

THE COMPANIES ACT 2002
(CAP. 212)
COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

LUMA WHALE CO LIMITED

Incorporated thisday of 2020

DRAWN BY:
SIDNEY MACDONALD MASUKA
(SUBSCRIBER)
P.O. BOX 70763
DAR ES SALAAM

THE COMPANIES ACT 2002 (CAP. 212)

COMPANY LIMITED BY SHARES



MEMORANDUM OF ASSOCIATION

OF

LUMA WHALE CO LIMITED

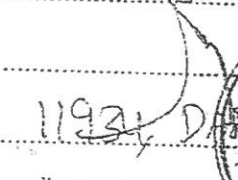
1. The name of the Company is "LUMA WHALE CO LIMITED"
2. The registered office of the Company shall be situated in Tanzania.
3. The objects for which the Company is established are:-
 - (a) Manufacture of other food products e.g decaffeinating and roasting of coffee, production of coffee product, manufacture of coffee substutes et.c.
 - (b) Manufacture of vegetable and animal oils and fats.
 - (c) Processing and preserving of meat.
 - (d) Processing and preserving of fruit and vegetable
4. The Liability of the Members in Limited.
5. The capital of the Company is Tanzania Shillings 250,000,000/= divided into 2500 shares of Tanzanian Shillings 100,000/= each. The Company shall have powers to increase its capital and to divide the shares in its capital for the time being into several classes of stock or shares and to attach thereto respectively such preferential, differed or special rights, privileges or condition as may be determined by or in accordance with the Article of Association of the company.

We, the several persons whose names, addresses and descriptions 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, POSTAL ADDRESS AND DESCRIPTION OF SUBSCRIBER	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE OF EACH SUBSCRIBER
SIDNEY MACDONALD MASUKA P.O. BOX 70763 DARE S SALAAM	1025	
SU JIN HA 441-18 ILSANRO, GOYANG CITY. SOUTH KOREA	975	

Dated at D'SALAM this 10TH day of DECEMBER, 2020

Name: SILVESTER EUSEBI SHAYO

Signature: 

Postal Address: 11934 DARE S SALAAM

Qualification: ADVOCATE



THE COMPANIES ACT, NO. 12 OF 2002

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

LUMA WHALE CO LIMITED

PRELIMINARY

Interpretation

1. In these Regulations:-

“The Act” means the Companies Act” 2002 of the Laws of Tanzania

“The article” 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 it is to take effect.

“The holder” 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 means the secretary of the company or any person appointed to perform the duties of the secretary of the company.

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

Unless the context otherwise requires, 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.

Table A of the Company Act shall apply accordingly save where it is otherwise provided in these Articles of Association.

PRIVATE COMPANY

2. The Company is a private company and accordingly.
 - (a) The right to transfer shares is restricted in manner hereafter prescribed;
 - (b) The members of the company (exclusive of persons who are in the employment 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 article, 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.

The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.

ALLOTMENT OF SHARES

- 3 Subject to the provisions of these Articles the shares shall be at the disposal of the Directors, and they may (subject to the provisions of the Act) allot, grant option over or otherwise dispose of them to such persons, on such terms and conditions, and at such times as they think fit, but so that no share shall be issued at a discount, except in accordance with the provisions of the Act.

CALLS ON SHARES

4. The Directors may, from time to time, subject to the provisions of these Articles and to any conditions of allotment, make such calls upon the shareholders in respect of all moneys unpaid on their shares as they may think fit. A call may be revoked or postponed as the Directors may determine.

CERTIFICATES

5. Every person, whose name is entered as a member in the register shall be entitled, without any payment, to receive within two months after allotment or lodgment of transfer or within such other period as the condition of issue shall provide, a certificate under the seal specifying the shares allotted or transferred to him and the amount paid thereon, provided that in the case of joint holders, the company shall not be bound to issue more than one certificate to each of the joint holders and delivery of such certificate to any one of them shall be sufficient delivery to all.
6. If any such certificate shall be worn out, defaced, destroyed or lost, it may be renewed on such evidence being produced, as the Directors shall require and it may be renewed in case of wearing out or defacement on delivery of the old certificate and in case of destruction or loss on execution of such indemnity. In case of destruction or loss, the member to whom such renewed certificate is given, shall also bear and pay to the Company all expenses incidental to the investigation by the company of the evidence of such destruction or loss and to such indemnity.

PROHIBITION OF DEALING IN COMPANY'S SHARES

7. The company shall not give, whether directly or indirectly or whether by means of a loan guarantee, the provision of security or otherwise financial assistance for the purpose of or in connection with the purchase or subscription made or to be made by any person or for any shares in the company or in its holding company (if any) nor shall the company make a loan for any purpose whatsoever on the security of its shares or those of its holding company.

