

THE COMPANY ACT, 2002

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

SHEDA GENERAL SUPPLIES LIMITED

Incorporated this day of

Drawn by

Chiedrick Jaribuni Komba
P.O, Box 1322,
DAR ES SALAAM

THE SUBSCRIBERS

THE COMPANIES ACT, 2002

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

SHEDA GENERAL SUPPLIES LIMITED

Incorporated this day of

Drawn by

THE SUBSCRIBERS

TANZANIA
Stamp Duty Shs. 5000/-
PAID ON ORIGINAL
Receipt No. 262468
Stamp
Signature

THE COMPANIES ACT, 2002

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

SHEDA GENERAL SUPPLIES LIMITED

TANZANIA
Stamp Duty Shs. 2000/-
Stamp
Signature
Company

1. The name of company "SHEDA GENERAL SUPPLIES LIMITED
2. The Registered office of the Company will be situated in Tanzania.
3. The object for which the company is established are :-
 - (a) To prepare wood poles for electricity transmission, telephone fencing poles for sale. To produce timber from various species of trees. To plant forests of eucalyptus, pines, cypress and other types of trees for subsequent use of the company.
 - (b) To purchase, take on lease or exchange or otherwise acquired land and properties of any tenure whatsoever to cultivate, grow, buy, prepare for market, coffee, tea, tobacco and other cash crops and food crops of all kinds as well as vegetable and dairy and mineral products and to dispose of, sell or deal in any such procedure either in its raw or in its manufactured or processed state.
 - (c) To manage, work and turn to account any estate, land or properties of the Company and to develop the resources thereon by clearing; draining, planting, irrigating, pasturing, road making, building, taking soil and water conservation measures.

and otherwise improving the same and for purpose aforesaid from time to time to purchase such horses, cattle, stock, machinery implements, and tools accessories and to employ such labour and to sell all or any part or the assets live or dead stock, timber crops or other products of such lands as may be considered necessary

- d) To carry on all or any of the trades and business of farmers, planters, gazers, breeders of any dealers in livestock, market-gardners, silviculturists, arboriculturists, agriculturists, horticulturists dairymen and other trade business in connection with silviculture, arboculture, agriculture or horticulture.
- e) To buy, sell, export and import goods and commodities of any descriptions whether produced by the Company or not and to act as general merchants and traders both wholesale and retail and for such purposes to open and maintain shops, stores and agents.
- f) To purchase, acquire or establish and carry on the business of engineers, builders, contractors, decorators and any branch or subsidiary business commonly carried on in connection therewith.
- g) To purchase, acquire or establish and carry on the business of manufacturers, of and dealers and workers in ready-made garments and knitwears of all kinds and descriptions, electrical apparatus for commercial and home use, motor spare parts and general building hardware materials and such other small scale industry as may be considered advantageous to the business of the company.
- h) To carry on the business of travel agents and tour operators and for this purpose construct, equip, maintain and work omnibuses, taxis and other vehicles appropriate for carriage of passengers or goods and to carry on the business of omnibuses proprietors and carriers of passengers both in public conveyance and private vehicles.
- i) To undertake and transact all kinds of agency or business which ordinary individual may legally undertake and of sales and market research consultants.
- j) To carry on any other business by wholesale or retail and whether manufacturing or otherwise, which may seem to the company capable of being conveniently carried on in connection

with the above or calculate directly or indirectly to enhance the value of or render profitable any of the property or rights of the Company.

- k) To build, construct, alter, maintain, enlarge, pull down, remove or replace and to work, manage and control any buildings, offices, factories, mills, shops, machinery, engines, roads, tramways, railways branches or sidings, bridges, resevoirs, water courses, wharves, electric works and other works and conveniences which may see likely, directly or indirectly to advance the interest of the Company and to join with any other person or Company in doing any of these things.
- l) To hold shares, stock, debentures or other securities of any company having objects altogether or in part similar to those of the company or carrying on any business capable of being conducted so as, directly or indirectly to benefit the Company.
- m) To carry on the business of the advertising contractors and agents, to acquire and dispose of advertising time, space or opportunities in any media, to undertake advertising and promotional campaigns of every nature and to acquire and provide promotional requisites of every kind and description and to carry on any other business and to undertake and transact all kinds of agency and all kinds of business related to the gathering and distribution of knowledge and information of every sort or and to distribute and sell publications related thereto and to the computer and other electronic equipment, industrial, business and personnel consultants and all aspects of the computer industry.
- n) To carry on the trade of film makers, warehousemen, removers, stockers packers and carriers of movable property of every description.
- o) To issue warrants to persons warehousing goods with the Company, and to lend money upon the security of such goods.
- p) To carry on all or any one or more of the following business namely the buying, selling, letting, hire purchase or easy payment system, manufacturers and contractors of articles and goods of all kinds
- q) To found, develop, manage, extend, establish and acquire, industrial, commercial or agricultural enterprises in all its fields and in particular workshops in all branches of work and

