
Loan received	-	-	-	-	-	-	-	-	-	-	-	-	-	500,000
Debt collection	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Sale of cooking oil manuf.	155,660	155,660	155,660	155,660	155,660	155,660	155,660	155,660	155,660	155,660	155,660	155,660	1,867,920	4,369,800
Other Income	25,000	25,000	25,000	25,000	25,000	25,000	25,000	25,000	25,000	25,000	25,000	25,000	300,000	750,000
Rental Income	-	-	-	-	-	-	-	-	-	-	-	-	-	-
TOTAL CASH INFLOW (A)	180,660	180,660	180,660	180,660	180,660	180,660	180,660	180,660	180,660	180,660	180,660	180,660	2,167,920	5,619,800
INVESTMENT COST (B)														865,000
Loan Security (C)														900,000
TOTAL OPERATING EXPENSES (D)	31,041	30,946	30,852	30,757	30,663	39,568	33,138	30,380	30,285	30,191	30,096	39,002	386,919	852,769
TOTAL CASH OUTFLOW (B+C+D)	31,041	30,946	30,852	30,757	30,663	39,568	33,138	30,380	30,285	30,191	30,096	39,002	386,919	2,617,769
NET CASH (A-(B+C+D))	149,619	149,714	149,808	149,903	149,997	141,092	147,522	150,280	150,375	150,469	150,564	141,658	1,781,001	3,002,031
OPENING CASH BALANCE	1,232,588	1,382,207	1,531,921	1,681,729	1,831,632	1,981,629	2,122,721	2,270,243	2,420,523	2,570,898	2,721,367	2,871,931	1,232,588	11,558
CLOSING CASH BALANCE	1,382,207	1,531,921	1,681,729	1,831,632	1,981,629	2,122,721	2,270,243	2,420,523	2,570,898	2,721,367	2,871,931	3,013,589	3,013,589	3,013,589

AMANI SUPPLIES CO. LIMITED
 TABLE 2A
 OPERATING EXPENSES

TSHS "000"

DETAILS																			TOTAL
	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	
Salaries, Wages and allowances	8,120	8,120	8,120	8,120	8,120	8,120	8,120	8,120	8,120	8,120	8,120	8,120	10,150	10,150	10,150	10,150	10,150	10,150	158,340
Vehicle running	224	224	224	224	224	224	224	224	224	224	224	224	224	224	224	224	224	224	4,032
Loan repayment	6,667	6,667	6,667	6,667	6,667	6,667	6,667	6,667	6,667	6,667	6,667	6,667	6,667	6,667	6,667	6,667	6,667	6,667	120,000
Bank interest	2,833	2,739	2,644	2,550	2,456	2,361	2,267	2,172	2,078	1,983	1,889	1,794	1,700	1,606	1,511	1,417	1,322	1,228	36,550
Electricity & Water	1,800	1,800	1,800	1,800	1,800	1,800	1,800	1,800	1,800	1,800	1,800	1,800	1,800	1,800	1,800	1,800	1,800	1,800	32,400
Bank charges	900	900	900	900	900	900	900	900	900	900	900	900	900	900	900	900	900	900	16,200
Admin exp	800	800	800	800	800	800	800	800	800	800	800	800	800	800	800	800	800	800	14,400
Insurance	2,664	-	-	-	-	-	-	-	-	-	-	-	2,664	-	-	-	-	-	5,328
Tyre replacement	-	-	-	-	-	9,000	-	-	-	-	-	-	9,000	-	-	-	-	9,000	27,000
Operatives remuneration	1,200	1,200	1,200	1,200	1,200	1,200	1,200	1,200	1,200	1,200	1,200	1,200	1,200	1,200	1,200	1,200	1,200	1,200	21,600
Utilities	167	167	167	167	167	167	167	167	167	167	167	167	167	167	167	167	167	167	3,000
Others	1,500	1,500	1,500	1,500	1,500	1,500	1,500	1,500	1,500	1,500	1,500	1,500	1,500	1,500	1,500	1,500	1,500	1,500	27,000
EXPENSES	26,875	24,116	24,022	23,927	23,833	32,738	23,644	23,550	23,455	23,361	23,266	32,172	27,771	25,013	24,918	24,824	24,730	33,635	465,850

