

THE COMPANIES ACT, 2002

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

PROSPERIS TRANSPORTATION AND LOGISTICS
(TANZANIA) LIMITED

Incorporated at.....thisday of....2025

DRAWN BY:
DANIEL SIMON MWAKIMI (ADVOCATE)
P.O.BOX 105069
DAR ES SALAAM

THE COMPANIES ACT 2002
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
PROSPERIS TRANSPORTATION AND LOGISTICS (TANZANIA) LIMITED

1. The name of the company is **“PROSPERIS TRANSPORTATION AND LOGISTICS (TANZANIA) LIMITED”**
2. The Registered office of the Company will be situated in Tanzania.
3. The objects for which the Company is established are:-
 - a. Freight transport by road
 - b. Warehousing and storage
 - c. Service activities incidental to land transportation
 - d. Cargo handling
 - e. Other transportation support activities
 - f. Freight air transport
 - g. Inland freight water transport
 - h. Sea and coastal freight water transport
 - i. Freight rail transport
 - j. Transport via pipeline
 - k. Camping grounds, recreational vehicle parks and trailer parks
 - l. Other accommodation
 - m. Restaurants and mobile food service activities
 - n. Event catering
 - o. Other food service activities
 - p. Beverage serving activities
 - q. Manufacture of plastics products
 - r. Manufacture of domestic appliances
 - s. Other manufacturing n.e.c
 - t. Sale of motor vehicles

- u. Renting and leasing of motor vehicles
- v. Manufacture of vegetable and animal oils and fats
- w. Manufacture of other food products n.e.c.
- x. Support activities for crop production
- y. Wholesale of agricultural raw materials and live animals
- z. Wholesale of agricultural machinery, equipment and supplies
- aa. Manufacture of computers and peripheral equipment
- bb. Wholesale of computers, computer peripheral equipment and software
- cc. Wholesale of other machinery and equipment

- dd. Silviculture and other forestry activities
- ee. Manufacture of furniture
- ff. Gathering of non-wood forest products
- gg. Support services to forestry
- hh. Wholesale of agricultural raw materials and live animals
- ii. To carry on business of Other transportation support activities.
- jj. To carry on business of Postal activities.
- kk. To carry on business of Courier activities.
- ll. To carry on business of Wholesale of agricultural raw materials and live animals.
- mm. To carry on business of Wholesale of electronic and telecommunications equipment and parts.
 - ii. To carry on business of Wholesale of agricultural machinery, equipment and supplies.
 - jj. To carry on business of Wholesale of other machinery and equipment.
 - kk. To carry on business of Wholesale of solid, liquid and gaseous fuels and related products.

- ll. To carry on business of Retail sale of pharmaceutical and medical goods, cosmetic and toilet articles in specialized stores.
- mm. To carry on business of Wholesale of metals and metal ores.
- nn. To carry on business of Wholesale of construction materials, hardware, plumbing and heating equipment and supplies.
- oo. To carry on business of Wholesale of waste and scrap and other products n.e.c.
- pp. To carry on business of Retail sale of automotive fuel in specialized stores.
- qq. To carry on business of Retail sale of computers, peripheral units, software and telecommunications equipment in specialized stores.
- rr. To carry on business Retail sale of hardware, paints and glass in specialized stores.
- ss. To carry on business of Retail sale of electrical household appliances, furniture, lighting equipment and other household articles in specialized stores.
- tt. To carry on business of Retail sale of clothing, footwear and leather articles in specialized stores.
- uu. To carry on business of Retail sale of food in specialized stores.
- vv. To carry on business of Retail sale of beverages in specialized stores.
- ww. To carry carry on business of General activities.
- xx. To carry on business of human resources support; recruitment and placement for clients, recruitment and placement for clients, handling separations: termination or retrenchment and payroll administration.
- yy. To carry on business of training and coaching; team building - get workforce to right mindset, tailored training courses, graduate management development program (GMDP), management development program (MDP) modular and young adult's development session.
- zz. To carry on business of audit; statutory audit, procurement audit, investigation audit, special purpose audit and systems based audit.
- aaa. To carry on business of client support; accounting, internal audit, pre-grant disbursement assessment, building capacity in finance management and internal audit, training finance and non-finance manager.

