

THE COMPANIES ACT, 2002

COMPANY LIMITED BY SHARES

AMENDED MEMORANDUM

OF

ASSOCIATION

OF

JUMBO FOOD INDUSTRIES LIMITED

PESUANT TO SPECIAL RESOLUTION DATED 24TH JUNE, 2014

Incorporated at Dar es Salaam this day of 2010

DRAWN BY:

**UMER MURTAZA ABUBAKAR
(SUBSCRIBER)
P.O.BOX 5804
DAR ES SALAAM**

TANZANIA
Stamp Duty Shts. PAID ON
Receipt No. *WUSA 26/20*
Stamp Duty Officer

THE COMPANIES ACT 2002
COMPANY LIMITED BY SHARES

TANZANIA
Stamp Duty Shts. PAID
Receipt No. *WUSA 26/20*
Asst. Registrar of Companies

AMENDED MEMORANDUM OF ASSOCIATION

OF

JUMBO FOOD INDUSTRIES LIMITED

- I The name of the company **JUMBO FOOD INDUSTRIES LIMITED**
- II The Registered office of the Company will be situated in Tanzania.
- III The objects for which the Company is established are:-
 - (a) To buy, sell, import, manufacture or otherwise deal in food or food products of all kinds and descriptions meal, poultry, fish, groceries, fruits vegetables, milk, spirit, and carry on either directly or indirectly the business or manufacturers or vendor, whether wholesale or retail, import or export of all kind food products, sugar confectionary, ice cream, scent and perfumery goods medicinal and chemical preparations.
 - (b) To carry on the business of all kinds of provision stores, foodstuffs, frozen products, sundries, soft drinks, all kinds of household appliance, disposable households, household products, all kinds of juices, mineral waters. To carry on the business as general food processors packers and suppliers, to be general suppliers of hard foods stuffs and agricultural crops, to be grain millers and food mixers to be general exporters of fresh fruits vegetables and flowers, to act as agents of buying hardware of every description, electrical appliances, lease.
 - (c) To carry on the business of nourishment food health and diabetic food fruits processors farmers dairymen milk contractors dairy farmers millers purveyors and vendors of milk cream cheese butter poultry and commodities of various kinds.

- (d) To carry on the business of green grocers bakers fruiterers butter factors, super market, cheese mongers, corn and flour merchants dairymen and general provision merchants and to buy sell manufacture and deal in foods biscuits chocolates and consumable articles of all kinds, both wholesale and retail and transact every kind of agency business.
- (e) To carry on the business of import, export, wholesale, distributor, publishing printing and manufactures of books, magazines, post cards, dairies, brochure, calendars, educational books, political books and technical books, both paper and hard books journals news paper, proprietor, advertiser and advertising agent and stationery.
- (f) To carry on all their respective branches all or any of the business of builders masonry and general construction contractors and haulers and among other things to construct, execute, carry out, equip, improve, work and advertise railways, roadways, tramways, docks, harbours, wharves, canals, water-courses, reservoirs, embankments, irrigations, reclamations, sewage, drainage and other sanitary works, water, gas, mechanic, electric and other supply works, houses buildings and erections of every kind and to carry on any other business in connection with the above mentioned business.
- (g) To acquire, take over, promote, establish, engage in and carry the business of profession of farmers, planters, harvesters, sprayers, seed growers, glaziers breeders of and dealers of livestock, marker gardeners, arboriculturists, agriculturalists, horticulturists, floriculturists, dairymen, vegetable oil extractors, poultry and bee-keepers and any other business in connection with floriculture, arboriculture agriculture and horticulture.
- (h) To carry and promote and trade or business of farm and agricultural inputs, implements, tools, packaging materials and deal in the livestock and or the veterinary health-care products to farmers and stockist, to buy, sell, supply, distribute whether in retail or wholesale fertilizer, insecticides, fungicides, growth stimulants, agro seeds, farm implements and tools, animals feeds, veterinary drugs and any related goods and import and export agriculture and food technology, industries and equipment, manufacture and semi processed products in Tanzania and other parts of the world.
- (i) To carry on the business as general suppliers of all sorts and types of goods and services to individuals, offices, industries, shops, schools, factories, hospitals, army, military, ministries and all other government offices, universities and all other places where the services of a supplier are needed.

