

THE COMPANIES ACT No. 12 OF 2002

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COMPANY LIMITED BY SHARES

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Memorandum

and

Articles of Association

Of

SHANGHAI AGRICULTURAL DEMONSTRATION PARK (TANZANIA)  
COMPANY LIMITED

Incorporated this .....day of ..... 2017

DRAWN BY:  
Hu Yong (Promoter)  
P. O. Box 77800,  
DAR ES SALAAM  
TANZANIA.

THE UNITED REPUBLIC OF TANZANIA

---

CERTIFICATE OF INCORPORATION

NO.....

I HEREBY CERTIFY THAT

**SHANGHAI AGRICULTURAL DEMONSTRATION  
PARK (TANZANIA) COMPANY LIMITED**

---

Is this day incorporated under the

Companies Act, No.12 of 2002

And

That the Company is a

Private Company Limited by Shares.

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GIVEN under my hand at Dar es Salaam this.....day

of.....Two Thousand and Fifteen.

.....  
**Asst. Registrar of Companies**

THE COMPANIES ACT (ACT NO.12 OF 2002)

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COMPANY LIMITED BY SHARES

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MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

SHANGHAI AGRICULTURAL DEMONSTRATION PARK  
(TANZANIA) COMPANY LIMITED

THE COMPANIES ACT ( ACT NO.12 OF 2002 )

TANZANIA  
Stamp Duty Shs. 5000/-  
PAID ON ORIGINAL  
Receipt No. 366963 of 24/05/17  
Stamp Duty Officer

Company limited by Shares

TANZANIA  
Stamp Duty Shs. 2500/- Paid  
Receipt No. 36753 of 24/05/17  
Asst. Registrar of Companies

MEMORANDUM OF ASSOCIATION  
OF

SHANGHAI AGRICULTURAL DEMONSTRATION PARK (TANZANIA)  
COMPANY LIMITED

1. The name of the Company is "SHANGHAI AGRICULTURAL DEMONSTRATION PARK (TANZANIA) COMPANY LIMITED".
2. The registered office of the Company will be situated in the United Republic of Tanzania.
3. The objects for which the Company is established are to carry on any or all of the following business in any part of the world:-
  - a) To carry on the business of general contractor, builders, decorators and dealers of all kinds of building, offices, houses, industrial and civil works etc. including all kinds of specialist works. electrical and plumbing works, etc..
  - b) To carry on the business of plant hiring, importers, exporters, commission agents, general merchants, traders and factories, distributors, manufacturers, representatives and commercial, financial and general agents, and to carry on and undertake any business transaction or capitalists, merchants and traders, and to import and export, buy, sell (either for cash or one credit), barter, exchange, pledge, make advances upon or otherwise deal in goods, produce commodities and merchandise of all kinds.
  - c) To carry on the business of restaurant and to buy, sell, deal and produce all kinds of food and its products, and the management of fast food and general food restaurants.
  - d) To carry on all or any of the businesses of manufactures, repairers, exporters, importers and distributors of and dealers in articles, goods, produce, merchandise and commodities of all kinds, retail and wholesale

Certified True Copy of The Original

Signature



general agents, and to carry on and undertake any business transaction or operation commonly carried on by financiers, concessionaires and capitalists, and to carry on any other business incidental to or arising out of such business or any of them.

- e) To undertake and conduct researches into and to supply surveys of all aspects of commercial, industrial and economic activity and any matter incidental thereto.
- f) To carry on any other business whether manufacturing or otherwise, which may seem to the company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the property or rights of the company.
- g) To purchase, take on lease or in exchange, hire or otherwise acquire, any real and personal property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business or may enhance the value of any other property of the Company
- h) To design, build, construct, alter, maintain, enlarge, pull down, remove or replace, and to work, manage and control any buildings, offices, factories, mills, shops, machinery, engines, roads, ways, tramways, railways, branches or sidings, bridges, reservoirs, water-course, wharves, electric works and other works and conveniences which may seem calculated directly or indirectly to advance the interest of the Company, and to join with any other person or company in doing any of these things.
- i) To apply for, purchase, or otherwise acquire, and protect and renew in any part of the world any patent, patent rights, brevets d' invention, trade marks, designs, licenses, concessions, and the like, conferring any exclusive or non-exclusive or limited right to their use, or any secret or other information as to any invention which may seem capable of being used for any of the purpose of the company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use exercise, develop, or grant licenses in respect of, or otherwise turn to account the property, rights or information so acquired, and to expend money in experimenting upon, testing or improving any such patents, inventions or rights.
- j) To acquire and undertake the whole or any part of the business property, and liabilities of any person or company carrying on or proposing to carry on any business which the company is authorizes to carry on, or possessed of property suitable for the purposes of the Company, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.

can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.

