

THE UNITED REPUBLIC OF TANZANIA

THE COMPANIES ACT

(ACT NO. 12 OF 2002)

THE COMPANY LIMITED BY SHARES

MEMORANDUM AND ARTICLES

OF

ASSOCIATION

OF

KISSY & SONS COMPANY LIMITED

Incorporated this.....Day of..... 2012

DRAWN BY:

MICHAEL KIBEYO KISSY
"SUBSCRIBER"
P.O. Box 106
TARIME, MARA,
TANZANIA.

THE COMPANIES ACT
(ACT NO. 12 OF 2002)

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

KISSY & SONS COMPANY LIMITED

27910 16/9/12
2002

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2002

1. The Company's name "KISSY & SONS COMPANY LIMITED"
2. The Company's registered office is to be situated in Tanzania.
3. The Company's objective are:
 - a) To carry on the activities and business of a general commercial company, a general investment company and general supplies company.
 - b) To carry on the business and activities of importing and distribution, importing and supplying, importing and selling of all spare parts ranging from industrial spare parts, mining spare parts, agricultural machines spare parts, lubricants, establishing garages, workshops, shops.
 - c) To carry on business and activities of establishing petrol station services, car wash services, car services and washing blocks, vehicle parking services and wheel balance services, min and super markets, hotels and catering services, gym and night clubs, clearing and forwarding activities and transportations activities.
 - d) To engage and carry on the activities of construction and building ranging from construction and building of dams, storey, houses, bridges, and to carry on the activities of investing in real estates and

building of apartments of different kinds and to carry on the activities of importing and distributing agricultural inputs such as agro-chemicals, agro-seeds, agro-machinery, veterinary medicines, drugs, utensils, equipments, instruments, and pharmaceutical products.

- c) To acquire by purchase, lease, exchange, hire, or otherwise and protect and prolong and renew, whether in the United Republic of Tanzania or else where in the World any patents, patents rights, licenses, secret, process, trade marks, designs, protections, and concessions or any other intellectual property rights and to disclaim, alter, modify, use and turn to account and to manufacture under or grant license or privileges in respect thereof.

- f) To conduct research, provide consultation, advice; represent business, provision of professional services and expertise in business related matters, and to sell or otherwise dispose of the whole or any part of the business or property of the company for such consideration as the company may think fit.

- g) To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm or company carrying on or proposing to carry on any of the business which the company is authorized to carry on and undertake all or any of the liabilities of such a person, firm or company as part of the consideration for such acquisitions, or to acquire an interest in, amalgamate with or enter into partnership or into any arrangement for sharing profits, or corporation, or otherwise assisting any such person, firm of a company, or of subsidizing or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the Acts or things aforesaid or property acquired, any shares, debentures stock or securities that may be agreed upon, and to hold and retain, or sell,

mortgage and deal with any shares, debentures, stock or securities so received.

- h) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage charge, standard security, lien or other security upon the whole or any part of the company's property or assets (whether present or future) including its uncalled capital and also by a similar mortgage, charge standard security, lien or security to secure and guarantee the performance by the company of any obligation or liability it may undertake or which may become binding on it.
- i) To draw, make, accept, endorse, discount, negotiate, execute, and issue Cheques, bills of exchange, promissory notes, warrants, debentures, and other negotiable or transferable instruments.
- j) To oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the company's interests.
- k) To acquire by subscription or otherwise hold, sell, deal with and dispose of, place and underwrite shares stocks, debentures, debenture stocks, or any other securities issued or guaranteed by any company constituted or carrying on business in any part of the world, and any such securities of any such company as aforesaid.
- l) To control, manage finance subsidies, coordinate or otherwise assist any company or companies in which the company has a direct or indirect financial interest.
- m) To promote any other company for the purpose of acquiring the whole or any part of it if it appears likely to assist or benefit the company or

to enhance the value of any property of business of the 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 any such company as aforesaid.

- n) To sell or dispose of the whole or any part of the business or property of the company for such consideration as the company may think fit.
- o) To act as agent or brokers and as trustees for any person, firm, or company and undertake and perform sub-contracts.
- p) To remunerate any person, firm or company rendering services to the company either by cash payment or otherwise
- q) To distribute among the members of the company in kind any property of the company properly distributable amongst the members.
- r) To purchase, take on lease or otherwise acquire and to rebuild, alter, reconstruct any land or property of any tenure for the purpose the manufacture, sale or warehousing of the products aforesaid.
- s) To pay all or any expenses incurred in connection with the formation, promotion and incorporation of the company or to contract with any person, firm or company to pay the same.
- t) To give or award pensions, annuities, gratuities and superannuation of other allowances or benefits or charitable and generally to provide advantages, facilities and services for any persons who are or have been Directors or employees of the company, or the holding of the company or the company or a fellow subsidiary of the company or the predecessors in business of the company or of any such subsidiary,

holding of fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such person.

