

THE COMPANIES ACT 2002

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

HILL PACKAGING LIMITED

Incorporated this

day of

2006

Drawn by:
GEORGE BENEDICTY MURPHY
P.O. BOX 12761
DAR ES SALAAM - TANZANIA

THE UNITED REPUBLIC OF TANZANIA

THE COMPANIES ACT 2002

COMPANY LIMITED BY SHARES

Certificate of Incorporation

No.

HILL PACKAGING LIMITED

Is this day Incorporated under the Companies Act. 2002
and that the Company is limited

Given under my hand at Dar es Salaam thisday of

....., Two Thousand and Six.



Asst. Registrar of Companies

THE COMPANIES ORDINANCE ACT 2002

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

HILL PACKAGING LIMITED

1. The name of the company is HILL PACKAGING LIMITED
2. The Registered office of the Company will be situated in the United Republic of Tanzania.
3. The objects for which the company is established are: -
 - (a) To carry on all or any of the business of packaging materials, printing, stationers, lithographers, stereotypes, electrotypes, engravers, photographic printers, photo lithographers, engravers, typesetting machine operators, die sinkers, envelope makers, book binders, account book manufacturers, machine, rules numerical printers, paper makers, paper baffles and account book makers, flax and box file makers, cardboard manufacturers, type foundries, photographers, manufacturers of and dealers in playing, visiting, railways, festival invitation, business complimentary and fancy cards and valentine, dealers in parchment, stamp, agents of payments of stamps and other duties, advertising agents, designers, draftsmen, manufacturer, book sellers, publishers and dealers in materials used in the manufacturer of paper, cabinet makers, file rack maker manufacture of all sell by wholesale or retail of school chalks, and secretarial services.
 - (b) To erect after or maintain any buildings, plant and machinery necessary or convenient for the Company's and to contribute to or to subsidize the erection. Construction and maintenance of any of the above.
 - (c) To engage in and carry on the business of providing static Guard Services, provision and installation of all kind of Alarm Security Systems, Radio and Telephone Communication Systems. To engage in and carry out the business of security consultancy, hired security personnel, coverage and surveillance services for all sorts of social functions, meetings public rallies, to offer undercover agents for hire, cash escorts, industrial security, special events security, transit cargo escorts, train security personnel for commercial purposes, carry out investigation assignments.
 - (d) To engage in and carry on the business of security consultancy, security analysis and assessment, carry out security projects of any kind. To engage in and carry on the business of installation of all types security systems, initial and distribute fire protection equipment, burglary alarm gadgets, antismoke detectors and to offer such items for hire.

TANZANIA
PAID ON 10/11/2011
6/2/11
6/2/11

TANZANIA
6/2/11
6/2/11



- (e) To carry on the business as importers, whole sellers, retailers, manufacturers of and dealers in chemicals, gases, drugs, medicines, plasters, disinfectants, salts, acids, laboratory reagents and chemical photographic electrical, surgical, laboratory and scientific furniture, equipment, apparatus and materials.
- (f) To manufacture, buy, sell, improve, treat, preserve, fine aerate, mineralize, bottle, can and otherwise deal in mineral, aerated waters, juice and other liquids of every description.
- (g) To drill wells, and shafts. Build and construct, lay down, acquire and maintain factories, engines, machinery, tramways, docks, plant and appliances. To do all works, obtaining, storing, treating, preserving, fining, mineralizing, bottling, and canning any fruit products.
- (h) To carry on the business of veterinary surgeons in all its branches for the treatment of animals, cattle, sheep, goats, poultry and all livestock generally to attend animals dispense any medicines, perform operations carry out the business of the veterinary dispensary and general pharmacy and to carry out business of wholesale and retail agricultural inputs and plant medicines of all kinds and dealers in surgical instrument appliances and deal in all requisites of veterinary hospitals.
- (i) To carry on the business of trade and deal in the export of all kind of live birds, animals, and generally any kind of pets for sale and export, deal and trade in carvings, paintings, curios, game skins, pottery, leather and coconut by-products, beeswax, meat ghee, cooking oils, charcoal, corn flour, cloves, cheese and commodities from by-products of milk.
- (j) To carry on and deal in the business of pharmaceuticals, medical preparations chemicals, animal fees, manufacturing, making and assembling of machines equipment plants, vessels, devices, of all descriptions using modern technology appropriate.
- (k) To engage in as agents or otherwise, the business of general trucking, forwarding, cartage, storage, warehousing, consolidation, distributing wharfage, contracting loading, unloading and stevedore business and to conduct as general brokerage commission and customs house, brokerage service business and to handle and forward for transportation by air, water and rail, road between cities, towns, villages and other places in various parts of the world , packages, merchandise, luggage's, goods, wares, parcels and other movable generally to act as agents for land and estate, brokers, charters, auctioneers clearing and forwarding agents, insurance agents and agency in all its respective branches.

