

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

-----0-----

COMPANY LIMITED BY SHARES

-----0-----

Memorandum

AND

Articles of Association

OF

SUBA AGRO - TRADING &
ENGINEERING LIMITED

-----0-----

Incorporated this _____ day of _____ 1996

DRAWN BY:
MAHENYE N.C. MUYA
(SUBSCRIBER)
P. O. Box 101
DULUTI, ARUSHA

: 2 :

THE COMPANIES ORDINANCE (CAP. 212)

COMPANIES LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

SUBA AGRO-TRADING & ENGINEERING

1. The name of the Company is SUBA AGRO-TRADING & ENGINEERING LIMITED
2. The Registered office of the company will be situated in the United Republic of Tanzania.
3. The objective for the company established are:-
 - 3.1 To manufacture, import, buy and pack agro-chemicals, animal feeds, animal medicines and all kinds of agricultural and livestock inputs and to dispose of or sell either directly or as agent;
 - 3.2 To establish, buy and to prepare, preserve, process, mill, bake, cure, blend, refine, treat, manufacture and render marketable of all agricultural produce livestock products and other produces of the soil, fish, poultry and such other processing industry, and to dispose of, sell or deal in any such produce either in its raw or in its manufactured or processed state and either to import or export by wholesale or retail;
 - 3.3 To purchase, sell, manufacture, import or export agricultural, irrigation, livestock production: machinery, equipments, tools, Implements, spareparts and other machinery, goods and commodities of any description commonly carried on in connection therewith;
 - 3.4 To purchase, acquire or establish and carry on the business of manufacturers of, and installation of plants and appliances of Biogas, solar, wind, water wave energy of all kinds and description, electrical apparatus for commercial

and home use, motor spare parts and general building hardware materials and such other construction business as may be considered advantageous to the business of the company;

- 3.5 To establish and carry on the business of manufacturing of and dealers of rain water harvesting systems and materials, water pumps of all kinds, ground water drilling equipments, sprinklers and other irrigation equipments, water storage facilities, water supply systems and such other water application facilities of all kinds and description for agricultural and domestic purposes;
- 3.6 To construct, maintain improve, Develop,work, control and manage any agricultural or farming Estate, agricultural machinery workshops or plants and Industries, Training Centres, agro-shops, water dams and reservoirs, irrigation canals and to deal in all kinds of agricultural and other impliments, machinery, accessories and other Related goods and materials as may be considered necessary or convenient to the activities of the company;
- 3.7 To purchase, take on lease or otherwise acquire any mines, mining grounds and minerals, any mining rights, grants, concessions and easements and any lands or other property necessary or convenient for the advantageous possession and use of the mines or works for the time being owned or worked by the company or any other interest therein respectively and to search for prospect, explore, get, bring to surface and open work claims or mines and rise dig and quarry for minerals, stones, coal, earth and other substances, and make merchantable and sell and dispose of any such minerals, ores, precious stones, coal and substances of the earth whatsoever;
- 3.8 To carry or research, consultancy, feasibility study, project appraisal in: farm planning, land use planning, soil surveys, land surveys of all kinds and descriptions; training, farm workshop, irrigation layout or management for any kind of agriculture enterprises or project;
- 3.9 To purchase, acquire or establish and carry on the business of agricultural engineers, civil, mechanical, computers scientists process, irrigation, veterinarians, animal

production, agricultural process, agriculturalist economist, business management, seed production, plant and animal breeders, and any branch or subsidiary business commonly carried on in connection therewith;

