

**THE UNITED REPUBLIC OF TANZANIA**

**Certificate of Incorporation**

No.....

I hereby certify that

**WAGON LOGISTICS TANZANIA COMPANY LIMITED**

**Is this day incorporated under the Companies**  
**Act, 2002 and that the company is limited**

**Given under my hand at Dar es Salaam**  
**This..... Day of ..... two**  
**Thousand and Seventeen.**

Seal



**Registrar of Companies**

**THE COMPANIER ACT 2002**  
**COMPANY LIMITED BY SHARES**  
**MEMORANDUM OF ASSOCIATION**

**OF**  
**WAGON LOGISTICS TANZANIA COMPANY LIMITED**

1. The name of the company **"WAGON LOGISTICS TANZANIA COMPANY LIMITED"**
2. The Registered office of the company will be situated in Tanzania
3. The objects for which the company is established are
  - (a) To Develop, legitimize and symbolize the company's a charter (Public Relations and Advertising)
  - (b) To carry on 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, brothers and books and any other reading materials.
  - (c) To carry on all or any business of importers, exporters, buying selling, dealers in hardware, building materials, sanitary
    - Ware, wall papers, roofing tiles, flooring files, supplying industrials equipment's agricultures implements decorators, steel fabrications, machines hop, nickel plating, electric plating, making steel windows, doors frames and roof tresses.
  - (d) To carry on the business as general suppliers of all sorts and types of goods and services to school, individuals, officers, industries, shops, factories, hospitals, arms, military, ministries and all other government officers, universities and all other places where the services of a suppliers are needed.
  - (e) To carry on the business of dealing in marketing, manufacturing, importing, exporting, stocking, buying, selling whether by wholesale or retail of various categories of gods and merchandise, and to act as commission agents and manufacturers, representatives in all fields. To establish business enterprises whether small scale, industries and generally deal in all kinds of general merchants and to import, export and all either by merchandise and articles of all description.

- (f) To promote or concur in the promotion of any company, the promotion of which shall be considered disordered desirable, to lend money to and guarantee. The performance of the contracts, repayment of the capital an principal of, and divides interest or premiums payable on any stock, shares and securities of any company or not, and to give all kinds of indemnities.
- (g) To carry on the trades or business of telephones, telegraph cable and wireless communications company and to establish, work, manager, sell, here out, and maintain telephone exchanges, cable communications, telegraph officer and radio and television receiving and transiting stations and any other systems for communications whether consisting of sound, visual images, electrical impulses or otherwise either alone or in any combination.
- (h) To carry on business as transporters of passengers, goods, package merchandise, wares, luggage, personal effects and also act as agents for railways, shipping, chartering and transporting, corporations, road constructors and deals with clearing and forwarding dispatching of sea, air and land cargo to various parts or destinations in the words network.
- (i) To carry on the business of miners and mining in all their branches and for the said propose to peg, purchase, take on lease, or exchange or otherwise acquire concessions, grants, easements, options, claims, properties, cassettes and effects supposed to contain minerals, diamonds, or other precious stones, and any interest therein, and to explore, mine, work excise develop and any undertaking connected therewith.
- (j) To carry on business as brokers, auctioneer, land and estate agents, appraisers, values, commission agents, and general agents and to purchase or otherwise to acquire and to sell, let or otherwise dispose off and deal in real and personal property of every description.
- (k) To purchase, take on lease and otherwise acquire for investment or resale any estate, land, building, easements and other rights and interests in immovable property or any tenure in Tanzania and elsewhere and to property or any tenure in Tanzania and elsewhere and to sell let or lease exchange or otherwise dispose of or grand rights over any immovable property, belong to the company.
- (l) To purchase, take or lease or in exchange, hire or otherwise acquire ad hold any state or interest in any lands buildings, casements, rights, licenses

secret processes, machinery, plants, stocks, in trade and real or personal property of any kind.