- (p) To carry on the business as principals, agents or manufactures, representatives of importing, exporting, buying, selling, distributing of new and used motor vehicles, cars, trucks, lorries or other vehicles, motor vehicles spares and parts of all descriptions, railway, fuel and other oils, petroleum of all kinds, tyres and tubes, batteries, battery solution and other spares, accessories, motor cycles, bicycles, tractors, mining equipments, fishing gears, agricultural and industrial machinery and equipments, new and second hand spare parts and accessories and generally to deal in all types of motor spare parts and industrial and agricultural machinery and parts, electronic goods and accessories thereof.
- (q) To carry on the business of clearing and forwarding agents, commission agents, transporters, freighters, hauliers, customs bonded warehouse and godown keepers, cargo and travel agents, insurance agents, tourist agents, manufacturers' representatives, road contractors, cargo superintendents, packers, machinery haulage specialists, warehousemen, engineers, electricians, motor cars, cabs, omnibus, lorries, 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 counties 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.
- (r) To carry on the business of establishing and running supermarkets, department stores, shopping malls, provision stores, groceries and shops of all kinds and description and generally to deal with such activities.
- (s) To carry on the business of household, domestic appliance and electrical goods, audio visual goods, electronic items, building material, hardwares, foodstuff, agricultural products and merchandise of every nature, kind and description whatsoever as a dealer, wholesaler, retailer, distributor, importer, exporter and after sales service and repairing.
- (t) To carry on the business of wholesalers, retailers, general traders, suppliers, merchants, importers, exporters, stockists and dealers in all types of clothes, textile materials, tie and dye, boutique, shoes, caps, bags, selling second hand clothing, dresses of types and description whatsoever.
- (u) To carry on the trade or business of bonded warehousemen, removers, stores, packers and carriers of personal property of every description, cleaning and forwarding agents and to issue warrants to persons warehousing goods with the company, and to lend money upon the security of goods.

- (v) To promote tourism in Tanzania and elsewhere in Africa, to carry on business of travel and tourist agents and tour operators, to promote facilitate traveling to organize hunting, tented-camps, fishing and diving expeditions, safari promoters and undertakers generally and in particular to arrange and manager hunting safaris, photo safaris adventure tours, fishing trips, handling of game trophies and animal skins, catching, harbouring, transporting, wildlife and marine products of all kind.
- (w) To act as investment company, holding company, finance company and to deal in all types of investment whatsoever. To hold and own shares, land, buildings, shopping malls, residential houses, commercial buildings, invest in securities, bond share debentures, options, warrants, convertible stock, promissory notes, bills of exchange, loans, bills, shipping documents, ships, aircraft, self propelling vehicles and all types of property whatsoever.
- (x) To carry on the business of general carriers and traders of goods, mails, passengers, cattle, and public or private conveyors by land, water or air, haulers, haulage contractors, railway, shipping and forwarding agents, truckers, warehousemen, wharfingers, vehicles, lorry proprietors, bonded Carmen, common Carmen and agents, for transport of every description.
- (y) To act as agents for the management, improvement, development, purchase and sale of property and as agents for the purchase and sale of all manufactured goods, materials, provisions, and agricultural and other produce and for the investment, loan payment, transmission and collection of money and genially to transact and execute all kinds of agency business.
- (z) To carry of commercial consultants, planners and advisers to any company, corporation, undertaking, firm or individual in the conduct of commercial, industrial, financial and any other business undertaking, and to study and advise on conditions and make recommendations and prepare schemes designed to increase productivity.
- (aa) To carry on the business of importers, exporters, buying selling, dealers in building materials, hardware sanitary-ware, wall papers, roofing tiles, flooring tiles, supplying industrial equipment's agricultural implements and equipment's spares of every description, plumbers, decorators, steel fabrication, machine shop, nickel plating, electric plating, making steel windows, doors, frames and roof tresses.
- (bb) To carry on the business of miners and mining in all their branches and for the said purpose to peg, purchase, take on lease, or exchange or otherwise acquire concessions, grants easements, options, claims, properties, cassettes and effects supposed to contain minerals, diamonds, or other precious stones, and any interest therein, and to explore, mine, work, excise develop and turn to account mines and mining rights and any undertaking connected therewith.