- 3.10 To purchase take on lease or on exchange or otherwise acquire land and properties of any tenure whatsoever in Tanzania or elsewhere for the specific purpose of cultivating and growing crops of all types and qualities for local and export marketing and for such purpose to buy agricultural machinery, impliments, tools and equipments and deal in any ancilliary business of growing and selling any agricultural crops either directly or as agents;
- 3.11 To construct or acquire by purchase, lease or otherwise any interest in land, warehouses, Godowns, offices or workshops, buildings and premises and to purchase, acquire or rent any fixed or movable properties, equipments, machinery, lorries, vans and all the machinery and appliances required in the business of the company;
- 3.12 To pay for any Assets acquired, by the company by shares, debentures, bonds, cash or otherwise;
- 3.13 To sell, improve, manage, develop, lease, mortgage, pledge or otherwise charge or encumber, dispose of, turn to account or otherwise deal with all or any part of the immovable or movable of property the company;
- 3.14 To carry on the trade or business of warehouse, removers, stores, packers and carriers of personal property of every description;
- 3.15 To apply for, purchase, or otherwise acquire and protect and renew in any part of the world any patents, patent rights brevets d'invention, trade marks, designs, licences, concessions, and the like, conferring any exclusive or non-exclusive or limited right to their use, or any secret or other information as to any invention which may seem capable or being used for any of the purposes of the company, and to use, exercise, develop, or grant licences in respect of, or otherwise turn to account the Property, rights or information so acquired, and to spend money in experimenting upon, testing or improving such patents,

inventions or rights;

- 3.16 To acquire any such shares, stocks, debentures, debenture stock, scripts, bonds, notes, securities, obligations, funds or loans by original subscription, tender, purchase, participation in syndicates, exchange or otherwise, and to guarantee subscription thereof, and to exercise, and enforce all rights and powers conferred by or incidental to ownership thereof, and to vary and transpose from time to time as may be considered expedient any of the company's investments for the time being;
- 3.17 To acquire and take over the whole or any part of the business, property and liabilities of any company or person carrying on any business which the company is authorised to carry on, or possess of any property or assets suitable for the purpose of the company;
- 3.18 To pay for any property or assets acquired by the company either in cash or fully or partially paid shares or by the issue of securities or obligations, or partly in one mode and partly in another and generally on such terms as may be determined;
- 3.19 To lend money and/or guarantee the performance of the contracts or obligations of any company, firm or person, and the payment and repayment of the capital and principal of, and dividends, interest or premium on, any stock, shares and security of any company, whether having objects similar to those of the company or not, and to give all kinds of indemnities, and to make and receive subvention payments;
- 3.20 To borrow or raise or secure the payments of money by bank overdrafts, by mortgage, or by the issue of debentures or debenture stock perpetual or otherwise, or in such other manner on the company's property or assets present and future, including its uncalled capital, and collaterally or further to secure any securities of the company by a trust deed or other assurance;
- 3.21 To issue and deposit any securities which the company has power to issue by way of mortgage or secure any such sum less than the nominal amount of such securities, and also by way of security

for the performance of any contractor obligations of the company or of its customers or of any other company or person having dealings with the company, or in whose business or undertakings the company is interested;





- 3.22 To receive money on deposit with or without interest thereon;
- 3.23 To establish or promote or join in the establishment or promotion of, any other company whose objects shall include the taking over of any of the assets and liabilities of the company or the promotion of which shall be calculated to advance its interests;
- 3.24 To amalgamate with any other company, whose objects are or include objects similar to those of the company;
- 3.25 To distribute any of the company's property or assets among the members in specie;
- 3.26 To issue and deposit any securities which the company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities and also by way of security for the performance of any contract or obligations of the company;
- 3.27 To do all such acts and things as are incidental or conducive to the attainment of the above objects. It is hereby declared that the word "company" except where used in reference to the company shall be deemed to include any partnership, or other body of incorporated and whether incorporated or not incorporated and whether existing or not existing or hereafter to be formed;
- 3.28 To let on the lease or on hire whole or any part of real and personal property of the Company on such terms as the Company shall determine;
- 3.29 To draw, accept and make, and to endorse, discount, negotiate bills of exchange and promissory notes and other negotiable instruments;
- 3.30 To acquire by subscription, purchase or otherwise, and to accept and take, hold and sell share or stock, in any Company or society or undertaking the objects of which shall either in whole or in part, be similar to those of this Company;

- 3.31 To provide for the welfare of persons in the employment of the Company, or formerly in the employment of the Company or its predecessors in business, and the wives, widows and families of such persons, by grants of money, pensions or other payments, and by providing or subscribing towards places of instruction and recreation, and attendance, and other assistance as the Company shall think fit, and form, subscribe to or otherwise aid benevolent religious, scientific, national or other institutions or objects which shall have any moral by reasons of the nature or the locality of its operations or otherwise;
- 3.32 To enter into and carry into effect any arrangement for joint working in business, or for sharing of profits, or for amalgamation, with any other Company, or any partnership or person, carrying on business within the objects of this Company.
- 3.33 To sell, dispose of, or transfer the business, property and undertaking of the Company or any part thereof, for any consideration which the Company may see fit to accept;
- 3.34 To do all or any of the matters hereby authorised in any part or the world either alone or in conjunction with, or as factors, trustees or agents for any other Companies or persons, or by or through any factors, trustees or agents;
- 3.35 To carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above objectives with or the general business of the Company.

