

THE COMPANIES ORDINANCE
(CAP. 212)

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

S. M. HOLDINGS LIMITED

Incorporated this *30th* day of *September* 1998

Presented By :
S. M. Nahdi
A Director of the Company
P. O. Box 268
MOROGORO

THE UNITED REPUBLIC OF TANZANIA

Certificate of Incorporation

No. 34882

I HEREBY CERTIFY THAT

S. M. HOLDINGS LIMITED

is this day incorporated under the Companies Ordinance (Cap.212) and that the company is Limited.

Given under my hand at Dar es Salaam this ^{30th} day of *September*
One thousand nine hundred and ninety eight.

Registrar of Companies

THE COMPANIES ORDINANCE (CAP. 212)
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
S. M. HOLDINGS LIMITED

1. The name of the company is " S. M. HOLDINGS LIMITED ".
2. The Registered Office of the company will be situated in Mainland Tanzania.
3. The objects for which the company is established are :-
 - (a). To carry on all or any of the businesses of farmers, planters, growers, land, estates and plantation owners, ranchers, ginners, dairymen, milk contractors, buyers, sellers, importers, exporters, stockists of all kinds of cash crops, food crops, agricultural and farm produce of all kinds including livestock farming, fish farming, poultry farming, seeds farming, organic farming, ginning, logging, grazing, flour and oil milling, and all such products of the soil and waters : to prepare, preserve, cure, blend, refine, treat, manufacture and render marketable any such produce either in its prepared, manufactured, raw or other state and either by wholesale or retail.
 - (b). To purchase, take on lease or on option or otherwise acquire all kinds of lands, farms, ranches, plantations, estates, ginneries, fuel pumps and petrol stations, waterways, quarries and mines and to develop and commercially exploit the same : to carry on the businesses of agricultural and irrigation engineers, cotton ginners, saw millers and timber merchants, earth movers, land clearers, transporters, quarry owners, aggregates and soil merchants and to run, operate, hire or otherwise deal in all kinds of agricultural machinery, tools and equipments : to run and operate for commercial gain or otherwise training and demonstration farms and to act as trainers, consultants and advisors on modern methods of farming and farm economics.
 - (c). To carry on the business of flour and oil milling including manufacturing preparing and marketing of livestock, cattle, animal and poultry feed: to import, manufacture, buy, sell or distribute chemical and organic fertilizers, pesticides, fungicides and all inputs necessary for commercial farming.
 - (d). To carry on all or any of the businesses of importers, exporters, traders, manufacturers, investors, promoters, financiers, management consultants, property developers, real estate agents, concessionaries, commercial agents, commission agents, brokers, indenting agents, manufacturers' representatives insurance agents, clearing and forwarding agents, hoteliers, travel agents, tour operators, money changers, bureau de' change, transporters, carriers, couriers, rent collectors, debt collectors and generally to undertake and execute agencies and commission of any kind: to act as directors, secretaries and personnel agents.
 - (e). To carry on the business of mine and quarry owners, mining engineers, mineral and metal merchants, smelters, metallurgists, assayers: To search for, win, get, quarry, smelt, calcine, refine, dress, reduce, amalgamate and prepare for market ores, metals and mineral substances of all kinds whether by surface, underground or underwater mining
 - (f). To carry on the business of dealers, agents, stockists, distributors of petrol and petroleum products, diesel, kerosene, cooking gas, motor oils, lubricants, battery acids, distilled waters, tobacco and tobacco products, cigarettes, tea, coffee, soft drinks, aerated water, mineral water, distilled water, battery acids, motor oils, lubricants, chemicals, minerals, precious and semi-precious stones, gemstones, spares of all kinds, hardware, sanitary-ware, glass-ware, ceramics, building materials, iron-mongery, spare parts for all kinds of machinery and motor vehicles, tyres, tubes, batteries, fertilizers, pesticides, insecticides, fungicides, all kinds of human and veterinary medicines, and generally to deal in manufactured goods of all kinds and merchandise of every description: To acquire and take over by way of purchase, assignment, exchange, transfer or otherwise all or any part of the undertaking and business now carried on under the name and style, ' S. M. HOLDINGS '.

TANZANIA
12007
P.A.M.
D.B.0916
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ON
OF
DUTY OFFICES

TANZANIA
P.A.M.
6007
DUTY ST.
D.B.0916
29-9-78
REG.
REGISTRY OF COMPANIES

CERTIFIED TRUE COPY OF THE ORIGINAL
SABRINA ALLI SEIF
ADVOCATE, NOTARY PUBLIC &
COMMISSIONER FOR OATHS
Sign: _____ Date: 2/9/15

