

**THE COMPANIES ORDINANCE
(CAP.212)
COMPANY LIMITED BY SHARES
(A PRIVATE COMPANY)**

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

**KHEBHANDZA MARKETING COMPANY
LIMITED**

Incorporated this day of 2005

**PRESENTED BY:
Peter Jumanne Sanga,
P.O.BOX 896,
Mbeya.**

TANZANIA

Certificate of Incorporation

NO.

I HEREBY CERTIFY THAT

**KHEBHANDZA MARKETING COMPANY
LIMITED.**

**Is this day Incorporated Under the Companies Ordinance
(Cap 212) and that the Company y is Limited**

Given under my hands at DAR ES SALAAM

Thisday oftwo thousands and five

.....
Registrar of Companies

THE COMPANIES ORDINANCE
(CAP. 212)

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF
KHEBHANDZA MARKETING COMPANY LIMITED

1. The name of the Company is KHEBHANDZA MARKETING COMPANY LIMITED
2. The Registered Office of the Company will be situated in Mainland Tanzania.
3. The objects for which the Company is established are:
 - 3.1. To render technical consultancy and managerial services in social economic undertakings and any other area as the company may be competent to engage in.
 - 3.2. To generally engaged in agriculture, oil palm farming, poultry farming, cattle ranching, to enter into partnership or joint venture with any person, company or foreign investors in agriculture and livestock development.
 - 3.3. To engage in crop farming, including farming of field crops, horticulture, spices, oil seeds, fruit farming and wild fruit tapping.
 - 3.4. To engaged in and carry on the business of farmers dealers buyers, sellers, importers, exporters, processors of farm produce, grain milling, juice extraction and canning bottling, oil extraction, refining, parking and preserving, produce stock or animal feed.
 - 3.5. To acquire lands and carry on there in the business of real estate developers and planters, farmers in the widest sense including the planting, cultivation of all types of food stuffs, all types of cash crops, keep and breed livestock including the farming of fish, crocodile, birds, fowls ostriches, trade in them live and or process their products for commercial purpose or export such farmed animals alive. This shall include the cropping of wild game animals for commercial ends as canned foods or as fresh meat for human nutrition purpose and the keeping of such life in enclosed spaces or zoos.
 - 3.6. To lend and advance money and give credit to such persons or Companies as may seen expended and particular to members of the Company and customer and others having dealing with the Company and guarantee the performance of contracts by such person.

TANZANIA
REGISTRY OF COMPANIES
Stamp Duty
No. 1134
KHEBHANDZA MARKETING COMPANY LIMITED
Office of the Registrar of Companies

TANZANIA
Stamp Duty No. 29061
Receipt No. 4038/1 of 22/12/08
Asst Registrar of Companies

- 3.6. To produce capital any person or body any corporate in Tanzania else where, by, underwrite, invest in, subscribe for, acquire and hold shares, stock, debentures, debentures stock, bonds obligation and /or guarantee by any company or body corporate or unincorporated or by any co-operative society or association, or any government, state, domination, sovereign, rule, public body or authority supreme, to sell, deal in or turn to account the same and to exercise enforce all rights and powers conference by or incident to the ownership thereof
- 3.7. To transact business as promoters of financial service undertaking and financial and monetary agents in Tanzania and elsewhere including the buying and selling of money, shares, debentures and arranging for loans and advances to any corporate entire.
- 3.8. To act financial advisors, agents stockholders and financiers, as well as insurance agents for local and foreign insurance companies and to offer consultancy in insurance matters for companies, firms and individuals.
- 3.9. To draw, make, accept, endorse, discount, and execute an issue cheque, promissory notes, and bill of lading warrants, debentures and other negotiable or transferable instruments.
- 3.10. 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 debentures stocks certificate or other securities, perpetual or otherwise charged upon all or other company's right and property (present and future) including any uncalled capital or without any such security and to purchase, redeem, or pay of any such security on loan.
- 3.11. To amalgamate with, or enter into partnership or into any arrangement for sharing profit, union of interest, cooperation, joint ventures, 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 transportation capable of being conducted so as directly or indirectly to benefit this company, and to take or otherwise acquire shares and security of may such company, and sell, hold, reissue with or without guarantee, or otherwise deal with the same.
- 3.12. To invest and deal with money of the company not immediately require upon such security and in such manner as the company may from to time determine.
- 3.13. To open and to operate account with any Banks to receive money on deposit or loan and borrow or raise or secure the payment in such manner as the company shall think fit an in particular by the issue of debentures stock certificate or other securities perpetual or otherwise charged upon all or all oar any other companies rights and property (present and future) including any uncalled capital with or without such security.
- 3.14. To negotiate loans of every description either for the benefit of the company or for any person or organization and to pledge the assets of the company for the collateral for such.

