

THE COMPANIES ACT 2002, ACT NO. 12 OF 2002

COMPANY LIMITED BY SHARES

MEMORANDUM
AND
ARTICLES OF ASSOCIATION

OF

MILGO LOGISTICS LIMITED

Incorporated the day of 2019

DRAWN BY:

ADEN IBRAHIM ABDI
P.O BOX 76608
DAR ES SALAAM.
SUBSCRIBER

THE COMPANIES ACT 2002, ACT NO. 12 OF 2002

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
OF
MILGO LOGISTICS LIMITED

1. The name of the Company is **MILGO LOGISTICS LIMITED**
2. The Registered Office of the Company will be situated on the mainland of the United Republic of Tanzania.
3. The purpose for which the Company is established is the transaction of any and all lawful business for which companies may be incorporated in Tanzania; and more particularly the Company shall have powers:-
 - (a) To establish, organize, manage, run, charter, conduct, contract, develop, handle, own, operate and to do business as fleet carriers, transporters, in all its branches on land, air, water, & space, for transporting goods, articles, or things on all routes and lines on National and International level subject to law in force through all sorts of carries like trucks, lorries, trawlers, dumpers, coaches, tankers, tractors, haulers, jeeps, trailers, motor buses, omnibuses, motor taxies, railways, tramways, aircrafts, hovercrafts, rockers, space shuttles, ships, vessels, boats, barges and so on whether propelled by petrol, diesel, electricity, steam oil, atomic power or any other form of power.
 - (b) To carry on the business of clearing and forwarding agents, courier and cargo handlers, handling and haulage contractors, warehousemen, common carriers by land, rail, water and air, container agents, to handle goods and passengers within the country and outside and to carry on the business of tour and travel operators and to act as customs agents, landing agents, stevedores and longshoremen.
 - (c) to carry on the business of chartering, transport, forwarding, trucking, handling, stowage and storage, handling of shipping and other documents and of shipping agent and customs agent.

- (d) To carry on the business as agents, distributors, merchants, importers, exporters, traders, contractors, warehousemen and to establish, maintain, operate and/or run agency lines in goods, stores, consumable items, durable merchandise, chattels and effects of every kind and description in any place in the world and without limiting the generality of the above, to carry on business as Selling Agents, Buying Agents, Factors, Carriers, Jath Merchants, Landing Clearing and Forwarding Agents, Commission Agents, Insurance Agents, Distributors and Stockiest, Brokers and/ or in any other capacity.
- (e) To carry on the business of clearing and forwarding agents, courier and cargo handlers, handling and haulage contractors, warehousemen, common carriers by land, rail, water and air, container agents, to handle goods and passengers within the country and outside and to carry on the business of tour and travel operators and to act as customs agents, wharfingers, landing agents, stevedores and longshoremen.
- (f) To carry on the business as agents, distributors, merchants, importers, exporters, traders, contractors, warehousemen and to establish, maintain, operate and/or run agency lines in goods, stores, consumable items, durable merchandise, chattels and effects of every kind and description in any place in the world and without limiting the generality of the above, to carry on business as Selling Agents, Buying Agents, Factors, Carriers, Merchants, Landing Clearing and Forwarding Agents, Commission Agents, Insurance Agents, Distributors and Stockiest, Brokers and/ or in any other capacity.
- (g) to construct, develop, maintain, build, equip, or otherwise deal with roads, artery, avenue, byway, lane, concrete, bridges, parking lot, parkway, pathway, passage, trail, highway, superhighway, thoroughfare, thruway, route, expressway, pavement, subway, passageway and to carry on the business of construction brokers, construction contractors, road design, road maps, road signs, road conditions, repairing, servicing and managing roads and road going vessels for inland ways.
- (h) to carry on the business of builders, architects, property valuers and surveyors, brick and tile makers, lime burners, chalk marker, soaps manufacturing, house and estate agents.
- (i) to carry on business as owners, carriers and transporters by air, railways, inland

and water or in any other capacity, in the United Republic of Tanzania and elsewhere, and to import, export, buy, sell, barter, exchange, pledge, make advances upon, or otherwise deal in goods, produce, articles and merchandise relating to construction and architect business generally as agents, factors and brokers for the sale or purchase of goods and the provision of services of construction and architect business and inland travel.