And it is hereby declared that, in the interpretation of this clause the power conferred on the Company by any paragraph, shall not be restricted by reference to any other paragraph, or to the name of the Company, or by juxtaposition of two or more objects and that in the event of any ambiguity, this clause and every paragraph thereof shall be constructed in such a way as to widen, and not to restrict the powers of the Company.

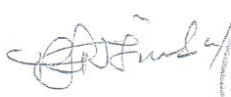
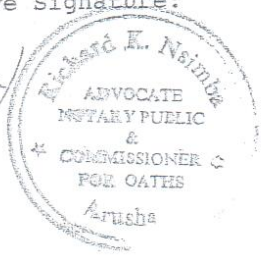
4. The liability of the members is limited.
5. The nominal capital of the Company is shillings three million (3,000,000/=) only divided into one thousand ordinary shares of shillings three thousand (3,000) each with power for the Company to increase or reduce the said nominal capital and to alter the nominal value of the shares and to convert the shares into stock and to issue any part or parts as such original or increase capital either at par or at premium and with such premium and with such preferential, deferred, qualified or special rights privileges or conditions as the Company may determine.

We the several persons whose names, addresses and description 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 out opposite our respective names.

Names, Addresses and Description of Subscriber	Number of shares taken by each subscriber	Signature of Subscriber
1. ✓ MAHENYE N.C. MUYA P.O.BOX 101, DULUTI ARUSHA	400	
2. ✓ DR SCHOLASTICA J.ONDITI P.O.BOX 2416, ARUSHA	200	
3. ✓ LUKEHA D. NSANYE P.O. BOX 764 ARUSHA	200	
4. ✓ ELIFAKISAD M. LWEGENZYA P.O.BOX. 11290 ARUSHA	200	

Dated this 30th day of MARCH 1996.

Witness to the above signature:

THE COMPANIES ORDINANCE (CAP.212)

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

SUBA AGRO TRADING & ENGINEERING CO LTD

Stamp Duty Paid
80/-
18/4/96
Biswas

Stamp
18/4/96
Biswas

PRELIMINARY

1. The Regulations contained in the Table "A" in the First Schedule to the Companies Ordinance (cap.212) (such Table being here in after called "Table A"), shall apply to the company save in so far as they are excluded or varied hereby. Clauses 11,28,64,70,72,78,92 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 of the Company, were, while in such 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.

3. 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 share whether or not it shall have express or other notice thereof.
4. The Company may pay a commission to any person in consideration of his procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares in the Company not exceeding one per cent of the nominal amount of shares subscribed or agreed to be subscribed, or the subscription whereof is procured or agreed to be procured.

SHARES

5. The shares shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons as they deem fit. Shares may be issued at par or at a premium and the Directors may at any time in their absolute discretion refuse to register any transfer to shares. Clause 19 of Table "A" shall be modified accordingly.
6. Any member or other person (hereinafter called the holder) desiring to dispose of any shares shall intimate to the secretary the number of such shares and the price at which he is willing to sell the same, and the secretary shall then inform all other members of the proposed sale and offer the said share to the members at the price named. Any members desiring to purchase shall notify the secretary in writing, within one month from the date of such offer, of the number of shares which he is willing to purchase and, at the expiration of the said period, the secretary shall give notice to the holder of the number of shares which members of the Company are willing to purchase and shall allocate those shares to or amongst the member or members who shall have expressed his or their willingness to purchase as aforesaid and, if more than one, as far as may be prorated according to the number of shares held by them respectively provided that no member shall be obliged to take more than the number of shares notified by him as aforesaid. Upon such allocation being made the Holder shall be bound, on payment of the price to transfer the shares to the purchaser or purchasers, and if he shall make default in so doing, the Secretary may

receive and give a good discharge for the purchase money on behalf of the Holder and may enter the name of the Purchaser in the Register of members as holder by transfer of the shares purchased by him. Any shares sold and transferred within one month from the date of the notice of allocation may be sold by the Holder to any person not member of the Company.