LIEN

8. The company shall have a first and paramount lien on every share for all moneys (whether presently payable or not) called or payable at a fixed time in

respect of that share and the company's lien, if any, on a share, shall extend to all dividends payable thereon.

TRANSFER OF SHARES

9. All transfer or shares may be affected by transfer in writing in the usual common form, under hand only.
10. The instrument of transfer of a share shall be signed by or on behalf of the transferor and transferee and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register in respect thereof.
11. The Directors may refuse to register a transfer of any share to any person who in their opinion is undesirable in the interests of the company to admit to membership. No transfer shall be registered by any reason thereof if the numbers would exceed the limit herein before prescribed.
12. The Directors may decline to recognize any instrument of transfer unless the instrument of the transfer is deposited at the office or such other place as the Directors may appoint, accompanied by the certificate of the shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer.

TRANSMISSION OF SHARES

13. In case of the death of a shareholder, the survivor or survivors (when the deceased was a joint holder) and the executors or administrators of the deceased (when he was a sole or only surviving holder), shall be the only persons recognized by the company as having any title to his shares, but nothing herein contained shall release the estate of a deceased holder (whether sole or joint) from any liability in respect of any share solely or jointly held by him.
14. Subject to any other provision of these Articles, if the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the secretary, at the registered office or the company, a notice in writing, signed by

him, stating that he so elects. If he shall elect to have his nominee a transfer of such share.

All the limitations, restrictions and provisions of these Articles, relating to the right to transfer of such share. And the registration of transfer as aforesaid, as if the death of bankruptcy of the member had not occurred and the notice of transfer executed by such member.

15. A person becoming entitled to a share, in consequence of the death of bankruptcy of a member, shall be entitled to receive and may give a good discharge for all dividends and other moneys payable in respect thereof, but shall not be entitled to receive notices of or to attend or vote at meetings of the company or, save as aforesaid, to any of the rights or privileges of a member until he shall become a member in respect of the share.

FORFEITURE OF SHARES

16. If any member fails to pay the whole or any part of any call on or before the day appointed for the payment thereof, the Directors may at any time thereafter during such times as the call remains unpaid or any part thereof, serve a notice on him requiring him to pay such call or such part thereof as remains unpaid together with any accrued interest and any expenses incurred by the company by reason of such non-payment.
17. The notice shall name a further day (not being less than fourteen days from the date of the notice) on or before which such call or any part thereof as aforesaid and all such interest and expenses as aforesaid, are to be paid. It shall also name the place where payment is to be made and shall state that in the event of non-payment, on or before the time and at the place appointed, the shares in respect of which such call was made will be liable to be forfeited.
18. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which such notice has been given may, at any time thereafter,

before payment of all calls, interest and expenses due in respect thereof has been made, be forfeited by a resolution of the Directors to that effect.

19. A forfeiture of shares under the preceding Article shall include all dividends declared in respect of the forfeited shares not actually paid before the forfeiture.

20. Where any share has been forfeited in accordance with these Articles, notice of the forfeiture, by transmission as the case may be, shall forthwith be given to the holder of the shares and an entry of such notice having been given and of the forfeiture with the date thereof shall forthwith be made in the register opposite to the entry of the share; but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make such entry as aforesaid.

21. Notwithstanding any such forfeiture as aforesaid, the Directors may, at any time before the forfeited share has been otherwise disposed of, permit the share so forfeited to be redeemed upon the terms of payment of all calls, interest due upon and expenses incurred in respect of the share and upon any further or other terms they may think fit.

22. Every share which shall be forfeited shall thereupon become the property of the company and may be either cancelled or sold or re-allocated or otherwise disposed of, either to the person who was before forfeiture the holder thereof or entitled thereto or any other person, upon such terms and in such manner as the Board shall think fit and whether with or without all or any part of the amount previously paid on the shares being credited as paid. The Directors may, if necessary and subject to the provisions of the Act, authorized the transfer of a forfeited share to any other person as aforesaid.

23. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding, remain liable to pay to the company all moneys which, at the date of forfeiture, were presently payable by him to the company in respect of the share, with interest thereon at such rate

equal to the prevailing prime lending rate of the bank, but his liability shall cease if and when the company receives payment in full of the nominal amount of the shares plus accrued interest thereon.

