

**THE COMPANIES ACT No. 12 OF 2002**

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**COMPANY LIMITED BY SHARES**

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**Memorandum**

**And**

**Articles of Association**

**of**

**Zanex Logistics Limited**

Incorporated this .....day of ..... 2022

**DRAWN BY:**

LUSAJO L. MWAIKA

(PROMOTER)

P. O. BOX 34251

DAR ES SALAAM

**TANZANIA**

**THE UNITED REPUBLIC OF TANZANIA**

**CERTIFICATE OF INCORPORATION**

**NO.....**

**I HEREBY CERTIFY THAT**

**Zanex Logistics Limited**

**On this day incorporated under the Companies Act, No.12 OF 2002 and  
that the Company is a Private Company Limited by Shares.**

Given under my hand at Dar es Salaam this..... day of.....  
Two Thousand and Twenty Two

.....  
**Asst. Registrar of Companies**

THE COMPANIES ACT (CAP. 212)

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

ZANEX LOGISTICS LIMITED

1. The name of the Company is **ZANEX LOGISTICS LIMITED**.
2. The Company's registered office shall be situated in the **United Republic of Tanzania**.
3. The objects for which the Company is formed are:
  - (a) To carry on, all or any, in Tanzania or in any part of the world, the business of general merchants, traders, suppliers, importers, stores, storekeepers, removers, packers, brokers, distributors, manufacturers, manufacturers' representatives, commission, insurance, managing financial and general agents, investors, franchisors, carriers ship-owners; and or in any other capacity, and dealers in, and to buy, prepare, manufacture, render marketable, sell, barter, exchange, pledge, charge, make advances on and otherwise deal in or with or turn to account by wholesale or retail goods, general merchandise and other commodities of all kinds and description.
  - (b) To carry on the businesses of the provider of transportation logistics services to any person, firm, company, body corporate, or association of persons in Tanzania or abroad in relation to transport of persons and goods, of all kinds and descriptions, including but not limited to planning, design, documentation management and co-ordination with regard to transportation, physical transport by all means of transportation by land, sea, inland waterways, air, and multimodal transport e.t.c.
  - (c) To carry on the business of management of warehouses and logistics centers, undertaking warehousing services and managing all statutory compliances relating to transportation services and related services, warehousing services, supply-chain management solutions, information technology/communication support and while rendering such service, engage in providing for sale, rent, advertisement space on the vehicles, trucks, warehouses, to third parties and development and sale of for managing transportation service.
  - (d) To carry on activities of managing container freight stations and act as Freight contractors, Freight Forwarding Agents, Customs House Agents, Customs Handling service providers, providing specialized services like fleet management including carrying out the activities of washing, servicing, repairing, maintaining, denting, painting of all types of Vehicles and all other activities related thereto and distribution management, cold chain management for the retail chain, packaging, kitting and labeling and similar services, logistics business management and related activities such as customer service support, maintenance, and documentation management relating to logistics software like tracking, routing, scheduling, documentation management and back-end data generation for billing and service level agreement activities for successful deployment of vehicles to carry on the purposes of this company.