industry whether alone or enter into partnership or into arrangement for sharing profits, union of interest, reciprocal concessions or co-operation with any person, partnership or company and also to form, constitute, float, lend money to and to assist and control any companies, associations or undertakings whatsoever.

- r) To carry on business as traders, general merchants, whether wholesale or retail of both, commission agents, importers and exporters and to buy, sell, hire, manufacture, barter trade and deal in property, goods, produce, articles and merchandise of all kinds and to transact any and every description of agency commission, commercial, industrial, manufactural, merchantile, insurance and financial business.
- s) To carry on business as financiers, concessionaires, auctioneers, and estate agents, valuers, brokers, warehousemen, carriers of goods, ad passengers, by air, and land.
- t) To carry on business as bankers, industrial bankers, financiers, monetary agents, concessionaires and merchants and to undertake and carry on and execute all kinds of financial, commercial, trade and other operations.
- u) To prosecute and execute directly or by contributions or other assistance, any works, undertakings, projects or enterprises, in which or for the prosecution whereof or on the security whereof or of any profits or emoluments derivable therefrom, the Company shall have invested money, embarked capital or engaged its credit.
- v) Manufacture, buy, sell, exchange, alter, improve, manipulate, prepare for market, and otherwise deal in all kinds of plant, machinery, apparatus, tools, utensils, substances, materials, and things necessary or convenient for carrying on any of the above specified businesses or proceedings or usually dealt in by persons engaged in the like.
- w) To carry on all or any of the business of importers, exporters, warehousemen, insurance agents, shipping agents, forwarding agents, manufacturers' agents, and representatives, traders, merchants, auctioneers, wholesale and retail dealers, in articles of all kinds.

- x) To undertake and execute any contracts for works involving the supply or use of any machinery, and to carry out an ancillary or other works comprised in such contracts.
- y) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the property or rights of the Company.
- z) To purchase, take on lease or in exchange, hire or otherwise acquire any immovable or movable property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business.
- aa) To apply for, purchase, or otherwise acquire and protect and renew in any part of the world, any patents, brevets d'invention, trade marks, designs, licenses, 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 inventions which may seem capable of being used for any of the purpose of the company, or indirectly to benefit the company and to use, exercise, develop or grant licenses in respect of, or otherwise turn to account the property, rights or information so acquired.
- bb) To acquire, and undertake the whole or any part of the business, property and liabilities of any person or company carrying on or proposing to carry on any business which the company is authorised to carry on or possessed of property suitable for the purposes of the Company or which can be carried on in conjunction therewith or which is capable of being conducted so as to directly or indirectly to benefit the company.
- cc) To amalgamate, enter into partnership or into any arrangement for sharing profits, union of interest, cooperation, joint venture or reciprocal concession or for limiting competition with any person or company carrying on or engaged in, any business of transaction which the company is authorised to carry on or engage in or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the company.
- dd) To improve, manage, develop, grant rights or privileges in respect of, or otherwise, deal with, all or any part of the property and rights of the company.

