

THE COMPANIES ACT 2002

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

AZANIA POLYBAG INDUSTRIES LIMITED

DRAWN BY:
MR. EDHA A. BINKLEB,
(SUBSCRIBER)
P.O. BOX 5055,
DAR ES SALAAM,
TANZANIA.

TANZANIA

Stamp Duty Shs. 2500/-

PAID ON ORIGINAL

Receipt No. 1271 of 31-7-2009

Stamp Duty Officer

THE COMPANIES ACT, 2002

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

AZANIA POLYBAG INDUSTRIES LIMITED

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Asst. Registrar of Companies

1. The name of the company is **AZANIA POLYBAG INDUSTRIES LIMITED.**
2. The registered office of the company will be situated in Republic of Tanzania.
3. The objective for which the company is established are: -
 - i) To carry on the business as manufacturer of all kinds of polypropylene bags and other packing and shopping bags made out of polypropylene materials.
 - ii) To buy, sell and deal in polypropylene bags, high density polyethylene bags, plastic bags and materials in connection with such manufacture.
 - iii) To carry on the business as traders, general merchants whether wholesale or retail or both, commission agents, manufacturers representatives, importers, exporters and to buy, sell, hire, manufacture, distribute and deal in property, goods produce, articles and merchandise of all kinds and transact any and every description of agency commission, commercial, industrial, manufacturer, distribution, mercantile, insurance and financial business.

- iv) To acquire and undertake the whole or any part of the business property and liabilities of any persons, firms or company carrying on any business in which company is authorized to carry on, or possesses property suitable for the purposes of this company.
- v) To purchase, lease or otherwise acquire and to hold, sell, improve, develop, exchange, mortgage charge or otherwise dispose of any lands, buildings or any other assets.
- vi) To carry on the business of advertising contractors and agents, representatives, consultants, advisers, supply accessories for advertising material, to acquire and disposal of advertising time, space or opportunities in any media, to undertake advertising and promotional campaigns of any nature, to acquire and provide promotional requisites of every kind and description, and to carry on any other business which may be usefully carried on in connection with such business, and to acquire and undertake the whole or any part of the business as such contractors or agents, or any other business which may be usefully carried on in connection therewith.
- vii) To carry on business of manufacturing and distributors of a dealer in engraving, prints, pictures, drawings and any written, engraved, painted or printed productions, in all their branches.
- viii) To carry on the business of manufacturers of and dealers in paper cardboard, postcards, pictures cards, playing cards, transfers, pens, pencils, ink and stationery generally.
- ix) To purchase or otherwise acquire, erect, maintain, reconstruct, and adapt any offices, workshops, mills plant, machinery and other things found necessary or convenient for the purpose of the company.

- x) To amalgamate or enter into partnership whether perpetual or terminable for sharing profits, unions of interest, joint ventures, reciprocal concession or co-operation with any person, firm, association or group of persons carrying on or engaged in or about to carry on or engage in or in the transaction or cause of action which may seem to the company capable of being conducted so as directly or indirectly benefit the company or to prevent or minimize apprehended loss, damage or cost to the company or to such person, firm, society, association or group of persons and to purchase subscription for or, otherwise acquire and hold shares (fully or partly paid up) or stock in society, association or group of persons, and to sell, hold, reissue with or without guarantee or otherwise deal with such shares, stock or securities.
- xi) To purchase or otherwise acquire all or any part of the business properties and liabilities of any company, society, partnership or persons, formed for all or any part of the purpose within the objective of the company and to conduct and carry on, or liquidate and wind up any such business.
- xii) To manufacture, sell and generally deal in any plant, machinery tools, goods or things of any description which in the opinion of the company may be conveniently dealt with, by the company in connection with any of its objects.
- xiii) To improve, manage, develop, exchange mortgage, let or rent or in consideration of share of profits, either in money or kind otherwise grant license, easements and other rights of and over and in any manner dispose off the property and right of the company.
- xiv) To draw, accept and make and to endorse, discount and negotiate bills of exchange, promissory notes and other negotiable instruments.
- xv) To borrow, raise money or secure obligations (whether of the company or any other person) by the issue of debentures, debenture stock (perpetual or terminable) bonds, mortgages, or any other securities, founded or based up on

or any of the property and rights of the company including its uncalled capital, or without any such security and up on such terms as to priority or otherwise as the company shall think fit.