AMANI SUPPLIES CO. LIMITED
TABLE 2B
OPERATING EXPENSES

DETAILS	19	20	21	22	23	24	25	26	27	28	29	30	TOTAL
	Salaries, Wages and allowances	10,150	10,150	10,150	10,150	10,150	10,150	10,150	10,150	10,150	10,150	10,150	10,150
Vehicle running	224	224	224	224	224	224	224	224	224	224	224	224	2,688
Loan repayment	6,667	6,667	6,667	6,667	6,667	6,667	6,667	6,667	6,667	6,667	6,667	6,667	80,000
Bank interest	1,133	1,039	944	850	756	661	567	472	378	283	189	94	7,367
Electricity & Water	1,800	1,800	1,800	1,800	1,800	1,800	1,800	1,800	1,800	1,800	1,800	1,800	21,600
Bank charges	900	900	900	900	900	900	900	900	900	900	900	900	10,800
Admin exp	800	800	800	800	800	800	800	800	800	800	800	800	9,600
Insurance	-	-	-	-	-	-	2,664	-	-	-	-	-	2,664
Tyre replacement	-	-	-	-	-	9,000	-	-	-	-	-	-	9,000
Operatives remuneration	1,200	1,200	1,200	1,200	1,200	1,200	1,200	1,200	1,200	1,200	1,200	1,200	14,400
Utilities	167	167	167	167	167	167	167	167	167	167	167	167	2,000
Others	1,500	1,500	1,500	1,500	1,500	1,500	1,500	1,500	1,500	1,500	1,500	1,500	18,000
Fuel for machines	4,500	4,500	4,500	4,500	4,500	4,500	4,500	4,500	4,500	4,500	4,500	4,500	54,000
Repair and maintenance	2,000	2,000	2,000	2,000	2,000	2,000	2,000	2,000	2,000	2,000	2,000	2,000	24,000
EXPENSES	31,041	30,946	30,852	30,757	30,663	39,568	33,138	30,380	30,285	30,191	30,096	39,002	386,919

AMANI SUPPLIES CO. LIMITED
 INTEREST COMPUTATION
 PERIOD 30 MONTHS
 INTEREST RATE 18%

TABLE 3

Month	Principle amount	Interest	Total	Cummulative Amount
				500,000,000
JULY	16,666,686	7,500,000	24,166,686	483,333,314
AUGUST	16,666,666	7,250,000	23,916,666	466,666,648
SEPTEMBER	16,666,666	7,000,000	23,666,666	449,999,982
OCTOBER	16,666,666	6,750,000	23,416,666	433,333,316
NOVEMBER	16,666,666	6,500,000	23,166,666	416,666,650
DECEMBER	16,666,666	6,250,000	22,916,666	399,999,984
JANUARY	16,666,666	6,000,000	22,666,666	383,333,318
FEBRUARY	16,666,666	5,750,000	22,416,666	366,666,652
MARCH	16,666,666	5,500,000	22,166,666	349,999,986
April	16,666,666	5,250,000	21,916,666	333,333,320
MAY	16,666,666	5,000,000	21,666,666	316,666,654
JUNE	16,666,666	4,750,000	21,416,666	299,999,988
JULY	16,666,666	4,500,000	21,166,666	283,333,322
AUGUST	16,666,666	4,250,000	20,916,666	266,666,656
SEPTEMBER	16,666,666	4,000,000	20,666,666	249,999,990
OCTOBER	16,666,666	3,750,000	20,416,666	233,333,324
NOVEMBER	16,666,666	3,500,000	20,166,666	216,666,658
DECEMBER	16,666,666	3,250,000	19,916,666	199,999,992
JANUARY	16,666,666	3,000,000	19,666,666	183,333,326
FEBRUARY	16,666,666	2,750,000	19,416,666	166,666,660
MARCH	16,666,666	2,500,000	19,166,666	149,999,994
April	16,666,666	2,250,000	18,916,666	133,333,328
MAY	16,666,666	2,000,000	18,666,666	116,666,662
JUNE	16,666,666	1,750,000	18,416,666	99,999,996
JULY	16,666,666	1,500,000	18,166,666	83,333,330
AUGUST	16,666,666	1,250,000	17,916,666	66,666,664
SEPTEMBER	16,666,666	1,000,000	17,666,666	49,999,998
OCTOBER	16,666,666	750,000	17,416,666	33,333,332
NOVEMBER	16,666,666	500,000	17,166,666	16,666,666
DECEMBER	16,666,666	250,000	16,916,666	
	500,000,000	116,249,996	616,249,996	
Average repayment per month	16,666,667	3,875,000	20,541,667	