- ee) To vest any immovable or movable property, rights or interest acquired by or belong to the Company in any person or company on behalf of or for the benefit of the company, and with or without any declared trust in favour of the company.
- ff) To subscribe for, take or otherwise acquire, and hold shares, stocks, debentures, or other securities in any other company.
- gg) Invest and deal with money of the company not immediately required in any manner.
- hh) To lend and advance money or give credit to such persons or companies and on such terms as may seem expedient, and in particular to customers and others having dealings with the company, and to guarantee the performance of any contract or obligation and the payment of money of or by any such persons or companies and generally to give guarantees and indemnities.
- ii) To receive money on deposit or loan and borrow or raise money in such manner as the company shall think fit, and in particular by issue of debentures, or debenture stock perpetual or otherwise, and to secure the repayment of any money borrowed, raised borrowing by mortgagee, 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, chargee or lien to secure and guarantee the performance by the Company or any other person or company of any obligation undertaken by the Company or any other person or company as case may be.
- jj) To draw, make accept, endorse, discount, execute and issue promissory notes, bills of exchange, bill of Lading, warrants, debentures and other negotiable or transferable.
- kk) To apply for, promote and obtain any act of parliament, charter, privilege concession, license or authorization of any government, state or municipality, provisional order or license of any authority for enabling the company to carry any of the powers of the Company or for extending any of the power of the Company or for effecting any modification of the constitution of the Company or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the interest of the Company.

- ll) To enter into arrangements with any government or authorities, supreme, municipal, local or otherwise or any person or company that may seem conducive to the objects of the company or any of them and to obtain from any such government, authority, person or company rights, privileges, charters, contracts, licenses and concessions which the Company may think fit or desirable to obtain and to carry out, exercise and comply therewith.
- mm) To pay out of the funds of the Company all expenses which the Company may lawfully pay with respect to the formation and registration of the Company or issue of its capital including brokerage and commission for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company.
- nn) To pay for any rights or property acquired by the Company and to remunerate any person or company whether by cash or payment or by the allotment of share, debentures, or other securities of the company as paid up in full or in part or otherwise.
- oo) To establish and maintain or procure the establishment and maintenance of any contributory or noncontributory pension or superannuating funds for the benefits of and give or procure the giving of donations, gratuities, pensions, allowances, or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company or who were at any time Directors or officers of the company or who were in any such other company as aforesaid, and the wives, widows, families and dependents of any such person, and to establish the subsidize and subscribe to any institutions, associates, club, or funds calculated to be for the benefit of or to advance the interest and well being of the Company or of any such other company as aforesaid and make payments to or towards the insurance of any such person as aforesaid and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.
- pp) To procure the company to be registered or recognised in any part of the world. To establish or promote or concur in establishing or promoting any company or companies for the purpose of acquiring all or any of the property, rights and

liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.

- qq) To sell, lease, mortgage, or otherwise dispose of the property, assets, or undertaking of the company or any part thereof, for such consideration as the company may think fit, and in particular for shares, stock, debentures, or other securities of any other company whether or not having objects altogether or in part similar to those of the Company.
- rr) 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 on that no distribution amounting to a reduction of capital be made except with the sanction, if any, for the time being required by law.
- ss) To act as agent, or brokers, and as trustees for any person or company and to undertake and perform subcontracts and to do all or any of the above things in part of the world, and either as principals, agents, trustees, contractors, or otherwise and either alone or jointly with others, and either by or through agents, sub-contractors, trustees or otherwise.
- tt) (i) To buy, process, sell, import, export and deal in precious, non precious and industrial stones, metals, minerals, secondary raw materials, ores, concentrates, and plant, machinery and equipment of all kinds.
 - (ii) To purchase or otherwise acquire the mine workings and mining grounds, lands properties and prospecting and mining licences and to conduct geological and feasibility studies and to engage in mining, smelting and refining.
 - (iii) To deal in importation, manufacture and utilization of mining machinery and or plants and to make available mining machinery and or plants for hire and or purchase.
 - (iv) To deal in catalyst recycling including buying removal, handling, shipping reclamation, processing and selling of spent catalysts for the petrochemical, chemical, edible oil, ammonia, gas and other industries.
- uu) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

AND it is hereby declared that:

- (i) 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 person whether corporate or unincorporated and whether domiciled or in the United republic of Tanzania or elsewhere; and
 - (ii) The objects specified in each of the paragraphs of this clause shall be regarded as independent objects, and accordingly shall be 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 or the name of the Company but may be carried out in as full, and ample a manner and constructed in as wide a sense as if each of the said paragraphs defined the objects of the separate and distinct company.
4. The liability of the members is limited.
 5. The nominal share capital of the Company is Tanzania Shillings One hundred million Shillings (100,000,000) divided into one thousand (1,000) shares of Tanzania One hundred thousand (100,000) each.
 6. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto, respectively any preferential, deferred or other special rights privileges, conditions or restrictions to divide capital, voting or otherwise.