- (m) To accept payment for any property or rights sold or otherwise disposed or dealt with by the company either in cash, by installments or otherwise or in full or partly paid up shares of the company or corporation, with or without deferred or preferred or guaranteed rights.
- (n) To carry any other trades or business whatever which can in the opinion of the Board of Directors be advantageously carried on by the company in connection with the above business or the general business of the company.
- (o) To act as agents for the sale and purchase of any stocks shares or securities or for any other monetary or mercantile transactions.
- (p) To act as executors and trustees of wills and settlements made by customers and others and undertake and execute trusts of all kinds.
- (q) To do all or any of the above things in any part of the world and either as principals, agents, trustees, contractors or otherwise, and either a long or in conjunction with others and either or through agents, sub-contractors, trustees and otherwise.
- (r) To remunerate any person, firm or company rendering services to this company, whether by cash payments or by allotment to him or them of shares of securities of the company credited and paid in full or in part, otherwise.
- (s) To accept for safe custody and keep for customers of the company all kinds of securities valuables and things.
- (t) To lend money on any terms that may thought fit and particularly to customers or other person or corporations having dealing with societies and to give any guarantees that may be expedient.
- (u) To advance money to shareholders in the company, and other to the purpose of enabling the person borrowing the same erect or purchase, or enlarge or repair any house or building or to purchase the fee simple or any less estate or interest in, or to take a demise for any term or terms or terms of years of any freehold or leasehold property upon such terms and conditions and the company may think fit.
- (v) To invest and deal with moneys of the company not immediately required, upon such securities and in such manner as may from time to time be determined.

- (w) To distribute among the members in pieces any property of the company, or any proceeds of sale or disposal of any property of the company.
- (x) To draw, make, accept, endorse, discount execute and issue promissory notes, bills of lading, warrants, debentures and negotiable or transferable instruments.
- (y) To act as agents or brokers, and as trustees for any person firm or company, and to undertake and perform sub-contracts and also to act in any other business of the company through or by means of agents, brokers, sub-contractors or others.
- (z) To obtain any provisional order, ordinance or act or parliament for enabling the company to carry any of its objects into effect, or for affecting any modification of the company's constitution, or any other purpose which may appear to be calculated, directly or indirectly to prejudice the company's interest.
- (aa) To take or otherwise and hold shares in any other company having objects altogether or in part similar to this company, or carrying on any business capable of being conducted so as directly or indirectly to benefit the company.
- (bb) To transact or carry on all kinds of Agency business and in particular in relation to the investment of money, the sale of property, and the collections and receipt of money.
- (cc) To do all other things as may be deemed incidental or conducive to the attainment of the objects or any of them.

And it is hereby declared that:-

The word "**company**" in this clause, except where used in reference to this company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporated, and whether domiciled in the United Republic of Tanzania or elsewhere.

The objects specified in each of the paragraphs of this clause shall be regarded as independent objects, and accordingly shall in no way be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph of the name of the company but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraphs defined the objects of the separated and distinct companies. That the meaning of any general word or words in any paragraph of this clause shall not be restricted by being construed


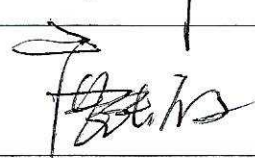

ejusdem generis with any particular word or words in the same paragraph.

4. The liability of the members is limited.
5. The capital of the company is Tanzania shillings 10,000,000/= divided into 1,000 shares of shillings 10,000/= each.

The Company shall have power 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, deferred or special rights, privileges, or conditions as may be determine by or in accordance with the Articles of Association of the Company.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a company

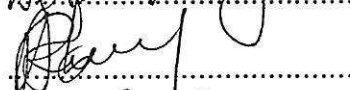
We, the several persons whose names and addresses are subscribed, are desirous of being formed into a company, in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the company set opposite our respective names.

Names, Addresses and Description of Subscribers	Number of shares taken by each subscriber	Signature
ZHANG TIANWEI P.O.BOX 11722 DAR ES SALAAM.	510	
LU CHANG CUN P.O.BOX 11722 DAR ES SALAAM.	390	
LABOUR DERICK JAKETCH P.O.BOX 11722 DAR ES SALAAM.	100	

Dated at Dar-es-Salaam this 2nd day of Sept 2017

Witness to the above signatures

Name: Abdon Rwegasira

Signature: 

Postal Address: P.O. Box 62778

Qualification: Advocate

**CHANDRAKANT BORHARA**  
Advocate, Notary Public & Commissioner  
for Oaths Do Heretby Certify that the  
is a true & Accurate copy of the Original

**ABDON RWEGASIRA**  
ADVOCATE,  
NOTARY PUBLIC  
&  
COMMISSIONER  
FOR OATHS  
DAR-ES-SALAAM

Signature: Chorha  
Date: 10/03/2017

**THE COMPANIES ACT 2002**  
**COMPANY LIMITED BY SHARES**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**WAGON LOGISTICS TANZANIA COMPANY LIMITED**  
**PRELIMINARY**

1. In these regulation.

"The Company Act" means the Act No. 12 of 2002 of the laws of Tanzania When any provision of the Act referred to, the reference in that provision is as modified by any law of the time being in force.