- (e) To establish, organize, manage, run, charter, conduct, contract, develop, handle, own, operate, and do business as fleet carriers, and 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 the law in force through all sorts of carries like trucks, lorries, trawlers, dumpers, coaches, tankers, tractors, haulers, jeeps, trailers, motor buses, omnibuses, motor taxis, railways, tramways, aircraft's, 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.
- (f) To carry on in Tanzania and anywhere else in the world, B2B and B2C business of providing solutions and services in "Transport" in all its forms and perspectives and to undertake all such activities as are connected, linked or associated which includes but not limited to manage, run, contract, handle, operate as consultancy/provider of Supporting and auxiliary transport activities for fleet carriers, transporters, in all its branches on land, air, water for transporting goods on all routes and lines on National and International level and to provide material management, transportation, warehousing distribution and marketing of goods and to provide storage and protection of goods against rain, fire, and other natural calamities.
- (g) To act as representative, Agent, Sub Agent, Commission Agent of local and foreign companies, firms, persons, states, and other bodies corporates and to represent them before the different authorities, corporates, and bodies and to act as their sales, purchase representatives and to render services to them for transporting warehousing, distributing, and maintaining all types of goods and equipment in good conditions supplied by the principals.
- (h) To undertake and carry on the business of logistics solution provider in any or all of its aspects i.e. multimodal transportation, warehousing, distribution, providing MIS and related documentation, act as Power of Attorney holders for the customers, to collect the sale proceeds on behalf of the customers and any other services related with the logistics/transport.
- (i) To carry on the business of public carriers, transporters and carriers of goods, passengers, merchandise, documents, parcels, services of pickup and delivery of documents, parcels, door to door/desk service of small, medium, bulk; odd or any size or type of consignments of all types of goods and merchandise including parcels, documents, refrigerated and frozen goods, public printed materials and household articles by company-owned aircraft, and/ or by leased or hired aircraft and acquire permits for operating company-owned or leased or hired aircraft or any other airborne vehicle on any route in India or in any part of the world or in space.
- (j) To establish in Tanzania or in any part of the world, National and International courier business and to hold and deliver or arrange to deliver either on own arrangement or through representatives or the agents, customers parcels articles, other consignments and negotiable instruments from one place to another in Tanzania or in any part of the world and/or undertake and carry out the work of loading, unloading, handling forwarding and clearing agents for and on behalf of the owners of goods, luggage, parcels, articles, commodities, merchandise, livestock and other movables of every description and nature whatsoever in India or in any part of the world.
- (k) To carry on the business of and acquire permits for public carriers, transporters and carriers of goods, passengers, merchandise, documents, parcels, express cargo services of pick up and delivery of documents, parcels, all types of goods and merchandise, door to door/desk to desk service of small, medium, bulk, odd or any size or type of consignments including refrigerated and frozen goods, public issue materials and household articles on land, water or air by any conveyance whatsoever and to acquire permits for plying lorries, buses, cars, rails own aircraft and/or hired aircraft, ships, vessels, etc. on any route in Tanzania or in any part of the world.

- (l) To acquire permits for plying ship, ferries, rails, lorries/trucks, buses, cars, boats and steamers, and other services and to operate ships, rails, buses, lorries/trucks, or other vehicles as the case may be on any routes in Tanzania and/or outside Tanzania.
- (m) To carry on the business of manufacturers, fabricators, assemblers, and deal in all types of vehicles including buses, omnibuses, taxi-cabs, motor cars, motor lorries, motor trucks, trunks, and motor vans, jeeps of every description and kind.
- (n) To carry on the business of buying, selling, importing, exporting, trading, and otherwise dealing in all types of goods, merchandise and materials including but not limited to machinery components, automobile parts and accessories including tires, food & provisions, textiles, and textile products, household goods, personal products, consumer durables, electric and electronic goods, home improvement products, footwear, luggage, books, periodicals, newsprint and stationery, office equipment, health care and beauty products, toys, gift articles, music, computers & accessories, telecom products, agricultural input products, furniture and furnishings, and software and generally to carry on the business as a trader in Tanzania and/or overseas.
- (o) To undertake and carry on the business of non-scheduled air transport services by airplane/helicopters and to provide non-scheduled air-transport services for the carriage of passengers, mail, and freight.
- (p) To carry on the business of processing, packing, trading – wholesale and retail, distribution for domestic and export sales of all types of frozen foods including fruits, vegetables, meat, seafood, and all other types of foods.
- (q) To carry on business in storing for rent or any other consideration, transporting, handling, and generally dealing in, all kinds of frozen, chilled, cooled and refrigerated items, including fruits, vegetables, seafood, meats, dairy products, and horticultural produce.
- (r) To carry on the business of buying, selling, or otherwise dealing in, operating, hiring, letting on hire, leasing, giving on a lease, obtaining licenses for the use of and granting licenses for the use of, cold stores, freezing, chilling and cooling plants, refrigeration units, refrigerated trucks and containers and any and all kinds of freezing, chilling, cooling, refrigeration and cold storage machinery and equipment.
- (s) To carry on the business of buying, selling, transporting, storing, distributing, handling, and dealing in any other goods or food products.
- (t) To carry on the business of storage, warehousing, transportation, and handling of all kinds of cargo, whether containerized or not, from any port station to any container freight station or to any inland container depot and freight carriers, transportation of goods, animals or passengers from place to place either by land or by air, sea or partly by sea and partly by land or air, whether by means of motor vehicles and/or airplanes or other means of transport, to establish and to construct and operate container freight stations, inland container depots, and allied activities and operate railway sidings and to own, lease, use container and deploy the containers in the business of international freight forwarding, by means of road, sea, transport and multimodal transport, and to carry on the business of clearing & shipping agent, hirers, fleet owners of trucks, trailers, cranes, bulldozers and all types of earthmoving equipment and machines.
- (u) To enter into any arrangement with any government, or authority, city council, municipal, local, or otherwise that may seem conducive to the Company's objects, any of them, and to obtain from such government or authority any arrangements, rights, privileges, awards, concessions, and tenders, which the Company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges, awards, concessions, and tenders.