- bbb. To carry on the business of real estate agents, property managers, and realty administrators of buildings, services of letting or valuation, builders, contractors for construction works, renovation, decoration and demolition and to purchase otherwise acquire land for houses, offices, workshops and building premises.
- ccc. To carry on the business and act as managers of investments and investment company, real estate agents, property managers, developers, valuers, decorators, engineers and to generally be able to carry out activities of any description with regards to land, property and real estate, investment in any type of property, buildings, lands, securities, bonds, shares and any property act as a holding company with subsidiaries and invest in any projects as the company may think fit.
- ddd. To carry on the business of general merchants, general store-keepers, universal providers, importers, exporters, suppliers, wholesale and/or retail traders, dealers of piece wood, paints, hardware, glassware, crockery, cutlery, ironmongery, turners and other household fittings and requirements, other articles and commodities of personal, household use and consumption provisions, textiles, groceries, medicines, drugs, wines, spirits, liquors, chemical, surgical, optical, photographic and other instruments, apparatus and materials, motor vehicles, automobiles and generally in all manufactured goods of all types and merchandise of all kinds.
- eee. To carry on the business of dealing in marketing, manufacturing, importing, exporting, stocking, buying, selling whether by wholesale or retail of various categories of goods 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.
- fff. To carry on the business of general traders, merchants, manufacturers' representatives and to buy, sell, hire, manufacture, barter, trade and deal in property, mechanical machine shop, spare parts and machinery of every description, goods and articles and merchandise of all kinds and to transact any and every description of agency, insurance agents, commission, distribution, marketing, commercial, industrial, manufacturing, merchantile, insurance and financial business.
- ggg. To carry on the business as traders, suppliers, general merchants, importers, exporters, stockiest, wholesalers, retailers and dealers in all types of electric and electrical goods, hardware, building materials, spare parts and maintenance, tires, tubes, tools and accessories for all types of automotive, motor vehicles, agricultural machinery, implements, equipment of all kinds of industrial projects machinery and equipment, timber, fishing gears, paints, corrugated iron sheets, hinges, screws, iron mongery, all kinds of ready-made garments and used clothes, all types of leather goods, tiles, shoes, bags and other similar goods.

- ii. To carry on all or any of the business of transport, carriage and haulage contractors, owners and charter of road vehicles, aircraft and ships and boats of every description and carriers of goods and passenger by road, rail, water or air and to establish, acquire, maintain and operate transport service of every description both public and private and all services ancillary thereto and for such purposes or as independent undertakings to purchase, take in exchange, charter, hire, build, contract or otherwise acquire and to own, operate, work, manage, maintain, repair, service and deal with and in road vehicles, aircraft and vessels of every supplies therefore and to conduct any such business within the country or any other state in Africa or Europe or Asia and or any other foreign country.

- jj. To carry on business as safari contractors, organizers and operators and to equip, organize and arrange hunting, photographic, cinematic exploration and cinematographic expeditions and generally to organize and provide facilities for tourist safari adventures of every kind including but not limited to game. Fishing river canoeing, kayaking, and other safaris and expeditions of every description. Photographers, suppliers and caterers for hunting, fishing, photographic, sight-seeing and other expeditions whatsoever.

- ii. To promote tourism in Tanzania and elsewhere in Africa, to carry on business of travel and tourist agents and tour operators, to promote facilitate traveling to organize hunting, tented-camps, fishing and diving expeditions, safari promoters and undertakers generally and in particular to arrange and manager hunting safaris, photo safaris adventure tours, fishing trips, handling of game trophies and animal skins, catching, harboring, transporting, wildlife and marine products of all kind.

- jj. To carry on the business of clearing and forwarding agents, commission agents, transporters, freighters, haulers, customs bonded warehouse and godown keepers, cargo and travel agents, insurance agents, tourist agents, manufacturers' representatives, road contractors, cargo superintendents, packers, machinery haulage specialists, warehousemen, engineers, electricians, motor cars, cabs, omnibus, lorries, oil tank and coach proprietors and transporters, civil transport contractor and transporters by any means of conveyance of people and goods in Tanzania and the neighboring countries and in such other place or places as may from time to time be determined by the company, engage in and or otherwise carry on the business as transporters and transport agents, freight forwarders.





- kk. To carry on the business of dealing in importing, exporting, marketing, manufacturing stocking, buying, selling whether by wholesale or retail of various categories of goods and merchandise, and to act as insurance agents, commission agents, brokers and manufacturers, representatives in all fields. To be agent of foreign company and 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.

