

THE COMPANIES ACT, 2002
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
MARUNGU PLANTATION LIMITED

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1. The name of the company **"MARUNGU PLANTATION 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 acquire, take over, promote, establish, engage in and carry on the business of professional farmers, planters, harvesters, sprayers, seed coffee growers, sellers, buyers, general merchandise and commodities, sisal, instant coffee, raw coffee, cocoa, green peas, foods and cash crops, maize, tea, rice, beans, wheat, tobacco, leather products leather goods, glaziers, breeders of and dealers in livestock, market gardeners, arboriculturists, agriculturists, aquaculture, horticulturists and dairymen, vegetable oils extracts, poultry and beekeepers, and any other trade or businesses in connection with floriculture, arboriculture, agriculture or horticulture.
 - (b) To engage in mobilizing and advising livestock keepers and agricultural farmers for more production. To acquire land by purchasing, lease or otherwise for livestock and agricultural use of or any other investments purposes and carry on the business of cultivating, planting, growing and developing forests plantations including teak, pine trees, and any other hard and soft woods and engage in the business of logging, lumbering, wood processing, production of furniture and produce, sell, buy, import and export forest products of all kinds and description.
 - (c) To carry on the industry and business of milling, producing, refining, repackaging, importing, exporting, marketing of all kinds of edible oils, cooking fats, margarine and bye-products thereof, to carry on the business of Flour mills, milling, packing all kinds of spices, salt, chemicals including industrial chemicals and all products. To extract, process, refine, distil, conserve, manufacture and generally deal in, and all kinds of soaps, detergents, soap chips, all kinds of oil, fatty acids, oleaginous and fatty substances, all kinds of unguents and ingredients and all products of the same or any of the said substances.
 - (d) To engage in and otherwise carry on the business of production of livestock and agricultural inputs, planting, growing, buying, marketing and

- selling of agricultural crops, fruits, horticultural products and livestock products of all kinds and descriptions, and carry on business as importers and exporters of every kind of livestock and agricultural products and other produce of the soil, and to prepare, preserve, process, cure, blend, refine, treat and render marketable any such produce either in prepared, manufactured, raw or other state.
- (e) To carry on the business of running supermarkets, shopping malls, retail shops, wholesale outlets, act as importers, exporters, clearing agents, stockist, processors, warehousemen, agents, dealers, and to generally deal in all hypes of consumer goods, hardware goods, and building and property maintains, groceries.
 - (f) To carry on the business of running supermarkets, shopping malls, retail shops, wholesale outlets, act as importers, exporters, clearing agents, stockist, processors, warehousemen, agents, dealers, and to generally deal in all hypes of consumer goods, hardware goods, and building and property maintains, groceries.
 - (g) To carry on business of poultry and animal keeping including but not limited hatching of eggs, keeping of chicken, goats, cows.
 - (h) To carry out the business of proprietors and managers of night club, restaurant, lodges marquees, hotels, cafes, road houses, motels, hotel management, safari and holiday camps, caravan sites, guest houses, apartment housekeepers, refreshment and tea rooms, milk and snacks bars, tavern, beer house and lodging housekeepers and to provide food and catering services to individuals, private and public institutions and industrial and business concerns, also to provide variety of services and products to guest, tourist and hoteliers related to activities of marine parks and reserves along the coast and any other place.
 - (i) Training livestock keepers and agricultural farmers in the modern ways of livestock and agricultural production.
 - (j) To acquire land by purchasing, lease or otherwise for livestock and agricultural use and other investments purposes, and develop the land into livestock farming or animal fattening farms, paddy rice farms, wheat farms, cotton farm, sesame seed farms, aloe Vera plantations, oil palm plantations, coconut plantations, cashew nuts plantations, and into any other crop farms and plantations and engage in livestock processing to produce export quality meat and other various livestock products, and engage in agro-processing to produce export quality rice, cotton lint, edible oils, all kinds of flours, cashew nuts, beekeeping, bio-fuels, and any other product from the farms, the plantations and from any other crop.
 - (k) To carry on the business of agricultural, training, consultants in matters pertaining to agricultural, engineering, machines, installation and

operation, promotion of agricultural development and diary farming preparation of feasibility studies, project planning and carry on business of agricultural pesticides, chemical and packing materials for sea, road and air freight and labeling for export, distributors and services of heavy engineering and for machinery.