Unless the context otherwise requires, the expressions defined in the Act or any statutory modification thereof in the force at the date at which these regulations become binding on the company, shall have the meaning so defined.

Any words importing the singular shall include the plural and vice versa, and words importing the masculine gender shall include females, and the words, importing persons shall include bodes corporate, partnership, firms cooperatives, societies, etc.

The regulations of Table "A" in the first schedule to the companies Act 2002 (hereinafter called Table "A" shall apply to the company, save in so far as they are varied or provisions herein, and the previsions under Table "A" the former shall prevails, and in addition to substitution shall be the regulations of the company.

**PRIVATE COMPANY**

2. The Company is a 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 persons who are in the employment of the company and of persons who have been formerly in the employment of the company were while in such employment to be the member of the company) is limited fifty, provided that where to or

more persons hold one or more shares in the company jointly they shall for the purpose of this regulation be tested 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.

### **TRANSFER OF SHARES**

3. The Directors may in their direction and without assigning any reason thereof refuses to register the transfer of any share to any person who it shall in their opinion be undesirable for any reason whatsoever to admit to membership.

4. Subject to clauses 2 and 3 hereof the right to 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 of any person selected by the Directors as one who it is desirable in the interest of the Company to admit to membership.

(b) Every shareholder or trustee in bankruptcy, or any person who may desire to sell or transfer any such shares and every who may desire to sell or transfer any such shares and very personal representatives of a deceased shareholder shall give notice in writing to the directors that he desires to make such sale or transfer. Such notice shall constitute the Board of Directors of the company as his agent for the company at the price to be agreed upon between the party giving such notice the party and the board, or in case of difference to be determined by the Auditor of the Company.

(c) Upon prince of such shares being agreed on a determined as per clause (b) above, the board shall fort with give notice to such of the shareholders other than the shareholders desiring to sell or transfer the said shares. Starting the number and price of such shares inviting the person to whom notice is sent to state with 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 days 21.

(d) Notice the board shall apportion such shares amongst the shareholders (if more than one) who shall have expressed their desire to purchase number of shares already hello by them respectively, or if there be only on such them respectively, or if there be only one such shareholder, that the



whole of such shares shall be sold to him, provided no shareholder shall be obliged to take more than the maximum number of such shares, that the whole of such shares shall be sold to him, provided no shareholder shall be obliged to take more than the maximum number of such shares stated in his answer to the said notice.

- (e) Upon such apportionment being made or such one shareholder notifying his intention to purchase, as the case may be, the party desiring to sell or transfer such shares shall be bound upon payment of the said price to transfer the shares to the respective shareholders or to single shareholder who shall have agreed to purchase the same.

### **GENERAL MEETING.**

#### **NOTICE OF GENERAL MEETING AND PROCEEDINGS OF THE GENERAL MEETINGS.**

5. Articles 39 to 53 Table "A" shall apply subject to the following variations:
- (a) A general Meeting, Ordinary or Extraordinary may with the consent in writing of all 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 of the members of the Company holding three-fourth of the issued shares of the company shall be valid and effectual as an ordinary resolution duly passed and a General meeting of the Company.

### **DIRECTORS**

6. (a) Until otherwise determined by the company in General meeting the Directors shall not be less than two and not more than six in number.
- (b) The following persons shall be the first Directors of the Company:-
- 1. **ZHANG TIANWEI**
  - 2. **LU CHANG CUN**
  - 3. **LABOUR DERICK JAKETCH**

7. The shareholding qualifications for Directors may be fixed by the company in General Meeting, and unless and until so fixed no qualification shall be required.
8. The quorum of Directors for transaction business shall, unless otherwise fixed by the Directors, be two.
9. A resolution in writing signed by all the Directors then in Tanzania shall be as valid and effectual as if it had been passed at a meeting of Directors duly called and constituted.
10. The Directors may from time to time borrow or raise any money for the purposes of the company which may exceed the issued share capital of the company.

