

**THE COMPANIES ORDINANCE  
(CAP. 212)**

**COMPANY LIMITED BY SHARES**

***MEMORANDUM***

***AND***

***ARTICLES OF ASSOCIATION***

***OF***

**VGK CO. LIMITED**

Incorporated this \_\_\_\_\_ day of \_\_\_\_\_ 2002

***DRAWN BY:***

**VALENCE V. MSAKY  
P. O. Box 23242  
DAR ES SALAAM**

**UNITED REPUBLIC OF TANZANIA**

**Certificate of Incorporation**

\_\_\_\_\_

*No.*

\_\_\_\_\_

**I HEREBY CERTIFY THAT**

**VGK CO. LIMITED**

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

**GIVEN under my hand at Dar es Salaam, this \_\_\_\_\_ day of  
Two Thousand and Two**



\_\_\_\_\_  
*Asst. Registrar of Companies*

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THE COMPANIES ORDINANCE (CAP. 212)  
COMPANY LIMITED BY SHARES  
MEMORANDUM OF ASSOCIATION  
OF  
VGK CO. LIMITED.

1. The name of the Company is **VGK CO. LIMITED.**
2. The registered office of the company will be situated in Tanzania.
3. The objects for which the company is formed are:-
  - (a) To harvest, process, oil mill, distil, store, preserve, extract, manipulate, prepare for market, import export and deal in grains, all kind of crops fruits, cotton cakes, vegetables, flowers, seeds, plants, trees and produce of the soil and sell and dispose of all products and by products of such processing, milling, distillation, extracting and manipulation and for such purpose to erect and work all such mills machinery, factories, godowns, dams, irrigation, trenches, pumps and other contrivances which may be deemed necessary for the above purposes and to sell, dispose of and deal in any such produce either in its prepared processed, manufactured or raw state and either by wholesale, retail or through agents.
  - (b) To operate motor transport of all kinds including the leasing or hiring for any period or number of journeys of cars lorries, trucks, tractors and vehicles used and repair of such vehicles.
  - (c) To carry on the business of importers, exporters, warehousemen, shipping and forwarding agents, packers, carriers and freight contractors, import, export, buy, sell barter, exchange, store, pack, ship, transport and otherwise, foodstuffs, consumable goods household goods and textiles, metals, wood, hardware & building materials, plastics, paper and paper products, articles and things manufactured therefrom footwear, electrical apparatus and equipment, machinery, tools and articles, merchandise, commodities and goods of every description

- (d) To carry on or otherwise to engage in the business of mining, mineral exploration, and deal in minerals as miners, buyers, processors, exporters of minerals, dealers in gemstones, precious stones and or jewels, to own and run jeweler shops, to engage in cutting and polishing gems, diamonds and any other type of gems or precious stones and to do any kind of business relating to minerals.
- (e) To carry on the business of clearing and forwarding agents, land & estate agents, transport, cartage and haulage contractors and agents, customs agents, stevedores, wharfingers, cargo superintendents, packers, warehousemen, store-keepers, garage proprietors, owners and characters of road vehicles, aircraft's, spacecraft hovercraft and ships, tugs, barges and vessels of every description, lightermen and carriers of goods and passengers by road, rail, water or air.
- (f) To carry on the business as traders, merchants, manufacturers' representatives, commission agents, drapers, outfitters, haberdashers, millers, dress makers, tailors, wholesale and retail dealers in timber, bricks, leather goods, household furniture, fittings and utensils, ironmonger, ornaments, stationery and fancy goods, pharmaceuticals, drugs, chemicals, toilet goods photographic and optical equipment, hospital equipment, articles and commodities of personal and household use, building materials and generally in all manufactured goods, materials and products.
- (g) To acquire claim titles for mining's and to mine as well as to deal in quarry such as, sand, gravel stones and stones for supply to the builders.
- (h) To carry on the businesses of wholesale and retail grocers, fruiterers, bakers, butchers, meat salesmen, butter factors and salesmen, corn and flour merchants and salesmen, poulterers, wine, beer and spirit merchants and general provision merchants and general construction and maintenance.
- (i) To act as agents for any company or companies engaged in life insurance of motorcars, lorries, machinery and other things insurance of owners and users of vehicles and other insurance of all kinds.

