

THE COMPANIES ACT
(No. 12 OF 2002)

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

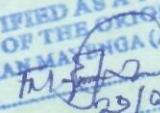
ARTICLES OF ASSOCIATION

OF

RONG ZHENG (TANZANIA) LIMITED

INCORPORATED THIS DAY OF 2014

Drawn by:
Epic Law Partners,
TTCL Building, Plot No. 1, Block "K",
Posta Road.
P.O. Box 11624,
Mwanza - Tanzania.
E-mail: info@epiclawnpartners.com
www.epiclawnpartners.com

CERTIFIED AS A TRUE COPY
OF THE ORIGINAL
FABIAN MACHINGA (ADVOCATE)
Sign: 
Date: 23/03/2021

5300/2
46513 28/8/14
46513 28/8/14

THE COMPANIES ACT (ACT NO. 12 OF 2002)
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
RONG ZHENG (TANZANIA) LIMITED

10,000/-
46513 28/8/14

1. The name of the Company is "RONG ZHENG (TANZANIA) LIMITED".
2. The registered office of the Company will be situate in Tanzania.
3. The objects for which the Company is formed are:-
 - (a) To carry on the business of export of fish maws and related products.
 - (b) To purchase, supply and make available for sale fish maws and related products.
 - (c) To set-up and carry on the business of fish farms and gather all varieties of marine and sea foods including tilapia, Nile perch, prawns, shrimps, lobsters, pomfrets, shark, eels and other marine products.
 - (d) To carry on the business of processing the aforesaid marine and sea products by freezing, filleting, skinning, meat picking, drying, boiling, etc., and also to pack and prepare the same for sale and delivery in national and international markets and to provide in connection therewith all necessary arrangements, facilities and acts which are incidental thereto.
 - (e) To carry on the business of fishing including deep sea backwater fishing, and to act as dealers, exporters, and agents in all kinds of fish and sea foods.
 - (f) To acquire, establish, run, manage and conduct fish meal plants for fish items, fish products and all by-products.
 - (g) To purchase or otherwise establish, build, own, operate, acquire, run and manage processing factories, cold storage, refrigerators, ice-making plants, and also warehouses, godowns, sheds and buildings for the purposes of processing, packing, preserving and canning all varieties of

CERTIFIED AS A TRUE COPY
OF THE ORIGINAL
FABIAN MAYENG (ADVOCATE)
Sign: [Signature]
Date: 29/03/2024

fish, fish products, food products, farm products and other edible products including by-products manufactured and dealt in by the company.

- (h) To own, purchase, charter, hire, contract, equip and maintain aircrafts, motor vehicles, fishing trawlers, ships, boats, barges, lighters, vessels, motor lorries, insulated vans, refrigerated vans, trailers and tractors.
- (i) To purchase or otherwise acquire, establish, install, run and manage net making plants for the purposes of manufacturing fishing nets, both in nylon and plastic monofilaments and to sell and deal in fishing nets, raw materials, accessories and other items thereof.
- (j) To carry on all or any one or more of the foregoing businesses either wholesale or retail, and to acquire, carry on, and deal with the undertakings, works, lands, property and businesses of other companies and persons engaged in the aforesaid business.
- (k) To carry on any other business which may seem to the company capable of being carried on in connection with the above objects, or calculated directly or indirectly to enhance the value of or render more profitable any of the company's property.
- (l) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm or company and to enter into partnership with, acquire any interest in, or enter into any arrangement for sharing profits or other economic arrangement with any person, firm or company and to hold, retain, sell, mortgage and deal in any assets, shares, debentures, stocks so received.
- (m) To borrow and raise money in such manner as the Company shall think fit and secure the repayment of any money borrowed, raised, or owing by any security upon any part of the company's property or assets
- (n) To carry on trade or business of whatever nature which can, in the opinion of the board of Directors, be conveniently carried on by the Company.
- (o) To establish and carry on, and promote the establishment and carrying on, upon any property in which the Company is interested, any business which may be conveniently carried on upon or in connection with such property, and the establishment of which may seem calculated to enhance the value of the Company's interest in such property, for to facilitate the disposal thereof.