- u) To enter into any arrangement with any Governments or authorities supreme, municipal, Local or otherwise any of them and to obtain from any such Governments, Authority, persons or company any rights, privileges, characters, contracts, licenses and concessions which the company may think it desirable to obtain and to carry out, exercise and comply therewith.
- v) To procure the Company to be registered or recognized in any part of the world and to discover and develop, research, manufacture, and process and sell of any medicinal products in any material whatsoever which shall be discovered thereto.
- w) To do all or any of the things authorized in any part of the world and either as principals, agents, contractors, or otherwise, and by or through agents, brokers, subcontractors, or otherwise and either alone or in conjunction with others.
- x) To distribute among the members in specie any property of the company or any proceeds of sale or disposal of any property of the company but so that no distribution amounting to a reduction of capital shall be made except with the sanction (if any for the time being required by law.
- y) To support and subscribe to any charitable or public objects and institution, society or club which may be for the benefit of the company or its employees or may be connected with any town or place where the company carried on business.

- z) To do all such other things as may be deemed incidental or conducive to the attachment of the company's objectives or of any powers given to it by the Companies Act, Act No. 12 of 2002 of the United Republic of Tanzania.


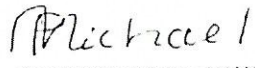
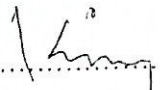
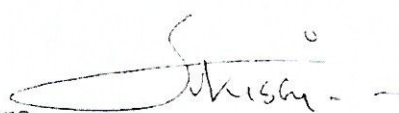

AND SO THAT:

- (i) None of the provisions set forth in any sub-clause of this clause shall be restrictive construed but the widest interpretation shall be given to each such provision, and none of such provisions shall, except where the context expressly so requires, be in any way limited or restrictive by reference from any other provisions set forth in such sub clause, or by reference to inference form the terms of any other sub clause of this clause, or by reference to or inference form the name of the company.
- (ii) The Word "Company" in this Clause except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Republic of Tanzania or elsewhere.
- (iii) In this Clause the expression "The Act" means the Companies Act, Act No. 12 of 2002, but so that any reference in this clause to any provision of the act shall be deemed to include a reference to any statutory modification or re-enactment of the provision for the time being in force.

4. The Liability of the Members is Limited.

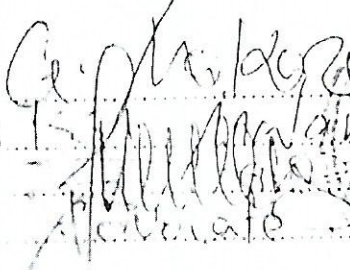

5. The Company's share capital is **TSHS. 100,000,000/=** divided into **100,000 Shares** of **TSHS. 1000/=** each, with the power of increase or to divide the shares in the capital for the time being, into different classes having such rights, privileges and advantages as to voting and otherwise, as the Articles of Association may from time to time prescribe.

We, the persons whose names and addresses are subscribed, desire to be formed into a company, in pursuance of this memorandum of association, and we respectively agree to take the number of shares in capital of the company set opposite our respective names.

NAME AND ADDRESS OF SUBSCRIBERS	NUMBER OF SHARES TAKEN AND SIGNATURES OF SUBSCRIBERS
1. MICHAEL KIBEYO KISSY P.O. Box 106 TARIME, MARA.	25,000 SHARES Signature..... 
2. PERPETUA MICHAEL KISSY P.O. Box 2927 MWANZA	5,000 SHARES Signature..... 
3. GEORGE MAGIBHO KISSY P.O. Box 2927 MWANZA	5,000 SHARES Signature..... 
4. MICHAEL KIBEYO KISSY HELD SHARES FOR JOSEPH MICHAEL KISSY (MINOR) P.O. Box 2927, MWANZA	10,000 SHARES Signature..... 
5. MICHAEL KIBEYO KISSY HELD SHARES FOR JACKSON MICHAEL KISSY (MINOR) P.O. Box 2927 MWANZA	10,000 SHARES Signature..... 
TOTAL	55,000

BEFORE ME:

NAME.....
POSTAL ADDRESS.....
SIGNATURE.....
QUALIFICATION.....

THE COMPANIES ACT
(ACT NO. 12 OF 2002)

A COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
OF

KISSY & SONS COMPANY LIMITED

PRELIMINARY:

1. In these articles, if not inconsistency with the subject or context, the words and expressions standing on the left side shall bear the meanings set opposite them respectively on the right side thereof

INTERPRETATION:-

"The Act" means the Companies Act, Act No. 12 of 2002;

"The Seal" Means the common seal of this Company;

"Capital" Means the initial capital of this Company and the sum of the aggregate per value of all outstanding shares with per value of the Company's shares;

"The Company" shall mean KISSY & SONS COMPANY LIMITED;

"Chief Executive Officer" means the Chief Executive officer of the Company from time to time appointed by Directors of the Company;

"Member" a person who holds shares in the Company;

"Person" means any individual, firm, Company, corporation, trust, government, state or Agency of a state, joint venture, the public company, the estate of a deceased individual, limited liability company, partnership, incorporated or unincorporated association of persons.

were at any time in the employment or service of the Company or any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary, or who are or were at any time directors or officers of the company or of any such other company as aforesaid or who hold or held any salaried employment or office in the Company of such other company or any persons in whose welfare the company or any such other company as aforesaid is or has been at any time interested, and to the wives, widows, families and dependents of any such persons as aforesaid and may do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid Subject always to the proposal being approved by resolution of members, a director holding any such employment or office shall be entitled to participate in and retain for his own benefit any such donation, gratuity, pension allowance or emolument.