- (l) To be consultancy, professional schools operators, runners, educational skills providers, pre-secondary school, secondary school, super curriculum designers and or creators, operators of secondary and high schools, international schools and exchange program centers, academy, technical schools, colleges and or Universities, supper consultants in school management and training college skills, social science and all businesses and trades incidental, analogous similar thereto, required to be or capable of being carried on in conjunction therewith.
- (m) To buy, sell, export, import, produce, retail, wholesale, manufacture industrial and deal in food and food products, wheat flour, maize flour, rice, oil consumer, sugar, meat, fish, fruits, confectionery, other beverages, whether alcoholic or not, tobacco, To carry on the business of agricultural by using tractors of crops such as all types of cereals such as maize, rice, rice, paddy, chemists and druggists suppliers, linen, furniture, furnishings and other articles required by visitors to the company's premises and others.
- (n) To carry on business of mining of all kinds precious stones, foodstuffs, beverages of all description, precisions items, gemstones, jewellery, rate items, dress materials and clothing and all any types of goods, merchandises tock or item of any number, size, magnitude, description, and type whatsoever and operate, plague, mortgage, lease, character, sub-character sell and build refuge, lighter, barges and all other vessels and craft of any kind whatsoever including aircraft and any purchase assignment exchange, general trading, transfer or any part of undertaking and all general merchandise.
- (o) To carry on the business of mining all kinds of minerals, gemstones, and gold, diamonds dealers in mines and prospectus make research, prospecting, sale and exporters of all dealership, including marketing and promotion of gold mines and other mines, mineral contractor and/or exchanges, take on lease or otherwise acquire any mines, mining licences or rights protected areas, cooper, ores, lead, emeralds, diamonds, rubies, and other precious and semi-precious stones, mineral products and substance from which the company may consider advantages for its objects and to search, prospect for examine, explore, excavator, quarry, dredge, sell, export gold, diamonds, ores, emeralds, rubies and substances from the earth and extract, reduce, wash, crush, refine, treat, smelt, amalgamate, manipulated and or otherwise treat gold, ores, metals, emeralds, rubies and other precious an semi-precious stones or other valuable substances there from or prepare, render and make them fit for markets locally or internationally level.

- (p) To carry on the business of miners and mining in all their branches and for the said purpose to peg, purchase, take on lease, or exchange or otherwise acquire concessions, grants, easements, options, claims, properties, cassettes- and effects supposed to contain kaolin, minerals, diamonds, or other precious stones, and any interest therein, and to explore, mine, work, excise develop and turn to account mines and mining rights and any undertaking connected therewith.
- (q) To install operate, maintain and exploit public teleshop, system and to carry on business as sellers, buyers, importers, exporters, distributors and dealers in all kinds of mobile telephone, telecommunication equipment, material, apparatus and accessories relating to telecommunication, and to install, repair, maintain, service and generally deal in such equipment; and dealers generally in products or equipment relating to cellular telephone systems, telecommunication visual communication, paging, voice feed back automatic lettering, including all apparatus, accessories, appliance and things used in connection therewith belong to the company or procured by the company or belonging to the customers of the company.
- (r) To do all kinds of business relating to telecommunication, information technology, and to act as consultants and training carry on business as managers or advisors in information management, applications development, data telecommunication and networks technology and those purpose to promote, arrange, organize, conduct and facilitate information and communication technology in Tanzania elsewhere and to promote, arrange facilitate and operate information advantages and activities in all its diverse areas and all such facilities thereto, to conveniences as may be considered necessary or incidental thereto, to do activities as development of consumer-made and instructional software, educational managerial and control software products for small, medium and large clients
- (s) To carry on the business of civil engineering works, electrical engineering consultancy and mechanical engineering works, construction for silos, feed lots, fish ponds, cattle dips, spray races, cattle troughs water tanks of all types, water dams, road makers, public contractors, cattle weighbridges, water pumping units, wind mills, sink boreholes, (deep and shallow) laying water pipes, surveying and setting stock routes shelters of all kinds and building of all types and to carry on the business of land use developers, town planners and designers.
- (t) To carry on the business as general merchants, traders, consumers, suppliers, importers, exporters, stockists, wholesalers, retailers and dealers in all types of electrical goods, hardware, building materials, sanitary - ware, wall papers, roofing tiles, flooring tiles, spare parts and maintenance, tyres, tubes, tools and accessories for all types of automotive, motor vehicles, agricultural machinery, implements,

