

TANZANIA

Stamp Duty Sbs. 500/-

PAID ON ORIGINAL

Receipt No. 184860 of 19/2/63

THE COMPANIES ORDINANCE (CAP. 212)

COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION

1 The name of the company is **THE CHEF LIMITED.**

2 The registered office of the Company is situated in United Republic of Tanzania.

3 The objects for which the company is established are:-

- a) To carry on the business of canteen, Restaurant and hotel as general seller of dry and cooking food, to be general dealers in all kind of food staffs whether raw or other wise processed and packed.
- b) To engage in and/or otherwise carry on the business of food processing industries such as all kinds of fruits eg. mangoes, pineapples, passion, grain, cashew nuts, beans, peas, cow peas, yellow gram, green monk, pulse, peanut, coffee and to be exporters of same.
- c) To provide catering services eg. Offices, Aero plane.
- d) To carry on business of Tourism, Traveling Agent, Car hire, Plane chatters services, Tour guide and Tourism consultants, trainer and advisors on problem relating to relative industries.
- e) To provide management consultancy services in Hotel and Restaurant, project management and costing control, business reviews, operation planning and control, hotel development studies etc.
- f) To import the Restaurant and Hotel Equipment for selling.
- g) To invest and deal in Agriculture farms generally, to provide management consultant services in cattle farming, poultry farming, holt culture farming, buy and sale agriculture products in and out side the country.
- h) To carry a business of zoo.

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Asst: Registrar of Companies

- (i) To acquire and undertake the whole or any part of the business property and liabilities of any person, firm or company carrying on any business which the Company carrying on any business which the Company is authorized to carry on, or possess any of the property suitable for the purpose of this Company.
- (j) To enter into any arrangement with any Government or Authorities (supreme, municipal, local or otherwise) or any corporation, company or person 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 person any charters, contracts, decrees, rights, privileges and commission which the Company may think desirable and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.
- (k) To enter into partnership or into any arrangement for sharing profits, union or interests, corporation, joint ventures, reciprocities, concessions or otherwise with any persons, firm, corporation or company carrying on or engaged in or about to carrying on any business or transaction which this Company is authorised to carry on, or engage in any business or transaction capable of being conducted so as directly or indirectly to benefit this Company, and to lend money, to guarantee the contracts of, or otherwise assist any such person, firm of company and securities of any such company, and to sell, hold, re-issue with or without guarantee, or otherwise deal with the same.
- (l) To invest and deal with moneys of the Company not immediately required upon each security and in such manner as from time to time be determined.
- (m) To adopt such means of making known the products of the Company as may seem expedient and in particular by advertising in the press, publication of books and periodicals and by granting prizes, rewards and donations.
- (n) To lend and advance money or give credit to such persons, firm or companies, and on such terms as may seem expedient, and in particular to customers and other persons having dealings with the Company and to give guarantee to become sureties for any persons, firms or

companies for the due payment of money for the performance of any obligations.

- (o) To draw, accept, make endorse, discount, execute and issue promissory notes, bills of exchange, bill of lading, warrants, debentures and other negotiable or transferable instruments.
- (p) To receive money on deposit or loan and to borrow or raise money in such manner as the Company shall deem fit, and in particular by the issue of debentures or debenture stock, (perpetual) or otherwise) and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of the Company (both present and future) including its uncalled capital, also by a similar mortal or lien to secure and guarantee the performance by the Company or any other person of any obligation undertaken by the Company or any other person as the case may be.
- (q) To Sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portion, for such consideration as the Company thinks fit, and in particular for shares, debentures or securities of any company purchasing the same.
- (r) To establish agencies and local boards in Tanzania and elsewhere and to regulate and discontinue the same.
- (s) To seek for and secure openings for the employment of capital in any part of the world, and with a view thereto to prospect, inquire, examine, explore and test and to employ and to dispatch expeditions, commissions, experts and agents.
- (t) To Provide for the welfare of the persons in the employment of the Company or its predecessor in business and the wives, widows and families of such persons by grants of money, pensions or other payments and providing or subscribing towards places of instruction and recreation and hospitals, assistance as the Company shall think fit.
- (aa) To form, subscribe to and otherwise aid benevolent, religious, scientific, national, charitable or other institutions or objects of a public character of which have any moral or other claims to support or aid by

the Company by reason of the nature or locality of its operations or otherwise.

- (bb) To procure the Company to be registered or recognized in any foreign country or place.
- (cc) To distribute any of the property of the Company among the members in specie and either by way of dividends or upon any return of capital.
- (dd) To carry on, develop, extend and turn to account, profit any trade, business or operation whatsoever which can in the opinion of the Company be advantageously or conveniently carried on by the Company by way of extension of or in connection with all or any of the trade, business or to increase the value of or turn to account any of the Company's assets property or rights.
- (ee) To do all or any of the matters hereby authorised in any part of the world either alone or in conjunction with or as, by or through factors, trustees and agents.
- (ff) To carry on any other business which may seem to the Company capable of being carried on in connection with any of the business of the Company or calculated directly or indirectly to enhance the value of or render profitable any of the property or rights.