TANZANIA



Certificate of Incorporation

Section 15

No 97826

I HEREBY CERTIFY THAT

AMANI SUPPLIES 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 14TH day of **MARCH**

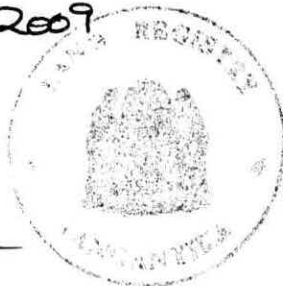
TWO THOUSAND AND THIRTEEN

.....
Asst.Registrar of Companies

FILE NO. 83469

REGISTERED 31-5-2009

AT 1.00 Pm



Land Form No. 22

[Signature]
Registrar of Titles

THE UNITED REPUBLIC OF TANZANIA

THE LAND ACT, 1999
(NO. 4 OF 1999)

Stamp Duty 100/-
Receipt No. 1/36999080

22-4-2009

TANGANYIKA STAMP DUTY ACT.

Duty Shs 2,590/-
Receipt No. 1/36999080
22-4-2009 Issued

CERTIFICATE OF OCCUPANCY

(Under Section 29)

Stamp Duty Officer

Title No. 83469
L.O. No. 351252
KMC/LD/52925

The 28th day of May Two thousand and nine

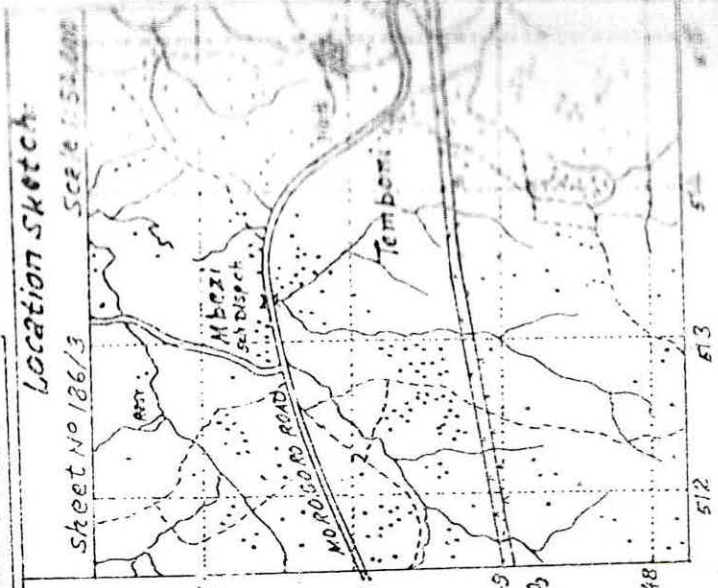
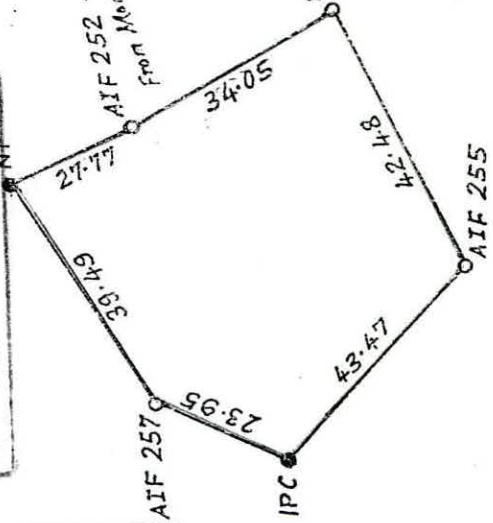
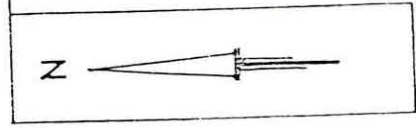
THIS IS TO CERTIFY that **MARTHA SAMALI KIMARIO** as a **Guardian of JAMES ALEXANDER KIMARIO (MINOR)** of P.O. Box 70508 **DAR ES SALAAM** hereinafter called "the Occupier") is entitled to the Right of Occupancy (hereinafter called "the Right") in and over the land described in the Schedule hereto (hereinafter called "the Land") for a term of **ninety nine** years from the first day of **April, Two thousand and nine** according to the true intent and meaning of the Land Act and subject to the provisions thereof and to any regulations made thereunder and to any enactment in substitution there for or amendment thereof and to the following special conditions:-