- (j) To carry on the business of importers, dealers and distributors of kerosene, petrol, motor spirit, mineral oil, crude oil petroleum, lubricating oil grease and all other kinds of mineral and petroleum products.
- (k) To carry on the business of general merchants, general store-keepers, universal providers, importers, exporters and wholesale and/or retail traders of or otherwise dealers of an in cotton, slid, and woolen goods and textile fabrics of all kinds.
- (l) To enter into any arrangements and contracts with Government or authorities supreme, municipal, local at otherwise or any corporation, companies or persons having objects that may seem conducive to the Company's object or any of them and to obtain from any such Government Authority, Corporation, Company, or persons any characters, contract, decrees, rights, privileged and concessions.
- (m) To purchase, take on lease, option or license, exchange or otherwise acquire in any part of the world, prospecting rights and contracts, leases, options mineral properties, license or authorities of and over mines, land and mineral or other properties either absolutely or conditionally.
- (n) To borrow or a raise or secure the payment of money in such manner as the company shall think fit, and in particular by the issue of debenture stock, certificates or other securities, perpetual or otherwise charged upon all or any other Company's rights and property (present and future) including any uncalled capital or without any such security and to purchase, redeem, or pay off any such security or loan.
- (o) To enter into partnership or into any arrangement for sharing profits, union or interest, cooperation, joint venture, reciprocal, concession, or otherwise with any person firm or company carrying on or engaged in or about to carry on or engage in any business or transaction with this company is authorized to carry on, or engage in or any business or transaction capable being conducted so as directly or indirectly to benefit the company. And the lend money to, guarantee the contract of, or otherwise assist, any such person, firm or company and to

take or otherwise acquire shares and securities of any such company, and sell, hold, reissue with or without guarantee or otherwise deal with the same.

- (p) To promote any other company for the purpose of acquiring all or any of the property and undertaking or any of the liabilities of this company, or of undertaking any business or operation which may appear likely to assist or benefit this company, or to enhance the value of the property or business of this company, and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares or securities of each company as aforesaid.
- (q) To lend and advance money or give credit to such persons, firms or companies and on such terms as seem expedient, and in particular to customers and others having dealings with the Company, and to give guarantee to become surety for any persons, firms or companies for the due payment of moneys for the performance of any obligations or liabilities.
- (r) To carry on the business of saw mills and the preparation of timber for market and the manufacture of and dealing in all articles made of or principally made of wood.
- (s) To construct, erect, maintain and alter any buildings, machinery, plant works necessary or convenient for the purpose of the company.
- (t) To undertake and execute any contracts for work involving the supply or use of any machinery and to carry out any ancillary or other work comprised in such contracts, carrying passengers and goods in Tanzania.
- (u) To draw, make accept, endorse, discount, execute and issue promissory notes, bills of exchange, and bills of lading warrants, debentures and other negotiable or transferable instruments.
- (v) To invest and deal with moneys of the Company not immediately required, upon such securities and in such manner as the Company may from time to time determine.

conferred by any part 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 to not fall within the objects of the first sub-clause of this clause.



And it is hereby declared that the word "COMPANY" in this clause shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated, and whether domiciled in East Africa or elsewhere and the intention is that objects specified in each paragraph of this clause shall except where otherwise expressed in such paragraph be independent main objects and shall in wise be limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

4. The liability of the members is limited.
5. The initial capital of the company is Shs. 50,000,000.00 divided into 1,000 shares of Shs. 50,000/= each of the company shall have the power to divide the original or any increased capital into several classes, and to attach thereto any preferential, deferred, qualified or other special rights, privileges, restriction or conditions.

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:-

- (w) To remunerate any person or Company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of the shares in the Company's capital, or any debentures or other securities of the Company or the conduct of its business.
- (x) To distribute any part of the property of the Company in specie among the members.
- (y) To lend and advance money and give credit to such persons or companies as may seem expedient and in particular to members of the Company and customers and others having dealing with the Company and to guarantee the performance of contracts by such persons.
- (z) To draw, make accept endorse discount execute and issue cheques promissory notes bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (aa) To do all or any of the above things in any part of the world as principals, agents, contractors trustees or otherwise alone or in conjunction with others.
- (bb) To pay the expenses of and preliminary and incidental to the promotion establishment and registration of the company promoted, formed established or registered by the Company and all brokerage, discount and other expenses lawfully payable which may at any time and from time to time be deemed expedient for taking, placing or underwriting all or any of the shares or debentures, or other obligations of the Company or of any company so promoted, formed, established or registered by the company.
- (cc) To obtain all powers and authorities necessary to carry out or extend any of the above objects.