- (v) To carry on the business of general importers and exporters, general merchant, hire-purchase dealers, commission agents, manufacturers' agents, and representatives, manufacturers, processors and distributors of and dealers in commodities, articles products, and merchandise of all kinds in a manufactured, semi-manufactured or raw state and to buy and sell, barter, exchange or otherwise deal in the same.
- (w) 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, and 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.
- (x) To carry on any business of bonded warehouses, cold storage, and other warehouses, harbors, piers, aerodromes, runways, stations, garages, and workshops of any kind which may be required for repairing and maintaining the Company's property or property wherein the company may deal.
- (y) To Carry on business as manufacturers, importers, exporters, agents of bottles, cartons, labels and other packing materials to be used for the purpose of operating a supermarket and other purposes as per objectives mentioned above.
- (z) To import, export, barter, contract, buy, sell, deal in, turn to account, trade-in, prepare, manufacture, build, construct, assemble, grade, repair, process, finish, pack or prepare for market, goods, wares, merchandise, products, and materials, whether animal, vegetable or mineral, crude or manufactured, or any admixture thereof, of any and every kind or description, and wheresoever originating, and, in particular, to carry on the business of manufacturer and manufacturing agents and to act as business consultants of all kinds.
- (aa) To carry on business as Proprietors of Flats, Bungalows, or Houses and to let the same or apartments therein on lease or otherwise and to provide for the Tenants and Occupiers thereof all or any of the conveniences commonly provided in hotels.
- (bb) To carry on business as Tourist Agents and Contractors, and to facilitate travel, and to provide for Tourists and Travelers, or promote the provision of conveniences of all kinds in the way of Through Tickets, Circular Tickets, Sleeping Cars or Berths, Meals, Reserved Places, Hotel and Lodging Accommodation, Guides, Safe Deposits, Inquiry Bureaus, Libraries, Lavatories, Reading Rooms, Baggage Transport or otherwise howsoever.
- (cc) To engage in all kinds and branches of carriage and conveyance by sea, air, and the land of persons, livestock, articles, equipment, materials, and goods of any kind and class other business or trade connected therewith.
- (dd) To carry on the business of media and entertainment advertising, media communication and consultancy advertising agents, public relations consultants, and sales promotion consultants in all their aspects and to advise on publicity, sales promotion, staff relations, industrial relation, press, and community relations.
- (ee) To conduct and advise on market research, publicity projects, advertising campaigns, exhibitions, trade fairs, displays, film shows, radio and television programs, and also to carry on the business of investment advisers, market research and to act as intermediaries in the introduction of the seller, purchasers, and partners.