- xvi) To receive money deposits, with or without allowance of interest thereof.
- xvii) To advance and lend money up on such securities as may be thought proper or without taking any security thereof.
- xviii) To acquire by subscription, purchase or otherwise, and to accept and take, hold and sell, shares or stock in any company, society or undertaking, the object of which shall either in whole or part, be similar to those of this company or such as may be likely to promote or advance, the interests of this company.
- xix) To provide the welfare of persons in the employment of the company or formerly in the employment of the company of its predecessors in the business and their wives, widows and families of such persons by grant of money, pensions or other payments and to form, subscribe to or otherwise and benevolent religious, scientific national or other institution or aid by the company by reason of the nature or locality of its operations and otherwise.
- xx) To carry on, develop, extend and turn to account any trade, business or operation whatsoever which can in the opinion of the company could be advantageously or conveniently carried by the company by way of extension of or in connection with all or any of the trade, business and operations which the company is authorized to carry on or is calculated directly or indirectly to develop any branch of the company's business or to increase the value of or turn to account of the company assets, property or rights.
- xxi) Generally to do all such other things as may appear to be incidental or conducive to the attainment of the above objects or any of them and IT IS HEREBY DECLARED that in the interpretation of this clause the powers

conferred up on the company or by juxtaposition of two or more objects, nor shall any of the aforesaid objects or powers be deemed subsidiary or auxiliary merely to the objects mentioned the first or any other paragraph, save as is expressly provided, but so that the company shall have full power to exercise all or any of the powers conferred by and part of this clause in any part of the word and in the event of any ambiguity this clause and every paragraph hereof shall be construed in such a way as to widen and not to restrict the power of the company.

4. The liability of the members is Limited.

5. The Share capital of the Company is T. Shs. 1,000,000,000/= divided to 100,000 Ordinary shares of T. Shs. 10,000/= each with power to increase/reduce the capital or consolidate or subdivide the share into shares of larger or smaller amount and to all or any part of the said Capital. The company has the power to alter the capital value of shares and create classes to shares, attach special rights, limitations and obligations to shares from time to time as it may deem fit.

WE the undersigned 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 number of shares in capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS	NO. OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE OF SUBSCRIBERS
Edha Awadh Binkleb, P. O. Box 5055, Dar es Salaam.	5,000	
Faisal Edha Awadh, P. O. Box 5055, Dar es Salaam.	1,000	
Fuad Edha Awadh Binkleb, P. O. Box 5055, Dar es Salaam.	1,000	
Mohamed Edha Awadh, P. O. Box 5055, Dar es Salaam.	1,000	
Ally Edha Awadh, P. O. Box 5055, Dar es Salaam.	1,000	
Ally Salim Binkuleib, P. O. Box 5055, Dar es Salaam.	1,000	

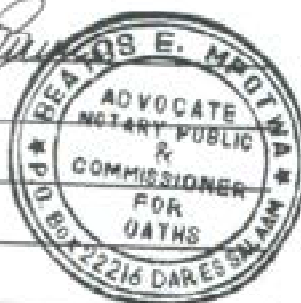
Dated at Dar es Salaam this 22nd day of July 2009.