- k) To amalgamate, enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure or reciprocal concession, or for limiting competition with any person or company carrying on or engaged in, or about to carry on or engage in, any business or transaction which the company is authorized to carry on or engage in, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.
- l) To improve, manage, develop, grant rights or privileged in respect of, or otherwise deal with, all or any part of the property and rights of the Company.
- m) To vest any real or personal property, rights or interest acquired by or belonging to the company in any person or company on behalf of or for the benefit of the Company, and with or without any declared trust in favour of the Company.
- n) To subscribe for, take, or otherwise acquire, and hold shares, stocks, debentures, or other securities of any other company having objects altogether or in part similar to those of the company, or carrying on any business capable of being conducted so a directly or indirectly to benefit the company.
- o) To invest and deal with the moneys of the company not immediately required in any manner.
- p) To lend and advance money or give credit to such persons or companies and on such terms as may seem expedient, an in particular to customers and others having dealings with the company, and to guarantee the performance of any contract or obligation and the payment of money of or by any such persons of companies, and generally is given guarantees.
- q) To receive money on deposit or loan and borrow or raise money in such manner as the company shall think fit, and in particular by the issue of debentures, or debenture stock (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of the company (both present and future), including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the company or any other person or company of any obligation undertaken by the company or any other person or company as the case may be.

- r) 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.
- s) To apply for, promote and obtain any ACT, charter, privilege, concession, license or authorization of any government, state or municipality, provisional order or license of any authority for enabling the company to carry any of its objects into effect or for extending any of the powers of the company or for effecting any modification of the constitution of the company or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the company.
- t) To enter into any arrangements with any governments or authorities, supreme municipal, local or otherwise, or any person or company that may seem conducive to the objects of the company, or any of them, and to obtain from any such charters, contracts, licenses and concessions which the company may think it desirable to obtain and to carry out, exercise and comply therewith.
- u) To pay out of the funds of the company all expenses which the company may lawfully pay with respect to the formation and registration of the company or the issue of its capital, including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the company.
- v) To pay for any right or property acquired by the company, and to remunerate any person or company whether by cash payment or by the allotment shares, debentures or other securities of the company credited as paid up in full or in part or otherwise.
- w) To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the company or is allied to or associated with the company or with any such subsidiary company, or who are or were at any time Director(s) or officers of the company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and also establish and subsidise and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well being of the company or of any such other company as aforesaid and make payments to or towards the insurance of any such person as aforesaid and do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.

- x) To procure the company to be registered or recognized in any part of the world outside the United Republic of Tanzania.
- y) To establish or promote or concur in establishing or promoting any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the company or for any other purpose which may seem directly or indirectly calculated to benefit the company and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of any such other company.
- z) To sell, lease, mortgage or otherwise dispose of the property, assets or undertaking of the company or any part thereof for such consideration as the company may think fit, and in particular of shares, stock, debentures, or other securities of any other company whether or not having objects altogether or in part similar to those of the company.
- aa) To distribute among the members in specie any property of the company, or any proceeds of sale or disposal of any property of the company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- bb) To act as agents or brokers and trustees for any person or company and to undertake and perform sub-contracts and to do all or any of the above things in any part of the world, and otherwise, and either alone or jointly with others, and either by or through agents, subcontractors, trustees or otherwise.
- cc) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them
- dd) To carry on the business of all crops plantation and all the other business relating to agricultural products, including but not limited to crops growing, crops production, biogas production and electricity generating using agricultural products wastage, further processing, etc.
- ee) To carry on, directly or indirectly, all or any of the business of manufacturers, processors, packers, bottlers, canners, distributors, wholesales and retailers of all types of food and dairy products, bakery products, confectionery products, ice-cream products, beverages, food ingredients, protein products, whey products, soya products, skim milk products, poultry products, beef products, fish products, food substitutes, pharmaceutical products and animal feed products, and the doing of all

such things as are incidental or conducive to the attainment of all or any of the foregoing.