That the meaning of any general word or words in any paragraph of this clause shall not be restricted by being construed 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 Shillings 800,000,000/= divided into 100 shares of Shillings 8,000,000/= each.

The Company shall have powers 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 determined 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, 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.

S/N	NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS/ SHAREHOLDERS	NO. OF SHARES TAKEN	SIGNATURE (S) OF THE SUBSCRIBERS/ SHAREHOLDER
1.	MINGHUI HU P.O.BOX 204 Dar es salaam Tanzania	15	
2.	FENG LIU P.O.BOX 204 Dar es salaam Tanzania	19	
3.	LICHENG DING P.OBOX 204 Dar es salaam Tanzania	30	
4.	ZHENGHUA YANG P. O.BOX 204 Dar es salaam Tanzania	36	

Dated at Dar es Salaam this 30th December, 2025.

WITNESS TO THE ABOVE SIGNATURES:

Name: ALFRED OCTAVIAN LYARUU

Signature:  _____

Address: P. O. BOX 19927 DAR ES SALAAM

Qualification: ADVOCATE



THE COMPANIES ACT 2002
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
PROSPERIS TRANSPORTATION AND LOGISTICS (TANZANIA) LIMITED

PRELIMINARY

1. In these regulations:-
“The Act” means the Companies Act 2002 of the Laws of Tanzania.

When any provision of the Act is referred to, the reference is that provision is as modified by any law for 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 bodies corporate, partnership, firms, cooperatives, societies, etc.

The regulations of Companies Act shall not apply to the company, save in so far as they are varied or excluded hereby, but in case of any conflict between the provisions herein, and the provisions under this regulation the former shall prevail, 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 two 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 refuse 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 every personal representative 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 sale of the said shares to any member or members of 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 price of such shares being agreed on a determined as per clause (b) above, the board shall forthwith give notice to such of the shareholders other than the shareholders desiring to sell or transfer the said shares, stating the number and price of such share inviting the person to whom notice is sent to state within 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 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 held by 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 stated in his answer to the said notice.

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.

5. GENERAL MEETINGS: NOTICE OF GENERAL MEETING AND PROCEEDINGS OF THE GENERAL MEETINGS.

The regulation of Companies Act shall apply 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 - fourths of the issued shares of the company shall be valid and effectual as an ordinary resolution duly passed at a general meeting of the company.

6. DIRECTORS

- (a) Until otherwise determined by the company in General Meeting the Directors shall not be less than two and not more than Ten in number.
 - (b) The following persons shall be the first Directors of the company: -
 - 1. MINGHUI HU
 - 2. FENG LIU
 - 3. LICHENG DING
 - 4. ZHENGHUA YANG
7. The shareholding qualification 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 transacting 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

11. 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.
12. The Directors may secure the repayment of or raise any such sum 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 charged 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

13. 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.
14. No member shall be entitled to vote at any general meeting unless all calls or other sums presently by him in respect of shares in the Company have been paid.

DISQUALIFICATION OF DIRECTORS

15. 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 meetings of the directors for a period of six months without special leave of absence from the other Directors.

SEAL

16. 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 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.

ALTERNATE DIRECTORS

17. Any director 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 Alternate Director shall exercise and discharge all the duties of Director whom he represents.
18. Unless otherwise decided by the Directors the quorum necessary to transact business of the Directors shall be two Directors personally present.

SECRETARY

19. 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

20. With the 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 Trustees 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

21. Subject to the provisions of the Act 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.

INDEMNITY

22. Every Director, Managing Director, Agent, Auditor, Secretary and other Officer for the time being of the Company shall be indemnified out of the Assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgment is given in his favor or in which he is acquitted or is in connection with any application in which relief is granted to him by the Court.

ARBITRATION

23. If and whenever any dispute or difference 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 the 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 the first two or, in the event of failure to agree within (Cap. 15) or any then existing statutory modifications or re-enactment thereof shall apply.

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Dated at Dar es Salaam this 30th December, 2025.

WITNESS TO THE ABOVE SIGNATURES:

Name: ALFRED OCTAVIAN LYARUU

Signature:  _____

Address: P. O. BOX 19927 DAR ES SALAAM

Qualification: ADVOCATE



