

TANZANIA
Stamp Duty Shs. 8000/-
PAID ON ORIGINAL
Receipt No. 68990 of 06/09/16
Stamp Duty Officer

THE COMPANIES ACT NO. 12 OF 2002

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

LUNA TRADING AND LOGISTICS LIMITED

TANZANIA
Stamp Duty Shs. 2500/- Paid
Receipt No. 68990 of 06/09/16
Asst. Registrar of Companies

1. The name of Company is **LUNA TRADING AND LOGISTICS 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 carry on the business of transportation, cargo and travel agents, customs agents, manufacturers representatives, clearing and forwarding agents, road contractors, cargo superintendents, packers, machinery haulage specialists, warehousemen, engineers, electricians, motor cars, cabs, omnibus, lorries, oil tank and coach proprietors and transporters by any other means of conveyance of people and goods in Tanzania and the neighboring countries and in such other or places as may from time to time determined by the Company.
 - b) To engage in all activities relating to motor vehicles importation and exportation, distribution, transmitting, supplying, selling offering for scale, and otherwise deal in all forms makes and types of motor vehicles importation, exportation, warehousing, transportation, disposition and transmission.
 - c) To carry on the business of importers, exporters, buying, selling, dealers in hardware, building materials, sanitary – ware, wall papers, roofing tiles, flooring tiles, supplying industrial equipment's agricultural implements and equipment's spare of every description, plumbers, decorators, steel fabrication, machines hop, nickel plating, electric plating, making steel windows, doors frames and roof tresses.
 - d) To carry on all business of publishing, printing, distributing and selling business, management industrial, scientific, academic, communications, financial, agricultural, social and environment information technology periodicals, brochures and books and any other reading materials.
 - 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 goods and merchandise, and to act as commission agents and manufactures, 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 deal with all works involving putting henna, facial make ups, man cure, pedicure, waxing, threading and nails makeup.
- g) To maintain, repair, assemble, design, manufacture, import, export, purchase and sale of electronics, electric, and telecommunication equipments of domestic, and industrial use, installation, designing, and consultancy services, assembly of electronic, electric and telecommunication appliances, establish, run and manage the electronics media industry as well as vocational training, and generally deal with all type of electric, electronic and telecommunication as well as mechanical in any manner as authorized by this memorandum or in any way connected to or incidental to the object of this company. to cooperate, collaborate, associate, ally, amalgamate, combine, join, league, link, mingle, unite with any company, partnership, government department, ministry, local authority, Non Governmental organization, private sector and institution, and any entity in furtherance of the objectives of the company.
- h) To carry on business as traders, merchants, manufactures, representatives, commission agents, importers, exporters, warehouse, shipping and forwarding agents, packers, carriers and freight contractors and to import, export, buy, sell barter, exchange, store, pack, ship transport and otherwise deal with foodstuff and consumable goods and articles of every description, household goods and textiles, metals, wood, plastic, paper and paper products, timber, articles and things manufactured there from, clothing, footwear, electrical apparatus and equipment, machinery tools and materials, articles, merchandise, commodities, motor vehicles, spares, industrial machinery and goods of every description.
- i) To carry on the business of a farmer, grower and planter in its widest sense and to cultivate and produce coffee, tea, rubber, cocoa and coconuts, sugar, grain, rice, sisal and other fibre, tobacco, cotton and other plant product or produce of
- j) The soil to prepare, manufacture or render marketable any such produce and for such purpose to erect and work all such mills, machinery, dams, irrigation trenches, flumes and other contrivances which may be deemed necessary, and to sell, dispose off and deal in any such produce either in its prepared, manufactured or raw states, and either by wholesale or retail.
- k) To carry on the business of planters, growers, florists, cultivators, horticulturists, market gardeners, agriculturist and buyers of every kind of vegetable and other produce of the soil; to prepare, preserve, process, cure, blend, refine, treat, manufacture and render marketable any such produce and to sell, dispose off and deal

in any such produce either in its prepared, manufactured, raw or other state, and either by wholesale or retail.