equipment, all kinds of industrial projects machinery and equipment, timber, decorators, steel fabrication, machine hop, nickel plating, electric plating, making steel windows, doors, frames, and roof tresses, fishing gears, groceries, computers, office equipments, cooking oils, salts, foodstuffs, cosmetics, oils, paints, spirits sheets, hinges, screws, iron mongery, textiles piece goods, all types of leather goods, shoes, bags and other similar goods.

- (u) To conduct market research, to manufacture, buy, sell, import, export, alter, maintain, services, repair and otherwise deal in instruments, substances, used materials, television, music system, decoder, saterite, dishes, fridge, materials, machinery, apparatus, appliances and things of all kinds used or capable of being used in connection with any of the activities of the Company or likely to be required by the customers of the Company or which, may be conveniently dealt with in by the Company with any of its objects.
- (v) To carry business of buying, selling, importing and export of goods, Raw cashew nut and commodities of all kinds manufactured and produced locally and abroad, produced by the company or others act as general merchants and traders, both wholesale and retail and for such purposes, to open and maintain shops, stores, and act as agents, domestic, site and industrial fumigation and deal in the sale, acquisition and dispose of pesticides, for medical purposes, surgical, medical and veterinary apparatus and instruments chemical and sanitary preparations, herbicides, fungicides and insecticide preparations.
- (w) To carry business of property developers and real estate developers and to act as promoters, designers, planners, developers, builders, constructors, renovators, decorators, landscapers, owner, buyers, sellers, lessors and lessees of residential house, public houses, office blocks, apartments, housing estates, shopping malls, arcades, entertainment houses, leisure center parks, factories, industrial buildings, warehouses, depots, godowns, diary farms, planning and construction of drainage systems.
- (x) To carry on business of transport, cargo and travel agents, commission agents, customs agents, insurance agents, tourists agents, manufacturers representatives, clearing and forwarding agents, shipping agents, road contractors, cargo superintendents, packers machinery, haulage specialists, engineers, electricians, motor cars, cabs, omnibus, lorries, oil tank and coach proprietors and transport by any other means of conveyance of people and goods neighboring countries and such other places as may from the time determined by the company, export of agricultural products and importers and exporters traders, commission and general agents, or other wise del in electrical goods, produce articles and general merchandise.