- (p) To enter into partnership or any arrangement for sharing profits, union of interest, co-operation, joint venture, reciprocal, concession or otherwise, with any person or company carrying on or engaged in, any business or transaction which this Company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as to directly or indirectly benefit this Company. AND to lend money to, guarantee the contracts of, or otherwise acquire shares and securities of any such company, and to sell, hold, re-issue with or without guarantee, or otherwise deal with the same.
- (q) To promote any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of this Company, or for any other purpose which may seem directly or indirectly to benefit the Company.
- (r) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined.
- (s) To lend money to such persons or companies and on such terms as may seem expedient, and in particular to customers and others having dealings with the Company, and to guarantee the performance of contracts by any such person or companies.
- (t) To draw, make, accept, endorse, discount, execute and issue, promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (u) To sell or dispose of 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 Company having objects altogether or in part similar to those of this Company.
- (v) To sell, improve, manage, develop, exchange, lease, mortgage, enfranchise, dispose of, turn to account, or otherwise deal with, all or any of the property and rights of the Company.
- (w) To apply for, purchase, or by other means acquire and protect, prolong, and renew, any patents, copyrights, trademarks, protections and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licenses or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions, processes or rights which the Company may acquire or propose to acquire.


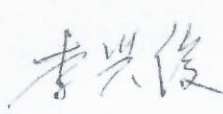
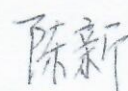
- (x) To carry on all kinds of promotion business and in particular to form, constitute, float, lend money to subsidise assets and control any companies, associations, partnerships or undertakings whatsoever.
- (y) To carry on any other business or activity and do any thing of any nature which may seem to the Company capable of being conveniently carried on or done in connection with the above, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's business or property.
- (z) To lend money to, or grant or provide credit or financial accommodation to any person or company in any case in which such grant or provision is considered likely directly or indirectly to further any of the objects of the Company or the interests of its Members.
- (aa) To invest and deal with moneys of the Company not immediately required and in such a manner as may from time to time be determined.
- (bb) To sell, exchange, mortgage, let on rent, share of profit, royalty or otherwise, grant licences, easements, options servitude's and other rights over and in any other manner deal with or dispose of the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for stocks, shares, debentures or other obligations or securities, whether fully or partly paid up, of any other company.
- (cc) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object, or for any exhibition, or for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its members.
- (dd) To lend and advance money or give credit to such persons, firm or companies and on such terms as may seem expedient, and in particular to customers and others having dealings with the Company, and to give guarantee to become surety for any persons, firm or companies for the due payment of money for the performance of any obligations or liabilities.
- (ee) To do all such other things which are incidental or conducive to the attainment of the above objects.

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 incorporated or not incorporated, and whether domiciled in Tanzania or elsewhere, and that the objects specified in the different paragraphs of this clause shall not, except

where the context expressly so requires, be in anywise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

4. The liability of the Members is limited.
5. The share capital of the Company is Tanzania Shillings Ten Million (Tshs. 10,000,000/=) divided into Ten Thousand (10,000) Ordinary shares of Tanzanian Shillings One Thousand (Tshs. 1,000/=) each.

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, Postal Addresses and Occupations of Subscribers | Number of Shares taken by each Subscriber | Signature & Seal/Rubber Stamp of Subscribers |
|--|---|---|
| Elizabeth J. Lefi, P.O. Box 720, Mwanza | 6,000 |  |
| Li Xing Jun, P.O. Box 720, Mwanza | 2,000 |  |
| Chen Xin, P.O. Box 720, Mwanza. | 2,000 |  |

Dated at Mwanza this 25th day of August 2014.

WITNESS to the above Signatures:-

Name:

MSAFIRI ALOYS MENGA

Signature:




Postal Address:

2420 ARUSHA

Qualification:

Advocate/Commissioner for Oaths

CERTIFIED AS A TRUE COPY
OF THE ORIGINAL
FABIAN MUYENGA (ADVOCATE)
Sign: 
Date: 29/03/2024