- 3.15. To carry on the business of manufactures, importers, exporters, and general suppliers.
- 3.16. To establish branches and agencies in Tanzania and in different world for purpose carrying on any or all of the business of the company.
- 3.17. To remunerate any person or company for service rendered or to be rendered in placing or assistant to place or guaranteeing the placing of the shares in the company capital, or any debentures or other securities of the company or the conduct of its Business.
- 3.18. To distribute any part of the property of the company in specie among the members provide that no such distribution shall dilute diminish, impair or arrest the further development, expansion or prosperity of the company provided that such distribution will enhance the value of the company to the shareholders.
- 3.19. To pay the expenses of and preliminary and to the promotion, establishment and registration of the company or of 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 form to time be deemed expended for taking, placing or underwriting all or any of the shares or debentures, o other obligation of the company or of any company or promoted, formed established or registered by the company.
- 3.20. To enter into any arrangement and contracts with Government or Authority (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 any charters decrees, right, privileges and concession.
- 3.21. To carry on the business of tax planners, consultants and revenue assessors and planners.
- 3.22. To carry on technical and scientific service and mineralogy of nay description for a fee including ruby, emerald diamond, Tanzanite, alexandrite gold mining, smelting and refining, precious mineral diggers, electricity generation, telecommunication services, computer assembling , computer hardware equipment and software service, motor vehicles assembling, television sets assembling, television sets assembling radio assembling , crude petroleum refining, bulk petroleum products importation, storage, distribution and re-exports, domestic appliances assembling bicycle assembling, steel rolling and process, metal fabrications, foundry furnace end products, oxygen carbon acetylene and helium gas producers, human and veterinary medicine producers and sellers, handling of petro-chemical various end products
- 3.23. To carry on the business of builders and proprietors and keepers of safari and a game lodges, zoos, botanical garden, hotels, motels clubs camps, restaurants,

taverns, inns, lodging houses, and as license distiller, importers, exporters, and manufactures of and dealers in aerated, mineral and artificial waters and other drinks, bakers, confectioners, caterers, ice-cream merchants milk-cream merchants, importers and exporters and brokers, and producer of all types food stuff, produce and crops of all descriptions.

- 3.24. To engage in engineering works of every description including civil engineering, mechanical, electrical, chemical, automobile engineering and any business associated with engineering works to or with any person, firm or company.
- 3.25. To carry on business in Tanzania or any part to the world as tour agents, tour operators or organizers for the purpose of promoting tourism in Tanzania.
- 3.26. To carry on the business of manufacturing agents, foreign companies representative and promoters of joint ventures between Tanzania companies and foreign companies.
- 3.27. To apply for or join in applying for or by other means acquire and protect, prolong and renew whether in Tanzania or elsewhere any patents, patent rights, brevets d'invention, licenses, 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 licenses or privileges in respect of the same, and to expend money in expending, testing and making researches and in improving or seeking to improve any patents, inventions or rights which the company may acquire or propose to acquire.
- 3.28. To carry any other business which may seem to the company capable or being conveniently carries out in connection with above or calculated directly or indirectly to enhance the value of or render profitable any of the company's property or rights
- 3.29. To promote other companies in form of subsidiaries for the purpose of acquiring some of the assets and liabilities of this company, provided that such acquisition shall enhance the value of this company or for any other purpose, which may seem directly or indirectly calculate to benefit this company.
- 3.30. Generally to purchase take in lease or in exchange, hire or otherwise acquire any real and personal property and any right or privileges which the company may think necessary personal property and any rights or prevailing which the company may think necessary or convenient for the purpose of its business and in particular any land, building, casements and machinery.
- 3.31. To employ any individual, firm or corporation to manage in whole or in part, the affairs of the company and to employ experts, to investigate and examine into the conditions, prospects, value charter and circumstance of any business concern and undertakings and generally of any assets, property or rights.

3.32. To obtain all powers and authority necessary to carryout or extend any of the above objective

To obtain set forth in any sub-clause of this clause shall not expect when the context expressly so require, be in any way limited or restricted by reference to or inference form the terms of any sub clause or by the name of the company. Non of such sub-clause of the objective therein specifies or the powers thereby conferred shall be deemed subsidiary or auxiliary merely to the objective mentioned in the first sub-clause of this clause, but he company shall have full power to exercise all or any of the powers conferred by any party of this clause in any part of the world and notwithstanding that the business undertaking, property or acts proposed to be transacted, acquired, dealt with or performed do not fall the object of the first sub-clause of this clause.

3.33. To distribute any property of the company or party thereof in specie among the members.

3.34. To carry on the business of operating air crafts, passenger and cargo types for a consideration within the domain of the United Republic of Tanzania or outside Tanzania and/ or to regional and international destinations.

3.35. To establish and support funds, trust clubs associations, institution calculated to benefit the directors, members employees of former employees of the company or any of its predecessors in business of nay company which is a subsidiary of the Company or is called thereto associated therewith or depends or connections of Such persons and to grant or pensions and allowance to make or enter into Arrangement 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 benefit calculated to benefit all or any person 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 persons whether incorporated or not incorporated and weather domiciled in Tanzania or elsewhere and;
- b) The object specific in each of the paragraph of this clause shall be regarded as independence objects and according shall in no way be limited or restricted (except where otherwise expressed in such paragraphs) by the reference to or inference form the terms of any paragraphs or the name of the company, but may be carried out in as gull ample a manner and construed in as wide a sense as if each of the said paragraphs defined the object of a separated district company.

3.41. To do all or any of the above things in any part of the world as principals, agents contractors, trustees or otherwise along or in conjunction with others.