- (y) To carry on the business of miners and mining in all their branches and for the said purpose to peg, purchase, take on lease, or exchange or otherwise acquire concessions, grants, easements, options, claims, properties, cassettes- and effects supposed to contain minerals, diamonds, or other precious stones, and any interest therein, and to explore, mine, work, excise develop and turn to account mines and mining rights and any undertaking connected therewith.
- (z) To promote tourism in Tanzania and elsewhere in Africa, to carry on business of travel and tourist agents and tour operators, to promote facilitate traveling to organize hunting, tented-camps, fishing and diving expeditions, safari promoters and undertakers generally and in particular to arrange and manager hunting safaris, photo safaris adventure tours, fishing trips, handling of game trophies and animal skins, catching, harbouring, transporting, wildlife and marine products of all kind.
- (aa) To carry on the business, of importers, exporters, general merchants, general store-keepers, universal providers, wholesale and/or retail traders, dealers of piece wood, paints, hardware, glassware, crockery, cutlery, ironmongery, turners and other household fittings and requirements, other articles and commodities of personal, household use and consumption provisions, textiles, groceries, medicines, drugs, wines, spirits, liquors, chemical, surgical, option, photographic and other instruments, apparatus and materials, motor vehicles, automobiles and generally in all manufactured goods of all types and merchandise of all kinds.
- (bb) To carry on the business as exporters, traders, suppliers, general merchants, stockists, wholesalers, retailers and dealers in business of scrapers, agricultural machinery, implements, equipment and all kinds of industrial projects machinery.
- (cc) To carry on the business of big game hunter, trapping and collection of Wild, live birds for sale and export within outside Tanzania, to sell, improved export, and imports, prepare, deal and trade in carvings, painting, curios, export, and provide game sanctuary facilities and to organize of safaris and expeditions. Discover, hunt, shoot, photograph, capture animals, birds, game and fish of all kinds including reptiles, marine products, pottery crafts, crustacean, salt, mangrove sea shells, groceries, vegetables, cereals goods, fruits and all allied products of every description.
- (dd) To carry on the business of conducting market research and general food processors packers and suppliers, to be general suppliers of hard foods stuffs and agricultural crops, to be grain millers and food mixers to be general exporters of fresh fruits vegetables and flowers, to act as agents of buying and selling all kinds of motor vehicles, General supplies, buying and selling building hardware of every description, electrical appliances, lease. Advisory work to clients on solution of products.

- (ee) To engage in and carry out the business of proprietors and managers of hotels, restaurants, cafes, road houses, motels, safari and holiday camps, caravan sites, guest houses, apartment housekeepers, refreshment and tea rooms, milk and snacks bars, tavern, beer house and lodging housekeepers and to provide food and catering services to individuals, private and public institutions and to industrial and business concerns.
- (ff) To carry on all or any of the business of transport, carriage and haulage contractors, owners and charter of road vehicles, aircraft and ships and boats of every description and carriers of goods and passenger by road, rail, water or air and to establish, acquire, maintain and operate transport service of every description both public and private and all services ancillary thereto and for such purposes or as independent undertakings to purchase, take in exchange, charter, hire, build, contract or otherwise acquire and to own, operate, work, manage, maintain, repair, service and deal with and in road vehicles, aircraft and vessels of every supplies therefore and to conduct any such business within the country or any other state in Africa or Europe or Asia and or any other foreign country.
- (gg) To carry on all any of the wholesale and/or retail as gemstones merchants, jewelers and/or dealers in and/or buy, sell market import export and/or general deal in all or any kinds of gemstones precious and semi-precious stones, gold silver and precious metals of whatsoever kind or description.
- (hh) To purchase, take on lease and otherwise acquire for investment or resale any estate, land, buildings, easements and other rights and interests in immovable property or any tenure in Tanzania and elsewhere and to sell let or lease exchange or otherwise dispose of or grant rights over any immovable property, belong to the company.
- (ii) To purchase, take or lease or in exchange, hire or otherwise acquire and hold any state or interest in any lands buildings, casements, rights, licenses secret processes, machinery, plants, stock, in trade and real or personal property of any kind.
- (jj) To accept payment for any property or rights sold or otherwise disposed or dealt with by the company, either in cash, by installment or otherwise or in fully or partly paid up shares of the company or corporation, with or without deferred or preferred or guaranteed rights.
- (kk) To carry any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on by the Company in connection with the above business or the general business of the company.
- (ll) To act as agents for the sale and purchase of any stocks shares or securities or for any other monetary or mercantile transactions.