- ff) To carry on directly or indirectly the business of cold storage and warehouse operators, transport operators, food store operators, caterers, grocers, provision merchants and provender millers.
- gg) To establish, manage and carry on the business of medical laboratory management.
- hh) To establish, manage and carry on the traders or business of farmers, stock farmers, cattle rearers, grazers, dairymen, livestock and poultry foresters, hunters, trappers, fellmongers, tanners, food specialists, preserved meat, fish, fruits, vegetable and food manufactures, dealers in cattle, sheep and animals generally, and dealers, whether by wholesale or retail in coal grain, timber, foodstuffs, meat and offal's hides and skins, fats, tallow grease and oils and animal, vegetable and fishery products and by-products, produce merchandise of all kinds.
- ii) To purchase, take on lease, option or license, exchange or otherwise acquire in any part of the world ranches, farm, lands, concessions, estates, plantations and properties, and to cultivate, improve, manage, develop or otherwise turn to account, deal with or dispose of the same, agricultural, ranching, grazing, plantation, forest, fishing and trading, grants, licenses, concessions, options, rights or privileges.
- jj) To build, erect contract, lay down, purchase, take on lease, option, license, change or otherwise acquire in any part of the world any abattoirs, freezing works, cold stores, cooling stores, preserving and establishments for the manufacture, getting, extracting establishments for the manufactures, getting extracting, and preparing for marketing, of procedures and merchandise of all kinds and descriptions, and operate, improve, manage, or otherwise turn to account, and deal with or dispose of the same in any manner whatsoever.
- kk) To sell, improve, manage, develop, exchange, lease, mortgage, enfranchise, dispose of, turn to account, let on royalty, share of profits, or otherwise grant and deal with the resources, lands, buildings and rights in such manner and for such consideration as the Company, may think fit, and in particular by clearing, irrigation, training, fencing, planting, building, improving, farming, grazing, pasturing, and by promoting immigration, establishing towns, villages and settlements.
- ll) To establish, manage and carry on the traders or businesses of slaughter men, butchers, cold and cooling store and frozen products of all kinds, builders and contractors for the construction of works, both public and

private, chemical, plastics, soap, detergent, glass, articles and foods of every kind, millers, foundry men, electrical, mechanical, refrigeration, insulation, chemical, heating, mining, experimental and general engineers, chemists, dredgers, quarrymen, miners, quarry and mine proprietors, brick and tile makers, timber and growers, timber and lumber merchants, and dealers in cement, sands, lime, bricks and building requisites.

- mm) To buy, sell, manufacture, prepare for market and deal in foods and other products, goods, provisions, clothing, stores, drugs, medicinal and pharmaceutical preparations, tobacco, wines, beer, spirits, liquors of whatever description, and all conveniences or necessities of life which may be used or required for workmen or others employed by the Company.
- nn) To examine, investigate and otherwise to acquire information relating to any property or rights which the Company may acquire, or become interested in, and to employ, equip and send to any part of the world explores, engineers, chemists, abattoir and refrigeration experts, food (technologists), animal, agricultural, fishery and food experts, and others for the purposes of making surveys and investigations of any nature whatsoever.
- oo) To acquire, clear, manage, farm, cultivate, plant, explore, work, restore or improve any land, or any interest in land; to deal with any farm or other products of any such land, and to carry on the business of general traders.
- pp) To purchase or otherwise acquire real or personal property on all kinds and in particular land, buildings, machinery, plant, stores, patents, licenses, concessions, rights of way, light or water, and any rights or privileges which it may seem convenient to obtain for the purposes of or in connection with the business of the company, and to manage, develop, sell, exchange, lease, mortgage, or otherwise deal with the whole or any part of such property or rights.
- qq) To acquire or erect glasshouses and any other premises for the promotion of the speedy growth of crops, vegetables, fruit or flowers, and to sell all such product.
- rr) To carry on the businesses of horticulturists, arboriculturists and seed merchants.
- ss) To carry on the business of developers, promoters, organizers, operators and managers of all kinds of game lodges, tented camps, safari circuits,

hotels, apartments and related amenities, to establish and provide all kinds of facilities and attractions for tourists and others and in connection with any such business to purchase, lease, hire, provide, operate, equip and maintain all land, property, buildings, structure, equipment and articles which may be necessary or convenient in the opinion of the Company for the carrying on of such business.