- (l) To carry on the business of merchants, manufacturers, bankers, traders, commission agents, brokers, court-broker, auctioneers, manufactures agents and representatives, clearing and forwarding agents and the trade of dealing in transporting, cartage and haulage contractors, customs agents, running of fuel stations, buying and selling of tire, tube, tools and accessories for all types of automotive, motor vehicles and charters of road vehicles, aircrafts, carries of goods and passengers by road, rail, water or air shops, supermarkets, general merchants, commercial and manufacturer representatives.
- (m) To carry on the business of customers robe, dress and mantle makers, tailors, silk makers and suppliers of clothing, lingerie and trimmings of every kind, corset makers, furriers, general drapers, haberdashers, milliners, hosiery, gloves, lace makers and dealers, feather dressers and merchants, hatters, boot and shoe makers, dealers in fabrics ribbons, perfume and flower (artificial and natural) and other related materials.
- (n) To purchase or otherwise acquire the whole or any part of the undertaking and business of manufacturing and marketing, dealing or otherwise handling fishnets, fishing gears, spare parts, fishing equipments and all other items concerned with fishing.
- (o) To carry on the business as bakers and manufacturers of and dealers in bread, flour, biscuits, confectionery, juice, squash, packing and farinaceous compounds and materials of every description and to construct, acquire, hire, hold, work, let and sell, mills, factories, bake houses, shops, buildings, machinery and appliances suitable for such baking manufacturing and dealing.
- (p) To establish and carry on the business of manufacturing, making and producing of every description of starch products and other derivatives and ancillary starch products and without limiting the generality of the foregoing to engage in the production, manufacturing, selling of the aforesaid products including glucose, dextrin, dextrose, isomers, modified and unmodified starch.
- (q) To purchase, own or otherwise acquire lands, real property, easements, rights and other property, real or personal for the purpose and conducive to the objects of the Compete including farming, cultivation of cassava, maize, potato, cereal crops and other agricultural crops which are suitable for the manufacture and production of starch and other derivatives aforementioned.
- (r) To construct steamships, ships, trawlers, catchers, carriers, drifters, fishing boats, boat or build, own slaughter houses, cold storage premises, warehouses, sheds and other building requisite useful for the business of the Company.

- (s) To carry on business of hairdressing, haircutting, trimming, styling, setting hair dying, shampoo treatment, massaging of scalp, beauty treatment, relaxing, facial, manicure, pedicure, waxing, acne treatment and all sort of beauty soap, creams, lotion, all types of cosmetics, hair lotion, essential oils, dentifrices, bleaching preparations and other substances for laundry use, clearing, polishing, scouring and abrasive preparations.
- (t) To carry on business of petrol service station and deal in petrol, diesel, oil, kerosene, mineral oil, crude oil, lubrication oil, grease and / or fuel oil of all kinds and all other kind of mineral and petroleum products as an importers, dealer or distributors.
- (u) To carry on the business of motor vehicle garage and repairing and servicing of all types of vehicles and machineries and the business as dealers, wholesalers, retailers, distributor, agents, importers and exporters of hardware, motor vehicles, bicycles and its spares, agriculture and industrial machineries and spares, electrical machinery, accessories and spares of all kinds.
- (v) To acquire, take-over, promote, establish and carry on all or any of the business of seed crushers and manufacturers and processors of soybeans, linseeds, cottonseeds, groundnuts, simsim, sunflowers and any other seeds and cakes, oil extractors by crushing, chemicals or any other process from the aforementioned plants or other natural and oil substances, prepare, manufacture, mill and render marketable any such oil, to sell, dispose of and deal in any such oil with in its prepared manufacture or raw state.
- (w) To carry on the business of meal manufacturers, grain, corn, hay-straw and fodder merchants, vanishes and paint makers, candle and stern makers and manufacturers of lard and margarine and hydrogenated oils.
- (x) To carry on the business of imports of electrical goods of various kinds, machinery, computer calculators, metals, refrigerators, air-conditioners, cookers, textiles, building materials, industrial joinery spares, agricultural machinery.
- (y) To acquire and undertake the whole or any part of the business, property and liabilities of any person, firm of company carrying in any business which the company is authorized to carry on, or possess property suitable for the purpose of the company.
- (z) To invest and deal with moneys of the Company not immediately required upon each securities and in such manner as may from time to time be determined.
- (aa) To purchase, lease, or otherwise acquire, and to hold, sell, improve, develop, exchange, mortgage or otherwise dispose of any lands, buildings machinery or plants, mills, factories, warehouses or any hereditaments