The objects set forth in any sub-clause of this clause shall not except when the context expressly so required, be in anywise limited or restricted by reference or inference from time the terms of any sub-clause or by the name of the company. None of such sub-clause or the objects therein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first sub-clause of this clause, but the company shall have full powers to exercise all or any of the powers

NAME, ADDRESS AND DESCRIPTION OF SUBSCRIBER	NO. OF SHARES TAKEN	SIGNATURE OF SUBSCRIBER
1. VALENCE VENDELIN MSKY P. O. BOX 23242 DAR ES SALAAM DIRECTOR.	400	
2. GETRUDE V. MSKY P. O. BOX 23242 DAR ES SALAAM DIRECTOR	100	

Dated at Dar es Salaam the 6<sup>th</sup> day of August 2002

Witness to the above signatures:

Signature:



Name:

Felix F. W. Keesy

Postal Address:

\_\_\_\_\_

Qualification:

AUDITOR

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**THE COMPANIES ORDINANCE (CAP. 212)**  
**COMPANY LIMITED BY SHARES**  
**ARTICLES OF ASSOCIATION OF**

**VGK CO. LIMITED.**

**PRELIMINARY**

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**1. In these regulations:**

"The Ordinance" means the Companies ordinance Chapter 212 of the laws of Tanganyika.

When any provision of the ordinance is referred to the reference is that provision as modified by any law for the time being in force.

Unless the context otherwise requires, the expressions defined in the ordinance or any statutory modification thereof in force at the date at which these regulations become binding on the company, shall have the meaning so defined.

And words importing the singular shall include the plural and vice versa, and words importing the masculine gender shall include females, and the words importing persons shall includes bodies, corporate, partnership, firms, co-operative societies, etc.

The regulations of Table "A" in the First Schedule to the Companies Ordinance (hereinafter called Table "A") shall apply to the Company, save in so far as they are varied or excluded hereby, but in case of any conflict between the provisions herein, and the provisions under Table "A", the former shall prevail; and in addition to substitution for or modification of the provisions of Table "A" the following shall be the regulations of the Company.

**PRIVATE COMPANY**

**2. The Company is a Private Company and accordingly:**

(a) The right to transfer shares is restricted in 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 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 regulations be 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 and warrants to bearer.

#### **TRANSFER OF SHARES**

- 3. The Directors may in their discretion and without assigning any reason thereof refuses to register the transfer of any shares to any person whom it shall in their opinion be undesirable for any person whatsoever to admit to membership.
- 4. Subject to Clause 2 and 3 hereof the right to members to transfer their shares shall be restricted as follows:
  - (a) No share shall be transferred to a person who is not a member so long as any member or any person selected by the Directors as one whom it is desirable in the interest of the Company to admit to Membership.
  - (b) Every shareholder or trustee in bankruptcy, or any person who may desire to sell or transfer any such share and every personal representative of a deceased shareholder shall give notice in writing to the Directors that he desires to make such sale or transfer. Such notice shall constitute the Board of Directors of any member or members of the company at a price to be agreed upon between the party giving such notice and the Board, or in case of difference to be determined by the Auditor of the Company.
  - (c) Upon price of such shares being agreed on or determined as per clauses (b) above, the Board shall forthwith give notice to such of the shareholders other than the shareholders desiring to sell or transfer the

said shares stating the number and the price of such shares within 21 days from the date of such notice whether he is willing to purchase any, if so, what maximum number of such shares. At the expiration of such 21 days notice the Board shall apportion such shares amongst the shareholders (if more than one) who shall have expressed their desire to purchase the same and as far as may be pro-rata according to the number of shares already held by them respectively, or if there be only one such shareholder, the whole of such shares shall be obliged to take more than the maximum of such shares stated in his answer to the said notice.

Upon such apportionment being made or such one shareholder notifying his intention to purchase, as the case may be bound upon payment of the said price to transfer the shares to the respective shareholders or to the single shareholder who shall have agreed to purchase the same.