tt) To carry on the business as tour operators, travel agents and contractors and organisers, administrators and operators of tours, excursions, cruises, safaris and expeditions of all kinds by land, sea or air and to construct, take on lease, hire or otherwise acquire and maintain tourist and holiday resorts and hotels and other types of lodging accommodation for travellers and further to provide courier services, booking and reservation services of travel tickets, sleeping cars, berths, passports, visa and other immigration and customs clearance services, safe deposits, currency exchange services and to provide attendants, guides and drivers for travellers and tourists.

uu) To carry on the business of travel agents, tourist agents and contractors, cable telegraph and telephone companies agents, insurance, forwarding and general agents, aircraft and ship owners and charters, agents for operators of air, sea, land or inland waterway carriages undertakings, road transport owners, hirers, hotel, restaurants, apartment and lodging-house keepers, to fit up and furnish any property for the purpose of letting the same to visitors or guests whether in single rooms, suites, cottages or otherwise, caterers and storekeepers, teachers of languages, promoters and managers of travelling, social or educational clubs and societies, publishers of books, brochures, periodicals and newspaper sellers, foreign correspondents and advertising agents and generally to facilitate travelling, and to provide for tourists and travellers or promote the provision of facilities of every description and in particular by means of the booking of travel tickets and accommodation and hotel and lodging accommodation, providing guides, safe deposits, inquiry bureaux and baggage transport and arranging and operating tours.

vv) To acquire and take over any business or undertaking carried on, upon, or in connection with, any land or building, which the Company may acquire or become interested in, and the whole or any of the assets and liabilities of such business or undertaking, and to carry on the same, or to dispose of, remove, or put an end thereto, or otherwise deal with the same as may seem expedient to the Director(s) of the Company.

ww) To apply for, secure, acquire by grant, legislative enactment, assignment, transfer, purchase or otherwise and to exercise, carry out and enjoy any charter, licence, power, authority, franchise, concession, right, privilege which any government or authority, supreme, municipal, local or

otherwise, or any corporation or public body may be empowered to issue, confer or make and to pay for, aid in and contribute towards carrying the same into effect and to appropriate any of the Company's assets, shares, stock, debentures or other securities to defray the necessary costs and expenses thereof.

- xx) To acquire the goodwill or shares of any business or company carrying on any trade or business within the objects of the Company and any lands, privileges, contract, property or effects, held or used in connection herewith and upon such purchase to the liabilities of such business or company.
- yy) To undertake, conduct, acquire and carry on or out work of all kinds relating to any business of the Company.
- zz) To invest the moneys of the Company not immediately required in such manner as may from time to time be determined by the Director(s) of the Company.
- aaa) To apply for and acquire privileges, licenses, concessions, secret processes and the like which the Director(s) of the Company may deem to be advantageous for the business of the Company.
- bbb) To take part in the formation, management, supervision or control of the business or operations of any company, firm or other unincorporated body and for that purpose to act as Director(s), administrators, managers, accountants or other experts or agents.
- ccc) To vest any movable or immovable property, rights or interests acquired by or belonging to the Company in any person or company on behalf of or for the benefit of the Company, and with or without any declared trust in favor of the Company.
- ddd) To sell or dispose the undertaking, assets or property of the Company or any part thereof for such consideration as the Company may think fit, and in particular for the shares, debentures or securities of any company purchasing the same.
- eee) To acquire and deal with the business, property and liabilities of any company, firm or persons carrying on any business within the objects of the Company.
- fff) To acquire and deal with and in plant and machinery, patents, patent rights, inventions, copyrights, designs, trademarks or secret processes and other intellectual property rights and to sell, let, dispose or grant rights and licenses over the same.

