

THE COMPANIES ORDINANCE
(Cap.212 of the Laws of Tanzania)

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

HANTIM INTERNATIONAL COMPANY
LIMITED

Incorporated this.....day of..... 2004

Drawn by:

Octavian & Company,
Advocates,
2nd Floor, NIC Life House,
Sokoine Drive/Ohio Street,
P.O. Box 77353,
DAR ES SALAAM.

5,000/-
20408 02/09/04
Kutamba

THE COMPANIES ORDINANCE (CAP. 212)

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

HANTIM INTERNATIONAL COMPANY LIMITED


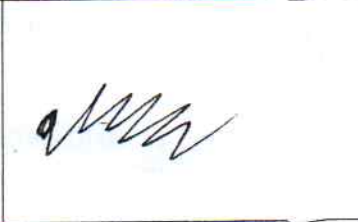
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Kutamba

1. The name of the company is " HANTIM INTERNATIONAL COMPANY LIMITED".
2. The registered office of the Company will be situated in Tanzania.
3. The objects for which the Company is established are:-
 - (a) To engage in the business of manufacturers of and dealers in all types of artificial and natural human hair and hair accessories, textiles, garments, printed fabrics, hosiery and personal wear, footwear, leather goods, rubber goods, cosmetics, soap, perfumes and all types of dyeing products.
 - (b) To carry on the business of importation, exportation, distribution, selling and buying of industrial and agricultural products, human and animal feeds, chemical and petroleum products and merchandise and commodities of every description.
 - (c) To engage in the business of bakers, confectioners and manufacturers of and dealers in sweets, chocolates, bread, flour, biscuits, confectionery and farinaceous products and materials of every description.
 - (d) To engage in the business of conveyance and transportation of passengers and goods, transport agency and motor cars, buses and trucks proprietors.
 - (e) To carry on the business of maintaining, repairing and servicing of all types of motor vehicles; garage and workshop proprietors; professional consultancy in the fields of mechanical, civil, electrical, petroleum engineering, architecture, designing, surveying, mineral prospecting, mining, drainage, plumbing and construction.
 - (f) To acquire, take over, promote, establish, engage in and carry on the business and profession of consultancy in civil, mechanical, petroleum and electrical engineering; research, designing, planning, architecture, survey,

The liability of the members is limited.


The share capital of the Company is T. SHILLINGS THREE HUNDRED MILLION (T.Shs. 300,000,000/=) divided into 3,000/= Ordinary Shares of T.Shs. 100,000/= each with power to the Company to increase or reduce the said capital and to alter the nominal value of the shares and to convert the shares into stock and to issue any part or parts of such share capital either at par or at a premium and on such conditions as the Company may determine.

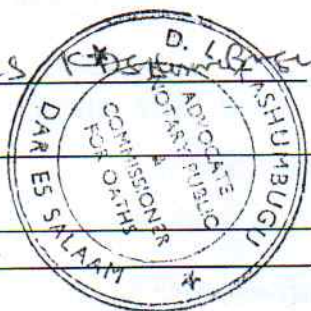
WE, the several persons whose names, addresses and descriptions subscribed hereunder are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company as set out opposite our respective names:-

NAMES, ADDRESSES AND DESCRIPTIONS OF THE SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURES OF THE SUBSCRIBERS
1. Jung Won Gyo, Administrator, P.O. Box 105770, <u>DAR ES SALAAM.</u>	One Thousand Five Hundred and Thirty (1,530)	
2. Lee Soo Mi, Educator, P.O. Box 105770, <u>DAR ES SALAAM.</u>	One Thousand Four Hundred and Seventy (1,470)	

Dated at Dar es Salaam this 18th day of April 2004.

Witness to the above signatures:

Name: Dominic Ladshaus
 Signature: 
 Postal Address: P.O. Box 36025
Dar es Salaam
 Qualification: Advocate



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Rutevubi

THE COMPANIES ORDINANCE (CAP. 212)

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

HANTIM INTERNATIONAL COMPANY LIMITED

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PRELIMINARY

The Regulations contained in the Table "A" in the First Schedule of the Companies Ordinance (Cap. 212) (such Table being hereinafter called "Table A"), shall apply to the Company save in so far as they are excluded or varied thereby that is to say the Clauses of Table "A" numbered 11,28, 64,66, 69,70, 72, 78,92 and 102 shall not apply to this Company but, in lieu thereof, and in addition to the remaining Clauses of Table "A", the following shall be the regulations of the Company.

PRIVATE COMPANY

2. The Company shall be a private company 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 the 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 and have continued after the determination of such employment to be members of the Company) shall not at any time exceed fifty.
- C. The transfer of shares in the Company shall be restricted in the manner hereinafter provided.
- D. The Company shall not have power to issue share warrants to bearer.

3. The Company shall be entitled to treat the person whose name appears upon the Register in respect of any share as the absolute owner thereof and shall not be under any obligation to recognise any trust, or equitable claim to or partial interest in such share whether or not it shall have express or other notice thereof.

MEETINGS

The quorum for the transaction of business at any General Meetings shall be two thirds of the members personally present or represented by proxy, and clause 45 of Table "A" shall be modified accordingly.

VOTES OF MEMBERS

At every general Meeting every member, present in person or by proxy, shall have one vote for each share held by him or her and paid for in full.

DIRECTORS

15. (1) Unless otherwise determined by the Company in a general Meeting the Directors shall be not less than two and not more than six.
- (2) The first Directors shall be:
 - (a) Jung Won Gyo
 - (b) Lee Soo Mi
16. A Director shall not require any share qualification.
17. The quorum of Directors for transacting business shall unless otherwise fixed by the Directors, be two.
18. A memorandum in writing signed by all the Directors for the time being and pasted in or attached to the Minute Book shall be as effective for all purposes as a resolution of the Directors passed at a meeting duly convened, held and constituted.
19. A Director may in addition to his directorship be employed by and may hold any office or place of profit or otherwise under the Company (except that of Auditor) upon such terms as to remuneration and otherwise as the Directors may arrange. A Director of the Company may also accept office as a Director of any company promoted by the Company or in which the company is interested, and may subscribe any benefits received by him as a Director or member of such Company. A Director may act by himself or his firm in a professional capacity for the Company and he or his firm shall be entitled to remuneration for his services as if he were not a Director.

Dated at Dar es Salaam this ^{15th} day of April 2004.

Witness to the above signatures:

Name: Dominic Ladislav
Signature: [Handwritten Signature]
Postal Address: P.O. box 36025 Dar es Salaam
Qualification: Advocate