CALLS ON SHARES

7. The Directors may make a call or calls upon members in respect of any money unpaid on their shares 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 made by instalments.

FORFEITURE OF SHARES

8. When any shares have been forfeited an entry shall forthwith be made in the Register of Members of the Company recording the forfeiture and the Date thereof and as soon as the shares so forfeited have been sold or otherwise disposed of an entry shall also be made of the manner and date of the same or disposal thereof.
9. The lien 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 the sole registered holder thereof or one of several joint holders.
10. Any entry in the Minute Book of the Company of the forfeiture of any shares or that any shares have been sold to satisfy a lien of the Company shall be sufficient evidence as against all persons claiming to be entitled to such shares that the said shares were properly forfeited or sold; and such entry and the receipt of the Company for the price of such shares shall constitute a good title to such shares and the name of the purchaser shall be entered in the Register as a member of the Company and he shall not be bound to see to the application of the said shares be affected by irregularity or invalidity in the proceedings in reference to the forfeiture or sale. The remedy, if any, of the former holder of such shares and of any person

Claiming under or through him shall be against the Company and in damages only.

BORROWING POWERS

11. The Directors may raise or borrow for the purpose of the Company's business such sums or money as they think fit and 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 think fit of bonds or debentures, either charged upon the whole or any part of the property and assets of the Company, present and future, including its uncalled or unissued capital, or not so charged, or in such other way as the Directors may think expedient.
12. A Register of the holders of the debentures of the Company shall be kept at the Registered Office of the Company and shall be open to the inspection of registered holders of such debentures and of any member of the Company, subject to such restrictions as the Company in General Meeting may from time to time impose. The Directors may close such Register for such a period or periods as they may think fit, not exceeding in the aggregate thirty days in each year.

MEETINGS

13. The Quorum for the transaction of the 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

14. On a show of hands every member entitled to vote, present in person shall have one vote. On a poll every member entitled to vote shall have one vote for each share of which he is the holder.

DIRECTORS

15. The number of Directors shall be not less than two and not more than ten. For the avoidance of doubt, the first Directors shall be:-
 - Mr. Mahenye N.C. Muya
 - Dr. Scholastica J. Onditi
 - Mr. Lukeha D. Nsanye
 - Mr. Elifakisad M. Lwegenzya
16. A Director shall not require any share qualification.
17. The quorum of Directors for transaction business shall unless otherwise fixed by the Directors, be two, one of whom must be the majority shareholder.
18. A memorandum in writing signed by all the Directors for the being and pasted in or attached to the Minute Book shall be as effective for all purpose 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 which the company is interested, and may subscribe for or otherwise acquire shares in such company shall not be accountable for 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 if he were not a Director.
20. A Director or intending Director shall not be disqualified by his office entering into a contract or agreement with the Company either as vendor, purchaser, manager, agent, broker or otherwise and no such contract or arrangement or any contract or arrangement entered into by or on behalf of the Company with any person, firm or Company in which any Director shall be in any way interested, shall be avoided, nor shall any Director holding such office or so contracting or being so interested be liable to account to the Company for any profit realized by any such

contract or arrangement by reason of such Director holding the office of Director or of the fiduciary relation thereby established. Any Director so contracting or being so interested as aforesaid shall disclose at the Board Meeting at which the contract or arrangement is determined upon the nature of his interest if his interest then exists, or in any other case at the first Board Meeting after acquisition of his interest and a Director shall not as a Director vote in respect of any contract or arrangement in which he is so interested as aforesaid and if he does so his vote shall not be counted, but this prohibition shall not apply to any contract by or on behalf of the Company to give the Directors or any of them any security by way of indemnity or security for advances or to a settlement or set-off of cross-claims, and it may at any time or times be suspended and relaxed as long as and during any period in which the number of Directors is less than two. A General notice that a Director is a member of any specified firm or company and is to be regarded as interested in any transaction with such firm or company, shall be sufficient disclosure under this clause, and after such general notice it shall not be necessary to give any special notice relating to any particular transaction with such firm or company as aforesaid.