- ggg) To acquire and deal with the shares, stock and securities in or of any company or undertaking the acquisition of which may promote or advantage the interests of the Company.
- hhh) To pay all costs, charges and expenses incurred or sustained in or about the promotion and establishment of the Company or which the Company may consider to be preliminary expenses.
- iii) To draw, accept and negotiate bills of exchange, promissory notes and other negotiable and mercantile instruments for the purpose of the Company's business.
- jjj) 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 such methods of financing) from banking and financial institutions or other money lending institutions or by other lawful means including by the issue of debentures, debenture stock (perpetual or terminable) or bonds and to secure or discharge any debt, liability or obligation or binding on the Company whether by way of guarantee or indemnity or otherwise (including, without limitation, pursuant to the borrowing or raising of money) by the 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.
- kkk) To lend and advance money or give credit to any person or company on such terms as may seem expedient to the Director(s) of the Company and in particular to a customer or person or firm or company or other body corporate or unincorporated having dealings with the Company.
- lll) 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 mortgaging or charging all or part of the undertaking, property, assets, rights and revenues present and future and uncalled capital of the Company or by-both such methods 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 credits and capital, premiums, dividends, costs and expenses or any 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 2002 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.

mmm) To enter into joint venture agreements or an amalgamation with any other company, firm or person carrying on business within the objects of the company.

nnn) To promote or assist in the promotion of any other company or business for the purpose of acquiring any of the assets and liabilities of the company or business or for any other purpose which may seem to the Director(s) of the Company directly or indirectly to benefit the Company.

ooo) To sell the undertaking and all or any of the property of the Company for cash or stock, shares or securities of any other company or person or for any other consideration.

ppp) To grant pensions, allowances, gratuities and bonuses to the employees or ex-employees of the Company or such persons who have given honorary services to the Company and to support or subscribe to any charitable or other institutions, clubs, societies or funds.

qqq) To distribute in specie the assets and property of the Company amongst its members.

rrr) Generally to do all such things as may appear to be incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that:

i) 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, and

ii) the objects specified in each of the paragraphs of this clause shall be regarded as independent objects, and accordingly shall in no wise be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraphs defined the objects of a separate and distinct company.



4. The liability of the members is limited.

5. The capital of the company is Tanzania shillings 10,000,000 divided into 10,000 paid shares of Tsh 1,000 each, with power to increase or reduce the capital, to consolidate or subdivide the shares into shares of larger or smaller amounts, and to issue all or any part of the original or any additional capital as fully paid shares, and with any special or preferential rights or privileges or

subject to any special terms or conditions, and either with or without any special designation, and also from time to time to alter, modify, commute, abrogate, or deal with any such rights, privileges, terms, conditions or designations in accordance with the regulations for the time being of the Company.

We, the several persons, whose names, addresses and descriptions are hereto 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 to our respective names:

TAN  
Stamp Duty  
100

Name Address And descriptions of subscriber(s)	Number of shares taken by each of Subscriber	Signature of Subscriber(s)
<u>Shanghai Jinfengyu Cereals Industry Co., Ltd</u> P.O. Box 201404 Room 1335, Building No.2, Industry Road 1399, Jinhui Town, Fengxian District, Shanghai City, PRC.	9900	Wu Bing Director Wu Jun Director 
<u>Shanghai Huanrui Agricultural Science &amp; Technology Co., Ltd</u> P.O. Box 201913 Room 864, Building No.3, Panyuan Highway 1800, Changxing Town, Chongming County, Shanghai City, PRC.	100	Peng Chunfeng Director Fang Min Director 

Dated at Dar Es Salaam: on the 24th Day of May, 2017.

WITNESS to the above signature:

Signature: Daisy

Postal Address: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_



Qualification: ADVOCATE

Certified True Copy of The Original

Signature: [Signature]



TANZANIA  
Stamp Duty Shs. 5000/-  
PAID ON ORIGINAL  
Receipt No. 260953 of 24/05/17.  
Private Company Limited by Shares  
Stamp Duty Officer  
ARTICLES OF ASSOCIATION  
SHANGHAI AGRICULTURAL DEMONSTRATION PARK  
(TANZANIA) COMPANY LIMITED.