4. The liability of the members is limited.
5. The initial share capital of the company is shillings 10,000,000/= divided into 500 shares of shillings 20,000/= each power to increase the capital and to divide the shares in the capital for the time being into several classes and to attach hereto 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 entailed to the whole of the assets of the company in promotion to the amount credited as paid up on each share.

We the several persons, whose names address, 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.

NAME & ADDRESS	NO. OF SHARES	SIGNATURE
PETER JUMANNE SANGA P.O.BOX 896, MBEYA. DIRETOR	80	
MARIAM JAKSON MBILINYI. P.O.BOX 896, MBEYA. DIRECTOR	20	

Dated this.....14th.....day of ..December.....2005

WITNESS to the above



TANZANIA

500 Shs.
PAID ON ORIGINAL 22/12/69
29/10 300/- of
Rutamb
Stamp Duty Officer

THE COMPANIES ORDINANCE (CAP. 212)

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

KHEBHANDZA MARKETING COMPANY LIMITED

Stamp Duty 250/-
Stamp Duty 102/11/- 22/12/69
Rutamb
Asst Registrar of Companies

PRELIMINARY:

1. The Regulations contained in table A in the first schedule to the Companies Ordinance (Cap. 212) shall not apply to this Company save as the same are hereby repeated or contained.

INTERPRETATION:

2. In these regulations, the words standing in the first Column of the table next following shall bear the meanings set opposite to them respectively in the second column thereof in so far as the same are not inconsistent with the subject or context.

Dividend	-	Include bonus
Member	-	The registered holder of a share or shares or stock in the Company.
Month	-	Means calendar month
Paid up	-	Include amount credited as paid up
Persons	-	Shall include Corporations, Companies, Co-operative Societies and the like.
Proxy	-	Shall include an attorney duly constituted under a Power of Attorney
Share	-	Includes stock except where a distinction between shares and stock is expressed or implied and a reference to any particular class includes the particular class of stock corresponding to such class of shares.
Shareholder	-	Includes stockholder.
The Articles	-	These Articles of Association as originally framed or as altered from time to time by special Resolution

- The Board - The Board of Directors for the time being of the Company.
- The Directors - Means Directors for the time being of the Company.
- The Office - Means the registered office of the Company.
- The Ordinance - Means the Companies Ordinance (Cap. 212) of the Laws of Tanzania or any replacement or amendment thereof.
- The Seal - The Common Seal of the Company.
- The Secretary - Means any person appointed to perform the duties of the Secretary of the Company.
- The United Republic of Tanzania - Tanganyika (Mainland)
- Writing - Shall include printing, lithography, photography and any other mode of representing or reproducing words in a visible form including telegrams, telexes, telefax and radiograms.
- Words importing the singular - Shall include the plural and vice-versa.
- Words importing the masculine gender - Shall include the feminine gender.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as the Ordinance or other statutory modification thereof in force at the date at which the Articles became binding upon the Company.

PRIVATE COMPANY:

3. The Company is a Private Company and accordingly:-
- (a) The right to transfer shares is restricted in the 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 having been formerly in the employment of the Company were while in such employment and have continued after the determination of such employment to be members of the Company) is limited to fifty

PROVIDED THAT where two or more persons hold one or more shares in the Company jointly they shall for the purpose of this Articles be to treated as a single member.

- (c) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.
- (d) The Company shall not have power to issue shares warrants to bearer.

SHARE CAPITAL AND SHARES:

4. The share capital of the Company is shillings ten million (Tshs.10,000,000/=) divided into five hundred (500) Ordinary shares of shillings twenty thousand (Tshs 20,000/=) each.
5. The Shares of the Company shall be under the control of the Board of Directors and shall be subject to the provisions in that behalf of the Ordinance and the Memorandum of Association and without prejudice to any special rights previously conferred on the holders of existing shares or class of shares, may be issued with such preferred, deferred or other special rights, or such restrictions whether in regard to dividend, voting, return of capital or otherwise, as the Company may from time to time by special resolution determine, and any preference share may, with the sanction of a special resolution, be issued on the terms that it is, or at the option of the Company is liable, to be redeemed.
6. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issues of the shares of that class) may be varied with the consent in writing of the holders of three-fourths of the issued shares of that class or with the sanction of an extra-ordinary resolution passed at a separate general meeting of the holders of the shares of the class. To every such separate general meeting the provisions of these regulations relating to general meetings shall mutatis mutandis apply.
7. Every person whose name is entered as a member in the register of members shall without payment, be entitled to a certificate under the seal of the Company specifying the shares held by him or such body and the amount paid up thereon, provided that in respect of a share or shares held jointly by several persons the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all.
8. The Company shall be entitled to treat the person whose name appears up the Register in respect of any share or shares as the absolute owner thereof and shall not be under any obligation to recognise any trust or equity or equitable claim to or partial interest in such share or shares whether or not it shall have express or other notice thereof.

9. If a share certificate is defaced, lost or destroyed it may be renewed on payment of such fee, if any, not exceeding one thousand shillings (Tshs.1,000/=) and on such terms, if any, as to evidence and indemnity as the Directors think fit.