24. A statutory declaration in writing that the declaring is a Director of the company has been duly forfeited on a date stated in the d declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. The company, through its secretary, may receive the consideration, if any, given for the above on any sale or disposition thereof and may execute a transfer of the share in favor of the person to whom the share is sold or disposed of and he shall thereupon be registered as the holder of the share and shall not be bound to see as to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sales or disposal of the share.
25. The provision of these regulations, as to the forfeiture, shall apply in the case of non-payment for any such share, by the terms of issue of which it becomes payable at a fixed time, whether on account of the amount of the shares or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

INCREASE OF CAPITAL

26. The company may from time, by ordinary resolution, increase the share capital by such sums, to be divided into shares of such amount, as the resolution shall prescribe.
27. The company, by the resolution increasing the capital, may direct that the new shares or any of them be offered in the instance either at per or at a premium or (subject to the provisions of section 38; of the Act) at a discount to all the holders for the time being of shares, of any class or classes, in proportion to the number of such shares held by them respectively or may make any other provisions as to the issue of the new shares. In the absence of any such direction or so far as the same shall not provide, the new shares shall be at the disposal of the Board, which

may offer, allot, grant options over or otherwise dispose of them to such person and on such terms as it shall think fit.

28. Unless otherwise stated in the terms of the issue, the new share shall be subject to the same provisions with reference to the payment of calls, lien, transfer, transmission, and forfeiture and otherwise, as the original share capital.

BORROWING POWERS

29. The Directors may exercise all the powers of the company to borrow money and to mortgage or charge its undertaking, property and uncalled capital or any part thereof and to issue debenture stock and other securities whether outright or as a security for any debt, liability or obligation of the company or of any third party.

GENERAL MEETING

30. Subject to the provision of section 112 of the Act, General Meetings shall be held at least once in every calendar year at such time not being more than fifteen months after the holding of the last preceding General Meeting which shall be called "ordinary General Meetings" and all other meetings of the company shall be called Extraordinary General Meetings".
31. The Directors may, whenever they think fit, convene an Extraordinary General Meeting and they shall, on the request in writing of the holders of not less than one-tenth of the issued capital of the company, upon which all calls or other sums then due have been paid, forthwith proceed to convene an Extraordinary General Meeting and the provisions of Section 114 of the Act shall apply.

NOTICE OF GENERAL MEETING

32. Subject to the provisions of section 113 and 117 of the Act twenty one days notice at the least inclusive of the day for which the notice is given, specifying the place, the day and the hour of the meeting and in case of special business, specifying the nature of the business, shall be given to such persons as are

entitled, under the regulations of the company, to receive notice from the company, PROVIDED that with the consent of all the members entitled to receive notice of some particular meeting obtained in writing, such meeting may be convened by such shorter notice and in such manner as those members may think fit.

VOTES OF MEMBERS

33. On a show of hands, every member present in person shall have one vote and for this purpose a person who is present as the representative of a corporation shall be treated as if he was a member present in person and on a poll every member present in person or by proxy shall have one vote for each share of which he is the holder.
34. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorized in writing or if the appointer is a corporation either under seal or under the hand of an officer or attorney duly authorized. A proxy need not be a member of the company. The instrument should thereafter be annexed to the minutes of the meeting as evidence of the proxy.

DIRECTORS

35. Subject to the provision of the Act and unless otherwise determine by the company in general Meetings, the number of Directors shall not be less than two nor more than Seven in number. The first Directors of the Company shall be :
1. SIDNEY MACDONALD MASUKA.
 2. SU JIN HA.
36. The remuneration of the Directors shall from time to time be determined by the company in General Meetings.
37. The Directors shall be entitled to be repaid all travelling, hotel and other expenses incurred by them in and about the business of the company, including their expenses of travelling to and from Board and Committee Meetings or General Meetings.

38. If any Director, being willing, shall be called upon to perform extra services for the purposes of the company, the company shall remunerate such Director by a fixed sum or percentage of profits or otherwise as may be determined by the Board and such remuneration may be either in addition to or in substitution for his reimbursement above provided.
39. Unless otherwise determined by the company in General Meetings, the Chairman of the Board of Directors shall be appointed by the Board and his remuneration shall be fixed by the Board and the General Meeting of the Company.

POWERS OF DIRECTORS

40. The business of the company shall be managed by the Directors, who may pay all expenses incurred in setting up and registering the company and any exercise all such powers of the company as are not by the Act or by these articles required to be exercised by the company in General Meeting, subject nevertheless to any regulations of these Articles, to the provisions of the Act and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by Extra Resolutions of the company in General Meetings shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Board by any other Article

DISQUALIFICATION OF DIRECTORS

41. The office of a Director shall ipso facto be vacated;
- (a) if the be found lunatic or becomes of unsound mind;
 - (b) if the becomes bankrupt or compounds with his creditors;
 - (c) if the absents himself from the meetings of the Directors for two consecutive meetings or which notice was duly sent to him, without special leave of absence by the Directors resolve that his office he vacated;

- (d) If by Extraordinary Resolution, he is removed from office;
- (e) If by notice in writing to the Secretary, at the registered office of the company, he resigns his office;
- (f) If he shall, pursuant to the Act, be prohibited from acting as Director.

