

COMPANIES ACT (CAP. 212)

COMPANY LIMITED BY SHARES

MEMORANDUM AND ARTICLE OF ASSOCIATION

OF

LIMA GROUP LOGISTICS LIMITED

Incorporated this ___ day of 2024

DRAWN BY:
Omar Nofli
Plot No. 123/50,
Samora Tower,
Mansfield Street,
DAR ES SALAAM.

COMPANIES ACT (CAP. 212)
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COMPANY LIMITED BY SHARES
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MEMORANDUM OF ASSOCIATION OF LIMA GROUP LOGISTICS LIMITED

1. The name of the Company is LIMA GROUP LOGISTICS LIMITED.
2. The registered office of the Company will be situated in Tanzania.
3. The objects for which the Company is formed are (and it is expressly declared that the several sub-clauses of this clause and all the powers thereof are to be cumulative and in no case is the generality of any one sub-clause nor is any general expression in any sub-clause to be narrowed or restricted by any particularity of expression in the same sub-clause or by the application of any rule of construction *ejusdem generis* or otherwise).
 - a) Freight air transport
 - b) Cargo handling
 - c) Warehousing and storage
 - d) Service activities incidental to air transportation
 - e) Service activities incidental to land transportation
 - f) Other transportation support activities
 - g) Freight rail transport
 - h) Courier activities
 - i) Urban and sub urban passengers land transport
 - j) Freight transport by road

OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS.

- k) To acquire by purchase, lease, exchange, hire or otherwise, either for a Right of Occupancy or for any other estate, interest or tenure in land, whether in possession or in reversion, and whether vested or contingent, any lands, tenements and premises of any tenure, whether subject or not to any charges or encumbrances, and to hold or to

sell, let, alienate, mortgage, charge or otherwise deal with all or any such lands, tenements or premises in the general business of Real Estates.

- l) To advance money to any person or persons or corporation, either at interest or without, upon the security of any movable or immovable property by way of mortgage, or upon marketable security and in particular to advance money to shareholders in the Company, and others, upon the security of or for the purpose of enabling the person borrowing the same to erect, or purchase, or enlarge or repair any house or building, or to purchase any estate or interest in, or to take demise for any term or terms of years of any property upon such terms and conditions as the Company may think fit.
- m) To buy and sell immovable property, movable property, chattels, goods, stock, shares and any kind of property, whether movable or immovable and whether of a speculative nature or otherwise, and also to hire and lease any kind of property or things, movable or immovable.
- n) In the matters and for the purposes aforesaid to act solely or jointly with any other person company corporation or body as the circumstances may require.
- o) To sell, improve, manage, develop, lease, mortgage, dispose of, turn to account, or otherwise deal with all or any part of the present or future property or rights of the Company.
- p) 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.
- q) To issue for value coupons, stamps or other vouchers to be used or issued to their customers by dealers, shop keepers, merchants or others as cash discount for purchases and to redeem the same upon such terms as may be agreed upon in exchange for cash goods, merchandise or otherwise.

- r) To purchase plant, 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.
- s) To enter into any arrangement for sharing profits, 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.
- t) 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.
- u) 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 Africa 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.
- v) To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
- w) To make, accept, endorse, execute and issue promissory notes, bills of exchange and other negotiable instruments for the purpose of the Company's business.
- x) 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 of any of the Company's property and rights both present and future

- y) 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.
- z) To borrow or raise money whether or not for the purposes of the company (including by way of hire purchase, conditional sale, credit sale or any other methods of financing) from banking and financial institutions or other money lending institutions or by other lawful means including by the issue of debenture, debenture stock (perpetual or terminable) or bonds and to secure or discharge any debt, liability or obligation of or binding on the company whether by way of guarantee or indemnity or otherwise (including, without limitation, pursuant to borrowing or raising of money) by giving of mortgages, charges or other security founded, or based upon all or any of the property and rights of the company, including its uncalled capital or without any such security and upon such terms as to priority or otherwise as the company shall think fit.
- aa) To guarantee or otherwise support or secure, either with or without the company receiving any consideration or advantage and whether by personal covenant or by mortgage or charging all or part of the undertaking, property, assets, rights and revenues present and future and uncalled capital of the company or by such method or by such other means whatsoever, the liabilities and obligations of and the payment of any moneys whatsoever (including but not limited to principal, interest and other liabilities of any borrowings or acceptance of credits and capital premiums, dividend, costs and expenses or any other stocks, shares or securities) by any person, firm or company including but not limited to any company which is for the time being a holding company or a subsidiary (both as defined in the Companies Act (Chapter 212) of the Company or of the Company's holding company and that the giving and creation of any such guarantee support or security is hereby constituted one of the main objects of the company.

bb) 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.

cc) To deal with any un-appropriated shares by way of bonus compensation, sale or in any way whatsoever that may appear to be to the advantage of the Company.

dd) To adopt such means of making known the products of the Company as may seem expedient, and in particular by advertising in the press, by circulars, by purchase and exhibition of works and interest, by publication of books and periodicals and by granting prizes, rewards and donations.

ee) 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 subscribe, underwrite, form or guarantee money for charitable or benevolent objects or for any exhibition, or for any public, general or useful object.

ff) To distribute any of the property of the Company in specie among the members.

gg) To do all such other things as are incidental or conducive to the attainment of the above objects.