LIEN:

10. (i) The Company shall have a first and paramount lien on every share for all monies (whether presently payable or not) called or payable at a fixed time in respect of that share, and the Company shall also have a first and paramount lien on all shares standing registered in the name of any person for all monies presently payable by him or his estate to the Company; but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Articles.
- (ii) The lien hereby conferred shall attach to all shares registered in the name of any person indebted or under liability to the Company, whether he be the sole registered holder or be one of several joint holders.
- (iii) The Company's lien, if any, on a share shall extend to all dividends payable thereon.
11. The Company may sell, in such manner as the Directors think fit, any shares on which the Company has lien, but no sale shall be made unless some in respect of which the lien exists is presently payable, nor until the expiration of twenty-eight days after a notice in writing, stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the shares.
12. For giving effect to any such sale the Directors may authorise some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer and he shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by an irregularity or invalidity in the proceedings in reference to the sale.
13. The proceeds of the sale shall be applied in payment of such part of the amount in respect of which the lien exists as is presently payable and the residue shall be held (subject to a like lien for sums not presently payable as existed upon the shares prior to the sale) by the Company on behalf of the person entitled to the shares at the date of the sale.

CALLS ON SHARES:

14. The Directors may from time to time make calls upon the members in respect of any moneys unpaid on their shares provided that no call shall exceed one-fourth of the nominal amount of the share, or be payable at less than one month from the last call; and each member shall (subject to receiving at least

fourteen days' notice specifying the time or times of payment) pay to the Company at the time or times so specified the amount called on his shares. A call may be revoked or postponed as the Directors may determine.

15. Joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
16. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest upon the sum at the rate of eight percent per annum from the day appointed for the payment thereof to the date of the actual payment, but the Directors shall be at liberty to waive payment of that interest wholly or in part.
17. The provisions of these regulations as to the liability of holders and as to payment of interest shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the amount of the share, or by way of premium, as if the same had become payable by virtue of a call duly made and notified.
18. The Directors may make arrangements on the issue of shares for a difference between the holders in the amount of calls to be paid and in the times of payment.
19. The Directors may, if they think fit, receive from any member willing to advance the same all or any part of the moneys uncalled and unpaid upon any shares held by him; and upon any shares held by him; and upon all or any of the moneys so advanced may (until the same would, but for such advance become presently payable) pay interest at such rate (not exceeding, without the sanction of the Company in general meeting, six per cent) as may be agreed upon between the member paying the sum in advance and the Directors.

TRANSFER OF SHARES:

20. Subject to the provisions hereinafter contained shares in the Company shall be transferable by written instrument in the common form hereunder provided signed by both the transferor and the transferee, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect thereof.

"I, A, B, of in consideration of the sum of Tshs..... paid to me by C.D. of (hereinafter called "the said transferee") do hereby transfer to the said transferee the share (shares) numbered..... In the undertaking called KHEBHANDZA MARKETING COMPANY LIMITED, to hold unto the said transferee, subject to the several conditions on which I hold the same; and I the said transferee, do hereby agree to take the said share (or shares) subject to the conditions aforesaid.

As witness our hands the day of 2005.

"Witness to the signatures of etc."

21. Save as is hereinafter provided, the Directors may in their absolute discretion decline to register any transfer of shares to a person of whom they do not approve not being already a member of the Company, and may also decline to register any transfer to shares on which the Company has a lien.

The Directors may also suspend the registration of transfers during the period a fourteen days immediately preceding the Annual General Meeting in each year. The Directors may also decline to recognise any instrument of transfer unless:

- (a) a fee not exceeding five hundred shillings is paid to the Company in respect thereof; and
 - (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer.
22. If the Directors refuse to register a transfer of any shares, they shall within two months after the date of which the transfer was lodged with the Company send to the transferee notice of the refusal.
23. No shares in the Company shall be transferred otherwise a person who is already a member of the Company until the rights of pre-emption hereby conferred shall have been exhausted that
- (a) Every member who intends to transfer shares (hereinafter called "the Vendor) shall give notice in writing to the Board of his intention so to do. Such notice shall constitute the Board his agent for the sale of the said shares in one or more lots at the discretion of the Board to members of the Company at a price to be agreed upon by the Vendor and the Board or in default of agreement at a price which the Auditor of the Company for the time being shall certify by writing under his hand to be, in his opinion, the fair selling value thereof as between a willing Vendor and a willing Purchaser.
 - (b) Upon the price being fixed as aforesaid the Board shall forthwith give notice to all the members the Company of the number and price of the shares to be sold and invite each of them to state in writing within thirty days from the date of the said notice whether he is willing to purchase any and, if so, what maximum number of the said shares.
 - (c) At the expiration of the said thirty days the Board shall allocate the said shares to the Member or amongst the members who shall have expressed his or their willingness to purchase as aforesaid, and (if more than one) so far as may be prorated according to the number of shares already held by them respectively PROVIDED THAT no member shall be obliged to take more than the said maximum number of shares so notified by him as aforesaid.