- (j) to undertake and execute agency or commission work of all kinds and to act
- (k) to sell, purchase, auction and supply any kind of hardware materials and electronic equipments, internet and secretarial services and other related goods at any part of Tanzania or elsewhere.
- (l) to carry on the business of warehousemen and storers of goods, wares and merchandise of every kind and description whatsoever.
- (m) deal in jewellery and gems, arts and crafts, antiquities and other treasures, souvenirs, sculpture and pottery, etc
- (n) carry out 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.
- (o) carry out all or any of the business of general merchants, importers, exporters and/or dealers in goods and/or articles of any description whatsoever.
- (p) To carry on all or any of the business of information technology, stationers, printers, lithographers, stereotypes, engravers, photographic printer, photo lithographers, typesetting machine operators, die sinkers, envelope makers, book binders, account book manufactures, machine, rules, numerical, printers, paper makers, paper baffles and account book makers, box makers, flax and box files makers, cardboard manufactures, type founders, photographers, manufactures of and dealers in parchment, stamp, agents of payments of stamp and other duties, advertising agents, designers, draftsmen, manufactures, book sellers, publishers and dealers in materials used in the manufacturers or any other articles or things or character similar or analogous to the foregoing or any of them or connected therewith and to deal in the manufacture of and sell by wholesale or retail of school chalks and secretarial services.

- (q) To carry on the business of promoting, organizing functions exhibitions, staging of events and festivals, training seminars, workshops and public meetings.
- (r) To provide, facilitate and provide various services in different occasions or events and any other business and services of similar nature.
- (s) To undertake jobs as interior decorators, furnishers, clearers, cleaners, repairs and render services in all other auxiliary fields and to carry on the business of manufacturing, selling, buying, letting on hire and otherwise dealing in all kinds of furniture, fixtures carpets, linoleums, art goods, as may be required in connection with the interior decoration of flats, row houses, and residential and commercial premises.
- (t) To carry on the business of cleaning and fumigating offices, hotels, houses, flats, factories, mills, shops, stores, garages, ways, roads.
- (u) To carry on the business of customer robe, dress, mantle makers, tailors, silk makers and suppliers of clothing, lingerie and trimmings of every kind, corset makers, furriers, general drapers, haberdashers, milliners hosiery, gloves, lace makers and dealers, feather dressers and merchants, hatters, boot and shoe makers, dealers in fabrics, ribbons, perfumes and flowers (artificial and natural) and materials of all kinds.
- (v) To carry on the business of hairdressing, haircutting, trimming, styling, setting, hair dyeing, shampoo treatment, massaging of scalp, beauty treatment, relaxing, facial manicure, pedicure, waxing, acne treatment and all sorts of beauty soap, creams, lotion, all types of cosmetics, hair lotion, essential oils, dentifrices, bleaching preparations and other substances for laundry use, clearing, polishing, scouring and abrasive preparations.
- (w) to conduct research, consultancy, entrepreneurship development training, business advisory, credit provision, to starting and managing mechanical and automobile workshop, business training, establishment of health centers such as, hospitals, pharmacies and other related social and business services.
- (x) to carry on the business of manufacturing, buying, selling, dealing and trading in building materials, sanitary ware and accessories, building contractors,

mechanical engineering, general civil works, renovation, office partition, decoration, maintenance of buildings, plumbing and furniture


