

THE COMPANIES ACT 2002

AMENDED

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

**INTERNATIONAL AGRICULTURAL RESOURCES COMPANY
TANZANIA LIMITED**

**(Amended Memorandum of Association adopted by the shareholders of
INTERNATIONAL AGRICULTURAL RESOURCES COMPANY LIMITED in an Extra
Ordinary of Shareholders meeting on 04th July, 2013)**

**DRAWN BY:
ADV. PRISCA MPEKA
(SUBSCRIBER)
P.O. BOX 42160
DAR ES SALAAM**

- d) To carry on business as brokers, commission agents, buyers, sellers and dealers of fruits and vegetables or any product of form of such commodities.
- e) To manufacture, purchase, import, export, store, process, sell and generally to deal in all materials, articles, substances and things required for or incidental to the manufacture, preparation, adaptation, treatment, use or working of the agriculture products or the packing, storing or otherwise dispose of all or any of the same as may be thought desirable.
- f) To carry on the business of clearing and forwarding as principals or agents, and shippers on the basis of commission fees or agency charges in respect of any consignment of goods, ware, merchandise of every kind and description by air sea and land to construct equip, maintain work, purchase and let on hire aero-planes for the carriage of merchandise or freight and to carry on the business of carriers by air and land to provide door services, parcel services, consolidated services and to handle cargo projects for private firms, individual companies, governments and organizations and to carry on all the above works locally and world-wide and to act as ship handlers and shipping agents.
- g) To carry on the business of growers and developers of sugar cane, beet, sorghum, or any other produce out of which sugar is manufactured, sugar refiners distillers, manufacturers of rum, molasses and golden syrup, farmers, planters, growers of tea, coffee, or fruit, jam manufacturers, fruit preservers or any other business or matter connected with agriculture in any form, shape or way that the company may deem necessary, to purchase or acquire all the materials necessary for carrying on the aforesaid manufacture and business.
- h) To carry on the business of sporting goods, outfitters and dealers in all its branches to import, manufacture, purchase, sell, trade in, deal in and dispose of sporting and athletic goods, suppliers and requisites of all kinds, an to engage in and to carry on any form of business which may conveniently be carried on in connection therewith.
- i) To enter into partnership or into any arrangement for sharing profits, union of interest, co-operation, joint venture or reciprocal concession, with any person company, local or foreign, carrying on or engaged in any business or transaction which this Company is authorized to carry on or be engaged in, or otherwise assistance such person or company, and to take or otherwise acquire shares and securities of any such company, and to sell, hold, re-issue with or without guarantee, or otherwise deal with the same, except doing business as an investment company.

- (j) To buy sell manufacture refine and deal in all kinds of plastic oils and oleaginous and saponaceous substances and all kinds of unguents and ingredients and to buy, sell, manufacture, refine, manipulates, import, export an deal in plastics and plastics goods.
- (k) To act ad and carryout or any of the functions of managers agents secretaries consultants bookkeepers registrar of transfer agents on behalf of any company or corporation in incorporated in any part of the world or on behalf of any person or firm and in connection therewith to provide office accommodation clerical assistance and all such other services and facilities as are or may be necessary or convenient.
- (l) To manufacture, buy sell, import, export, alter, maintain, service, repair, and otherwise deal in paint machinery tools instruments substances materials apparatus appliances and things of all kinds used or capable of being used in connection with any of the business of the Company or likely to be required by the customers of the Company or which, in the opinion of the Directors of the company may be conveniently dealt with or in the Company in connection with any of its objectives.
- (m) To pay for any rights or property acquired by the Company an to remunerate any person or company whether by cash payment or by the allotment of shares, stock, debentures or other securities of the Company credited as paid up in full or in part or otherwise.
- (n) To carry on all or any of the business of manufactures, designers, consultants, experts, buyers, sellers, hirers, renters, repairers, exporters importers, distributors agents and dealers of and in any musical and other instruments of al kinds including wireless television, radio, gramophones records, cinematographs and photographic apparatus records rolls, films, devices, accessories, appliances, materials and requisites of every kind whereby sound or vision in recorded amplified produced reproduced transmitted or received.
- (o) To acquire establish or carry of the business of wholesale an retail merchants importers, exporters, general merchants an commission agents manufactures bankers carriers land estate agents money lenders club proprietors dairy producers contractors financiers hotel keepers storekeepers and every description of goods ware merchandise and any branch or subsidiary business commonly carries on in connection therewith.
- (p) To carry on the business by wholesale or retail as sellers and buyers and tubes both new and second hand of all sorts and description and to operate service and repair shop garage and workshop for such tires tubes and for the purpose to construct rent hire equip and maintain such shop garage and