PROCEEDINGS OF DIRECTORS

42. The continuing Directors may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the number fixed by or pursuant to the regulations of the company as the necessary quorum of Directors, the continuing Directors may act for the purpose of increasing the number of Directors may act for the purpose of increasing the number of Directors to that number or summoning a General meeting of the company, but for no other purpose.
43. All acts done by an meeting of the Board or a committee or by any Director acting under delegated powers, as provided in the preceding Articles, shall, as regards all persons dealing in good faith with the company, notwithstanding that it be afterwards discovered that there was some defects in the appointment of any such committee or Directors acting as aforesaid, in that they or any of them were disqualified, be as valid as if every such person had been qualified so to act.
44. A resolution in writing, signed by all the Directors for the time being shall be as effective as a resolution passed at a meeting of the Directors duly convened and held and may consist of several documents in the like form each signed by one or more of the Directors.
45. A meeting of the Directors at which a quorum is present, shall be competent to exercise all powers and discretion for the time being exercisable by the Directors.

DIVIDENDS

46. The profit of the company available for dividend and resolved to be distributed shall be applied in the payment of dividends to the members in accordance with

their respective right. The company in General Meetings may declare dividends accordingly.

47. When any asset, business or property is bought by the company as from the past date (whether such date before or after the incorporation of the company) the company shall, as from that date, take the profits and bear the losses thereof, such profits or losses, as the case may be, shall, at the discretion of the Board, be credited or debited wholly or in part to revenue account and in that case the amount so credited or debited shall, for the purpose of ascertaining the funds available for dividend, be treated as a profit or loss arising from the business of the company and available for divided accordingly.

2If any share or security are purchased cum-dividend or interest, such dividend or interest, when paid may at the discretion of the Directors be treated as revenue and it shall not be obligatory to capitalize the same or any part.

48. The Directors may deduct from any dividend or bonus payable to any member, all sums of money, if any, presently payable by him to the company on account of calls or otherwise.
49. The Director may retain any dividends and bonuses payable on shares on which the company has a lien and may apply the same in or towards satisfaction of the liability in respect of which the lien exists.

ACCOUNTS

50. The Directors shall cause proper books of account to be kept with respect to:
- (a) All sum of money received and expended by the company and the matters in respect of which the receipt and expenditure takes place;
 - (b) All sales and purchases of goods by the company;
 - (c) The assets and liabilities of the company

51. The books of account shall be kept at the registered office of the company or (subject to the provisions of the Act at such other place or places as the Directors think fit and shall always be open to the inspection of the Directors.
52. A copy of every balance sheet including every document required by law to be annexed thereto which is to be laid before the company in General Meeting together with a copy of the Auditor's report, shall, not less than fourteen days before the date of the meeting, be sent to all persons entitled to receive notices of General Meeting of the company.

THE SEAL

53. The seal shall not be affixed to any instrument except by the authority of a resolution of the Directors and shall be so affixed in the presence of at least one director and the Secretary or some other person approved by the Directors, both of whom shall sign every instrument to which the seal is so affixed in their presence.



AUDIT

54. The company in General Meeting shall appoint Auditors of the company and their tenure and duties shall be regulated in accordance with the Act

NOTICES

55. Any notice or document may be served by the company upon any member, either, personally, or by telecopy or telex, or by sending it through the post in a prepaid registered place or address notified to the company
56. Any notice or document sent by telex or telecopy or prepaid post shall be given to every member of the company.
57. Save and except so far as the provisions of the statutes, the Directors, Auditors and Secretary and other officers for the time being of the company and the trustees, if any, for the time being acting in relation to any of the officers of

the Company shall be indemnified out of its assets against all costs, charges, expenses, losses and liabilities sustained or incurred by him in the conduct of the Company's business or in the discharge of his duties.

NAMES, POSTAL ADDRESS AND DESCRIPTION OF SUBSCRIBER	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE OF EACH SUBSCRIBER
SIDNEY MACDONALD MASUKA P.O. BOX 70763 DARE S SALAAM	1025	
SU JIN HA 441-18 ILSANRO, GOYANG CITY, SOUTH KOREA	975	

Dated at NSAJAJAM this 10TH day of DECEMBER, 2020

Name: SILVESTER EUSEBI SHAYO

Signature: _____

Postal Address: _____

Qualification: _____

