

THE COMPANIES ACT No. 12, 2002

COMPANY LIMITED BY SHARES

Memorandum

and

Articles of Association

of

LUCKYCN INVESTMENT CO. LIMITED

Incorporated this.....day of 2023

DRAWN BY

DITRICK NDANDIKA GRAY (Advocate)

P.O BOX 12812,

DAR ES SALAAM - TANZANIA

THE UNITED REPUBLIC OF TANZANIA

CERTIFICATE OF INCORPORATION

NO.....

I HEREBY CERTIFY THAT

LUCKYCN INVESTMENT CO. LIMITED

In 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
Three

.....
Registrar of Companies

THE COMPANIES ACT, No.12 2002
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
LUCKYCN INVESTMENT CO. LIMITED

1. The **name** of the company is **LUCKYCN INVESTMENT CO. LIMITED.**
2. The **registered office** of the Company will be situated in the United Republic of Tanzania.
3. The **objects** for which the Company is established are:-
 - (i.) To carry on the business of Mixed farming that includes the combined production of crops and animals without a specialized production of crops or animals. The size of the overall farming operation is not a determining factor, production of crops or animals in a given unit exceeds 66 per cent or more of standard gross margins, but allocated to crop or animal farming.
 - (ii.) To carry on the business of Support activities for animal production such as agricultural activities on a fee or contract basis, activities to promote propagation, growth and output of animals [™] herd testing services, droving services, agistment services, poultry caponizing, coop cleaning etc. [™] activities related to artificial insemination [™] stud services [™] sheep shearing [™] farm animal boarding and care
 - (iii.) To carry on the business of Post-harvest crop activities such as preparation of crops for primary markets, i.e. cleaning, trimming, grading, disinfecting, cotton ginning, preparation of tobacco leaves, preparation of cocoa beans , waxing of fruit, sun-drying of fruit and vegetables.
 - (iv.) To carry on the business of Wholesale of agricultural raw materials and live animals it includes wholesale of grains and seeds, wholesale of oleaginous fruits, wholesale of flowers and plants, wholesale of unmanufactured tobacco, wholesale of live animals, wholesale of hides and skins, wholesale of leather, wholesale of agricultural material, waste, residues and by-products used for animal.

- (xvi.) To carry on the business of Travel agency activities such as activities of agencies primarily engaged in selling travel, tour, transportation and accommodation services to the general public and commercial clients.
- (xvii.) To carry on the business of Tour operator activities such as arranging and assembling tours that are sold through travel agencies or directly by tour operators. The tours may include any or all of the following: [™] transportation [™] accommodation [™] food [™] visits to museums, historical or cultural sites, theatrical, musical or sporting events.
- (xviii.) To carry on the business of Combined office administrative service activities such as provision of a combination of day-to-day office administrative services, such as reception, financial planning, billing and record keeping, personnel and physical distribution (mail services) and logistics for others on a contract or fee basis.
- (xix.) Generally, to do such things as may appear to be incidental or conducive to the attainment of any of the above objects.

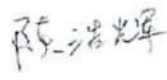

4. LIABILITY

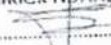
The liability of the members is Limited.

5. CAPITAL

The share capital of the Company is **Tanzania Shillings One Billion (Tshs. 1000,000,000/=)** divided into **Ten Thousand (10000/=)** shares of **Tanzania Shillings One Hundred thousand (Tshs. 100,000)** each, with power for the Company to increase or reduce the said capital and to issue any part of its capital, original or increased, with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions, and so that unless the condition of issue shall otherwise expressly declared, every issue of shares, whether declared to be preference or otherwise, shall be subject to the powers herein before contained.

We, the several persons whose names and addresses are subscribed below, 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:

Name and Addresses taken by the the Subscribers	Number of shares of Subscribers	Signatures of Subscribers
CHEN, HAOHUI P.O.BOX 0000, DAR ES SALAAM - TANZANIA OCCUPATION: BUSINESSMAN	4000	
GUANGZONG WANG P.O.BOX 13902, DAR ES SALAAM - TANZANIA OCCUPATION: BUSINESSMAN	4000	

WITNESS to the above signatures:
 Full Name: DITRICK NDANDIKA GRAY
 Signature: 
 Postal Address: P.O. BOX 12812, ARUSHA.
 Designation: ADVOCATE
 Dated this 13th day of SEPTEMBER 2023.



THE COMPANIES ACT NO. 12 OF 2002

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

LUCKYCN INVESTMENT CO. LIMITED

PRELIMINARY

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 it 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 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.

2. The regulations contained in Part 1 of Table A shall apply save for regulation 22.

3. The Company is private company and accordingly:

(a) The right to transfer shares is restricted in the manner hereinafter prescribed.

(b) The number of members of the Company is limited to fifty as further provided for in the Act.

(c) Any invitation to the public to subscribe for any shares or debenture of the Company is prohibited.

(d) The Company shall not have power to issue share warrants to bearer.

by him to the company in the respect of the shares, but his liability shall cease if and when the company shall have received payment in full of all such moneys in respect of the shares, but the directors may waive payment wholly or in part or enforce payment without any allowance for the value of the shares at the time of forfeiture for any consideration received on their disposal.

36. A statutory declaration by a director or the secretary that a share has been forfeited on a date stated in the declaration shall be conclusive evidence of the facts stated therein as against all persons claiming to be entitled to the share, and the declaration shall (subject to the execution of an instrument of transfer if necessary) constitute a good title to the share, and the person to whom the share is disposed of shall not be bound to see to the application of the consideration, if any, nor shall his title to the share be affected by any irregularity or invalidity of the proceedings in reference to the forfeiture or disposal of the share.

ALTERATION OF CAPITAL

37. The company may by ordinary resolution:-


- (a) increase its share capital by 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.

38. Whenever as a result of a consolidation of shares any members would become entitled to fractions of a share, the directors may, on behalf of those members, sell the shares representing the fractions for the best price reasonably obtainable to any person (including subject to the provisions of this Act, the company) and distribute the net proceeds of sale in due proportion among those members, and the directors may authorize some person to execute an instrument of transfer of the shares to or in accordance with the directions of the purchaser. The transferee shall not be bound to see to the application of the purchase money nor shall his title to the share be affected by any irregularity in or invalidity of the proceedings in reference to the sale.

39. Subject to the provisions of the Act, the company may by special resolution reduce its share capital, any capital redemption reserve fund or any share premium account in any way.

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

Name and Addresses taken by the the Subscribers	Number of shares of Subscribers	Signatures of Subscribers
CHEN, HAOHUI P.O. BOX 0000, DAR ES SALAAM - TANZANIA. OCCUPATION: BUSINESSMAN	4000	陈浩辉
GUANGZONG WANG P.O. BOX 13902, PEOPLES REPUBLIC OF CHINA. OCCUPATION: BUSINESSMAN	4000	王光宗

WITNESS to the above signatures
Full Name: DITRICK NDANDIKA GRAY
Signature: 
Postal Address: P.O. BOX 12812, ARUSHA.
Designation: ADVOCATE
Dated this 13th day of SEPTEMBER 2023.