- (ff) To buy, sell manufacture, design, print, supply and repair, alter and exchange, let on hire, import, export and deal in all kinds of hospitality novelties and products.
- (gg) To carry on the business of supplying of stationery, office equipment, writing materials, teaching aids and other educational establishment and as agents, school uniforms and stationers in all their business and to buy and sell stationery, office requirements and equipment, all types of books, sundry goods and act as general merchants and commission agents of print and bind and manufacture stationers and other requirements.
- (hh) To carry on the business of supplying and printing of office stationeries and promotional materials including t-shirts, caps, staffs' uniforms. To conduct all or any business of publishing, printing, distributing and selling of business, management, industrial, scientific, academic, communications, financial, agricultural, social and environmental information technology periodicals, brochures and books and other reading materials.  
To acquire by purchase exchange or otherwise, either in deemed or registered Right of Occupancy or for any larger or lesser estate or interest, whether in possession or in reversion and whether vested or contingent, any estates, farms, lands, houses, buildings, tenements and premises of any tenure, whether subject or not to any charges or encumbrances, and to hold or sell, let, alienate, mortgage, charge or otherwise deal with all or any of such lands, tenements, buildings or premises and to grant easements, profits a render or any other rights in, over, or under the said lands and to acquire such rights in, over, or under any adjoining property.
- (ii) To acquire by purchase, lease, exchange, hire or otherwise, hold for any estate or interest, any land buildings, easement, rights, privileges, concessions, patents, patent rights, licenses, trademarks, designs, machinery, plant, stock-in-trade and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business.
- (jj) To borrow or raise and secure the payment of money for the purposes of or in connection with the Company's business, and to mortgage and charge the undertaking and all or any of the real and person property and assets, present or future, and all or any of the uncalled capital for the time being of the Company and to issue at premium or discount, or for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, and to issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities and also by way of security for the performance of any contracts or obligations of the Company.
- (kk) To carry on the business of mining, milling, concentrating, converting, smelting, treating, preparing for market, manufacturing, buying, selling, exchanging and otherwise producing and dealing in gold, silver, copper, lead, zinc, brass, iron, steel, and all kinds of ores, metals and minerals, and the products and by-products thereof of every kind and description and by whatsoever process the same can be or may hereafter be produced, and generally and without limit as to amount, buy, sell, exchange, lease, acquire, and deal in lands, mines and mineral rights and claims.




- (qq) To conduct all business appertaining thereto; to purchase, lease, or otherwise acquire mining rights, timber rights, oil and gas rights, mines, buildings, dwellings, plants, machinery, tools and other properties whatsoever which this cooperation may from time to time find to be for its advantage and purpose; to mine and market any mineral or other product that may be found in or such lands, and to explore, work, exercise, develop or turn to account the same.
- (rr) To carry on the trade or business of mining, manufacturing, producing, adapting and preparing, and buying and selling and otherwise dealing in all kinds of minerals business, and any articles or products in the manufacture or composition of which minerals are used, including acquisition by purchase, mining, manufacturing or otherwise of all materials, supplies and other articles necessary or convenient for use in mining, manufacturing, producing, adapting and preparing minerals products and such other articles or products; also to quarry, dig, mine, deal in and sell any and all kinds of materials, stone and other products of the earth; also to pave, construct, repair, improve and maintain streets, highways and roads and any and all public or private works, and generally to carry on any other manufacturing, trading or contracting business, exporting or importing, which can conveniently be carried on in connection with any of the matters aforesaid; also to purchase, acquire, hold, use and dispose of patent rights, letters-patent, processes, devices, inventions, brands, labels, trade-marks, and other rights, and also to do and transact all acts, business and things incidental to or relating to or convenient in carrying on its business as aforesaid.
- (ss) To apply for and acquire, a primary mining license and Mining license in respect of gold, diamond, silver, copper, lead, zinc, brass, iron, steel, and all kinds of ores, metals, and minerals from the Ministry of Energy and Minerals in Tanzania; and engage in a business of trading such mining rights by way of buying, lease and sale to other stakeholders or mining investors from Tanzania, Africa and worldwide.
- (tt) To carry on the business as agents, distributors, merchants, importers, exporters, traders, contractors, and 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, Mukadams, Carriers, Jath Merchants, Landing Clearing and Forwarding Agents, Commission Agents, Insurance Agents, Distributors and Stockiest, Brokers and/ or in any other capacity.
- (טו) To purchase and supply within or outside the country anywhere in the world all kinds of constructions materials, or conveniences of all kinds, which expressed in this memorandum include roads, railways, tramways, docks, harbors, Piers, wharves, canals, serial runways, and hangers, airports, reservoirs, embankments, irritations, reclamation, improvements, sewage, sanitary, water, gas, electronic light, power supply works, and hotels, cold storages, warehouses, cinema houses, markets, public, and other buildings and all other equipment, to apply for purchase and sell or otherwise acquire any contracts, decrease, concessions, for or in relation to the construction, execution, carrying out equipment, improvement, administration, or control of all such works and conveniences as aforesaid and to undertake, execute, carry out, dispose of or otherwise turn to account the same.