- (mm) To act as executors and trustees of wills and settlements made by customers and others and undertake and execute trusts of all kinds.
- (nn) To do all or any of the above things in any part of the world and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others and either or through agents, sub-contractors, trustees and otherwise.
- (oo) To remunerate any person, firm or company rendering services to this company, whether by cash payments or by allotment to him or them of shares or securities of the Company credited and paid in full or in part, otherwise.
- (pp) To accept for safe custody and keep for customers of the company all kinds of securities valuables and things.
- (qq) To lend money on any terms that may thought fit, and particularly to customers or other person or corporations having dealing with societies and to give any guarantees that may be expedient.
- (rr) To advance money to shareholders in the company, and other to the purpose of enabling the person borrowing the same erect or purchase, or enlarge or repair any house or building or to purchase the fee simple or any less estate or interest in, or to take a demise for any term or terms of years of any freehold or leasehold property upon such terms and conditions as the company may think fit.
- (ss) To invest and deal with the moneys of the Company not immediately required, upon such securities and in such manner as may from time to time be determined.
- (tt) To distribute among the members in pieces any property of the company, or any proceeds of sale or disposal of any property of the company.
- (uu) To draw, make, accept, endorse, discount execute and issue promissory notes, bills of lading, warrants, debentures and negotiable or transferable instruments.
- (vv) To act as agents or brokers, and as trustees for any person firm or company, and to undertake and perform sub-contracts and also to act in any other business of the company through or by means of agents, brokers, sub-contractors or others.
- (ww) To obtain any provisional order, ordinance or act of Parliament for enabling the Company to carry any of it is objects into effect, or for affecting any modification of the Company's constitution, or any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated, directly or indirectly to prejudice the company's interest.

- (xx) To take or otherwise and hold shares in any other company having objects altogether or in part similar to this company, or carrying on any business capable of being conducted so as directly or indirectly to benefit the company.
- (yy) To transact or carry on all kinds of Agency business and in particular in relation to the investment of money, the sale of property, and the collection and receipt of money.
- (zz) To do all other things as may be deemed incidental or conducive to the entertainment of the objects or any of them.

And it is hereby declared that:-

The word "company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether corporate or incorporate, and whether domiciled in the United Republic of Tanzania or elsewhere.

The object specified in each of the paragraphs of the paragraph of this clause shall be regarded as independent objects, and accordingly shall in no way be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph of the name of the Company but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraph define the objects of the separate and distinct compound. That the meaning of any general word or words in any paragraph of this clause shall not be restricted by being construed ejusdem generis with any particular word or words in the same paragraph

AND it is hereby declare that the word "Company" in this clause , except where used in reference of this Company , shall be deemed to include any partnership or other body of persons, whether incorporated, and whether domiciled in Tanzania or elsewhere, and that the intention is that each of the objects set forth in any sub-clause or by the same of the company. None of such sub-clause or the objects herein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in the firs sub-clause.

4. The Liability of the Members is Limited

5. The capital of the Company is Shillings 10,000,000,000/= divided into 1,000,000 shares of Shillings 10,000/= each. The Company shall have powers to increase its capital and to divide the shares in its capital for the time being into several classes of stock or shares and to attach thereto respectively such preferential, deferred or special rights, privileges, or conditions as may be determined by or in accordance with the Articles of Association of the Company.

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 Description of Subscribers.	Number of shares taken by each Subscriber	Signature
JUSTINE LAMBERT P. O. Box 7756 DAR ES SALAAM	600	<i>Justine Lambert</i>
HAMISI ALLY HAMISI P. O. Box 7756 DAR ES SALAAM	300	<i>Hamisi Ally Hamisi</i>

Dated at D'salaam this 09 day of April 2013

Witness to the above signatures

Name : Andrew Tawete
 Signature : [Signature]
 Postal Address : P.O. Box 62297 D'salaam
 Qualification : Advocate