- (bb) To enter into arrangement with any Government or authorities (supreme, municipal, local or otherwise) or any corporation, companies objects or any of them, and to obtain from any such government, Authority, Corporation, Company or person, any charters, contracts, decree, rights, privileges and concessions which the Company may think desirable, and to carry out exercise and comply with any such charters, contracts, decrees, rights privileges and concessions.
- (cc) To enter into (partnership or into) any arrangements for sharing profits, union or interests, Co-operation, joint venture, reciprocal, concession, or otherwise with any persons, firm or Company carrying on or engaged in or about to carry on or engage in any business or transaction which this Company is authorized to carry on, or engage in or any business or transaction capable of being conducted so as directly to benefit this Company.
- (dd) To promote any other Company for the purpose of all or any of the property, and undertaking, or any of 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.
- (ee) To receive money or deposit or loan and borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures, or debenture stock (perpetual or otherwise) and to secure the repayment of money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of the company (both present and future) including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the company or any other person or company as the case may be.
- (ff) To establish and support or aid in the establishment and support of association, institutions, funds, trusts, and clubs calculated to benefit the employees or ex-employees of the company which is a subsidiary company of the company or is allied thereto or associated therewith, or dependents or connections of such persons, and to grant or provide pensions and allowances, to make or enter into arrangements for the provisions of policies of life assurance, pensions or other benefits to or for any Directors or employees of the company, or any such predecessor or such company as aforesaid, or the relations, connections or dependents of any such persons, to pay or contribute towards the payment of premiums in respect of any such policies, pensions or benefits, to establish or support funds, trusts and scheme (including funds, trust, and scheme providing for payment towards insurance) which may be considered calculated to promote such persons or benefit.
- (gg) To sell or otherwise dispose of the whole or any part of the business or property of the company either together or in portions, for such consideration as the company thinks fit, and in particular for shares, debentures, or securities of any company purchasing the same.

- (hh) To take all necessary and proper steps with the authorities, national, local, municipal, or otherwise, of any place in which the company may have interests, and to carry on any negotiations or operations for the purpose of directly carrying out the objects of the company or effecting any modification in to in constitution of the company or furthering the interest of its members, and to oppose any steps taken by any other company or persons which may be considered likely, directly or indirectly, to prejudice the interest of the company or its members.
- (ii) To draw, make accept, endorse, discount, negotiate, execute and issue, buy, sell and deal in bills of exchange, promissory notes and other negotiable or transferable instruments, amalgamate or enter into partnership or any joint venture or profit – sharing arrangement with, and to co-operation in any way with or assist or subsidize any Company, firm or person.
- (jj) To promote or concur in the promotion of any Company, the promotion of which shall be considered desirable, to lend money to and guarantee the performance of the contracts, obligations of and the payment and repayment of the capital and principal of, and dividend interest or premiums payable on any stock, shares and securities of any Company, firm, or person, whether having objects similar to those of this Company or not, and to give all kinds of indemnities.
- (kk) To take part in formation, management, supervision of control of the business or operations of any company, and for that purpose to act as Directors, Administrators, Managers, Secretaries or any other capacity and to appoint and remunerate any directors, administrators, managers, accounts or other expense or agents.
- (ll) To procure the registration of the company in or under the laws of any place outside Tanzania.
- (mm) To distribute among the members of the company in kind any property of the company, and in particular and shares or securities of other companies belonging to this company.
- (nn) To do all such things as a re incidental or conclusive to the attainment of the above objects or any of them.
- (oo) To carry on the business of timber or wooden and steel furniture, carpentry joinery and steel fabrication, manufactures, importers, exporters, dealers, wholesalers, retailers and or representative for the above goods.

And it is hereby declared 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 or not 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 name of the company. None of such sub-clauses or the objects herein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first sub-clause, but the company shall have full powers to exercise all or any of the powers conferred by any part of this clause and not withstanding that the business, undertaking, property or acts proposed to be transacted, acquired, dealt with are performed do not fall within the objects of the first sub-clauses of this clause.

4. The liability of the members is limited.
5. The authorized share capital of the company is Shillings 200,000,000/= divided into 1000 shares of Shillings 200,000/= each, with power for the company to increase or reduce the said capital and to issue any part of its capital, original or increased, with or without any preference, any postponement of right or to any conditions or restrictions and so that unless the conditions of issue of shares, whether declared to be preference or otherwise, shall be subject to the power here in before contained.


WE, the several persons names and addresses are subscribed, are desirous of being formed into a company, in Memorandum of Associated, and we respectively agree to take the number of shares in the capital of the company set opposite our respective names.