- (vv) To manufacture, purchase, sell and deal in the mill, machinists, electric, plumbers, and house furnishing supplies and tools and general hardware. Also, to design, construct, repair, and buy, sell, and deal in all tools, parts, machines, mechanisms, apparatus, and all goods, articles, and commodities, dealt in or sold by retailers, wholesalers, and exporters in Tanzania and anywhere in the world.
- (ww) To enter into partnerships or into any arrangement for joint working, sharing or pooling of profits, amalgamation, the union of interests, cooperation, joint venture, reciprocal concession, or otherwise or amalgamate with any person (including any Governmental institution/organization/undertaking, any private entity or person and or any foreign investing entity) or company engaged in or about to be engaged in, any business transaction or activity which the Company is authorized to engage in, any business undertaking or transaction which may seem capable of being conducted so as to directly or indirectly benefit the Company.
- (xx) To enter into agreements and contracts with foreign individuals, companies, governments, or other organizations for the purchase of equipment or services and for technical, financial, or any other assistance, for carrying out all or any of the objects of the Company.
- (yy) To enter into any agreement with any Government or authorities (municipal, local, or otherwise) or any corporations, companies, or persons which may seem conducive to the company's objects and to obtain from any such Government authorities, corporations, companies, or persons any contract, right, privilege and/or concessions which the Company may think desirable and to carry out exercise and comply with any such contracts, rights, privileges, and concessions.
- (zz) To enter into contracts of indemnity and guarantee in connection with the business of the Company.
- (aaa) To acquire shares, stocks, or securities in or of any company carrying on any business which this Company is entitled to carry on or off any other company or undertaking the acquisition of which may seem likely or calculated directly or indirectly to promote or advance the interests of or be advantageous or beneficial to the Company and to sell or dispose of or transfer any such shares, stocks or securities
- (לכ"ו) To make any sale, mortgage, lease, sub-lease, or other disposition of the undertaking in whole or in part of the property of the Company in such manner and on such terms and conditions, at such rent, for such purpose, and for such consideration whether cash, shares, bonds, debentures or securities of any other company having objects altogether or in part similar or analogous to those of this Company or otherwise as may be deemed advantageous or desirable and to divide, by way of bonus or otherwise, any such considerations in any shares, debentures or stocks held or received by this Company amongst the members of this Company.
- (ccc) Generally to purchase, take on lease or in exchange, hire or otherwise acquire any movable or immovable 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 leases, options over lands or leases, stands, buildings, servitudes, machinery, plant and also any concessions, licenses, trademarks, and other rights in the United Republic of Tanzania or elsewhere, and either solely or jointly with others and to pay therefore in cash or in stock or in shares of the Company or partly in cash and partly in stock or shares or otherwise.