### **BORROWING POWERS**

The Directors may from time to time in their discretion raise or borrow for the purpose of any company's business such sum or sums of money as they think fit.

11. The Directors 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 or future including its uncalled capital for the time being, or by the issue at such price as they may think fit, of bonds or debentures either with or without charges upon the whole or any part of the property and assets of the company or not so charged or in such other way as the Directors may think expedient.

### **VOTE OF MEMBERS**

12. On a show of hands every member present in person shall have one vote. On a roll every member shall have one vote only for the shares of which he is holder.
13. No member shall be entitled to vote at any general meeting unless all calls or other sums presently due by him in respect of shares in the company have been paid.

### **DISQUALIFICATION OF DIRECTORS.**

14. The office of a Director shall be vacated if the Director;
  - (a) Becomes bankrupt; or
  - (b) Is found to be a lunatic or becomes of unsound mind; or
  - (c) Resigns his office by notice in writing to the company;
  - (d) Abstains himself from meeting of the directors for a period of six

(e) Months without special leave of absence from the other Directors.

#### **SEAL**

15. The Directors shall provide for the safe custody of the seal. The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors and the in the presence of at least two Directors or a Director and Secretary or other person as aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

#### **ALTERNATIVE DIRECTORS**

16. Any directors shall have power to nominate any person to act or attend as alternate Director during his absence or during his inability so to act. Such Director shall be subject in all respects to the terms and conditions existing with reference to the other Directors and such Alternative Director shall exercise and discharge all the duties of Director whom he represent.

17. Unless otherwise decided by the Directors the quorum necessary to transact business of the Directors shall be two Directors personally present.

#### **SECRETARY**

18. The Secretary shall be appointed by the Board for such terms at such remuneration and upon such condition as it may think fit, and any secretary so appointed may be removed by the Board.

#### **WINDING UP**

19. With 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 in special or may be vested in Trustee for the benefit of such members and the liquidation of the company may be closed and the company dissolved but so that no member shall be compelled to accept any shares whereupon there is any liability.

#### **ALTERNATION OR ADDITION**

20. Subject to the provisions of the Article of Association and to those contained in the Memorandum of Association the company may by special Resolution make alteration or addition 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.

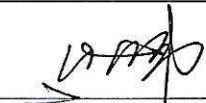


#### **IDEMNITY**

21. Every Director, Managing Director, Agent, Auditor, Secretary and other officer for the time being of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgment is given in his favour or in which he is acquitted or is in

connection with any application (under Act No. 12 of 2002) in which relief is granted to him by the Court.

**ARTIBITRATION**

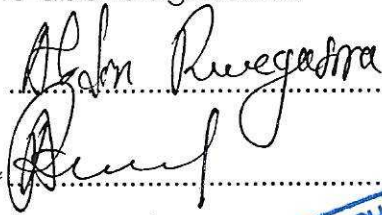
22. If the Whether any dispute or different shall arise between the company and any of the members or their respective representatives touching upon the construction or meaning of any of the Articles herein contained or any act matter or thing made or done or omitted to be done or with regard to the rights or liabilities arising here under or arising out of the relation existing between parties by reasons of these Articles or the Act, such differences shall (unless a sole arbitrator be agreed upon) forthwith be referred to the arbitration of three (3) arbitrators. One to be appointed by each party and the third to be appointed by each party and the third to be appointed by the first two or, in the event of failure to agree within (cap 15) or any than existing statutory modifications or reenactment thereof shall apply.

Names, Addresses and Description of Subscribers	Number of shares taken by each subscriber	Signature
ZHANG TIANWEI P.O.BOX 11722 DAR ES SALAAM.	510	
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LABOUR DERICK JAKETCH P.O.BOX 11722 DAR ES SALAAM.	100	

Dated at Dar-es-Salaam this 27<sup>th</sup> day of Sept 2017

Witness to the above signatures

Name: Ardon Rwegasira

Signature: 

Postal Address: P.O. Box 0146

Qualification: Advocate

**ARDON CHANDRAKANT BORHARA**  
Advocate, Notary Public & Commissioner  
for Oaths Do hereby Certify that this  
is a true & Accurate copy of the Original  
Signature: Ardon Rwegasira  
Date: 18/03/2021