Names, and address and Description of Subscribers	Number of shares taken by each subscriber	Signature of Subscribers
1. HILLARY ELISHIFWAYA SHOO P.O. BOX 11815 DAR ES SALAA	700	
2. THEODORA HILLARY SHOO P.O. BOX 11815 DAR ES SALAAM	300	

Dated at this 6th day of FEBRUARY 2007

WITNESS to the above Signature:-

Name: ELUAISSONE . L. MARO

Signature 

Address: P.O. Box 7929

DAR ES - SALAAM

Qualification: ADVOCATE



COMPANY LIMITED BY SHARES

**THE COMPANIES ACT – 2002
ARTICLES OF ASSOCIATION**

HILL PACKAGING LIMITED

PRELIMINARY

1. In these regulations.

The ordinance mean the Companies act 2002 of the Laws of Tanganyika.

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

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

Any 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 include bodies, corporate, partnership, firms, co-operative societies, etc.

The regulation of Table 'A' in the First Schedule to the Companies Act (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, 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 here in after prescribed.
 - (b) The number of members of the Company (exclusive of persons who are in the employment of the Company and of the 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 there where two or more persons holding one or more shares in the Company jointly they shall for the purpose of this regulation 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 share warrants to bearer.
3. The Directors may in their discretion and without assigning any reason thereof refuse to register the transfer or any person whom it shall in their opinion be undesirable for any person whatsoever to admit the membership.
4. Subject of Clauses 2 and 3 and 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 or any person selected by the Directors as one who it is desirable in buying the shares. All share transfers shall be confirmed by Board of Directors.
- (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 or 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 of such shares being agreed on or determined as per clause (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 inviting the person to whom notice is sent to state 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 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, if there be only or one such shareholder, the whole 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, the party desiring to sell or transfer such shares shall be bound upon payment of the said price to transfer the shares to the respective shareholders or single shareholder who shall have agreed to purchase, the same.

GENERAL MEETING

NOTICE OF GENERAL MEETING AND PROCEEDINGS AT GENERAL MEETING

- 5. Articles 39 to 53 of 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 personal or by proxy shall form a quorum.
 - (c) Any ordinary resolution of the Company determined without any general meeting and evidence in 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 ten in number.
 - (b) The following persons shall be the first Directors to the Company:-
 1. HILLARY ELISHIFWAYA SHOO
 2. THEODORA HILLARY SHOO
7. The shareholding qualifications 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 Directors, be two.
9. A resolution in writing signed by all the Directors then in Tanzania shall be Valid and effectual as if it had been passed at a meeting of Directors dully called and constituted.
10. The Directors may from time borrow or raise moneys for the purpose of the Company, which may exceed the issued share capital of the Company.

BORROWING POWERS

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

ALTERNATE DIRECTORS.

12. Each Directors 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, discharge all the duties and functions of the Director being unable to act during the absence or inability to act as the 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 reference to the directors and discharge all duties at such remuneration and upon such conditions as it may think fit, and any Secretary so appoint a dully qualified person to act in his place.

WINDING UP

12. With the sanction of the special resolution of the Shareholder, 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 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 whereupon there is any liability.

INDEMNITY

12. Every Director, Managing Director, Agent, Auditor, Secretary and other officer for the time being of the Company shall be indemnified out of the Assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or is in connection with any application: (under Act) in which relief is granted to him by the Court.



ALTERATIONS OR ADDITIONS.

12. Subject to the provisions of the Act and to those contained in the Memorandum of Association, the Company may by special Resolution make Alterations or Additions to the Articles of Association and any such alterations or addition as made shall as valid and effectual as if originally contained in these Articles and be subject in like manner to alteration by Special Resolution.

ARBITRATION

17. If and whenever any dispute or difference shall arise between the upon the construction or meaning of any of the Articles herein contained or any act Company and any of the member s or their respective representative touching matter or thing made or done or omitted to be done or with regard to the rights or liabilities arising there under or arising out of the relation existing between the parties by reason of these Articles or the Ordinance, such differences shall (unless a sole arbitrator be agree 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 (30) days the procedure laid down in the arbitration ordinance (cap. 15) or any then existing statutory modifications or reenactments there of shall apply.


WE, the several persons names and addresses are subscribed, are desirous of being formed into a company, in Memorandum of Associated, and we respectively agree to take the number of shares in the capital of the company set opposite our respective names.

Names, and address and Description of Subscribers	Number of shares taken by each subscriber	Signature of Subscribers
1. HILLARY ELISHIFWAYA SHOO P.O. BOX 11815 DAR ES SALAA	700	
2. THEODORA HILLARY SHOO P.O. BOX 11815 DAR ES SALAAM	300	

Dated at this 6TH day of FEBRUARY 2007

WITNESS to the above Signature:-

Name: ELVAISONNE .L. MARO

Signature 

Address: P.O. Box 7929

DAR-ES-SALAAM

Qualification: ADVOCATE