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
AWADHI SAIDI SHEDAFA P. O. BOX 28 MAFINGA	500	<i>[Signature]</i>
HADIJA HASANI SHEDAFA P. O. BOX 6797 MOSHI	125	<i>[Signature]</i>
ZAHARA A. SHEDAFA P. O. BOX 28 MAFINGA	125	<i>[Signature]</i>
MWENDADI AWADHI P. O. BOX 6797 MOSHI	125	<i>[Signature]</i>
NASIBU AWADHI P. O. BOX 6797 MOSHI	125	<i>N. Shaluffa</i>

Dated at D'SALAAM this 19TH day of July 2006

Witness to the above signatures

Name : C. J. KOMBA

Signature : *[Signature]*

Postal Address : Box 1322 D'SALAAM

Qualification : ADVOCATE



THE COMPANIES ACT 2002

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

SHEDA GENERAL SUPPLIES LIMITED

PRELIMINARY

In these regulations:-

"The Act" means the Companies Act 2002 of the Laws of Tanzania.

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

Unless the context otherwise requires, the expressions defined in the Act or any statutory modification thereof in the 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, cooperatives, societies, etc.

The regulations of Companies Act shall not 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 this regulation the former shall prevail, and in addition to substitution shall be the regulations of the company.

PRIVATE COMPANY

2. The Company is a Private Company and accordingly:-
- (a) The right to transfer shares is restricted in manner hereinafter prescribed.
 - (b) The number of members of the company (exclusive of persons who are in the employment of the Company and of persons who have been formerly in the employment of the company were while in such employment to be the member of the company) is limited fifty, provided that where to or more persons hold one or more shares in the company jointly they shall for the purpose of this regulation be tested 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.

TRANSFER OF SHARES

3. The Directors may in their direction and without assigning any reason thereof refuse to register the transfer of any share to any person who it shall in their opinion be undesirable for any reason whatsoever to admit to membership.

4. Subject to clauses 2 and 3 hereof the right to members to transfer their shares shall be restricted as follows;

- (a) No share shall be transferred to a person who is not a member so long as any member of any person selected by the Directors as one who it is desirable in the interest of the Company to admit to membership.
- (b) Every shareholder or trustee in bankruptcy, or any person who may desire to sell or transfer any such shares and every who may desire to sell or transfer any such shares and every personal representatives of a deceased shareholder shall give notice in writing to the Directors that he desires to make such sale or transfer. Such notice shall constitute the Board of Directors of the Company as his agent for the sale of the said shares to any member or members of the company at the price to be agreed upon between the party giving such notice the party and the board, or in case of difference to be determined by the Auditor of the Company.
- (c) Upon price of such shares being agreed on a 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 price of such share 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 the expiration of such days 21 notice the board shall apportion such shares amongst the shareholders (if more than one) who shall have expressed their desire to purchase number of shares already held by them respectively, or if there be only one such shareholder, that the whole of such shares shall be sold to him, provided no shareholder shall be obliged to take more than the maximum number 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 to single shareholder who shall have agreed to purchase the same.

5. **GENERAL MEETINGS: NOTICE OF GENERAL MEETING AND PROCEEDINGS OF THE GENERAL MEETINGS.**

The regulation of Companies Act shall apply to the following variations:-

- (a) A General Meeting, Ordinary or Extraordinary may with the consent in writing of all members, be convened on a shorter notice than seven days or without notice.
- (b) Two members, present either personally or by proxy shall form a quorum.
- (c) Any ordinary resolution of the company determined without any general meeting and evidenced by writing under the hands of majority of the Directors and of the members of the company holding three - fourths of the issued shares of the company shall be valid and effectual as an ordinary resolution duly passed at a general meeting of the company.