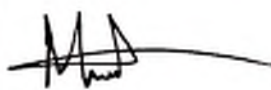

It is hereby declared that the word "Company" save when used in reference to this Company, in this clause shall be deemed to include any partnership or other body of persons, whether domiciled in East Africa or elsewhere.

4. The liability of the members is limited.

5. **The Share Capital of the Company is Tanzanian Three Hundred Million Only (TZS. 300,000,000/-) divided into Six Thousand (6,000) Ordinary Shares of Tanzanian Shillings Fifty Thousand (TZS 50,000/=) 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.

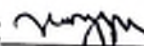
WE, the several persons, whose names, addresses are subscribed below, are desirous of being formed into a Company in pursuance of this of Memorandum and we respectively agree to take the number of shares in the capital of the Company set out opposite of respective names.

Names, Post Address and Occupation of subscribers	Number of Shares taken by each Subscriber	Signature of subscribers
MOHAMED ABDI ABDIRAHMAN P.O. BOX 45431 DAR ES SALAAM	3,600	
LIBAN KHALIF HASHI P.O. BOX 45431 DAR ES SALAAM	2,400	

Dated at Dar es Salaam this day 30th of November, 2024

WITNESSES to the above signature

Name: Ezekiel Joel Mayunga

Signature: 

Address: Box 20453 DSW

Place: Dar es Salaam

Qualification: Advocate



COMPANIES ACT (CAP. 212)

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

LIMA GROUP LOGISTICS LIMITED

1. The regulations contained in Table "A" in the first schedule to the Companies Act (Chapter 212) shall not apply to this Company, but the following shall be the regulations of the Company.
2. The construction of these Articles the following words shall have the respective meanings hereby assigned to them, unless there be something in the context inconsistent therewith.
 - (a) "The Act" means the Companies Act (Chapter 212)
 - (b) "The Seal" means the Common Seal of the Company.
 - (c) Words denoting the singular number shall include the plural number also, and vice versa,
 - (d) Words importing persons or Companies shall include Corporations.
 - (e) "Special Resolution" and "Extraordinary Resolution" have the meaning assigned thereto respectively by the Act.
 - (f) "In writing" or "written" include printing, lithography, typewriting and all other modes of representing or reproducing words in a visible form.
 - (g) "Office" shall mean the registered office of the Company.
 - (h) "Month" shall mean a calendar month.
 - (i) "The Board" shall mean the Board of Directors of the Company.
 - (j) "Secretary" shall mean any person appointed to perform the duties of the Secretary of the Company.

Subject as aforesaid any words or expressions defined in the Act shall, if not inconsistent with the context, bear the same meaning in these Articles.

SECRETARY

86. The Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them

87. No person shall be appointed or hold office as Secretary who is:

- (a) the sole Director of the Company, or
- (b) a corporation the sole Director of which is the sole Director of the Company; or
- (c) The sole Director of a corporation which is the sole Director of the Company.

88. A provision of the Act or these regulations requiring or authorizing a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.

DIVIDENDS AND RESERVE

89. The Company in general meeting may, by special resolution declare dividends, but no dividend shall exceed the amount recommended by the Directors.



90. No dividend shall be paid otherwise than out of profit.

91. Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid on the shares, but if and so long as nothing is paid up on any of the shares in the Company dividends may be declared and paid according to the amounts of the shares. No amount paid on a share in advance of calls shall, while carrying interest, be treated for the purposes of this article as paid on the share.

92. The Directors may, before recommending any dividend, set aside out of the profits of the Company such sums as they think proper as a reserve or reserves which shall, at the discretion of the Directors, be applicable for meeting contingencies, or for equalizing dividends, or for any other purpose to which the profits of the Company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares in the Company) as the Directors may from time to time think fit.

93. If several persons are registered as joint holders of any share, any one of them may give effectual receipts for any dividend or other money payable on or in respect of the share.

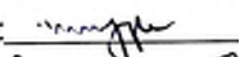
WE, the several persons, whose names, addresses are subscribed below, are desirous of being formed into a Company in pursuance of this of Article of Association and we respectively agree to take the number of shares in the capital of the Company set out opposite of respective names.

Names, Post Address and Occupation of subscribers	Number of Shares taken by each Subscriber	Signature of subscribers
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Dated at Dar es Salaam this day 30th of November, 2024

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Name: Ezekiel Joel Mayunga

Signature: 

Address: Box 20453 DS

Place: Dar es Salaam

Qualification: Advocate