1. The Occupier having paid rent up to the thirtieth day of June, 2009, shall hereafter pay rent of shillings **fifty two thousand eight hundred eighty (Tshs. 52,880/=) only** a year in advance on the first day of July in every year of the term without deduction PROVIDED that the rent may be revised by the Commissioner for Lands.
2. The Occupier shall:-
 - (i) Be responsible for the protection of all beacons on the land throughout the term of the Right. Missing beacons will have to be re-established at any time at the Occupier's expenses as assessed by the Director responsible for Surveys and Mapping.
 - (ii) Do everything necessary to preserve the environment and protect the soil and prevent soil erosion on the land and do all things which may be required by the authorities responsible for environment and to achieve such objective.

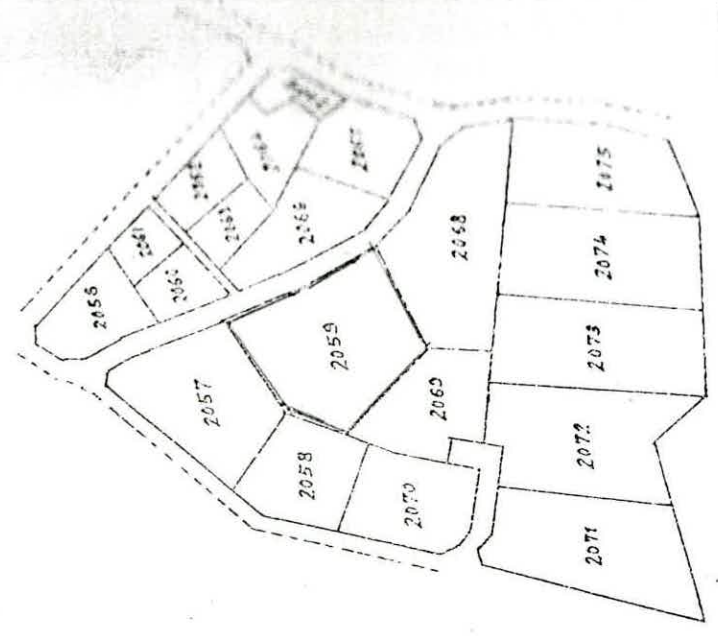
- (iii) Maintain on the land buildings (hereinafter called "buildings") in permanent materials designed for use in accordance with the conditions of the Right and which conform to the building line (if any) decided by the **Kinondoni Municipal Council** (hereinafter called "the Authority")
 - (iv) At all times during the term of the Right have on the buildings as approved by the Authority and maintain them in good order and repair to the satisfaction of the Commissioner of Lands (hereinafter called "the Commissioner").
 - (v) Not erect or commence to erect on the land buildings except in accordance with building plans and specifications which have been first approved by the Authority.
3. **USER:** The land and the existing buildings erected thereon shall be maintained and the same shall be used for **Commercial/Residential purposes** only. Use Group 'B' use class (d) as defined in the Town and Country Planning (Use Classes) Regulations, 1960 as **amended in 1977**.
 4. The Occupier shall not assign the Right within three years of the date of the grant hereof without the prior approval of the Commissioner.
 5. The Occupier shall deliver to the Commissioner notification of any disposition in prescribed form before or at the time the disposition is carried out together with the payment of all premia, taxes and charges prescribed in connection with that disposition.
 6. The President may revoke the right for good cause and in public interest.

KINONDONI MUNICIPALITY.

LOCATION	KIMARA TEMBONI
BLOCK	'A'
PLOT No.	2059
L.O. No.	351252
AKLA	2644 SQM.



Checked by
[Signature]



The Plan Prepared in accordance with Registered Plan No. 54777 is approved for Purpose of the Land Registration Ordinance Municipal Land Surveyor, Es Salaam, Date 19.5.2023
 Kinondoni Municipal Council, Dar es Salaam

The issue of this plan implies no guarantee or admission of title by the Government.

SCHEDULE

ALL that Land known as Plot No. **2059 Block A** situated at **Kimara Temboni Area** in **Kinondoni Municipality** containing **two thousand six hundred forty four (2644) square metres** shown for identification only **edged red** on the plan attached to this Certificate and defined on the registered survey plan numbered **54771** deposited at the Office of the Director for Surveys and Mapping at Dar es Salaam.