- (cc) To carry on business of deep-sea fishers, fishers, exporters and importers of, and dealers in and factors, brokers and agents for the sale of, fish and fish products of every description; as proprietors and managers of oyster beds, trawlers and fishing boats, as fish curers, fish preparers, fish canners and preservers, oil extractors, manufacturing chemists, fishmongers, provision dealers and general storekeepers, shippers, carriers, shipping agents, carting contractors, motor vehicle owners, lightermen, iron and brass founders, and metal and alloy makers, smelters, refiners and workers, engineers, joiners, shipwrights, millwrights and woodworkers.
- (dd) To purchase, take on lease and otherwise acquire for investment or resale any estate, land, buildings, easements and other rights and interests in immovable property or any tenure in Tanzania and elsewhere and to sell let or lease exchange or otherwise dispose of or grant rights over any immovable property, belong to the company.
- (ee) To purchase, take or lease or in exchange, hire or otherwise acquire and hold any state or interest in any lands buildings, easements, rights, licenses secret processes, machinery, plants, stock, in trade and real or personal property of any kind.
- (ff) To accept payment for any property or rights sold or otherwise disposed or dealt with by the company either in cash, by installment or otherwise or in fully or partly paid up shares of the company or corporation, with or without deferred or preferred or guaranteed rights.
- (gg) 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.
- (hh) to act as agents for the sale and purchase of any stocks shares or securities or for any other monetary or mercantile transactions.
- (ii) To act as executors and trustees of wills and settlements made by customers and others and undertake and execute trusts of all kinds.
- (jj) 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 through agents, sub-contractors, trustees and otherwise.
- (kk) 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.

- (ll) To accept for safe custody and keep for customers of the company all kinds of securities valuables and things.
- (mm) 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.
- (nn) 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.
- (oo) To invest and deal with the moneys of the Company not immediately required, upon such securities and in such manner as may from time to time be determined.
- (pp) To distribute among the members in pieces any property of the company, or any proceeds of sale or disposal of any property of the company.
- (qq) To draw, make, accept, endorse, discount execute and issue promissory notes, bills of lading, warrants, debentures and negotiable or transferable instruments.
- (rr) To act as agents or brokers, and as trustees for any person firm or company, and to undertake and perform sub-contracts and also to act in any other business of the company through or by means of agents, brokers, sub-contractors or others.
- (ss) To obtain any provisional order, ordinance or act of Parliament for enabling the Company to carry any of it is objects into effect, or for affecting any modification of the Company's constitution, or any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated, directly or indirectly to prejudice the company's interest.
- (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.

- i) To transact or carry on all kinds of Agency business and in particular in relation to the investment of money, the sale of property, and the collection and receipt of money.
-) To do all other things as may be deemed incidental or conducive to the entertainment of the objects or any of them.
- v) To carry on the business of manufacturing and selling of plastic jars.

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.

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 paragraph) 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 district compound.

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

The Liability of the Members is limited.

The initial share capital of the Company is Shillings 500,000,000/= divided into 5,000 shares of Shillings 100,000/= each and the company shall have power to attach there to any preferential, deferred, qualified or other special rights, privileges, restriction or conditions.

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

Names, Address and Description of Subscribers	Number of Shares Taken by Each Subscriber	Signature
1. UMER MURTAZA ABUBAKAR P.O.BOX 5804 DAR ES SALAAM	100	SIGNED BY UMER MURTAZA ABUBAKAR
2. AHMED SALIM BAWANI P.O.BOX 5804 DAR ES SALAAM	100	SIGNED BY AHMED SALIM BAWANI
3. ABID ABDULAZIZ FAKIRMAMAD P.O.BOX 5804 DAR ES SALAAM	100	SIGNED BY ABID ABDULAZIZ FAKIRMAMAD

Dated at Dar es Salaam this 5th day of July, 2010

WITNESS to the above Signatures:-

Name: SAJJAD J. JUSAB

Signature: SIGNED

Postal Address: 3204, DAR ES SALAAM

Qualification: AUDITOR