ALTERNATE DIRECTORS

21. Each Director may nominate a person who shall be unanimously approved of by the other Directors, to act as Alternate Director in his place during his absence or inability to act as such Director. Alternate Director shall not require any share qualification, but shall be subject in all other respects to the terms and conditions existing with reference to the Directors of the company, and such Alternate Director, when acting shall exercise and discharge all the duties and functions of the Director whom he shall represent and in the case of an Alternate Director being unable to act during the absence or inability to act of the Director whom he represents he may, with the like approval, appoint another person to act in his place.

DISQUALIFICATION OF DIRECTORS

22. The office of Director shall be vacated :-
- a) If he becomes bankrupt or insolvent or compounds with his creditors.
 - b) If he becomes prohibited from being a Director by order made under section 213 or 269 of the Ordinance.
 - c) If he becomes of unsound mind or be found lunatic.
 - d) If he gives the secretary notice in writing that he resigns his office.
 - e) If the company by Extraordinary Resolution resolves to determine his appointment as Director.

But any act done in good faith by a Director whose office is vacated as aforesaid shall be valid unless, prior to the doing of such act, written notice shall have been served upon the Directors or an entry shall have been made in the Directors minute book stating that such Director has ceased to be a Director of the company.

MANAGING DIRECTOR

23. The Directors may from time to time entrust to and confer upon the Managing Directors or Manager all or any of the powers of the Directors (expecting 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 restrictions as the Directors may from time to time make and impose, and the said powers may at any time be withdrawn, revoked or varied.

CAPITALISATION OF RESERVES

24. Any General meeting may resolve that any money, investments, or other assets forming part of the undivided profits of the company standing to the credit of the reserve fund, or any capital redemption reserve fund or in the hands of the company and available for distribution be capitalized and distributed amongst such of the shareholders as would be entitled to receive the same if distributed by way of dividend and in the same proportions on the footing that they become entitled thereto as capital and

that all or any part of such capitalized fund be applied on behalf of such shareholders in paying up in full either at par or at such premium as the resolution may provide, any unissued shares or debentures or debenture stock of the company which shall be distributed accordingly or in or towards payment of the uncalled liability on any issued shares or debentures or debenture stock, and that such distribution or payment shall be accepted by such shareholders in full satisfaction of their interest in the said capitalized sum.





WINDING UP

25. With the sanction of an Extraordinary Resolution of the members any part of the assets of the company including any shares in or securities of other companies, may be divided among the members of the company in species, 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 where on there is any liability, provided that the Resolution shall be sanctioned only in the presence of the majority shareholders.

INDEMNITY



26. Subject to the requirement of section 153 of the Companies Ordinance, cap. 212 of the Laws of Tanganyika, every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of his duty, and no Director or other officer shall be liable for any loss which may be incurred by the Company in the execution of his office or in relation thereto.
27. If and whenever any dispute or difference shall arise between the Company and any of the members or their respective representatives touching upon the construction as meaning of any of the Articles herein contained or any act with regard to the rights or liabilities arising hereunder or arising out of the relations existing between the parties by reason of these Articles or the Ordinance, such differences shall (unless a sole arbitrator is agreed upon) forthwith be referred to the arbitration of three (3) arbitrators, one to be appointed by each party and the third to be appointed by the first two or, in the

event of failure to agree within thirty days (30) the procedure laid down in the Arbitration (cap. 15) or any existing statutory modifications or re-enactments thereof shall apply.

Names, Addresses and Description of Subscriber	Number of shares taken by each subscriber	Signature of Subscriber
MAHENYE N.C. MUYA P.O.BOX 101, DULUTI ARUSHA	400	
DR SCHOLASTICA J.ONDITI P.O.BOX 2416, ARUSHA	200	
LUKEHA D. NSANYE P.O. BOX 764 ARUSHA	200	
ELIFAKISAD M. LWEGENZYA P.O.BOX. 11290 ARUSHA	200	

Dated this 30th day of MARCH 1996

Witness to the above Signatures:

NO. 29812

FEE PAID SHS. 50,000/-
RECEIPT NO. 22199072
DATE 15/12/09

2111 24/01/07
Penalty Shs. 000/-

SUBA AGRO - TRADING & ENGINEERING LIMITED

**EXTRACT OF EXTRAORDINARY BOARD MEETING OF
SUBA AGRO TRADING & ENGINEERING LIMITED HELD
AT ON 31ST DECEMBER, 1997 AT THE REGISTERED
OFFICE OF THE COMPANY**

It was Resolved That:

That 399 shares subscribed by Mahenye N. C. Muya, 199 shares subscribed by Dr. Scholastica J. Onditi, 200 shares subscribed by Lukeha D. Nsanye and 200 shares subscribed by Elifakisad M. Lwegenzwa be and are hereby forfeited.