Given under my hand and my official seal the day and year first above written.


ASST. COMMISSIONER FOR LANDS

I, the within named **MARTHA SAMALI KIMARIO** as a **Guardian of JAMES ALEXANDER KIMARIO (MINOR)** hereby accept the terms and conditions contained in the foregoing Certificate of Occupancy.

SIGNED and **DELIVERED** by the said **MARTHA SAMALI KIMARIO** who is known to me personally/identified to me by the latter being known to me personally in my presence this...^{23rd} day of...**MAY**... 2009.

Witness's Signature.....*Amuduba*.....)

Postal Address: *P.O. Box 22436,*.....)
DAR ES SALAAM.....)

Qualification: *ADVOCATE*.....)






THE COMPANIES ACT 2002

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

Article of Association

Of

AMANI SUPPLIES COMPANY LIMITED

Incorporate this Day of 2013

Drawn by:-
ALEXANDER LEIYA KIMARIO
(SUBSCRIBER)
P. O. Box 70508
DAR ES SALAAM.

- h) To engage in conduct in and between any and all regions and district in Tanzania neighboring countries and other foreign countries as agent or otherwise the business of general trucking, forwarding, cartage, storage, warehousing, consolidation, distributing warfare, contracting, loading, in loading and stevedore business and to conduct as general brokerage commission and customs house, brokerage service business and to handle and forward for transportation by air highway, water and rail road between cities, towns, villages and other places in various parts of the world personal bills, notes packages, merchandise, luggage's, goods wares, parcels and other movable and personal property over and on such lines and routes as may from time to time exist and general to act as agents for land and estate, brokers, charters auctioneers, clearing and forwarding agents, insurance agent and agency in all its respective branches.
- i) To carry on all or any other business of stationers, printers, lithographers, stereotypes, electrotype, engravers photographic printers, photo, typesetting machine operators, die sinkers, envelope makers, book binders, account book manufactures, type founders, photographers, manufactures of and dealers in playing, visiting railways, festival. Invitation, business complimentary and fancy cards, and valentine dealers in parchment, stamp, agents of payment of stamps and other duties, advertising argents, designers, draftsmen; manufactures, book sellers publishers and dealers in materials used in the manufacture of paper, cabinet makers and dealers in or manufactures or any other articles or things or character similar or analogous to the foregoing, or any of them or connected therewith and to deal in the manufacture of and sell by wholesale or retail of school chalks and secretarial services.
- j) To carry on the business of bakers and manufactures of and dealers in bread flour, biscuits, confectionery juice, squash, packing and fannaceous, compounds and materials of every description and to construct, acquire, hire hold, work, let and sell, mills, factories, bake-houses, shop buildings, machinery and appliances, suitable for such baking manufacturing arid dealing.
- k) To construct steamships, ships, trawlers, catches, carries, drifters, fishing boats, boats, or other vessels whatsoever, slaughters houses, cold storage, premises, warehouses, shed and other building requisite useful for the business of the Company.
- l) To carry on business of hair dressing, haircutting trimming, styling, setting, hair dying, shampoo treatment massaging of scalp, beauty treatment relaxing, facial, manicure, pedicure, waxing, acre treatment and all sorts of beauty soap, creams, lotion all type of cosmetics, hair lotion- essential oils, dentifrices, bleaching preparations and other substance for laundry use, cleaning polishing, scouring and abrasive preparations.
- m) To carry on business of Petrol stations and deal in Petrol diesel oil, kerosene, mineral oil, crude oil, lubricant oil, grease and/or fuel oil of all kinds and all other mineral and petroleum products as importers dealers or distributors and servicing and repairing of vehicle of all types generally.