And it is hereby declared that in the interpretation of this clause and powers conferred upon the Company by any paragraph shall not be restricted by reference to any other paragraph or to the name of the Company or by the juxtaposition of two or more objects, nor shall any of the aforesaid objects or powers be deemed subsidiary or auxiliary merely to the objects mentioned in the first or any other paragraph, save as is expressly provided but so that the Company shall have full power to exercise all or any of the powers conferred by any or this clause in any part of the World and in the event of any ambiguity this clause and every paragraph hereof shall be construed in such a way as to widen and not restrict the power of the Company.

4. The liability of the members is limited.
5. The share capital of the Company is Tanzania Shillings Three Hundred Million (Tshs. 300,000,000/=) divided into Thirty thousand (30,000) shares of Ten Thousand (Tsh.10,000/=) each with power for the Company to increase or reduce the said capital and to issue any part of its capital, original or

increased, with or without any preference, priority or special privilege or subject to any postponement or rights or to any conditions or restrictions and so that unless the conditions of issue shall otherwise expressly declare, every issue of shares, whether declared to be preference or otherwise, shall be subject to the power herein before contained.

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, Addresses and Subscribers	No. of Shares Taken	Signature of Subscribers
MR. SALIM MAHSEIN AL-AMRY P.O. BOX 21827 DAR ES SALAAM	17,000	<i>[Handwritten Signature]</i>
MRS NAJIMA HASSAN OMAR P.O. BOX 21827 DAR ES SALAAM.	3,000	<i>[Handwritten Signature]</i>
MR. SABRI ALI MOHAMED P.O. BOX 21827 DAR ES SALAAM	3,000	<i>[Handwritten Signature]</i>
MS NASRA ISSA MOHAMED P.O. BOX 21827 DAR ES SALAAM	1,000	NASRA

DATED at *D' Salaam* this *19th* day of *Feb* 2003....

WITNESS to the above Signatures:

NAME: *Nijikira Johr Bashaha*

SIGNATURE: *[Handwritten Signature]*

POSTAL ADDRESS: *76833*

Dar es Salaam

QUALIFICATION: *Advocate*



TANZANIA

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Stamp Duty Officer

THE COMPANIES ORDINANCE (CAP. 212)

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

THE CHEF LIMITED

TANZANIA

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Receipt No. 8496070 of 19/2/63

Asst. Registrar of Companies

1. The Regulations contained in Table "A" in the First Schedule to the Companies Ordinance (1931) (hereinafter referred to as Table "A") shall apply to the Company save in so far as they are excluded or raised by the Clauses hereinafter contained.

SHARE CAPITAL AND SHARES

2. The Company may pay a commission to any person in consideration of his subscribing or agreeing to subscribe whether absolutely or conditionally for any shares in the Company, or procuring or agreeing to procure subscriptions whether absolute or conditional for any shares in the Company at any rate not exceeding 10 per cent of the price at which the said shares are issued.
3. The Company shall be private, and accordingly the following provisions shall have effect:
 - (a) The Company shall not offer any of its shares or debentures to the public for subscription.
 - (b) The number of members of the Company (not including persons who are in the employment of the Company and persons not having been formerly in the employment of the Company and were while in such employment and have continued after the termination of the employment to be members of the Company) shall not at any time exceed fifty.
4. The Company shall be entitled to treat the person whose name appears upon the Register in respect of any shares as the absolute owner thereof and shall not be under any obligation to recognize any trust or equitable claim to or

partial interest in such shares, whether or not it shall give express or other notice thereof.

5. The original share capital of the Company is Shillings Three Hundred million (T.Shs.300,000,000/=) divided into eight thousand (30,000) shares of Shillings onethousand (10,000/=) each..
6. The shares shall be under control of the Directors who may allot or otherwise dispose of the same to such persons or such terms and conditions and such times as the Directors think fit.
7. The Certificate of Title to shares shall be issued under the seal of the Company and shall be signed by two Directors.
8. If any member of the Company shall at any time desire to sell and transfer any shares registered in such members name and or in the event of the creation of any further shares by the Company, such shares shall be first offered by the Directors to the existing members of the Company in the proportion of shares held by each member at the time of such desire, transfer or creation of new shares.
9. Save as hereby otherwise provided no share shall be transferred to any person who is not a member of the Company so long as any member is willing to purchase the same at a fair value.
10. A call shall be deemed to have been made at the time when the resolution of the Directors authorizing such call was passed.
11. If by the terms of issue of any shares or otherwise any amount is payable in respect of any shares by installments at fixed times, every such installment shall be payable as if it were a call duly made by the Directors of which due notice has been given.
12. The lieu conferred by Clause 7 of Table "A" shall attach to fully paid up shares, and to all shares registered in the name of any person indebted or under liability to the Company whether he shall be sole registered holder thereof or shall be one of several joint holders.
13. The Directors may at any time in their absolute and uncontrolled discretion refuse to register any transfer of shares and Clause 19 of Table "A" shall be

modified accordingly PROVIDED ALWAYS that any share may be transferred at any time by a member to his or her father or mother, or to any lineal descendant of such father or mother, or to his or her wife or husband, and any share of a deceased member may be transferred by his executors or administrators to the widow or widower or any such relative as aforesaid of such deceased member, being a cestui or specific legatee thereof, and shares standing in the name of any deceased member may be transferred to or placed in the names of the executors or trustees of this will, upon any change or transfer to the trustees for the time being of such will.