- (d) Upon such allocation being made the vendor shall be bound on payment of the said price to transfer the shares to the purchase or purchasers. If he makes default in so doing the Chairman for the time being of the Directors of the company or failing him one of the Directors duly nominated by resolution of the Board for that purpose shall forthwith be deemed to be the duly appointed attorney of the vendor with full power to execute complete and deliver in the name and on behalf of the vendor a transfer of the shares to the purchasing member and the Board may receive and give a good discharge for the purchase money on behalf of the vendor and enter the name of the purchaser in the register of members as holder by transfer of the shares purchased by him.
- (e) In the event of the whole or any lot of shares offered through the Board as provided, the vendor may at any time within six calendar months after the expiration of the said period of thirty days after the date of the notice given by the Board to the member, transfer the shares not so sold to any person (subject to Article 20) and at any price.

TRANSMISSION OF SHARES:

24. In case of the death of a member the survivor or survivors where the deceased was a joint holder, and the legal personal representatives of the deceased, where he was a sole holder only surviving holder, shall be the only persons recognised by the Company as having any title to his interest in the share; but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
25. Any person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence being produced as may from time to time be required by the Directors, may elect either to be registered as holder of the share or to have some person nominated by him registered as the transferee thereof, but the Directors shall, in either case have the same right to decline or suspend registration as it would have had in the case of a transfer of the share by the member before his death or bankruptcy, as the case may be.
26. If the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. If he shall elect to have another person registered he shall testify his election by executing to that person a transfer of the share. All the limitations, restrictions and provisions of these articles relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the Member had not occurred and the notice or transfer were a transfer signed by that Member.

27. A person becoming entitled to a share by reason of the death or bankruptcy of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of shares, be entitled in respect of it to exercise any right conferred by membership in relation to meeting of the Company.

FORFEITURE OF SHARES:

28. If a Member fails to pay any call or instalment of a call on the day appointed for payment thereof, the Directors may at any time thereafter during such time as any part of such call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid together with any interest which may have accrued.
29. The notice shall name a further day (not earlier than the expiration of fourteen days from the date of the notice) on or before which the payment required by the notice is to be made, and shall state that in the event of non-payment at or before the time appointed the shares in respect of which the call was made will be liable to be forfeited.
30. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may at any time thereafter, before the payment required by notice has been made, be forfeited by a resolution of the Directors to that effect; and such forfeiture shall extend to any dividends in respect of any share so forfeited not actually paid at the date of the said notice.
31. A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Directors think fit, and at any time before a sale or disposition the forfeiture may be cancelled on such terms as the Directors think fit.
32. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares but shall, notwithstanding remain liable to pay to the Company all moneys which, at the date of the forfeiture were presently payable by him to the Company in respect of the shares, but this liability shall cease if and when the Company receives payment in full of the nominal amount of the shares.
33. A statutory declaration in writing that the declarant is a Director or the Company, and that a share in the Company has been duly forfeited or expropriated on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. The Company may receive the consideration if any, given for the share on any sale or disposition thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of and he shall there upon be registered as the holder of the share, and shall not be bound to see to the application of the purchase money, if any, nor shall his title to the

share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture or expropriation, sale or disposal of the share.

34. The provisions of these articles as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of share, becomes payable at a fixed time, whether on account of the amount of the shares, or by way of premium as if the same had been payable by virtue of a call duly made and notified.

CONVERSION OF SHARES INTO STOCK:

35. The Company may by ordinary resolution convert any paid-up shares into stock, and reconvert any stock into paid-up shares of any denomination.
36. The holder of stock may transfer the same, or any part the same manner, and subject to the same regulations, as, and subject to which, the shares from which the stock arose might previously to conversion have been transferred, or as near thereto as circumstances admit; but the directors may from time to time fix the minimum amount of stock transferable, and restrict or forbid the transfer of fractions of the minimum but the minimum shall not exceed the nominal amount of the shares from which the stock arose.
37. The holder of stock shall, according to the amount of the stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company and other matter as if they held the shares from which the stock arose, but no such privilege or advantage (except participation in the dividends and profits of the Company) shall be conferred by any such aliquot part of stock as would not, if existing in shares, have conferred that privilege or advantage.
38. Such of the regulations of the Company as are applicable to paid-up shares shall apply to stock, and the words "share" and "share holder" therein shall include "stock" and "stockholder" respectively.

ALTERATION OF CAPITAL:

39. The Company may from time to time by special resolution increase the share capital by such sum, to be divided into shares of such amount, as the resolution shall prescribe.
40. Subject to any direction to the contrary that may be given by the resolution sanctioning the increase of share capital, all new shares shall, before issue, be offered to such persons as at the date of the offer are entitled to receive notice from the company of general meetings in proportion as nearly as the circumstances admit, to the amount of the existing shares to which they are entitled. The offer shall be made by notice specifying the number of shares accepted, will be deemed to be declined, and after the expiration of that time, or on receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may dispose of the same in such manner as they think most beneficial to the Company. The Directors may

likewise so dispose of any new shares which held by persons entitled to an offer of new shares) cannot, in the opinion of the Directors, be conveniently offered under this Article.

41. The new shares shall be subject to the same provisions which reference to the payment of calls, lien, transfer, transmission, forfeiture and otherwise as the shares in the original share capital.
42. The Company may by ordinary resolution:-
 - (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
 - (b) sub-divide its existing shares, or any of them into shares of smaller amount than is fixed by the memorandum of association, subject, nevertheless, to the provisions of section 51 (1) (d) of the Ordinance;
 - (c) cancel any shares which, at the date of the passing of the resolution have not been taken or agreed to be taken by any person.
43. The Company may, by special resolution reduce its share capital in any manner and with, and subject to, any incident authorised, and consent required, by law.