- n) To carry on business of motor vehicle garage and repairing and servicing of all type of vehicles and machineries, and the business as dealers wholesalers, retailers. distributors, agents, importers and exporters of hardware, motor vehicles, bicycles and its spares, agricultural and industrial machineries and spares, electrical machinery, accessories and spares of all kinds.
- o) To transact any and every description of agency, commission, commercial, industrial, manufacturing, and financial business and to carry on as shipping agents, commission agent, customs agents, provisional merchants, stockist, importers, exporters, omnibuses, and coach proprietors and carriers, boat owners, ship owners, amusement carriers and job masters.
- p) To carry on the business of imports of electrical goods of various kinds, machinery, computers, calculators, metals, refrigerators, air - conditioners, cookers, textiles, building materials, industrial joinery spares, agricultural inputs and machinery.
- q) To acquire and undertake the whole or any part of the business, property and liabilities of any persons firm or Company carrying in any business which the Company is authorized to carry on, or possess property suitable for the purpose of the Company.
- r) To invest and deal with the moneys of the Company not immediately required upon each securities and in such manner as may from time to time be determined.
- s) To purchase, lease, or otherwise acquired and to hold, sell, improve, develop, exchange, mortgage or otherwise dispose of any lands buildings machinery or plant, mills, factories, warehouse or any hereditaments.
- t) To adopt means of making known the product of the Company as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of works, art or interest, by publication of books and periodicals. and by granting prizes, rewards and donations.
- u) To enter into arrangements with any Government or authorities (supreme, municipal, local or otherwise) or any corporation, companies objects or any of them and to obtain from any such government, Authority, Corporation, Company of person, any charters, contracts decrees, rights, privileges, and concessions which the company may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, right privileges and concessions.
- v) To enter into (partnership or into) any arrangements for sharing profits, union or interests, co-operation joint venture, reciprocal, concession, or otherwise, with any persons, firm or Company carrying on or engaged in or about to carry on or engage in any business or transaction which this Company is authorized to carryon, or engage in any business or transaction capable of being conducted so as directly or indirectly to benefits this Company. And to lend money to guarantee the contracts of, or otherwise assist, and sell, hold reissue with or without guarantee or otherwise deal with the same.




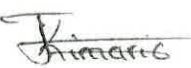
- w) To promote any other company for the purpose of all or any of the property and undertaking, or any business or- operation which may appear likely to assist or benefits this Company or to enhance the value of the property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares or securities of each Company as aforesaid.
- x) To lend and advance money or give credit to such persons, firms or Companies and such terms as may seem expedient, and in particular to customers and others having dealings with the Company, and to give guarantee to become surety for any persons, firms or companies for the due payment of money for the performance of any obligations or liabilities.
- y) To establish and support or aid in the establishment and support of association, institutions, funds, trusts, and clubs calculated to benefit the employees or ex-employees of the Company which is subsidiary Company of the Company or is allied thereto or associated therewith, or dependents or connections of such persons, and to grant or provide pensions and allowances, to make, or enter into arrangement for the provisions of policies of life assurance, pensions or other benefits to or for any Directors or employees of the Company, or any such predecessors of such Company as aforesaid, or the relations, connections or dependents of any such persons, to pay or contribute toward the payments of premiums in respect of any such policies, pensions or benefits, to establish or support funds, trust and schemes (including funds, trusts and schemes providing for payment towards insurance) which may be considered calculated to promote such persons or benefits.
- z) To sell or otherwise dispose of the whole, or any part of the business or property of the Company either together or in portions, for such consideration as the Company thinks fit, and in particular for shares, debentures, or securities of any Company purchasing the same.
- aa) To purchase or otherwise acquire letters, patents, brevents, d'invetion, concessions, licenses, rights and privileges subject to royalty or otherwise, and whether exclusive or in-exclusive or limited, or any part interest is such letters, patents, brevents d'invetion, concessions, licenses, right and privileges, whether in East Africa or in any other part of the world.
- bb) To take all necessary and proper steps with the authorities, national, local, municipal, or otherwise, or any place in which the Company may have interests, and to carry on any negotiations or operations for the purpose of directly or indirectly carrying out the objects of the Company or furthering the interests of its members, and to oppose any steps taken by any other Company or persons which may be considered likely, directly or indirectly, to prejudice the interest of the Company or its members.
- cc) To draw, make, accept, endorse, discount, negotiate, execute and issue, buy, sell and deal in bills of exchange, promissory notes and other negotiable or transferable instruments, amalgamate or enter into partnership or any joint venture or profit - sharing arrangement with and to-co-operation in any way with or assist or subsidize any Company, firm or person.