BORROWING POWERS

- 1 The Directors may from time to time in their discretion raise or borrow and secure for the purpose of the Company's business such sum of money as they think fit.
15. The Directors may secure the repayment of or raise any such sum or sums as aforesaid by mortgage or charge upon the whole or any part of the property and assets of the Company present or future including its uncalled capital for the time being, or by the issue at such price as they may think fit, of bonds or debentures either charged upon the whole or any part of the property and assets of the Company or not so charged or in such other way as the Directors may think expedite.
16. A General Meeting of the Company shall be held at least once in every calendar year at such time (not being more than fifteen months after holding of the preceding general meeting) and at such place as may be determined by the Directors. Such general meeting shall be called "Ordinary General Meeting" and all other meetings of the Company shall be called "Extraordinary General Meeting".

VOTE OF MEMBERS

17. On a show of hands every member present in person shall have one vote. On a poll every member shall have one vote only for the shares of which he is holder.
18. No member shall be entitled to vote at any general meeting unless all calls or other sums presently due by him in respect of shares in the Company have been paid.

DIRECTORS

19. The number of the Directors shall not be less than two and not more than ten unless the Company otherwise decides at a general meeting.
20. The following shall be the first Directors of the Company:
 1. **MR. SALIM MAHSEIN AL-AMRY**
 2. **MRS NAJIMA HASSAN OMAR**
 3. **MR. SABRI ALI MOHAMMED**
 4. **MS NASRA ISSA MOHAMED.**
21. The Director may appoint one or more of their number to be the Managing Director or Managing Directors of the Company either for a fixed or indefinite period and may from time to time remove any such Managing Directors from such office and put another or others in his place and may at their discretion fill up any vacancy that may occur in such office.
22. The remuneration of any Managing Director shall be determined by the Company in General and may be way of salary or commission or participating in the profits of the Company or by all or any of those modes.
23. Each Director shall be paid a remuneration at such rate as the Company shall in a General Meeting decide. Every Director shall be entitled to be paid his traveling expenses, incurred by him whilst employed in the business of the Company or in attending Board Meetings.
24. The qualifications of the Director shall be the holding in his own right of at least one share in the Company.

ALTERNATE DIRECTORS

25. Any Director shall have power to nominate any person to act or attend as alternate Director during his absence or during his inability so to act. Such director shall be subject in all respect to the terms and conditions existing with reference to the other Directors and such Alternate Director shall exercise and discharge all the duties of Directors whom the represents.

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

DISQUALIFICATION OF DIRECTORS

27. The office of a Director shall be vacated if the Director:-
- (a) becomes bankrupt; or
 - (b) is found to be a lunatic or becomes of unsound mind; or
 - (c) resigns his office by notice in writing to the Company; or
 - (d) absents himself from meetings of the Directors for a period of six months without special leave of absence from the other Directors.

DIVIDENDS AND RESERVES

28. The Company may in its General Meeting declare dividends but no dividend shall exceed the amount recommended by the Directors.
29. The Directors may from time to time pay the members such interim dividends as appear to the Directors to be justified by the profits of the Company.
30. No dividends shall be paid otherwise than out of profits.
31. The Directors may before recommending any dividend set aside out of the profits of the Company such sums as they think proper as reserve or reserves which shall at the discretion of the Directors be applicable for meeting contingencies or for equaling dividends or for any other purpose to which the profits of the Company may be properly applied and pending such applications may in 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 from time to time think fit.

SEAL

32. The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors and in the presence of a Director and of the Secretary or such other person as the Directors may appoint for the purpose and the 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.

ALTERATION OF ARTICLES

33. Subject to the provisions of the Ordinance and those of the Memorandum of Association the Company may by Special Resolution make alteration or addition to the Articles of Association and such alteration or addition so made shall be as valid and effectual as is originally contained in these articles and be subject in this manner to alteration by special resolution.

WINDING UP

34. If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of the liquidation shall be applied; first in repaying to the Members the amounts paid up or credited as paid upon the shares held by them respectively, and the balance, if any, shall be distributed among the Members in proportion to the number of shares held by them respectively, PROVIDED ALWAYS that the provisions hereof shall be subject to the rights of all holders of shares, if any, issued upon special conditions.
35. With the sanction of the Extraordinary Resolution of the Shareholders any part of the assets of the Company in specie or may be vested in trustees for the benefit of such members and the liquidation of the Company may be closed and the Company dissolved but so that no member shall be compelled to accept any shares whereon there is any liability.
36. If the Directors are unable to divide by majority any question relating to the winding up of the Company or to any change in policy of the