GENERAL MEETINGS:

44. A general meeting shall be held once in every calendar year at such time (not being more than fifteen months after the holding of the last proceeding general meeting) and place as may be determined by the Directors. In default of a general meeting so held, a general meeting may be convened by any one member in the same manner as nearly as possible as that in which meetings are to be convened by the Directors.
45. All general meetings other than the annual General Meeting shall be called extra-ordinary general meetings.
46. The Directors may, whenever they think fit, convene an extra-ordinary general meeting and extra-ordinary general meetings shall also be convened on such requisition, or, in default, may be convened by such requisitions, as provided by section 114 of the Ordinance.

NOTICE OF GENERAL MEETINGS:

47. Subject to the provisions of Section 117 (2) of the Ordinance relating to special resolutions, twenty one days notice at the least (exclusive of the day on which the notice is served or deemed to be served but inclusive of the day for which notice is given, specifying the place, the day and the honour of meeting and, in case of special business, the general nature of that business shall be given in manner hereinafter mentioned, or in such other manner, if any, as may be prescribed by the company in general meeting, to such persons as are under the regulations of the Company, entitled to receive such notice from the company; but with the

consent of all the members entitled to receive notice of some particular meeting, that meeting may be convened by such shorter notice and in such manner as those members may think fit.

47. The accidental omission to give notice of a meeting to, or the non-receipt of notice of meeting by, any member shall not invalidate the proceedings at any meeting.

PROCEEDINGS AT GENERAL MEETINGS:

49. All business shall be deemed special that is transacted at an extra-ordinary meeting and all that is transacted at the Annual General Meeting, with the exception of sanctioning a dividend, the consideration of the accounts, the election of Directors and other officers in place of those retiring by rotation, and appointment and fixing of the remuneration of the auditors.
50. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided two members present in person or by proxy shall be a quorum.
51. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of member, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, and, if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting shall be dissolved.
52. The Chairman of the general meeting shall be the member representing the majority shareholders.
53. If there is no such Chairman, or if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting the remaining Directors (or alternate Directors as the case may be) shall choose one of their number to be Chairman of the meeting.
54. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business unfinished at the meeting from which the adjourned took place. When a meeting is adjourned for ten days or more notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjourned or of the business to be transacted at an adjourned meeting.
55. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands and a declaration by the Chairman that a resolution has been carried or carried unanimously or by a particular majority or lost shall be conclusive evidence of the fact.

56. An ordinary resolution of the Company determined on without any general meeting and evidenced by writing under the hands of all the Directors or a sole Directors and of members of the Company holding in the aggregate three-fourths of the issued shares of the company shall be as valid and effectual as an ordinary resolution duly passed at a general meeting of the Company.

VOTES OF MEMBERS:

- 57. On a show of hands every member present in person, by his proxy or authorised representative shall have one vote. On a poll every member shall have one vote for each share of which is the holder.
- 58. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for the purpose seniority shall be determined by the order in which the names stand in the register of members.
- 59. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, curator bonis, or other person in the nature of a committee, or curator bonis, appointed by the court, and any such committee, curator bonis, or other person may, on a poll, vote by proxy.
- 60. No member is entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.
- 61. On a poll votes may be given either personally or by proxy.
- 62. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under the common seal or under the hand of an officer or attorney so authorised.
- 63. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company not less than forty-eight hours before the time for holding the meeting, or adjourned meeting, or taking of the poll at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.
- 64. An instrument appointing a proxy may be in the following form, or in any other form, which the Directors shall approve.

“KHEBHANDZA MARKETING COMPANY LIMITED”

I being a member of KHEBHANDZA MARKETING COMPANY LIMITED do hereby appoint of as my proxy to vote for me and on my behalf at the Annual/Extra-Ordinary General Meeting of the Company to be held on day of 20... and at any adjournment thereof.
Signed this day of..... 20...

“(Signature of Member)”

65. Any Corporation which is a member of the Company may by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company and the person so authorised shall be entitled to exercise the same powers on behalf of the Corporation which he represents as that Corporation could exercise if it were an individual member of the Company.

BOARD OF DIRECTORS:

66. Unless and until the Company in General Meeting shall otherwise determine the number of Directors shall be two (2).

67. The following persons shall be the first Directors of the Company:-

1. Peter Jumanne Sanga
2. Mariam Jackson Mbilinyi

68. (a) The remuneration of the Directors shall from time to time be determined by the Company in general meeting .

- (b) In addition to their usual remuneration the Directors shall also be paid such travelling, hotel and other expenses as may reasonably be incurred by them in the execution of their duties, including any such expenses incurred in connection with their attendance at meetings of Directors.

69. (a) Each of the appointed Directors shall have the power to appoint and cancel the appointment of an alternative Director in his place to act for him.

- (b) On such appointment being made, the alternate Director shall, except as regard remuneration be subject in all respects to the terms and conditions existing with reference to the other Directors, and each alternate Director, while acting in the place of an absent Director, shall enjoy all the rights of and exercise and discharge all the duties of the Directors he represents.