Certified true copy.


CHAIRMAN


SECRETARY

Checked True Copy of Original
23.08.2012


SA TEC AGRO-TRADING & ENGINEERING CO. LTD

Suppliers of farm chemicals and agro seeds

P. O. Box 14702 Arusha Tanzania



Tel: 255 27 2548541/2507020
Mobile: 255 744 278408/372187

Fax: 255 27 2548541
E-mail: satec2000tz@yahoo.com

EXTRAORDINARY BOARD MEETING HELD AT COMPANY OFFICES IN ARUSHA ON 20TH SEPTEMBER, 2004

This extraordinary board meeting was convened by the Managing Director.

Present:

1. M.N.C Muya - Managing Director/Chairman
2. J.M. Orondo - Secretary
3. Dr. S. Onditi - Member

Agenda:

The chairman introduced the agenda for the day. The only agenda for the day was to consider the increase of the company share capital from the current TZS 250 Million to TZS Million 750.

Resolution:

The board members deliberated on the issue and it was agreed that the company shares should be increased to Seven hundred and fifty million (Tanzania shillings 750 Million). 75% of this value was to be paid immediately and 25 % was to be paid within 21 days by the current shareholders.

The Managing thanked all directors and the meeting was closed at 4.20 pm.



M.N.C MUYA

Managing Director

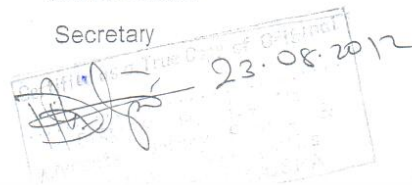


Dr. S.J Onditi



J.M ORONDO

Secretary



NO. 29812

FEE PAID SHS. 500/=
RECEIPT NO. 22154539
DATE 15/12/04

Certified true copy
(52)
10/12/04

SUBA AGRO - TRADING & ENGINEERING LIMITED

**EXTRACT OF EXTRAORDINARY BOARD MEETING OF
SUBA AGRO TRADING & ENGINEERING LIMITED HELD
AT ARUSHA ON 20TH SEPTEMBER, 2004**

It was Resolved That:

The authorized share capital of the company be increased from Tshs. 250,000,000/= to 750,000,000/= .

The new shares are to rank pari passu with the existing shares.

Certified true copy.

STAMP DUTY PAID SHS. 500/=
RECEIPT NO: 22154539
DATE 15/12/04

[Signature]

CHAIRMAN

[Signature]

SECRETARY

as a True Copy of Original
23.08.2012
Adv.
Gen.
P. O. Box 1832 Arusha

Company No. 22812

Form No. 6
Filing Fee Shs.

PAID SHS. 1500/-
RECEIPT NO. 22155072

DATE 15/09/54 UNITED REPUBLIC OF TANZANIA
The Companies Ordinance (Cap. 212)

Centron
TBR 1500
Sponty 500

RETURN OF ALLOTMENT FROM THE (a)
.....200..... to the 20TH SEPTEMBER 200#

Pursuant to Section 43 (1)

Name) NEPA AGENCIES TRADING & ENGINEERING LIMITED
of)
Company)

Sent by:

MHEMBA N. G. MWA
P. O. BOX 101
ARUSHA

STAMP DUTY PAID SHS. 500/-
RECEIPT NO. 22154530
DATE 15/12/54

Number of the Shares allotted payable in cash 14,998
Number of the Shares allotted payable in cash
Nominal amount of the Shares allotted 20,000/-
Nominal amount of the shares allotted
Amount paid or due and payable on each such share 249,999,000/-
Amount paid or due and payable on each such share
Number of shares allotted for a consideration other
than each in on cash
Nominal amount of the shares of each such share
Amount to be treated as paid on each such share
The consideration for which such shares have been allotted is as follows:
CASH ONLY

- 1. When a return includes allotment made on different dates, of only the first and the last of such allotment should be entered at the top of front page, and the registration of return should effected within sixty days of the first dated.
- 2. When a return related to one allotment only on one particular date that date only should be inserted, and the spaces for the second date struck out and the word "Made" substituted for the word "from" after the word "Allotments".