TANZANIA  
Stamp Duty Shs. 2500/- Paid  
Receipt No. 260953 of 24/05/17.  
Asst. Registrar of Companies

### Preliminary

1. In these regulations:

"The ACT" means the Companies ACT (ACT NO.12 OF 2002 of the Laws of the United Republic of Tanzania).

When any provision of the ACT is referred to the reference in that provision 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 force at the date at which those 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, co-operative societies, etc.

The regulation of table A in the first schedule to the Companies ACT hereinafter called Table A shall apply to the Company in case of any conflict between the provisions herein, and the provision under Table A the former shall prevail and in addition to the substitutions for or modification of the provisions of Table A the following shall be the regulation of the Company.

2. The Company is a Private Company and accordingly:-

- a) No shares in the Company shall be transferred except with the previous written consent of the Director(s).
- b) The number of the members of the Company (exclusive of persons who are in the employment of the Company and of personas who having been formerly in the employment of the Company were, while in such employment and have continued after the determination of such employment to be, members of the Company) shall be limited to fifty, provided that for the purpose of this provision when two or more persons hold one or more shares in the Company jointly they shall be treated as a single member.

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Signature 



- c) There shall be no invitation to the public to subscribe for any shares, stock, debentures or debenture stock of the Company.

#### **Transfer of Shares**

3. The Director(s) may decline to register any transfer of shares to any person without giving any reason therefore. The Director(s) may suspend the registration of transfers during the fourteen days immediately preceding the Ordinary General Meeting in each year. The Director(s) may decline to register any instrument of transfer. Unless (a) a fee not exceeding Tsh. 10,000.00 is paid to the Company in respect thereof, and (b) the instrument of transfer is accompanied by the Certificate of the shares to which it relates, and such other evidence as the Director(s) may reasonably require to show the right of the transferor to make the transfer.

#### **Director(s)**

4. The following person(s) shall be the first Director(s) to the Company:-  
(1) Shanghai Jinfengyu Cereals Industry Co.,Ltd  
(2) Shanghai Huanrui Agricultural Science & Technology Co.,Ltd

The share holding qualification for Director(s), may be fixed by the Company in general meeting, and unless and until so fixed no qualification shall be required.

The quorum of Director(s) for transacting business shall unless otherwise fixed by the Director(s), be one.

A resolution in writing signed by all the Director(s) shall be valid and effectual as if it had been passed at a meeting of Director(s) duly called and constituted.

#### **Managing Director**

5. The Director(s) may elect one managing director of their meetings, and determine the period for which he is to hold office, and unless otherwise determined the managing director shall be elected annually. If no managing director is elected, or if at any meeting the managing director is not present within half an hour of the time appointed for holding the same, the Director(s) present shall choose someone of their number to be the managing director of such meeting.
6. Unless and until the Company in General Meeting shall otherwise determine, the number of Director(s) shall not be more than seven. The first Director(s)

of the Company shall be nominated in writing by the subscribers of their number to the Memorandum of Association.

7. A Director who is about to go away from or is absent from Tanzania may with the approval of the majority of the other Director(s) nominate any person to be his substitute and such substitute whilst he holds office as such shall be entitled to notice of Meeting of the Director(s) and to attend and vote thereat accordingly and he shall ipso facto vacate office if and when the appointor returns to Tanzania or vacate office as a Director or removes the substitute from office and any appointment and removal under this Article shall be effected by notice in writing under the hand of or by cable from the Director making the same. A Director may appoint (subject as above provided) one of the other Director(s) to be his substitute who shall thereupon be entitled to exercise (in addition to his own right of voting as a Director) such appoint-or's rights at Meetings of the Director(s).
8. At the Ordinary General Meeting to be held next after the adoption of these Articles and at every succeeding Ordinary General Meeting all Director(s), except permanent Director(s) if any are appointed, shall retire from office and shall be eligible for re-election.
9. A Director shall not require any qualification shares.
10. The office of a Director shall be vacate if the Director:-
  - (a) resigns his office by notice in writing to the Company; or
  - (b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - (c) becomes of unsound mind.
11.
  - (a) No Director shall be disqualified by his office from contracting with the company, nor shall any such contract or any Director shall be in any way interested be avoided, nor shall any Director so contracting or being so interested be reliable to account to the company for any profit realised by any such contract by reason only of such Director holding that office, or of the fiduciary relations thereby established but it is declared for the nature of his interest must be disclosed by him at the meeting of the Director(s) at which the contract is determined on if the his interest then exists, or, in any other case, at the first meeting of the Director(s) after the acquisition of his interest. A Director may vote in respect of any contract or arrangement in which he is interested.