BORROWING POWERS:

70. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

POWERS AND DUTIES OF DIRECTORS:

71. The business of the Company shall be managed by the Directors, who may pay all expenses incurred in getting up and registering the Company, and may exercise all such powers of the Company as are not, by the Ordinance, or by

these articles, required to be exercised by the company in general meeting, subject, nevertheless, to any regulation of these articles, to the provisions of the Ordinance, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the company in general meeting; but not regulation made by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

72. The Board of Directors may from time to time entrust to and confer upon the Managing Director or Manager all or any of the powers of the Directors (except the power to make calls, forfeit shares or issue debentures) that they may think fit but the exercise of all powers by the Managing Director or Manager shall be subject to such regulations and restriction as the Directors may from time to time make and impose, and the said powers may at any time be withdrawn, revoked or varied.

73. The Board of Directors shall cause minute to be made in books provided for the purpose:

- (a) of all appointments of officers made by the Directors;
- (b) of the names of the Directors present at each meeting of the Directors and of any committee of the Directors;
- (c) of all resolutions and proceedings at all meetings of the Company and of the Directors and of committee of Directors;

and every Director present at any meeting of Directors shall sign his name in a book to be kept for that purpose.

DISQUALIFICATION OF DIRECTORS:

74. The office of Directors shall be vacated in any of the following events, namely:

- (a) if he resigns by writing under his hand left at the office;
- (b) if he becomes insolvent or assigns his estate for the benefit of his creditors or suspends payment or compounds with his creditors;
- (c) if he be found lunatic or becomes of unsound mind;
- (d) if he shall pursuant to the provisions of the Ordinance be prohibited from acting as a Director.

PROCEEDING OF DIRECTORS:

75. The Directors may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second vote.

76. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed shall be two Directors present either personally or by their alternate.
77. The continuing Directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to these articles as the quorum of Directors, the continuing Directors/Director may act for the purpose of increasing the number of Directors to that number, or of summoning a general meeting of the Company, but for no other purpose.
78. If at any meeting the Chairman is not present within fifteen minutes after the time appointed for holding the same, the remaining Directors can appoint one among their number to be Chairman of the meeting.
79. The Directors may delegate any of their powers to committees consisting of such members of their body as they think fit and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on them by the Directors.
80. A committee may elect a Chairman of their meetings; if no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their numbers to be Chairman of the meeting.
81. A committee may meet and adjourn as they think proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in case of an equality of votes the matter in question shall be referred to the Board of Directors.
82. All acts done by any meeting of the Directors or of a committee of Directors, or by any person acting as a Director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of such Directors or persons acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.
83. A resolution in writing signed by all the Directors by all the members of a committee for the time being shall be as valid and effectual as a resolution passed at a meeting of the Directors, or as the case may be, of such committee duly called and constituted. Such resolution may be contained in one document or in several documents in like form each signed by one or more of the Directors or members of the committee concerned.

SECRETARY:

84. The Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by to them.
85. No person shall be appointed or hold office as a Secretary who is:-
- (a) the sole Director of the Company; or
 - (b) a corporation the sole Director of which is the sole Director of the Company; or
 - (c) the sole Director of a corporation which is the sole Director of the Company.
86. A provision of the Ordinance or these regulations requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as or in place of the Secretary.

DIVIDENDS AND RESERVE:

87. The Company in General Meeting may declare dividends but no dividend shall exceed the amount recommended by the Directors.
88. The Directors may from time to time pay to the members such interim dividends as appear to the directors to be justified by the profit or the Company.
89. No dividend shall be paid otherwise than out of profits.
90. Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid on the shares, but if and so long as nothing is paid on the shares, bit if and so long as nothing is paid up on any of the shares in the Company no dividends may be declared and paid according to the amounts of the shares. No amount paid on a share in advance of call shall, while carrying interest, be treated for the purpose of this articles as paid on the share.
91. The Directors may, before recommending any dividends, set aside but out of the profits of the Company such sums as they think proper as a reserve or reserves which shall, at the discretion of the Directors, be applicable for meeting contingencies, or for equalising dividends, or for any other purpose to which the profits of the Company may be properly applied, and pending such application may, at the like discretion, either be employed in the

business of the Company or be invested in such investments (other than shares of the Company) as the Directors may from time to time think fit.

92. Any dividend may be paid by cheque or warrant sent through the post to the registered address of the member or person entitled thereto or in the case of joint holders to any one of such joint holders at his registered address or to such person and such address as the member or person entitled or such joint holders, as the case may be, may direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent or to the order of such other person as the member or person entitled or such joint holders, as the case may be may direct.
93. No dividend shall bear interest against the Company.

CAPITALISATION OF RESERVES:

94. (a) The Company in General Meeting may upon the recommendation of Directors resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution, and accordingly that such sum be set free for distribution amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportions on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or paying up in full un issued shares or debentures of the Company to be allotted and distributed credited as fully paid up to and amongst such members in the proportion aforesaid Directors shall give effect to such resolution: PROVIDED THAT a share premium account and a capital redemption reserve fund may, for the purpose of this article, only be applied in the paying up of un issued shares to be issued to members of the company as fully paid bonus shares.
- (b) Whenever such a resolution as aforesaid shall have passed the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotment and issues of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full powers to the Directors to make such provision by the issue of been fractional certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, and also to authorise any person to enter on behalf of all the members entitled thereto into an agreement with the company providing for the allotment to them respectively, credited as fully paid up of any further shares or debentures to which they may be entitled upon such capitalisation, or (as the same may require) for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement

made under such authority shall be effective and binding on all such members.