Distinguish between Preference, Ordinary Redeemable Preference.

DESCRIPTION	NUMBER OF SHARES ALLOPED		
	Preference	Ordinary	Other Funds
DIRECTOR		12,999	
DIRECTOR		1,499	
DIRECTOR		500	
		14,998	

Signature 

State whether Director Or Manager or Secretary DIRECTOR

Dated at day of 19..

Suba AGRO-TRADING & ENGINEERING CO. LTD

Suppliers of farm chemicals and agro seeds
P. O. Box 14702 Arusha Tanzania



Tel: 255 27 2548541/2507020

Mobile: 255 786 217666

Fax: 255 27 2548541

E-mail: satec2000tz@yahoo.com

5/Jan/2006

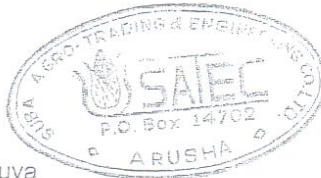
MINUTES OF EXTRAORDINARY BOARD MEETING HELD AT THE MANAGING DIRECTOR'S OFFICE- ARUSHA ON 3RD July, 2005

Extract from the minutes from AGENDA: 1: RETIREMENT AND RESIGNATION
OF JAMES MIRUNGU ORONDO FROM THE COMPANY

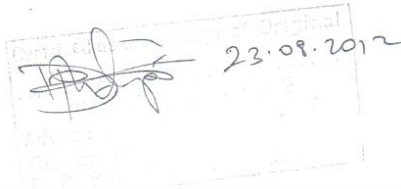
At an extraordinary meeting of the Board of Directors of Suba Agro-Trading & Engineering Co. Ltd; duly convened and held on 3RD July, 2005 in the Managing Director's office at Makua Street Hse No.36, Arusha City; from 12:30 pm to 4.00 pm. The boards received and discussed a letter of resignation of directorship and termination of shareholder's of Mr. James Mirungu Orondo with the Company. Pursuant to the power given to the Board of Directors contained in its Memorandum and Article of Association it was resolved:

1. That, the Board is authorizing and approving the forfeiture and resale of shares of Mr. James Mirungu Orondo as per his request.
2. That, the Board approves, agrees and instructs the Company to pay for the 500 shares at a rate of TZS 50,000/- per Share and any dues entitled to James Mirungu Orondo.
3. That, the Board terminates with immediate effect, the directorship of Mr. James Mirungu Orondo.
4. That, the Board of Director's authorizes *Miss Sarah Renatus Muya* to buy the 500 shares, and consequently appoints her as a new Director and shareholder of the Company owning 500 shares.
5. That the board authorizes the Managing Director Mr. Mahenye N.C Muya to execute and sign all legal documents pertaining this transfer on behalf of the Board of Directors after each part fulfilling required conditions.


Mr. Mahenye N.C Muya
The Board Chairman




Dr. Scholastica J. Onditi
The Board Secretary



MR. MAHENYE MUYA,
MANAGING DIRECTORM
SUBA AGRO-TRADING CO. LTD
P.O.BOX 14702,
ARUSHA

JAMES MIRUNGU ORONDO,
P.O.BOX 2039,
ARUSHA
29TH JUNE, 2005

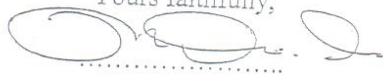
RE: TERMINATION OF MY PARTNERSHIP WITH SUBA AGRO-
TRADING COMPANY LTD.

Dear Mr. Muya

I am writing to inform you that due to my continued illness (Diabetes), I am not in a condition to continue with daily duties with SUBA AGRO-TRADING LTD and this is to terminate my partnership with effect from today's date.

I shall be proceeding to my home village in Tarime district by this weekend and I trust we can still communicate and trade on essential businesses. Please prepare any dues which are mine, and I shall be very grateful to have payment by today.