Witness to the above signatures: -

SIGNATURE: _____

POSTAL ADDRESS: _____

QUALIFICATION: _____



THE COMPANY ACT, 2002

TANZANIA

Stamp Duty Shs. 2500/-
PAID ON ORIGINAL
Receipt No. 129/11/317-2009

Stamp Duty Officer

TANZANIA

Stamp Duty Shs. 2500/-
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Asst. Registrar of Companies

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

AZANIA POLYBAG INDUSTRIES LIMITED

INTERPRETATIONS

1. In these Regulations:

"the Act" means the Companies Act;

"the Articles" means the articles of the company;

"clear days" in relation to the period of a notice means that period excluding the day when the notice is given or on which is to take effect;

"the holder" in relation to shares means the member whose name is entered in the register of members as the holder of the shares;

"the seal" means the common seal of the company;

"secretary" means the secretary of the company or any person appointed to perform the duties of the secretary of the company;

Expressions referred to writing shall, unless the contrary intention appears, be construed as including reference to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise required, words or expressions contained in these Regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Regulations become binding on the company.

The regulation contained in Part I of Table A to the Companies Act, 2002 shall apply save for Regulation 22 and 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 for or modification of the provisions of Table "A" the following be the regulations of the Company.

PRIVATE COMPANY

2. The Company is 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 person who are in the employment of the company and of persons who have been formerly in employment of the Company) is limited to fifty, provided that where two or more persons hold one or more shares in the Company they shall for the purpose of this regulation be treated as a single member.
- (c) Any invitation to the public to subscribe for any share or debenture of the Company is prohibited.
- (d) The Company shall not have the powers to issue warrants to bearer.

SHARE CAPITAL & VARIATION of RIGHTS

3. Subject to the provision of the Act, and without prejudice to any rights attached to any existing shares, any share may be issued with such rights or restrictions, whether in

regard to dividend, voting, return of capital or otherwise as the company may by ordinary resolution determine.

4. Subject to the provision of Section 61 of the Act, any shares may, with the sanction of an ordinary resolution, be issued on the terms that they are, or at the option of the company are liable, to be redeemed on such terms and in such manner as the company before the issue of the shares may by special resolution determine.
5. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of the issue of the shares of that class) may, whether or not the company is being wound-up, be varied with the consent in writing of the holders of three-fourth of the issued share of that class, or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of the class. To every such separate general meeting the provisions of these regulations relating to general meetings shall apply, but so that the necessary quorum shall be 2 persons at least holding or representing by proxy 1/3rd of the issued shares of the class and that any holder of shares of the class present in person or by proxy may demand a poll.
6. The rights conferred upon the holders of the shares of any class shall not, unless otherwise expressly provided by the terms of issue of shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.
7. The company may exercise the power of paying commission conferred by Section 56 of the Act. Subject to the provisions of the Act, such commission may be stratified by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in other.
8. Accept as required by law, no person shall be recognised by the company as holding any share up on any trust, and the company shall not be bound by or to be compelled in any way to recognised (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any interest in fractional part of a share or (accept as otherwise provided by the articles or by law) any other rights or interests in

respect of any share except in absolute right to the entirety thereof in the registered holder.

ALTERATION OF CAPITAL

9. Articles 29 to 39 of Table "A" shall apply with following clarifications:

The company may by ordinary resolution:-

- a. Increase its share capital by the new shares of such amount, as the resolution prescribes;
- b. Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares.
- c. Subject to the provisions of Section 65(1)(d) of the Act, sub-divide its existing shares, or any of them, into shares of smaller amount than is fixed by the memorandum of association.
- d. Cancel shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.

If a call remains unpaid after it has become due and payable, shares can be forfeited and reissued or canceled by the directors as per the articles provided in Table A.

TRANSFER OF SHARES

10. The Directors may in their discretion and without assigning any reason thereof refuse to register the transfer of any share to any person whom to their opinion he/she is undesirable for any reason whatsoever to admit to membership.

11. Subject to Article 2 and 3 hereof rights 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 so long as any member or any person selected by the Directors as one who it is desirable in the interests of the Company to admit to membership.
- (b) Every shareholder of 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 desires to make such sales or such a transfer, such notice shall constitute the board of Directors as his agents for sale of such shares to any member or members of the company at a price to be agreed upon between the party giving such a notice and the board and in the case of difference the same shall be determined by the Auditor of the Company.
- (c) Upon the price of such shares being agreed on or determined as 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 the 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 desire to purchase the same and as far as may be proper according to the number of shares already held by them respectively, or if there be only one such shareholder the whole of such shares 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.