6. **DIRECTORS**

- (a) Until otherwise determined by the company in General Meeting the Directors shall not be less than two and not more than seven in number.
- (b) The following persons shall be the first Directors of the company:-
1. AWADHI SAIDI SHEDAFI
 2. HADIJA HASANI SHEDAFI
 3. ZAHARA A. SHEDAFI
 4. MWENDADI AWADHI
 5. NASIBU AWADHI
7. The shareholding qualification for Directors may be fixed by the company in General Meeting, and unless and until so fixed no qualification shall be required.
8. The quorum of Directors for transacting business shall, unless otherwise fixed by the Directors, be four.
9. A resolution in writing signed by all the Directors then in Tanzania shall be as valid and effectual as if it had been passed at a meeting of Directors duly called and constituted.
10. The Directors may from time to time borrow or raise any money for the purposes of the Company which may exceed the issued share capital of the company.

BORROWING POWERS

The Directors may from time to time in their discretion raise or borrow for the purpose of any Company's business such sum or sums of money as they think fit.

11. The Directors 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 or future including its uncalled capital for the time being, or by the issue at such price as they may think fit, of bonds or debentures either charged upon the whole or any part of the property and assets of the company or not so charged or in such other way as the Directors may think expedient.

VOTE OF MEMBERS

12. On a show of hands every member present in person shall have one vote. On a roll every member shall have one vote only for the shares of which he is holder.
13. No member shall be entitled to vote at any general meeting unless all calls or other sums presently by him in respect of shares in the Company have been paid.

DISQUALIFICATION OF DIRECTORS

14. The office of a Director shall be vacated if the Director;
- (a) becomes bankrupt; or
 - (b) is found to be a lunatic or becomes of unsound mind; or

- (c) resigns his office by notice in writing to the Company;
- (d) abstains himself from meetings of the directors for a period of six months without special leave of absence from the other Directors.

S E A L

15. The Directors shall provide for the safe custody of the Seal. The Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors and in the presence of at least two Directors or a Director and Secretary or other person as aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.

ALTERNATE DIRECTORS

16. Any director shall have power to nominate any person to act or attend as alternate Director during his absence or during his inability so to act. Such Director shall be subject in all respects to the terms and conditions existing with reference to the other Directors and such Alternate Director shall exercise and discharge all the duties of Director whom he represents.
17. Unless otherwise decided by the Directors the quorum necessary to transact business of the Directors shall be two Directors personally present.

SECRETARY

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

WINDING UP

19. With the sanction of a special resolution of the shareholders any part of the assets of the Company including any shares in other Companies may be divided between the members of the Company in special 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.

ALTERNATION OR ADDITION-

20. Subject to the provisions of the Act and to those contained in the Memorandum of Association the Company may by Special Resolution make alteration or addition so made shall be as valid and effectual as if originally contained in those articles and be subject in like manner to alteration by Special Resolution.

INDEMNITY

21. 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

him shall be against the Company and in damages only. If the shares or any of them are not sold to existing members, the members desiring to sell may sell to any person not a member of the Company but the price paid by such person or persons shall be not less than the price fixed by the selling member in his notice to the Director herein before referred to and in any event the Directors shall not be bound to register any person as a member unless such person has been approved in writing by the Board of Directors.

FORFEITURE OF SHARES

15. If a member fails to pay any call or installment of a call on the day appointed for payment thereof, the Directors may, at any time thereafter during such time as any part of such call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid together with any interest which may have accrued and any expenses incurred by reason of such non-payment. Such notice shall state the place at which the payment required by such notice is to be made.
16. An entry in the Minute Book of the Company of the forfeiture of any shares, or that any 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 purchasers shall be entered in the Register of Members as a member of the Company and he shall not be bound to see to the application of the purchase money nor shall his title to the said shares be affected by any 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.

PROCEEDINGS AT GENERAL MEETINGS

17. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Three members personally present shall be a quorum.

18. The Chairman (if any) of the Board of Directors shall preside at every General Meeting but if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to act as Chairman the members present shall choose a director or if no Director be present, or if all Directors present decline to take the chair, they shall choose a member present to be Chairman of the meeting.
19. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless if a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or by at least two members personally present and entitled to vote at the meeting or by the holder or holders present in person or by proxy of at least one twentieth part of the issued ordinary share capital of the Company and unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the Minute Book of the company, shall be conclusive evidence thereof without proof of the number or proportion of the votes recorded in favour of or against such resolution.
20. A resolution in writing signed by every member of the Company shall have the same effect and validity as an Ordinary resolution of the company passed in general Meeting duly convened and constituted, but this provision shall not apply to a resolution for winding up the Company or to a resolution passed in respect of any matter which by the Ordinance or these presents is required to be dealt with in general Meeting of the Company.

VOTES OF MEMBERS

21. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his authorised in writing or if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised. No person shall act as a proxy unless either he is entitled on his own behalf to be present and vote at that meeting at which he acts as proxy or he is appointed to act at the meeting as proxy for a corporation but a proxy for or representative of a corporation unless entitled on his own behalf to be present and vote at the meeting shall not act except for the corporation which appointed him.

DIRECTORS

22. Unless and until otherwise determined by the Company in general Meeting the number of the Directors shall not be less than three or more than five. The first Directors shall be appointed by the subscribers of the Memorandum of Association. A Director shall not require any share qualification.
23. The Directors shall be paid out of the funds of the Company all their travelling and other expenses properly and necessarily expended by them in or about the performance of their duties as Directors and the Directors shall be entitled to be paid out of the funds of the Company as remuneration for their services such sums as the Company may in general Meeting determine.

POWERS AND DUTIES OF DIRECTORS

24. The Directors may from time to time appoint one or more of their body to be Managing Director for such periods and upon such terms as they may think fit, and may vest in any Managing Director such of the powers hereby vested in the Directors generally as they may think fit, and such powers may be made exercisable for such periods or period, and upon such conditions and subject to such restrictions and generally upon such terms as they may determine, and may from time to time be revoked, withdrawn, altered or varied as the Directors may think fit and any such appointment shall be subject to termination if the Company in general Meeting resolve that the tenure of office of such Managing Director be determined.
25. A Managing Director or Manager shall receive such remuneration (whether by way of salary, commission, participation in profits or otherwise) as the Directors may determine, and such remuneration may be either in addition to or in substitution for his remuneration as a Director.
26. A Managing Director shall not be subject to retirement by rotation and shall not be taken into account in calculating the number of Directors to retire but subject to the provisions of any contract between him and the Company, a Managing Director shall be subject to the same provisions as to resignation and removal as the other Directors of the Company and if he ceases to hold the office

office of Director he shall ipso facto and immediately cease to be a Managing Director.

27. The Directors may from time to time and at any time by Power of Attorney under the Common Seal, appoint any company, firm or person whatsoever or any fluctuating body of persons, whether nominated directly or indirectly by the Directors to be the Attorney of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these presents) and for such period and subject to such conditions as they may think fit, and any such Power of Attorney may contain such provisions for the protection and convenience of persons dealing with any such Attorney as the Directors may think fit, and may also authorise any such Attorney to sub delegate all or any of the powers, authorise and discretions vested in him.
28. The Directors may raise or borrow for the purpose of the Company's business such sum or sums of 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 charged upon the whole or any part of the property and assets of the or by issue, at such prices as they think fit, of Bonds or Debentures either Company or not so charged, or in such other way as the Directors may think expedient.
29. The Company may exercise the powers conferred by Section 33 of the Ordinance with regard to having an official seal for use abroad, and such powers shall be vested in the Directors.
30. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be in such manner as the Directors from time to time by resolution determine.
31. The Directors shall cause minutes to be made in books provided for the purpose:
 - (a) Of all appointments of officers made by the Directors.
 - (b) Of the names of the Directors present at each meeting of the Directors and of any committee of the Directors.

- (c) Of all resolutions and proceedings at all meetings of the Company and of Directors and of committees of Directors.