## **GENERAL MEETINGS**

### **NOTICE OF GENERAL MEETINGS AND PROCEEDING AT GENERAL MEETINGS**

5. Articles 39 to 53 to Table "A" shall apply subject to the following variations:
- (a) A general meeting, ordinary or extraordinary may with the consent in writing of all members, be convened on a shorter notice than seven days or without notice.
  - (b) Two members, present either personally or by proxy shall form a quorum.
  - (c) Any ordinary resolution of the Company determined without any general meeting and evidenced by writing under the hands of majority of the Directors and of the members of the Company holding three-fourths of the Issued shares of the Company shall be valid and effectual as an ordinary resolution duly passed at a general meeting of the Company.

## DIRECTORS

6. (a) Until otherwise determined by the Company in general meeting the Directors shall not be less than two and not more than seven in number.  
(b) The following persons shall be the first Directors to the Company:
  1. **VALENCE VENDENLINE MSAKY**
  2. **GETRUDE V. MSAKY**
7. The share holding qualification for Directors may be fixed by the Company in general meeting, and unless and until so fixed no qualification shall be required.
8. The quorum of Directors for transacting business shall unless otherwise fixed, by the Directors, be two.
9. A resolution in writing signed by all Directors then in Tanzania shall be valid and effectual as if it had been passed at a meeting of Directors duly called and constituted.
10. The Directors may from time borrow or raise any moneys for the purpose of the Company, which may exceed the issued shares capital of the company.

## BORROWING POWER

11. The Directors may raise or borrow for the purpose of the Company's business and sum or sums for moneys as they think fit and they 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 and future, including its uncalled or unissued capital or by the issue, at such price as they may think fit, or bonds or debentures, either charges upon the whole or any part of the property and assets for the Company, or not charged, or in such other way as the Directors may think expedient.

## **ALTERNATE DIRECTORS**

12. Each Director may nominate a person, who shall be approved of in writing by the other Directors, to act as alternate in his place during his absence from Tanzania or inability to act as such Director. Such Alternate Director shall be subject in all other respects to the terms and conditions existing with reference to the Directors of the Company, and such Alternate Directors when acting shall exercise and discharge all the duties and functions of the Director whom he represents and in the case of an Alternate Director being unable to act during the absence or inability to act as the Director whom he represents he may subject to the like approval of the other Directors appoint a duly qualified person to act in his place.

## **SECRETARY**

13. The Secretary shall be appointed by the Board for such terms at such remuneration and upon such conditions as it may think fit, and any Secretary so appointed may be removed by the Board.

## **WINDING UP**



14. With the sanction of the special resolution of the Shareholders any part of the assets of the Company including any shares in other companies may be divided between the members of the Company in specie or may be vested in Trustee 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 whereupon there is any liability.

## **INDEMNITY**

15. Every Director, Managing Director, Agent, Auditors, Secretary and other office for the time being of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or is in connection with any application (under section 245 of the Ordinance) in which relief is granted to him by the Court.

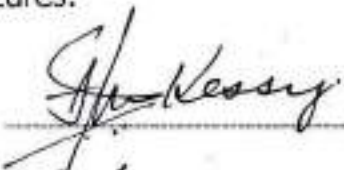
### **ALTERNATION OR ADDITION**

16. Subject to the provisions of the Ordinance and to those contained in the Memorandum of Association the Company may by Special Resolution make alternations or additions to the Articles of Association and any such alternation or addition so made shall be as valid and effectual as if originally contained in these Articles and be subject in like manner to alternation by Special Resolution.

NAME, ADDRESS AND DESCRIPTION OF SUBSCRIBER	NO. OF SHARES TAKEN	SIGNATURE OF SUBSCRIBER
1. VALENCE VENDELIN MSAKY P. O. BOX 23242 DAR ES SALAAM DIRECTOR	400	
2. GETRUDE V. MSAKY P. O. BOX 23242 DAR ES SALAAM DIRECTOR	100	

Dated at Dar es Salaam the 6<sup>th</sup> day of August 2002

Witness to the above signatures:

Signature : 

Name : Felix F. W. Kessy

Postal Address : \_\_\_\_\_

Qualification : AUDITOR