- dd) To promote or concur in the promotion of any Company, the promotion of which shall be considered desirable, to lend money to and guarantee the performance of the contracts, obligations of and the payment and repayment of the capital and principal of, and dividend interest or premiums payable on any stock, shares, and securities of any Company, firm, or person, whether having objects similar to those of this Company or not other and give all kinds of indemnities.
- ee) To sell, lease, grant licenses, easements and other rights over and in any other manner deal with or dispose of the undertaking property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit and in particular for stock shares or securities of any other Company, whether fully or partly paid up.
- ff) To acquire any such shares, stocks, debentures, debenture stock, bonds, obligations or securities by original subscription tender, purchase, exchange or otherwise and subscribe for the same, either conditionally or other and to guarantee the subscription thereof, and the exercise and enforce all rights and powers conferred by or incidental to, the ownership thereof.
- gg) To issue debentures, debentures stock, bond; obligations and securities of all kinds and to frame, constitute and secure the same, as may seem expedient, inter full power to make the make the same transferable by delivery or by instrument of transfer or otherwise, and to charge or secure the same by trust deed or otherwise on the undertaking of the Company on upon by specific property and rights, present and future, of the Company (including if thought fit, uncalled capital) or otherwise howsoever.
- hh) To take part in formation, management, supervision of control of the business or operations of any Company and for that purpose to act as Directors, Administrators managers, secretaries or any other capacity, and to appoint and remunerate any directors, administrators managers, accountants or other expenses or agents.
- ii) To procure the registration of the Company in or under the laws of any place outside Tanzania.
- jj) To purchase, sell, subscribe for, underwrite, to otherwise acquired and holdshares, stocks or other interest in, or obligations for any other Company or Corporation.
- kk) To distribute among the members of the Company, in Kind any property of the Company, and in particular shares or securities of other companies belonging to this company.
- ll) To act as agents, or brokers and as trustees of any person or Company and to undertake and perform sub-contracts and to do all or any of the above business in any part of the world, and either as principals, agents trustees, contractors or otherwise and either alone or jointly with others and either by or through agents, sub-contractors trustees or otherwise.
- mm) To do all such things as are incidental or conclusive to the attainment of the above objects or any of them.
- nn) To carry on the business as developers of immovable property of ail kinds, and whether urban or rural construct, erect and maintain either by the Company or by other persons firm or Company building structures, houses, flats, shops hotels, factories, godowns, sewers, roads and all other works erections and things of any descriptions whatsoever either upon land acquired by the Company or upon other land and generally to alter develop and improve land and other property.

- oo) To carry on the business of timber. or wooden and steel furniture, carpentry joinery and steel fabrication, manufacturers, importers, exporters, dealers, wholesalers, retailers and or respectively for the above goods.
- pp) To carry on business of all types of Agricultural diary and industrial equipment.. Machinery, implements raw materials, spare parts for industrial, transport agriculture and minerals sector as an importer, exporter, distributors, wholesaler and retailer and also farming business.
- qq) To carry on any other business whether manufacturing or otherwise which may seem to the Company capable of being conveniently carried on in connection with any of the above business or objects or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights for the time being.
- rr) To construct, establish open acquire, maintain and carry on factories, warehouses, shops, shop premises any similar establishments for all kinds, and in particular but without prejudice to the generality of the foregoing, retail shops, for the sale an/or dealt in by the Company, or provisions, beverages, clothing and other articles or products whatever which may be required by any employee of the Company or of any subsidiary and dwelling houses or other accommodation for employees of the Company of any subsidiary.
- ss) To purchase, lease, license, take in ex-change or otherwise acquire any lands, buildings hereditaments, or premises whether free hold or lease hold, or any estates or interests in such lands, buildings hereditaments or premises, anywhere in the world or options and licences of any descriptions which the Company may think useful of any of its objects or purchases and to develop work dispose of or otherwise turn to account the same.
- tt) Generally to purchase, take on lease in exchange, hire, or otherwise acquired any movable property and any rights or privileges which the Company may think necessary or convenient for the purpose of its business and in particular any land leases, options or leases, stands, buildings senitude, machinery, plant and also any concessions, licences trade marks, and other rights in Africa or elsewhere and either solely or jointly with other and to pay thereof in cash or in shares of the Company or partly in cash and partly in stock of the Company or partly in cash and partly in stock or shares of the Company or otherwise.
- uu) To establish and support, or aid in the establishment and support of associations, institutions, and conveniences, calculated to benefits any of the Company or the dependents or connections of such persons and to grants pensions and allowances, and to make payments towards insurance, and to subscribe or guarantee money for charitable or benevolent objects or for exhibition, or for any public, general or useful object.
- vv) To amalgamate with any other Company having objects altogether or in any similar to those of the Company.
- ww) To distribute any of the property of the Company in specie among the members.
- xx) To do all such other things as are incidental or conducive to the attainment of the above objects

4. The liability of the member is Limited.
5. The authorized share capital of the Company is Shillings 50,000,000/= divided into 1000 Shares of shillings 50,000/= each with power for the Company to increased or reduce the Said capital and to issue any part of its capital, original or increased with or without any preference any postponement of right or to any conditions of issue of shares. Whether declared to be preference or otherwise shall be subject to the power here in before contained.