GENERAL MEETINGS

NOTICE OF GENERAL MEETINGS AND PROCEEDINGS

AT THE GENERAL MEETING

12. Articles 40 to 55 Table "A" shall apply subject to the following variations: -

- (a) A General meeting, Ordinary or Extra ordinary meeting may with the consent of majority of 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 or the members of the Company holding three votes of the issued shares of the Company shall be valid and effectual as an or inanity resolution duly passed at a general meeting of the company.

DIRECTORS

13. (a) Until otherwise determined by the Company in general meeting the Directors shall not be less than 2 and not more that 50 in number.

14. The following persons shall be the first Directors of the company:

- EDHA AWADH BINKLEB
- FAISAL EDHA AWADH
- FUAD EDHA AWADH BINKLEB
- MOHAMED EDHA AWADH
- ALLY EDHA AWADH
- ALLY SALIM BINKULEIB

15. The shareholding qualifications for the Directors may be fixed by the Company in General Meeting and unless and until so fixed no qualification shall be required.
16. The quorum of Directors for transaction business shall, unless otherwise fixed by the Directors, be 2 (Two).
17. Resolution in writing by all the Directors then in Tanzania shall be as valid and effectual resolution as if it had been passed at a meeting of Directors duly called and constituted.
18. The Directors may from time to time borrow or raised any money for the purpose of the company, which may exceed the issued share capital of the company.

BORROWING POWERS

19. The Directors may raise or borrow for the purpose of the company's business such sum or sums of money as they may think fit and they may secure the repayment of or raise any such 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 or by the issue, at such price as they may think fit, or 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.

ALTERNATE DIRECTORS

20. Each Director 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. Shall be subject in all other respect to be terms and conditions existing with reference to the directors of the Company and such alternate Directors when acting shall exercise 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 of inability to act as Director whom he represents he may subject to the like approval of the other Directors appoint a dully qualified person to act in his place.

SECRETARY

21. The Secretary shall be appointed by the Board for such terms as such remuneration and upon such conditions as it may think fit, and any secretary so appointed may be removed by the Board.
22. The board may authorize the auditors or their associates or any capable person to work as secretary to carry any specific secretarial work on payment of fees.

WINDING UP


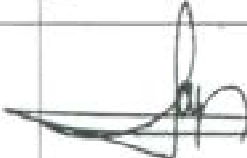




23. With the sanction of a Special Resolution of the shareholders any part of the assets of the company including any shares in other companies may be divided between the members of the company is special or may be vested in Trustees for the benefit of such members and the liquidation of the company be closed and the company dissolved by so that no member shall be compelled to accept any shares whereupon there is only liability.

INDEMNITY

24. Every Director, Managing Director, Agent, Auditor, Secretary and officers 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 favor or in which he is acquitted or in connection with any application (under Section 481 of the Act) which relief is granted to him by the court.

ALTERATION OR ADDITION

25. Subject to the provisions of the Act and those contained in the Memorandum of Association, the Company may by special resolution make an alteration and or addition to the memorandum and articles of association and alterations 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.

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Edha Awadh Binkleb, P. O. Box 5055, Dar es Salaam	5,000	
Faisal Edha Awadh, P. O. Box 5055, Dar es Salaam,	1,000	
Fuad Edha Awadh Binkleb, P. O. Box 5055, Dar es Salaam.	1,000	
Mohamed Edha Awadh, P. O. Box 5055, Dar es Salaam,	1,000	
Ally Edha Awadh, P.O. Box 5055, Dar es Salaam.	1,000	
Ally Salim Binkuleib, P. O. Box 5055, Dar es Salaam,	1,000	

Dated at Dar es Salaam this 22nd day of July 2009.

Witness to the above signatures: -

SIGNATURE:

POSTAL ADDRESS:

QUALIFICATION:

