

THE UNITED REPUBLIC OF TANZANIA

THE COMPANIES ORDINANCE (CAP. 212)

COMPANY LIMITED BY SHARES

Memorandum

and

Articles of Association

of

G. & B. SOAP INDUSTRIES LIMITED

Incorporated this 14th day of May 1996



Drawn by!

GODLIVING MAKUNDI
Promoter of the Company
P. O Box 21290 -
DAR ES SALAAM
TANZANIA.

THE COMPANIES ORDINANCE (CAP. 212)
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
G. & B. SOAP INDUSTRIES LIMITED

1. The name of the Company is "G. & B. SOAP INDUSTRIES LIMITED".
2. The Registered Office of the Company will be situated in the Mainland, Tanzania.
3. The objects for which the Company is established are:
- To manufacture all types of soaps, soap products, detergents, scouring powders, liquid soap and other soap and oil related products for industrial and domestic use.
 - To carry on the business and trade as manufacturers of cosmetics, oils, powders, vaseline hair creams and other products made from petroleum jelly.
 - To establish, manufacture and deal in the business of hardware, building materials, sanitary ware and paints.
 - To import, purchase or otherwise acquire all necessary machinery and equipment and raw material and accessories for the business of the company.
 - To carry on the business and trade as manufacturers of incense, candles, beeswax and shoe polish.
 - To carry on business as traders and general merchants and to buy, sell, hire, let, manufacture, prepare for market, barter, trade, exchange and generally deal in all types of properties (moveable or immovable) and goods.
 - To carry on all or any of the business of general merchants, importers, exporters and/or dealers in goods and/or articles of any description whatsoever.

- h) To carry on the business of importers, dealers and distributors of oil, kerosene, petrol, motor spirit, mineral oil, crude oil, petroleum, lubricating oil, grease and all other kinds of mineral and petroleum products.
- i) To sell or dispose off the undertaking and property of the Company or any part thereof, for such consideration as the Company may think fit, and in particular, shares, debentures or securities of any other Company having objects altogether, or in part, similar to those of this Company.
- j) To carry on the business of wholesale or retail, of automotive spares and parts of all description, tyres and tubes, batteries, battery solution and all other spares, accessories and goods as may be conveniently sold therewith and all thing capable of being used therewith or in the maintenance, repair and manufacture thereof.
- k) To carry on the business of saw mills and the preparation of timber for market and the manufacture of and dealing in all articles made of or principally made of wood.
- l) To construct, erect, maintain and alter any buildings, machinery plant work necessary or convenient for the purpose of the Company.
- m) To undertake and execute any contracts for work involving the supply or use of any machinery and to carry out any ancillary or other work comprised in such contracts, including the carrying of passengers and goods in Tanzania.
- n) Generally to purchase, take on lease or in exchange, hire or otherwise acquire any real and personal property and any rights or privileges which the Company may think necessary or convenient for the purpose of its business and in particular any land, buildings, easements, machinery plant and stock-in-trade.
- o) To invest and deal with moneys of the Company not immediately required, in such securities and in such manner as the Company may from time to time determine.
- p) To remunerate any person, firm or Company rendering services to this Company, whether by cash payment or by the allotment to him or them of shares or securities of the Company credited as paid up in full or in part or otherwise.

- q) To distribute any part of the property of the Company in specie among the members.
- r) To lend and advance money and give credit to such persons or Companies as may seem expedient and in particular to members of the Company, customers and others having dealings with the Company.
- s) To draw, make accept, endorse, discount, execute and issue cheques, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments, and also bills of exchange.
- t) To do all or any of the above things in any part of the world as principals, agents, contractors, trustees or otherwise alone or in conjunction with others.
- u) 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 Company's property or rights.
- v) To establish depots and agencies in different parts of the world for the purpose of carrying on any or all of the business of the Company.
- w) To carry on the business of general merchants, general storekeepers, universal providers, importers, exporters, and wholesale and/or retail traders of, or otherwise dealers of and in cotton, silk, woolen goods and textile fabrics of all kinds.
- x) To enter into any arrangements and contracts with Governments or Authorities (Supreme, municipal, local or otherwise) or any corporations, companies or persons, having objects that may seem conducive to the Company's objects or any of them, and to obtain from any such Government Authority, Corporation, Company or persons any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable.
- y) To purchase, take on lease, option or license, exchange or otherwise acquire in any part of the world, prospecting rights and contracts, leases, options, mineral properties, grants, concessions, charges, privileges, licences or authorities of any over mines, land and mineral or other properties either absolutely or conditionally.





- z) To borrow or raise or secure the payment of money in such manner as the Company shall think fit, and in particular by the issue of debenture stock, certificates or other securities perpetual or otherwise charged upon all or any other Company's rights and property (present and future) including any uncalled capital or without any such security and to purchase, redeem or pay off any such security or loan.
- zi) To amalgamate with, or enter into partnership or into any arrangement for sharing profits, union of interest, cooperation, joint venture, reciprocal concession or otherwise, with any person or company carrying on or engaged in, or about to carry on or engage in, any business or transaction which this Company is authorised to carry on, or engage in any business or transaction capable of being conducted so as directly or indirectly to benefit this Company. And to take or otherwise acquire shares and securities of any such Company, and sell, hold, reissue with or without guarantees, or otherwise deal with the same.
- zii) To promote another Company for the purpose of acquiring all or any of the property and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company.
- ziii) To pay all the expenses incurred in connection with the promotion, establishment and registration of the Company or of any other Company promoted, formed, established or registered by the Company and all brokerage, discount and other expenses lawfully payable which may at any time and from time to time be deemed expedient for taking, placing or undertaking all or any of the shares or debenture or other obligations of the Company as promoted, formed, established or registered by the Company.
- ziv) To obtain all powers and authorities necessary to carry out or extend any of the above objects.

The objects set forth in any sub-clause shall not, except when the context expressly so requires, be in anyway limited or restricted by reference to or inference from the terms of any sub-clause or by the name of the Company. None of such sub-clause or other objects therein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first sub-clause of this clause, but the Company shall have full power to exercise all or any part of the world and notwithstanding that the business undertaking, property or acts proposed to be transacted, acquired, dealt with or performed do not fall within the objects of the first sub-clause of this clause.

AND it is hereby declared that the word "COMPANY" in this clause shall be deemed to include any partnership or other body of persons, whether incorporated or not and whether domiciled in Tanzania or elsewhere and the intention is that the objects specified in each paragraph of this clause shall except where otherwise expressed in such paragraph be independent main objects and shall in no way be limited or restricted by a reference to or inference from the terms of any other paragraph or the name of the Company.

4. The liability of the members is limited.
5. The initial capital is Shs. 100,000,000/= divided into 10,000 shares of Shs. 10,000/= each and the Company shall have the power to divide the original or any increased capital into several classes, and to attach thereto any preferential, deferred, qualified or other special rights, privileges, restrictions or conditions.

WE, the several persons whose names addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association, and respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES , ADDRESSES & DESCRIPTION OF SJBSCRIBERS	NUMBER OF SHARES	SIGNATURE
<p>GODLIVING MAKUNDI P. O. BOX 21290 DAR ES SALAAM</p> <p>DIRECTOR</p>	3750	
<p>REXONA MAKUNDI P. O. BOX 21290 DAR ES SALAAM</p> <p>DIRECTOR</p>	1250	
<p>HASSAN RAMZANALI MANJI WALLI P. O. BOX 21129 DAR ES SALAAM</p> <p>DIRECTOR</p>	3750	
<p>MOHAMED RAMZANALI MANJI WALLI P. O. BOX 568 TANGA</p> <p>DIRECTOR</p>	1250	

DATED at Dar es Salaam this 1st March 1996

WITNESS to the above signatures:



M. A. HASSAM & CO.
AUTHORISED AUDITORS
P. O. Box 20719
Tel: 340/1/37352/3
DAR ES SALAAM
TANZANIA

COMPANIES ORDINANCE (CAP. 212)
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
G. & B. SOAP INDUSTRIES LIMITED

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1. PRELIMINARY

In these Regulations:

"The Ordinance" means the Companies Ordinance Chapter 212 of the Laws of Tanzania.

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

Unless the context otherwise requires, the expression defined in the Ordinance or a statutory modification thereof in force at the date which these Regulations become binding on the Company, shall have the meanings so defined.

Any words importing the singular shall include the plural and vice versa; words importing the masculine gender shall include females and words importing persons shall include bodies corporate, partnerships, firms, co-operative societies, etc.

The Regulations of Table "A" in the First Schedule to the Companies Ordinance (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; and in addition to substitution shall be the regulations of the Company.

2. PRIVATE COMPANY

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 or persons who having been formerly in the employment of the Company were while in such employment and have continued after the termination of such employment to be members of the (Company) is limited to fifty; provided that where two or more persons hold one or more shares in the Company jointly, they shall for the purpose of this relation 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.

TRANSFER OF SHARES

3. The Directors may in their discretion and without assigning any reason thereof refuse to register the transfer of any share to any person whom it shall in their opinion deem undesirable for any reason whatsoever to admit to membership.
4. Subject to Clauses 2 and 3 hereof the right of members to transfer their shares shall be restricted as follows:
 - a) No share shall be transferred to a person who is not a member except any member or 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 personal representative of a deceased shareholder shall give notice in writing to the Directors that he desired to make such sale or transfer. Such notice shall make the Board of Directors of the Company his agent for the sale of such shares to 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 price 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 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 the expiration of such 21 days' notice the board shall apportion such shares amongst the shareholders (IF MORE THAN ONE) who shall have expressed their desires to purchase the same and as far as may be 'prorate' according to the number of shares already held by them respectively, or if there be only one such shareholder, the whole of such shares shall be sold to him provided that 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 the single shareholder who shall have agreed to purchase the same.

5. GENERAL MEETINGS

NOTICE OF GENERAL MEETING AND PROCEEDINGS AT MEETINGS

Articles 39 to 53 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 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 shall be as 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.

GODLIVING MAKUNDI

REXONA MAKUNDI

HASSAN RAMZANALI MANJI WALLI

MOHAMED RAMZANALI MANJI WALLI

- 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 two.

9. A resolution in writing signed by all the Directors then in Tanzania shall be as valid and effectual as 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 moneys for the purpose of the Company which may exceed the issued share capital of the Company.

11. BORROWING POWERS

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 they 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 or unissued capital 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 charged, or in such other way as the Directors may think expedient.

12. ALTERNATE DIRECTORS

Each Director may nominate a person, who shall be approved of in writing by the other Directors, to act as Alternate in 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 and discharge all duties and functions of the Director whom he represents and in the case of an Alternate Director being unable to act during the absence or inability to act as the Director whom he represents, he may, subject to the like approval of the other Directors, appoint a duly qualified person to act in his place.

13. SECRETARY

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

14. WINDING UP

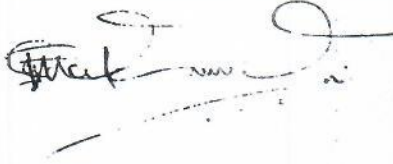



With the sanction of a Special Resolution of the Shareholders any part of the assets of the Company including any shares in other Companies may be divided between the Members of the Company in specie or may be vested in Trustees for the benefit of such members and the Company dissolved, but so that no member shall be compelled to accept any shares whereupon there is any liability.

15. INDEMNITY

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 judgement is given in his favour or in which he is acquitted or in connection with any application (under Section 345 of the Ordinance) in which relief is granted to him by the Court.

16. ALTERATIONS OR ADDITIONS

Subject to the provision of the Ordinance and to those contained in the Memorandum of Association the company may by Special Resolution make alterations or additions which shall be as valid and effectual as if originally contained in these Articles and be subject in like manner to alteration by Special Resolution.

NAMES, ADDRESSES & DESCRIPTION OF SUBSCRIBERS	NUMBER OF SHARES	SIGNATURE
<p>GODLIVING MAKUNDI P. O. BOX 21290 DAR ES SALAAM</p> <p>DIRECTOR</p>	3750	
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DATED at Dar es Salaam this 1st March 1996

WITNESS to the above signatures:



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AUTHORISED AUDITORS
P. O. Box 20719
Tel: 34071/37352,3
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