- (y) to carry on the business of manufacturing and processing all kinds of instruments and machines, foodstuffs and products, electronic and mechanical appliances, and any processes for commercial and industrial applications; and to manufacture, buy, sell, import and export and deal trade-in manufactures' and mill supplies, engines, boilers, machinery, tools, machine shops and electrical supplies and appliances, foundry and factory supplies and appliances, foundry and factory supplies and hardware of all kinds.
- (z) to establish, and carry on the business of manufacturers, manufacturers' representatives, agents, importers and suppliers of all electronics, multimedia and equipment used in modern telecommunication systems such as telex, cable, telegraph, fax, television and satellite equipments and all other necessary appliances required by customers in modern telecommunication systems.
- (aa) to carry on business as manufacturers, manufacturer's representatives, agents, factors of manufacturers, importers and suppliers distributors of all types of pharmaceutical, medicines and drug related hardware, peripherals accessories and other pharmaceutical related items as well as all kinds of pharmaceutical packages, in addition, all types of cleaners including disinfectants, detergents, soap cosmetics, toothpaste and related products.
- (bb) to carry on the business of travel agents, tourist and contractors, hotel and bar, apartment, inns, motels, auto-courts, lodging, house keepers and caterers; and generally to facilitate traveling and to provide for provisions of accommodation, communication facilities, entertainment facilities, provisions of guides, safe deposits, inquiry language aids, baggage transport an arranging and operating packages tours.
- (cc) to carry on the business of safari contractors, organizers and operators, and to equip, organize and manage hunting photographic, cinematic, game fishing ornithological and other safaris and expeditions of all kinds.
- (dd) to establish, sustain manage the following business: air travel booking domestic and international, hotel booking, tour safaris, holiday planners, hunting safari, mountain climbing, sight seeing, charter planes and any other activities

We, the several persons whose names, addresses and descriptions are hereto 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 Occupation of Subscribers	Number of Shares taken by each	Signature of Subscribers
MR. ADEN IBRAHIM ABDI, P.O.Box 76608, Dar es Salaam Tanzania.	99	
MR. MOHAMED ABDI IMAN, P.O.Box 334, Tabora Tanzania.	1	

Dated at Dar es Salaam this 29th day of March 2019

WITNESS to the above signatures:

Signature: OLIVER MARK

 Postal Address: 8211
DSM
 Qualification: ADVOCATE.



THE COMPANIES ACT 2002, ACT NO. 12 OF 2002

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF
MILGO LOGISTICS LIMITED

INTERPRETATION

1. In these articles:-

"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 deemed to be given and the day for which it is given or on which it is to take effect;

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

"Secretary" shall mean any person appointed to perform the duties of Secretary of the Company;

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

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

MEMBERS

2. The number of members with which the company proposes to be registered is but the directors may from time to time register an increase of members.
3. The subscribers to the memorandum of association and such other persons as the directors shall admit to membership shall be members of the company.

GENERAL MEETINGS

4. The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notice calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the company and that of the next.

Provided that so long as the company holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place, as the directors shall appoint.

5. All general meetings other than annual general meetings shall be called extraordinary general meetings.
6. The directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or in default, may be convened by such requisitions, as provided by section 133 of the Act. If at any time there are not within the Tanzania sufficient directors capable of acting to form a quorum, any director or any two members of the company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meeting may be convened by the directors.

NOTICE OF GENERAL MEETINGS

7. Every general meeting shall be called by twenty-one clear days' notice in writing at the least. The notice shall specify the place, the day and hour of meeting and, in case of special business, the general nature of that business:



Provided that a meeting of the company shall, notwithstanding that it is called by shorter notice than that specified in this article be deemed to have been duly called if

it so agreed:-

- (a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and
 - (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representation not less than ninety – five percent of the total voting rights at that meeting of all the members.
8. Subject to the provisions of the articles, the notice shall be given to all the members, to all persons entitled to a share in consequence of the death or bankruptcy of a member and to the directors and auditors. The accidental omission to give notice of a meeting to, or the non receipt to notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.


PROCEEDINGS AT GENERAL MEETINGS

9. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the directors and auditors, the election in the place of those retiring and the appointment of, and the fixing of the remuneration of the auditors.
10. 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; two persons, entitled to vote on the business to be transacted, each being a member or a proxy for a member or a duly authorized representative of a corporation, shall be a quorum.
11. If within half an hour from the time appointed for the meeting quorum is not present, or if during the course of a meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the directors may determine.
12. The Chairman, if any, of the board of directors or in his absence some other director nominated by the directors shall preside as chairman of the general meeting, but if

Names, Postal Address Occupation of Subscribers	Number of Shares taken by each	Signature of Subscribers
MR. ADEN IBRAHIM ABDI, P.O.Box 76608, Dar es Salaam Tanzania.	99	
MR. MOHAMED ABDI IMAN, P.O.Box 334, Tabora Tanzania.	1	

Dated at Dar es Salaam this 29th day of March 2019

WITNESS to the above signatures:

Signature: OLIVER MARK

Postal Address: 8211
8M
Qualification: ADVOCATE.