- (g). To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the company's property or rights.
- (h). To procure the registration of the company in or under the laws of any place outside Tanzania and establish depots and agencies in different parts of the world for the purpose of carrying on any or all of the business of the company
- (i). To enter into arrangements and contracts with Government or authorities supreme municipal local or otherwise or any corporations companies or persons having objects that may seem conducive to the company's objects or any of them and to obtain from any such Government authority corporation company or persons any charters contracts decrees rights privileges and concessions.
- (j). To open and to operate accounts with any Bank or Banks and to receive money on deposit or loan and to borrow or raise or secure the payment of money in such manner as the company shall think fit and in particular by the issue of debenture stock certificate or other securities perpetual or otherwise charged upon all or any other company's rights and property (present and future) including any uncalled capital with or without such security.
- (k). To amalgamate with or enter into partnership or into any arrangement for sharing of profits, union of interest, co-operation, joint venture, mergers, reciprocal concession or otherwise with any person or company carrying on or engaged in or about to carry on or engage in any business or transaction which this company is authorised to carry on or engage in any business or transaction capable of being conducted so directly or indirectly to benefit this company AND to take or otherwise acquire shares and securities of any such company and sell, hold, re-issue with or without guarantees or otherwise deal with the same.
- (l). To promote another company for the purpose of acquiring all or any of the properties and liabilities of this company or for any other purpose which may seem directly or indirectly calculated to benefit this company.
- (m). To erect maintain or alter on any land any show-rooms, dark-rooms, factories, warehouses, storehouses or buildings for carrying on or to be used in connection with the business of the company.
- (n). To act as trustees of any deed constituting or securing any debentures, debenture stock or other security or obligation and to execute and undertake any other trust, either gratuitously or for remuneration.
- (o). To let on lease or hire the whole or any part of the real and personal property of the company on such terms as the company shall determine: To arrange for, secure and participate in the investigation, formulation and carrying out of projects for the development of industry, tourism, transport and/or for the production of foodstuffs and raw materials in Tanzania.
- (p). To sell or dispose of the undertaking and property of the company or any part thereof for such consideration as the company may think fit and in particular for shares, debentures or securities of any other company having objects altogether or in part similar to those of this company.

- (q). Generally to purchase, take on lease, or in exchange, hire or otherwise acquire real and personal property and any rights or privileges which the company may think necessary or convenient for the purpose of its business and in particular land buildings easements machinery plant and stock in trade.
- (r). To invest and deal with moneys of the company not immediately required upon such securities and in such manner as the company may from time to time determine.
- (s). To remunerate any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of the shares in the company's capital or any debentures or other securities of the company or the conduct of its business.
- (t). To lend and advance money and give credit to such persons or companies as may seem expedient and in particular to members of the company and customers and others having dealings with the company and to guarantee the performance of contracts by such person or persons.
- (u). To distribute any property of the company or part thereof in specie among the members.
- (v). To draw, make, accept, endorse, discount, execute, and issue cheques, promissory notes bills of exchange, bills of lading, warrants, debentures and other negotiable or transferrable instruments.
- (w). To adopt such means of making known the products of the company as may seem expedient and in particular by sponsorship and by advertising in the press or in any other media, circulars, by purchase and exhibition of works, art or interest, by publication of books, posters, periodicals and by granting prizes, rewards and donations
- (x). To pay the expenses of and preliminary and incidental to the promotion, establishment and registration of the company or of any other company promoted, formed, established or registered by the company and all brokerage, discount and other expenses lawfully payable which may at any time and from time to time be deemed expedient for taking, placing or underwriting all or any of the shares, debentures and other obligations of the company so promoted established, formed or registered by the company.
- (y). To obtain all powers and authorities necessary to carry out or extend any of the above objects.
- (z). To apply for or join in applying for purchase or by other means acquire and protect, prolong and renew whether in Tanzania or elsewhere any patents, patent rights, brevets d'invention, licences, protections and concessions which may appear likely to be advantageous or useful to the company and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting, testing and making researches and in improving or seeking to improve any patents, inventions or rights which the the company may acquire or propose to acquire.
- (aa). To do all or any of the any of the above things in any part of the world as principals, agents, contractors, trustees or otherwise alone or in conjunction with others and to do such other things as are incidental or conducive to the attainment of the above objects.




- (bb) To purchase with a view to closing or reselling or otherwise dealing with in whole or in part any business or properties which may be deemed likely to injure by competition or otherwise any business or branch of business which the company is authorised to carry on.
- (cc) To establish and support funds, trusts, clubs, associations, institutions calculated to benefit the Directors, members, employees or former employees of the company or any of its predecessors in business or of any company which is a subsidiary of the company or is called thereto or associated therewith or dependents or connections of such persons and to grant or provide pensions and allowances. to make or enter into arrangements for the provision of life assurance policies, pensions or other benefits and to pay or contribute towards payment of premiums in respect of any such policies, pensions or benefits calculated to benefit all or any persons associated or formerly associated with the company.

IT IS HEREBY DECLARED THAT :-

- a) The word "Company" in this clause except where used in reference to this company shall be deemed to include any partnership or other body of person whether incorporated or not incorporated and whether domiciled in Tanzania or elsewhere: and
 - b), the objects specified in each of the paragraphs of this clause shall be regarded as independent objects, and accordingly shall in no way be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any paragraphs or 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 paragraphs defined the objects of a separate and distinct company.
4. The liability of the Members is limited.
5. The initial share capital of the company is Shillings 1,000,000,000/= divided into 100,000 shares of Shillings 10,000/= each with power to increase the capital and to divide the shares in the capital for the time being into several classes and to attach thereto any preferential, deferred, qualified or special rights, privileges or conditions.

In the event of the company being wound-up, the holders of the shares shall be entitled to the whole of the assets of the company in proportion to the amount credited as paid up on each share.

WE the several persons, whose names, addresses, and descriptions 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, Postal Addresses, and occupations of each Subscriber	Number of shares taken by each Subscriber	Signatures of Subscribers
SALEH MBARAK NAHDI P. O. BOX 268 MOROGORO COMPANY DIRECTOR	400	
ANISA MBARAK BALLETH P. O. BOX 268 MOROGORO HOUSEWIFE	300	
FAHAD SALEH NAHDI P. O. BOX 268 MOROGORO COMPANY DIRECTOR	300	

DATED at Dar es salaam this 28th day of Sept 1998

WITNESS to the above signatures :-

Signature

Postal Address

Qualification