DISQUALIFICATION OF DIRECTORS

32. The office of Director shall be vacated, if the Director:
- (a) becomes bankrupt in this country or in any country which is declared to be a reciprocating country or in any country which is declared to be a reciprocating country under Section 147 of the Bankruptcy Ordinance (Cap. 25) or becomes insolvent or enters into any arrangement with his creditors; or
 - (b) becomes prohibited from being a Director by reason of any order made under section 213 or 269 of the Ordinance or
 - (c) is found lunatic or becomes of unsound minds; or
 - (d) resigns his office by notice in writing to the Company; or
 - (e) if he absents himself from the meetings of the Directors during a continuous of twelve months without special leave of absence from the other Directors and they pass a resolution that he has by reason of such absence vacated office.
33. A Director may hold any other office or place of profit under the company (except that of Auditor) upon such terms as to remuneration tenure of office and otherwise as may be determined by the Board. A Director of the Company may also accept office as a Director of any company promoted by the Company or in which the Company is interested and may subscribe for or otherwise acquire shares in such company and shall not be accountable (unless otherwise agreed) for any benefit 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 as if he were not a Director.
34. A Director shall be capable of contracting or participating in the profits of any contract with the Company in the same manner as if he were not a Director, subject nevertheless to the provision that he shall declare the nature of his interest in any contract or

proposed contract in which he is interested in manner required by Section 150 of the Ordinance, but such declaration shall not be necessary where the Board is already aware of the interest of such Director and, subject to such declaration being made a Director may vote as a Director in respect of any such contract or proposed contract in which he is so interested as aforesaid and his vote shall be valid. A general notice that a Director is a member of any specified firm or company, and is to be regarded as interested in any subsequent transaction with such firm or company shall be a 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.

ROTATION OF DIRECTORS

35. Subject to any agreement for the time being subsisting the Company may by extraordinary resolution remove any Director before the expiration of his period of office and may by an ordinary resolution appoint another person in his stead. The person so appointed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

PROCEEDINGS OF DIRECTORS

36. The quorum necessary for the transaction of the business of the Directors shall be three.
37. A resolution in writing signed by all the Directors for the time being in Tanzania (including, if any Director shall be absent from Tanzania, the alternate or substitute Director, if any appointed by him) shall be as valid and effectual, as a resolution passed at a duly convened and constituted meeting of the Directors, notwithstanding that the same may be signed at different times and places.
38. It shall not be necessary to give notice of a meeting of Directors, to any Director for the time being absent from Tanzania.
39. Any minute of any meeting of the Directors of the Company if purporting to be signed by the Chairman of such meeting or by the Chairman of the next succeeding meeting, shall be conclusive evidence, without any further proof, of the facts therein stated.

ALTERNATE DIRECTORS

40. Any Director may from time to time and at any time appoint any person (not disapproved on appointment by a majority of the other Directors for the time being) to be an alternate Director of the Company, and may at any time remove the alternate Director so appointed by him from office. An alternate Director so appointed shall not be entitled to receive any remuneration from the company nor be required to hold any qualification but shall be entitled (subject to his giving to the Company an address within Tanzania at which notices may be served on him) to receive notices of and attend all meetings of the Directors and to vote as a Director at any such meeting at which the Director appointing him is not present and generally in the absence of his appointor to perform all functions of his appointor as a Director. An alternate Director may be removed from office by ordinary resolution of the Company in general Meeting and shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director. All appointments and removals of alternate Directors made by any Director in pursuance of the provisions of this Article shall be in writing under the hand of the Director making the same and left at the registered office of the Company. The nomination of an alternate Director shall be valid if made by cable or telegram provided such nomination shall be confirmed within three months from the date of such cable or telegram by a written nomination complying with the above mentioned requirements and any act done by the alternate Director nominated in such cable or telegram between the date thereof and the date of the receipt within the prescribed period by the Company of the written nomination shall be as valid and effectual as if such alternate Director had been duly appointed in the first instance.

SECRETARY

41. A secretary of the Company may be appointed by the Directors who may from time to time or at any time appoint a person, firm or company to act temporarily as substitute for the Secretary for the time being of the Company, and any person, firm or company so appointed shall or, while so acting be deemed for all purposes to be the Secretary of the Company.