(b) A Director of the company may be or become a Director of any company promoted by this company or in which it may be interested as a vendor, shareholder or otherwise and no such Director shall be accountable for any benefits received as a Director or shareholder of such company.

12. The Director(s) may meet together for the dispatch of business, adjourn and otherwise regulate their Meeting as they think fit and determine the quorum necessary for the transaction of business. Until otherwise determined, two Director(s) shall constitute a quorum

13. Any casual vacancy occurring in the Board of Director(s) may be filled up by the Director(s), but person so chosen shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

14. The company may by extraordinary resolution remove any Director and may by an ordinary resolution appoint another person in his stead. The person so appointed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

15. Any Resolution of the Board of Director(s) in writing signed by the majority of the Director(s), in whatever part of the world they may be, shall be valid and binding as a resolution of the Director(s) provided that notice shall have been given to all the Director(s) of the Company capable of being communicated with conveniently according to the last notification of address by each such Director given to the Registered office of the Company.

16. Where any notice is required either by these Articles, by Table A, by the ACT 2002 or otherwise, to be given to any Director or to any Member of the Company, such shall be valid if given by cable and where any consent, agreement, signature, notice by or good and valid if given by cable in spite of the fact that neither the cable nor the document by which the cable is sent bears a written signature. This clause shall not apply to special or extraordinary Resolutions.

#### **Power of Director(s)**

17. The Director(s), in addition to the powers and authorities by these Articles or otherwise expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the company in General meeting subject nevertheless to the provisions of the Companies ACT 2002, to these Articles, and to any regulations from the time to time made by the Company in General Meetings, provided that no such regulation

so made shall invalidate any prior act of the Director(s) which would have been valid if such regulations had not been made.

18. Without prejudice to the general powers conferred by the preceding Article and the other powers conferred by these Articles, it is hereby expressly declared that the Director(s) shall have the following powers, that is to say, power:-

- a) To pay the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the company.
- b) To purchase or otherwise acquire for the Company or sell or otherwise dispose of any property, rights or privileges which the company is authorized to acquire at such price and generally on such terms and conditions as they shall think fit.
- c) To engage, suspend or dismiss the employees of the company, and to fix and vary their salaries or emoluments.
- d) To institute, conduct, defend, compromise or abandon any legal proceedings by or against the company or its officers, or otherwise concerning the affairs of the company, and also to compound and allow time for payment or satisfaction of any debts due and of any claims or demands by or against the company.
- e) To refer any claims or demands by or against the company to arbitration and observe and perform the awards.
- f) To make and give receipts, releases and other discharges for moneys payable to the company, and for claims and demands of the company.
- g) To invest, lend or otherwise deal with any of the moneys or property of the company in such manner as they think fit having regard to the company Memorandum of Association and from time to time to vary or realize any such investment.
- h) To borrow money on behalf of the company, and to pledge, mortgage or hypothecate any of the property of the company.
- i) To open a current account with themselves for the company and to advance any money to the company with or without interest and upon such terms and conditions as they think fit.
- j) To enter into all such negotiations and contracts and rescind and vary all such contracts and execute and do all such acts, deeds and things in the name and on behalf of the company as they may consider expedient for, or in relation to, any the matters aforesaid, or otherwise for the purposes of the company.
- k) To give to any Director, officer or other person employed by the company a commission on the profits of any particular business or transaction, and such commission shall be treated as part of the allowances (either by way of a share in the general profits of the company or otherwise) to any person introducing business to the company or otherwise promoting or serving the interested thereof.