- (ddd) To purchase machinery implements, conveniences provisions, and things capable of being used in connection with the operations of or required by workmen and others employed by the Company.
- (eee) To carry on and to undertake any business transactions or operations commonly carried on or undertaken by promoters of companies, financiers, concessionaires, contractors for public and other works, capitalists, merchants, or traders, and to carry on other business which may seem to the Company capable of being conveniently carried on in connection with any of its objects, or calculated, directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.
- (fff) To apply for, hold, purchase, or otherwise acquire any patents, brevets invention, licenses, and the like, conferring an exclusive or non-exclusive or limited right to use any secret or any other information which may seem to the company capable of being profitably dealt with.
- (ggg) To enter into any arrangement for sharing profits, the union of interest, amalgamation, joint venture, reciprocal concession, or otherwise with any person or company carrying on or about to carry on any business or transaction capable of being conducted so as directly or indirectly to benefit this Company and to take or otherwise acquire shares, debentures, and securities of any such company, and to sell, hold, re-issue with or without guarantee or otherwise deal with the same.
- (hhh) To sell or let the undertaking of the Company or any part thereof for such consideration as the Company may think fit and in particular for shares, debentures, or securities of any other Company.
- (iii) To invest and deal with the money of the company not immediately required upon such securities and in such manner, as may from time to time be determined.
- (jjj) To make, accept, endorse, execute and issue promissory notes, bills of exchange, and other negotiable instruments for the purpose of the Company's business.
- (kkk) To raise money in such manner as the Company shall think fit and in particular by the issue of debentures, perpetual or otherwise charged upon all or any of the company's property and rights both present and future.
- (lll) To pay all the costs and expenses of and incidental to the formation and registration of the Company.
- (mmm) To do all or any part of the above things in any part of the world as principals or agents, and by or through agents either alone or in conjunction with others.
- (nnn) To deal with any inappropriate shares by way of bonus compensation, sale, or in any way whatsoever that may appear to be to the advantage of the Company.
- (ooo) To establish and support, or aid in the establishment and support of associations, institutions, and conveniences calculated to benefit any of the employees or ex-employees of the Company, or the dependents or connections of such persons and to grant pensions and allowances, and to make payments towards insurance, and to sub-scribe, underwrite form or guarantee money for charitable or benevolent objects or for any exhibition, or for any public, general or useful object.
- (ppp) To amalgamate with any other company having objects altogether or in any part similar to those of this Company.
- (qqq) To distribute any of the property of the Company in specie among the members.
- (rrr) To do all such other things as are incidental or conducive to the attainment of the above objects.

It is hereby declared that the word "Company" save when used in reference to this Company, in this clause shall be deemed to include any partnership or other body of persons, whether domiciled in the United Republic of Tanzania or elsewhere.

4. The liability of the members is limited.
5. The Share capital of the Company is **Shilling Two Hundred and Fifty Million Only (TZS 250,000,000/=) divided into One Thousand (1,000) Ordinary Shares of Shillings Two Hundred Fifty Thousand (TZS 250,000/=)** each with such rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company, and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company.

Name, Address and Occupation of Subscribers	Number of Shares Issued and Taken by Each	Signatures of Subscribers
1. Salim Abdallah Salim P.O. Box 4780, Dar es Salaam, TANZANIA. <b>BUSINESSMAN</b>	250	
2. Abdul-Halim Hafidh Ameir P.C. Box 34251, Dar es Salaam, TANZANIA. <b>BUSINESSMAN</b>	350	
3. Maulidi Jumanne Maulidi P.O. Box 75322, Dar es Salaam TANZANIA. <b>BUSINESSMAN</b>	250	

Dated at Dar es Salaam, Tanzania this 30 day of MAY 2022.

**WITNESS TO THE ABOVE SIGNATURES:**

Full Name : JAMILLAH H. NYANGASA

Signature : 

Postal Address : P.O. Box 71632

DAR ES SALAAM - TANZANIA

Qualification : ADVOCATE