workshop and to purchase rent hire all necessary machines and equipment for service and repair.

- (q) To procure the registration of the company in or under the laws of the place outside the United Republic of Tanzania.
- (r) To acquire and deal in the following.
 - i. The business property and liabilities of any company firm or person carrying on any business within the objects of the company.
 - ii. Land, building casements or other interest in real estate.
 - iii. Plant machinery personal estate and effects.
 - iv. Patent rights inventions copyrights designs trade marks or secret process.
 - v. Shares, stock or securities in or of any company or undertaking the acquisition of which may promote or advantage the interest of the Company.
- (s) To carry on any other trade business or activity whatsoever and to anything of any nature which can in the opinion of the directors of the Company be advantageous and conveniently on by the company in connection with as extension to as ancillary to or independently of its business before numerated or the general or existing business of the company for the time being.
- (t) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or do any other things that the directors may deem necessary and beneficial to the Company.
- (u) To carry on and engage in all or any of the services related to all aspects of security.
- (v) To carry on the business as general buyers and sellers, export, import of agricultural products, such as sunflower seed oil, peanuts, sesame oil, cow skin, carnadol, coffee, tea, cashewnuts, peanuts, beans, cereals, cowpeas, yellow gram, green monks and to be general suppliers in local and export markets, to be general babers and confectioners and generally to be traders and manufactures of the above.
- (w) To carry on the business of timber sawmill proprietors, tree fellers, woodworkers, joiners, carpenters, wood and timber merchants, wood work contractors, and to buy, sell, prepare for market, import, export, and deal

in logs, hardboards soft boars, timber, building materials, hardware, oils, paints, spirits and varnishes, plywood, softwood, moldings, wooden, plastics and metal good and products of all kinds, hardboard, fiberboard, paper string, ropes, shellac, French polish, tools of all kinds and to manufacture steel doors, steel gates dealers in iron bars, wooden furniture and deal in furniture's and generally to del in articles of all kinds in the manufacture of which timber of wood is used.

AND IT IS HEREBY DECLARED that the word "Company" save when used in reference to this Company, in these clause shall be deemed to include any partnership or other body of persons, whether domiciled in East Africa or elsewhere and the intention is that the objects specified otherwise expressed in each paragraph of this clause shall except where otherwise expressed in such paragraph be independent main objects and shall in no way be limited or restricted by a reference to or inference from the terms of any other paragraph or the name of the company.

4. The liability of the members is limited.
5. The authorized share of the company is Tanzania Shillings Five Hundred Million Only (Tshs.500,000,000/=) divided into 10,000 (Ten Thousand) ordinary shares of (Tshs 50,000/=). Fifty thousand only each with such rights privileges or conditions as may be determined by or in accordance with the regulations of the company, and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the company.

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

Names, Addresses, and Description of Subscribers	Number of shares Taken	Signature
WANG CHENG P.O BOX 4490 DAR ES SALAAM TANZANIA	70	SIGNED
LUO MIN P.O BOX 4490 DAR ES SALAAM TANZANIA	30	SIGNED

Dated at.....this.....day of.....2013

Witness to the above signatures

Name : PRISCA MPEKA

Signature : ADVOCATE

Postal Address : P.O. BOX 42100

Qualification : ADVOCATE NOTARY PUBLIC & COMMISSIONER FOR OATHS