- l) To carry on business of hotel, restaurant, café, swimming pools, auto-court, motel holiday camp, and apartment-house keepers. To fit up any furnish property for the purpose of letting the same to visitors or guests whether in single rooms, suites, chalets, cottages or otherwise. To buy, sell (both to persons residing on the company's premises and to non-residents), import, produce, manufacture or otherwise deal in food and food products, meat groceries, fruit, confectionery, wine spirit, beer and alcoholic beverages, tobacco, druggist supplies, beverages, linen, furniture and furnishings and other articles required in the said business. To appropriate any part of the property of the company for the purpose or and to build or let shops, offices, and other places of business and to use or lease any part of the property of the company not required for the purposes aforesaid for any purpose for which it may be conveniently used or let.
- m) To carry on business as refreshment contractors, restaurant keepers, refreshment room proprietors, hotel keepers, sugar and sweetmeat merchants, farmers, dairymen, fruiterers, grocers, provision merchants, bakers and confectioners, licensed victuallers, wine and spirit merchants and tobacconists.
- n) To carry on all their respective branches all or any of the business of builders, masonry and general construction contractors and haulers and among other things to construct, repair, execute, equip, improve work and advertise, estates, roadways, train ways, ships, aircrafts, docks, harbours, hangers, wharves, canals, watercourses, reservoirs, embarkments, irrigations, reclamation's sewage, drainage and other sanitary works, water, gas, electric and other supply work houses, buildings and erections of every kind and to carry on any other business in connection with the above mentioned business that are customarily or usually carried on in connection therewith or naturally incidental thereto.
- o) To carry on business as traders or business manufactures of preparing, spinning, doubling, weaving, combining, scouring, sizing, bleaching, colouring, dyeing, printing, finishing, extruding, injections, moulding, coating, working or manufacturing in any way whatever sisal, cotton, wool, silk, flax, jute, artificial silk, rayon, nylon, polyester, polypropylene, polyethylene, man-made fibres and any other fibrous or textiles either natural, artificial or synthetic, and the buying and selling, import and export of and dealing in all or any of the aforesaid substances, either as raw materials, semi-finished or finished products.
- p) To carry on all or any of the businesses of manufactures, buyers, sellers, exporters, importers of and dealers in pharmaceuticals, medicinal, chemical, industrial and other preparations, veterinary and surgical instruments and appliances medicines, medical

preparations, liniments and lotions, and as chemist and druggists and to manufacture, refine, distill, manipulate, compound, prepare for market and deal in all kinds of chemical, medical and other articles, preparations, ingredients, commodities, products, substances and things necessary or which may be conveniently used or dealt with in connection with the company's business.

- q) To carry on the business of importers and dealers in fuel and other oils, petroleum of every kind and the business of refiners of such oils and petroleum and the manufacturer of lubricating oils and all accessories required for the equipment and operations of the said vehicles, aircrafts and ships.
- r) To issue and deposit any securities which the company has power to issue by way of mortgage or secure any such sum less than the nominal amount of such securities, and also by way of security for the performance of any contract or obligation of the Company or of its customers or of any other company or person having dealings with the company, or in whose business or undertakings the company is interested.
- s) To apply for, purchase, or otherwise acquire and protect and renew in any part of the world any patent rights, brevets invention, trade marks, designs, licenses, consensus, and the like, conferring any exclusive or non-exclusive or limited rights to their use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the company; or the acquisition of which may seem calculated directly or indirectly to benefit the company, and to use, exercise, develop, or information so acquire, and to expend money in experimenting upon, testing or improving any such patent, inventions or rights.
- t) To borrow or raise or secure the payment of money by bank overdrafts, mortgage, or by the issue of debentures or debenture stock, perpetual or otherwise, or in such other manner as the company shall deem fit, and for the purposes aforesaid or for any other lawful purpose to charge all or any of the company's property or assets, present and future, including its uncalled capital, and collateral or further to secure any securities of the company by a trust deed or other assurance.
- u) To establish and maintain branches and agencies for the purpose of the Company in any part of Tanzania or elsewhere and from time to time discontinue and regulate the same.
- v) To purchase or otherwise acquire, erect, maintain, reconstruct and adapt any buildings, works, plant and machinery and other things found to be necessary or convenient for the purposes of the company.
- w) To sell, improve, manage, develop, turn to account, exchange, let on rent, share of profits or otherwise grant licenses, easements and other rights in respect of and in any

other manner deal with or dispose of the undertaking of the company or any part thereof, or all or any of the property for the time being of the company, and for any consideration whether in cash or in shares (fully or partly paid) debentures, debenture stock or other interest in or securities of any company or otherwise.

- x) To carry on business as tour operators, tourist agents, safari contractors, organizers and operators, and to equip, organize, arrange hunting, photographic, game, fishing and other safari and expeditions of all kinds whatsoever.
- y) To sell, exchange, let, develop, dispose of, transfer or otherwise deal with the undertaking of the company or any part thereof upon such terms and for such consideration as the company may think fit.
- z) To raise or borrow money or to secure the payment of money and of any interest thereon in such manner and on such terms as may be deemed expedient, and in particular by the issue at par or at a premium or discount of debentures or debenture stock either perpetual or terminable, or by bonds, mortgages or any other form of security over or upon all or any of the undertaking, property or rights of the company both present and future including its uncalled capital, or without any such security.

aa) To take or otherwise and hold shares in any other company having objectives altogether or in part similar to this company, or carrying on business capable of being conducted so as directly or 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 collection and receipt of money.

cc) To do all other things as may be demanded incidental or conducive to the attainment of the objectives 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 person, whether corporate or unincorporate, 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 a manner and construed in as wide a sense as if each of the said paragraphs define the objects of the separate and distinct compound.