ACCOUNTS:

95. The Directors shall cause proper books of account to be kept with respect to:
 - (a) All sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
 - (b) all sales and purchase of goods by the Company; and
 - (c) The assets and liabilities of the Company.
96. Proper books of accounts means such books as are necessary to give a true and fair view of the state of the company's affairs and to explain its transactions.
97. The books of account shall be kept at the registered office of the Company, or at such other place or places as the Directors think fit and shall always be open to the inspection of the Directors.
98. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being Directors and no member (not being a Director) shall have any right of inspecting any account or book or document of the company except as conferred by statute or authorised by the directors or by the company in general meeting.
99. The Directors shall from time to time in accordance with Section 123 of the Ordinance or any statutory modification thereof for the time being in force, cause to be prepared and to be placed before the Company in general meeting such profit and loss accounts, balance sheets and reports as are referred to in that section.
100. The profit and loss account shall show, arranged under the most convenient heads the amount of gross income distinguishing the several sources from which it has been derived, and the amount of gross expenditure, distinguishing the expenses of the establishment, salaries and other like matters. Every item of expenditure fairly chargeable against the year's income shall be brought into the account so that a just balance of profit and loss may be laid before the meeting, and, in cases where any item of expenditure which may in fairness be distributed over several years has been incurred in any one year, the whole amount of such item shall be stated, with the addition of the reasons why only a portion of such expenditure is charged against the income of the year.
101. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in general meeting, together with a copy of the auditor's report, shall not less than seven days before the date of the meeting be sent to every member of, and every holder of debentures of the Company PROVIDED THAT this regulation shall not require a copy of those documents to be sent to any person of whose

address the Company is not aware or to more than one of the joint holders of any shares or debentures.

AUDIT:

102. The Company shall at each Annual General Meeting appoint an Auditor or Auditors to hold office until the next Annual General Meeting.
103. A person or corporation other than the retiring Auditor shall not be capable of being appointed Auditor at an Annual General Meeting unless notice of an intention to nominate that person or corporation to the office of Auditor has been given by a member to the Company not less than fourteen days before the Annual General Meeting and the Company shall send such notice to the retiring Auditor and shall give notice thereof to the members not less than seven days before the Annual General Meeting.
104. The remuneration of the Auditors shall be fixed by Company in General Meeting.
105. The auditors shall be entitled to attend any general meeting of the Company at which any accounts which have been examined or reported on by them are to be laid before the Company and to make any statement or explanation they desire with respect to the accounts.

NOTICES:

106. A notice may be given by the Company to any member either personally or by sending it by post to him or to his registered address or to the address, if any, supplied by him to the Company for the giving of notice to him.
107. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre-paying and posting (by airmail if airmail service are available) a letter containing the notice, and, unless the contrary is proved, to have been effected seven days after its despatch if addressed to a destination within Tanzania and fourteen days after its despatch in other cases.
108. A notice may be given by the Company to the joint holders of a Notice of every general meeting shall be given in some manner herein before authorised to every member of the Company except those who (having no registered address) have not supplied to the Company an address for the giving of notices to them. No other person shall be entitled to receive notice of general meetings.

THE SEAL:



109. The Seal of the Company shall not be affixed to any instrument except the authority of a resolution of the Directors and in the presence of at least two Directors or a Director and the Secretary or such other person as the Directors may appoint for the purpose and those two Directors or 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.

WINDING UP:

110. If the Company shall be wound up the liquidator may, with the sanction of an extra-ordinary resolution of the Company and having due regard to the respective rights of the holders of different classes of shares to which special rights are attached, divide amongst the members in specie or kind the whole or any part of the assets of the Company and may for such purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the contributories as the liquidator with the like sanction shall think fit, but so that no member shall be compelled to accept any shares or other securities wherein there is an liability.
111. Every Director, agent, auditors, 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 in such capacity any proceeding, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted.

ARBITRATION:

112. Whenever there shall be equality of votes amongst members or directors on one hand, or between any members or their representative on the other hand, or between any members or class of members with regard to any of these presents or the Companies Ordinance or with regard to any breach or alleged breach of these presents or any claim on account or alleged breach, or otherwise relating to these presents, or to any of the affairs of the Company, every such difference of opinion shall be referred to the decision of two arbitrators one to be appointed by each of the parties in difference and any such reference shall be subject to the provisions of the Arbitration Ordinance for the time being in force in Tanzania.

S/NO.	NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE
1.	PETER JUMANNE SANGA P.O. BOX 896 MBEYA, TANZANIA DIRECTOR	80	
2.	MARIAM JACKSON MBILINYI P.O. BOX 896 MBEYA, TANZANIA DIRECTOR	20	

Dated at Mbeya this 14th day of December 2005

WITNESS to the above signature:

.....
ADVOCATE