VOLUNTARY WINDING UP AND DESOLUTION

67. The Company may voluntarily commence to wind up and dissolve by a resolution of members but if the Company has never issued shares it may voluntarily commence to wind up and dissolve by resolution of directors.

CONTINUATION

68. The Company may by resolution of Members or by resolution passed unanimously by all Directors of the Company continue as a Company incorporated under the laws of a jurisdiction outside the United Republic of Tanzania in the manner under the said jurisdiction.

We, the undersigned, subscribe our names to these Articles of Association

NAME AND ADDRESS OF SUBSCRIBERS	NUMBER OF SHARES TAKEN AND SIGNATURES OF SUBSCRIBERS
1. MICHAEL KIBEYO KISSY P.O. Box 106 TARIME, MARA	25,000 SHARES Signature <i>[Handwritten Signature]</i>
2. PERPETUA MICHAEL KISSY P.O. Box 2927 MWANZA	5,000 SHARES Signature <i>[Handwritten Signature]</i>
3. GEORGE MAGIBHO KISSY P.O. Box 2927 MWANZA	5,000 SHARES Signature <i>[Handwritten Signature]</i>
4. MICHAEL KIBEYO KISSY HELD SHARES FOR JOSEPH MICHAEL KISSY (MINOR) P.O. Box 2927, MWANZA	10,000 SHARES Signature <i>[Handwritten Signature]</i>
5. MICHAEL KIBEYO KISSY HELD SHARES FOR JACKSON MICHAEL KISSY (MINOR) P.O. Box 2927 MWANZA	10,000 SHARES Signature <i>[Handwritten Signature]</i>
TOTAL	55,000

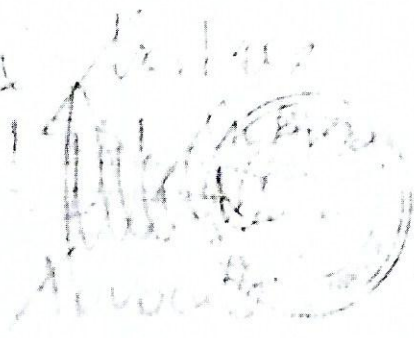
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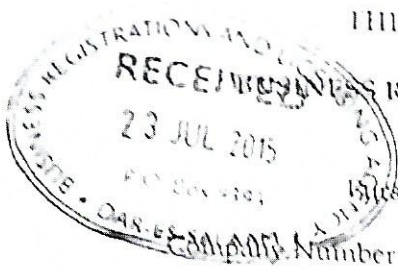
NAME *[Handwritten Name]*

POSTAL ADDRESS *[Handwritten Address]*

SIGNATURE *[Handwritten Signature]*

QUALIFICATION *[Handwritten Qualification]*





THE UNITED REPUBLIC OF TANZANIA
REGISTRATIONS AND LICENSING AGENCY

Return of Allotment of Shares
Pursuant to Section 55(1) of the Companies Act 2002

Company Number NO. 93228

Company Name in Full
KISSY & SONS COMPANY LIMITED

Shares allotted (including bonus shares)

Date or period during which shares were allotted:
(If shares were allotted on one date, enter that date in the "from" box)

From: 21/07/2015
To:

Class of Shares (ordinary or preference etc)	ORDINARY		
Number allotted	2		
Nominal value of each share	100,000		
Amount (if any) paid or due on each share	200,000		

List the names and addresses of the allottees and the number of shares allotted overleaf
If the allotted shares are fully or partly paid up otherwise than in cash please state:

% that each share is to be treated as paid up

Consideration for which the shares were allotted (this information must be supported by the duly stamped contract or by the duly stamped particulars on form 55b if the contract is not in writing)

FOR OFFICIAL USE ONLY

Shareholder details	Shares and share class allotted	
Name: MINGISI CHARLES P.O. Box 357 BUNDA, MARA TANZANIA.	Class of Shares ORDINARY	Number Allotted
Address:		

Name:	Class of Shares	Number Allotted
Address:		

Name:	Class of Shares	Number Allotted
Address:		

Name:	Class of Shares	Number Allotted
Address:		

Please enter the number of continuation sheets (if any) attached to this form

Signed *Mingisi Charles*
director

Date 21st JULY, 2015