Yours faithfully,



James Orondo



29/4/08

THE UNITED REPUBLIC OF TANZANIA

BUSINESS REGISTRATIONS AND LICENSING AGENCY



Terminating appointment as a director or secretary
for appointment (Use Form 210a) or change of particulars (Use Form 210c)
pursuant to Section 210 of the Companies Act, 2002

Company Number: 29812

Company Name (in full): SUBA ALRO-TRADING & ENGINEERING CO LIMITED

Date of termination of appointment: 23/02/08

as director

as secretary

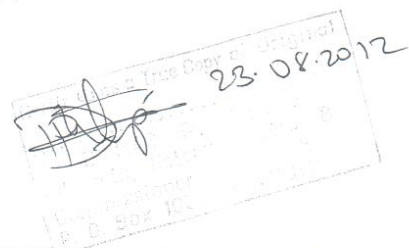
Name: (First Name(s)) JAMES MIRUNGEI ORONDO

(Surname) ORONDO

Date of Birth: 1952

Terminating director / secretary etc. must sign the form below

Signature: [Signature] Date: 23/02/08
(Terminating director / secretary / administrator / administrative receiver / receiver)



OFFICIAL USE ONLY.

Form 128: Annual Return

Directors
(use additional copies of this sheet if necessary)

Name	MR MAHENYE NG MUYA	Business occupation	ENGINEER
Previous Name(s)	N/A	Nationality	TANZANIAN
Address	P.O. BOX 14701 ARUSITA	Date of birth	24-09-1959
Other relevant past or present directorships			

Name	DR SCHOLASTICA JAMES	Business occupation	DR VETERINARIAN
Previous Name(s)		Nationality	TANZANIAN
Address	P.O. BOX 14701 ARUSITA	Date of birth	26-06-1959
Other relevant past or present directorships			

Name	SARAH RENATUS MUYA	Business occupation	ACCOUNTANT
Previous Name(s)		Nationality	TANZANIAN
Address	P.O. BOX 14701 ARUSITA	Date of birth	25-06-1986
Other relevant past or present directorships			

Accepted as a True Copy of Original
23.08.2022

LIST OF PAST AND PRESENT MEMBERS (Continued on page 5)
(Use additional copies of this sheet if necessary)

Names and Addresses	
1	MAHANYE N. C. MUYA P.O. BOX 14702 ACUS/HA
2	DR. SCHOLASTICA JAMES ORODITI -do-
3	JAMES MARUNGU ORONDO -do-
4	SARAH RENATUS MUYA -do-
5	
6	
7	
8	
9	
10	
11	
12	
13	
14	
15	
16	
17	

[Signature]
23.04.2012

Issued share capital

Enter details of all the shares in issue at the date of the return.

	Class	Number of shares issued	Aggregate Nominal value
1	ORDINARY	15,000	Tsh 750,000,000
2			TSh
3			TSh
4			TSh
5			TSh

Totals: 15,000 TSh 750,000,000

AK

List of past and present members
A full list is required if one was not included with either of the last two returns.

There were no changes in the period

A list of changes is enclosed (pages 4 and 5)

A full list of members is enclosed (pages 4 and 5)

I certify that the information given in this return is true to the best of my knowledge and belief.

Signed.....
Director / Secretary

Date 29/04/2008

as a true Copy of Original
23-08-2008
Administrative Services &
Commissioners of Inland Revenue
P. O. Box 1637, Harare

Issued share capital

Enter details of all the shares in issue at the date of the return.

	Class	Number of shares issued	Aggregate Nominal value
1	ORDINARY	15,000	Tsh 750,000,000
2			TSh
3			TSh
4			TSh
5			TSh

Totals: 15,000 TSh 750,000,000

AK

List of past and present members
A full list is required if one was not included with either of the last two returns.

There were no changes in the period

A list of changes is enclosed (pages 4 and 5)

A full list of members is enclosed (pages 4 and 5)

I certify that the information given in this return is true to the best of my knowledge and belief.

Signed: 
Director / Secretary

Date: 20/04/2008

Copy as a True Copy of Original
23-08-2008
Advocate General
Commissioner of Lands &
P. O. Box 1037, Kampala