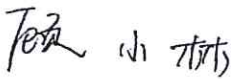
That the meaning of any general word or words in any paragraph of this clause shall not be restricted by being construed ejusdem generic with any particular word or words in the same paragraph.

4. The ability of the members is limited.

5. The capital of the Company is shillings 20,000,000/= divided into 100 shares of shillings 100,000/=each


The Company shall have power to increase its capital and 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 may be determined by or in accordance with the Article of association of the Company.

We the several persons whose names, addresses and description 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 :-

Name/ Address of subscriber	No of shares taken	Signature of subscriber
NUWAILA SALIM ABEID P.O.BOX 71717 DAR ES SALAAM	50	
FENERA MICHAEL MBAGA P.O.BOX 71717 DAR ES SALAAM	50	
GU, XIOLIN P.O.BOX 71717 DAR ES SALAAM	50	

Dated at Dar es salaam this 04 day of OCTOBER 2021

WITNESS to the above signatures:

Name ANNA REYNOLDS LEMA
 Signature 
 Postal Address 32076
 Qualification ADVOCATE



TANZANIA
Stamp Duty Shs. 2500/-
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Receipt No. 68770 of 26/09/16
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**THE COMPANIES ACT NO. 12 OF 2002
COMPANY LIMITED BY SHARES**

ARTICLES OF ASSOCIATION

OF

LUNA TRADING AND LOGISTICS LIMITED

TANZANIA
Stamp Duty Shs. 2500/- Paid
Receipt No. 68770 of 26/09/16
Asst. Registrar of Companies

PRELIMINARY

1. In these regulations:-

“The Company Act” means the Act No. 12 of 2002 of the Laws Tanzania

When any provision of the Act referred to the reference in that provision are 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 the are varied or excluded hereby, but in case of any conflict between the 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 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 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 issue share warrants to bearer.

TRANSFER OF SHARES

3. The Directors may in their direction and without assigning any reasons 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 person 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 sale of the said shares to any 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 shares inviting the person 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.

- d) 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 MEETING

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 determine 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 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. NUWAILA SALIM ABEID**
 - 2. FENERA MICHAEL MMBANGA**
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 foxed 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 or Directors duly called and constituted.
10. The Directors may from 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 the think fit.

11. 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 charges upon the whole or any

Part of the property and assets of the company or not so charges or in such other way as the Director's may think expedient.

VOTE OF MEMBERS

12. On a show of hands every shareholder present in person shall have one vote. On a roll every shareholder 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 by him in respect of shares in the Company have been paid.

DISQUALIFICATION 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 meetings of the directors for a period of six 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 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 no affixed in their presence.

ALTERNATE DIRECTORS

16. 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 Director and such Alternate Director shall exercise and discharge all the duties of Directors whom he represents.
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 the sanction of a special resolution of the shareholders any part of the assets of the Companies may be divided between the members of the Company in a 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

20. 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 article and be subject in like manner to alteration by special resolution.


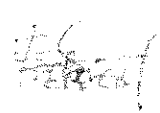
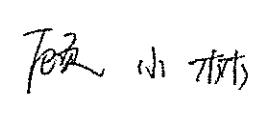
INDEMNITY

21. 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 judgement is given in this favour or in which he is acquitted or is in connection with any application in which relief is ranted to his by the Court.

ARBITRATION

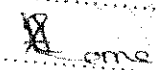
22. If and whenever any dispute or difference shall arise between the Company and any of the members or their respective representatives touching upon the construction or meaning of any of the Articles herein contained or any act matter or thing made or done or omitted to be done or with regard to the rights or liabilities arising here under or arising out 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.

We the several persons whose names, addresses and description 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 :-

Name/ Address of subscriber	No of shares taken	Signature of subscriber
NUWAILA SALIM ABEID P.O.BOX 71717 DAR ES SALAAM	50	
FENERA MICHAEL MBAGA P.O.BOX 71717 DAR ES SALAAM	50	
GU, XIOLIN P.O.BOX 71717 DAR ES SALAAM	50	

Dated at Dar es salaam this 04 day of OCTOBER 2021

WITNESS to the above signatures:

Name ANNA REYNOLD LEMA
 Signature 
 Postal Address 32076
 Qualification ADVOCATE