DIVIDENDS AND RESERVE

42. The Directors may from time to time pay to the members such interim dividends as appear to the Directors to be justified by the profits of the Company according to the estimate formed by them thereof.
43. The Directors may deduct from any dividends payable to any member all sums of money (if any) presently payable by him to the Company on account of calls or otherwise.
44. (a) The Company at any general meeting at which a dividend is declared may resolve that such dividend be paid wholly or in part by the distribution of specific assets and in particular of paid-up shares, debentures or debenture stock of any other company or in any one or more of such ways: Provided always that no distribution shall be made which would amount to a reduction of capital except in the manner appointed by law.
- (b) The Company in general Meeting may at any time and from time to time pass a resolution to the effect that it is desirable to capitalise a sum, being the whole or part of the undivided profits of the Company then standing to the credit of the reserve fund or to the credit of the profit and loss account (or representing premiums received on the issue of shares and standing to the credit of the share premium account) or being otherwise available for distribution and accordingly that such sum be capitalised and distributed free of income tax among the holders of Ordinary shares of the Company (or their nominees) at the date of the passing of such resolution in proportion to the amount of capital paid up for the time being on the Ordinary shares held by them respectively and that the Directors be authorised to distribute among them (or their nominees) unissued shares credited as fully paid up to the like nominal value and in the like proportion and in satisfaction of such capitalised sum.
- (c) When such resolution has been passed, the Directors may allot and issue unissued shares as fully paid up to the holders of Ordinary shares of the Company (or their nominees) in satisfaction of the said capitalised sum and nearly as may be in proportion to the amount of capital paid up for the time being on the Ordinary shares held by them respectively, with full power to make such provision as they may think expedient for the case of factions and, before s

allotment (if they think fit) may authorise any person acting on behalf of the holders of any Ordinary shares of the Company to enter into an agreement with the Company providing for the allotment to them (or their nominees) of such shares credited as fully paid up and in satisfaction as aforesaid and any agreement made under such authority shall be effective.

ACCOUNTS

45. When any asset, business or property is bought by the Company as from a past date (where such date be before or after the incorporation of the Company) upon the terms that the Company shall as from that date take the profits or bear the losses thereof, such profits or losses, as the case may be, shall, at the discretion of the Directors, be credited or debited wholly or in part to the revenue accounts, and in that case the amount so credited or debited shall, for the purpose of ascertaining the fund available for dividend be treated as a profit or loss arising from the business of the Company and available for dividend accordingly.
46. For the purpose of making up the Company's Balance Sheet or Profit and Loss Account the Directors may estimate the value of any of the Company's property and assets the value of which cannot be accurately and definitely ascertained, and in so doing, may rely upon reports, estimates and valuations, made by any Directors, officer or employee of the Company or by any other person, and shall not be liable for any error in estimates made in the bona fide exercise of the discretion hereby conferred on them.

NOTICES

47. If a member or Director has no registered address in Tanzania and has not supplied to the Company an address within the country for the giving of notice to him a notice addressed to him and posted up in the Registered Office of the Company shall be deemed to be duly served on him on the day it is so posted up.

WINDING UP

48. In a winding up the Liquidation may, with the sanction of an Extraordinary Resolution, distribute all or any of the assets in specie among the members in such proportions and manner as may be

Company against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgement is given in his favour or in which he is acquitted or is in connection with any application in which relief is granted to him by the Court.

ARBITRATION

49.

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 or meaning of any of the Articles herein contained or any act matter or thing made or done or omitted to be done or with regard to the rights or liabilities arising here under or arising out of the relation existing between the parties by reasons of these Articles or the Act, such differences shall (unless a sole arbitrator be 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 (Cap. 15) or any then existing statutory modifications or re-enactment thereof shall apply.

Names, Addresses, and Description of Subscribers.	Number of shares taken by each Subscriber	Signature
AWADHI SAIDI SHEDAFA P. O. BOX 28 MAFINGA	500	<i>AS Saidi</i>
HADIJA HASANI SHEDAFA P. O. BOX 6797 MOSHI	125	<i>H. Hasani</i>
ZAHARA A. SHEDAFA P. O. BOX 28 MAFINGA	125	<i>Z. A. Shedafa</i>
MWENDADI AWADHI P. O. BOX 6797 MOSHI	125	<i>M. Awadhi</i>
NASIBU AWADHI P. O. BOX 6797 MOSHI	125	<i>N. Shoduffa</i>

Dated at D'SALAAM this 19TH day of July, 2006

Witness to the above signatures

Name :

Signature :

Postal Address :

Qualification :



C. J. KOMBA
 ADVOCATES
 NOTARY PUBLIC
 D' SALAAM
 DARES SALAAM
 Box 1322 D'SALAAM
 ADVOCATE