- l) To sell, improve, manage, exchange, lease, let, mortgage or turn to account all or any part of the land, property, rights and privileges of the company.
- m) To employ, invest or otherwise deal with any reserve fund or Reservee Funds in such manner and for such purpose as the Director may think fit.
- n) To execute, in the name and on behalf of the Company, in favour of any Director or other person who may incur of or about to incur any personal liability for the benefit of the company, such mortgage of the company's property (present or future) as they think fit, and any such mortgage may contain a power of sale and such other powers, covenants and provision as shall be agreed upon.
- o) From time to time to provide for the management of the affairs of the company abroad in such manner as they think fit, and in particular to appoint any persons to be the attorneys or agents of the company with such power (including power to sub-delegate) and upon such terms as they think fit.
- p) From time to time to make, vary or repeal rules and by-laws for the regulation of business of the company, its officers and servants.
- q) To delegate any or all of the powers herein to any Director or other person or persons as the Director(s) may at any time think fit.

#### Seal and Cheques

- 19. The seal of the company shall be kept by the Board of Director(s) and shall not be used except with their authority.
- 20. Every document required to be sealed with the Seal of the company shall be deemed to be properly executed if sealed with the Seal of the company and signed by the managing director of the board of Director(s), or such person or persons as the Board may from time to time authorise for such purpose.
- 21. All cheques, promissory notes drafts, bill of exchange and other negotiable instruments, shall be made, signed drawn, accepted and endorsed, or otherwise executed by the person or persons from time to time authorised by a resolution of the Board of Director(s).

#### General Meetings

- 22. For all purpose, the quorum of all general meetings shall be one member personally present and holding either in his own right or by proxy at least fifty-one percent of the paid-up capital of the Company, and no business shall be transacted at any General Meeting unless the requisite quorum be present at the commencement of the business.

23. A resolution in writing signed by all the shareholders shall be as valid and effectual as a resolution passed at a general meeting duly convened and held.

#### **Votes of Members**



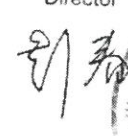

24. All voting of members in respect of any matter or matters shall be by poll and every member present in person or by proxy shall have one vote for each share of which he is the holder.

#### **Divisions or Profits**

25. The net profits of the company in each year shall be applied in or towards the formation of such reserve fund or funds and in or towards the payment of such dividends and bonuses as the Director(s) subject to the approval of the company in general meeting may direct.
26. No dividend shall be payable except out of the profits of the company, and no dividend shall carry interest as against the company.
27. A transfer of shares shall not pass the right to any dividend declared thereon before the registration of the transfer.
28. If two or more persons are registered as joint holders of any share, any one of such persons may give effectual receipts for any dividends or for other moneys payable in respect of such shares.
29. The Director(s) may retain any dividends payable on shares on which the company has a lien, and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect to which the lien exists.
30. All dividends unclaimed for one year after having been declared may be invested or otherwise made use of by the Director(s) for benefit for the Company until claimed.

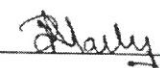
#### **Amendment of Memorandum**

31. The Company may amend the Memorandum and Articles of Association in accordance with the production and operation conditions and the development needs of the Company as necessary.

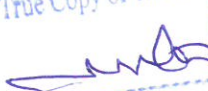
Name Address And descriptions of subscriber(s)	Number of shares taken by each oh Subscriber	Signature of Subscriber(s)
<u>Shanghai Jinfengyu Cereals Industry Co., Ltd</u> P.O. Box 201404 Room 1335, Building No.2, Industry Road 1399, Jinhui Town, Fengxian District, Shanghai City, PRC.	9900	Wu Bing Director  Wu Jun Director 
<u>Shanghai Huanrui Agricultural Science &amp; Technology Co., Ltd</u> P.O. Box 201913 Room 864, Building No.3, Panyuan Highway 1800, Changxing Town, Chongming County, Shanghai City, PRC.	100	Peng Chunfeng Director  Fang Min Director 

Dated at Dar Es Salaam: on the 24<sup>th</sup> Day of May, 2017.

WITNESS to the above signature:

Signature:   
 Postal Address: \_\_\_\_\_  
 Qualification: ADVOCATE

Certified True Copy of The Original

Signature: 

DAIBU C. KAMEO  
 ADVOCATE,  
 NOTARY PUBLIC  
 &  
 COMMISSIONER  
 FOR OATHS  
 DAR-ES-SALAAM