We, the several personal whose names, address and description are described are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agreed to take the number of shares in the capital of the Company set opposite our respective names.

Names, Address and Description of Subscribers	Number of shares taken	Signature
ALEXANDER LEIYA KIMARIO P. O. Box 70508 DAR ES SALAAM.	400	
GODFREY ALEXANDER KIMARIO P. O Box 70508 DAR ES SALAAM.	200	
YUVENAL ALEXANDER KIMARIO P. O. BOX 70508 DAR ES SALAAM	200	
JEMES ALEXANDER KIMARIO P. O. BOX 70508 DAR ES SALAAM	200	

DATED at Dar es Salaam this 27th day of February 2013

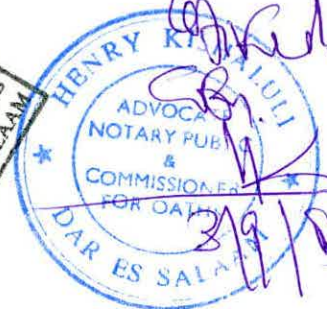
WITNESS to the above signatures:

SIGNATURE: 

POSTAL ADDRESS: Box 12076, Dar es Salaam

QUALIFICATION: Advocate

BEATHO L. MANDELE
ADVOCATE, NOTARY PUBLIC
& COMMISSIONER FOR OATHS
P.O. BOX 12076, DAR ES SALAAM



TANZANIA
Stamp Duty Shs. 5000/= PAID ON ORIGINAL
Receipt No. 32318 01/03/2013
Stamp Duty Office

THE COMPANIES ACT 2002
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
AMANI SUPPLIES COMPANY LIMITED

Henry Kishaka
ADVOCATE
&
PUBLIC
COMMISSIONER
DAR ES SALAM

Stamp Duty Shs. 2500/= PAID ON ORIGINAL
Receipt No. 32318 01/03/2013
Asst. Registrar of Companies

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 in addition to substitution shall be the regulations 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 tested 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 refuses 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 to 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. ALEXANDER LEIYA KIMARIO
 - 2. GODFREY ALEXANDER KIMARIO
 - 3. YUVENAL ALEXANDER KIMARIO
 - 4. JEMES ALEXANDER KIMARIO

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 four.

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.

DISQUALIFICATION OF DIRECTORS

14. 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

15. 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

16. 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.
17. Unless otherwise decided by the Directors the quorum necessary to transact business of the Directors shall be two Directors personally present.

SECRETARY

18. 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

19. 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

20. 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

21. 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 in which relief is granted to him by the Court.

ARBITRATION

22. 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 Articles 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 Articles or the 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, Address and Description of Subscribers	Number of shares taken	Signature
ALEXANDER LEIYA KIMARIO P. O. Box 70508 DAR ES SALAAM.	400	<i>Kimario</i>
GODFREY ALEXANDER KIMARIO P. O. Box 70508 DAR ES SALAAM.	200	<i>[Signature]</i>
YUVENAL ALEXANDER KIMARIO P. O. BOX 70508 DAR ES SALAAM	200	<i>Kimario</i>
JEMES ALEXANDER KIMARIO P. O. BOX 70508 DAR ES SALAAM	200	<i>Kimario</i>

DATED at Dar es Salaam this 27th day of February 2013

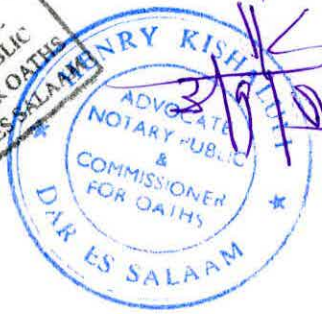
WITNESS to the above signatures:

SIGNATURE: [Signature]

POSTAL ADDRESS: Box 12076, Dar es Salaam

QUALIFICATION: Advocate

BENITHO L. MANDELE
ADVOCATE, NOTARY PUBLIC
& COMMISSIONER FOR OATHS
P. O. BOX 12076, DAR ES SALAAM



Carried over