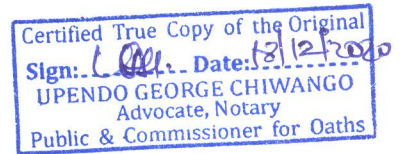


THE COMPANIES ACT 2002  
COMPANY LIMITED BY SHARES  
MEMORANDUM  
AND  
ARTICLES OF ASSOCIATION  
OF  
KINGDY TANZANIA LIMITED

Certified True Copy of the Original  
Sign: *[Signature]* Date: 18/12/2020  
UPENDO GEORGE CHIWANGO  
Advocate, Notary  
Public & Commissioner for Oath

Drawn by:  
HOK LEUNG JASON CHAN  
SUBSCRIBER  
P.O. Box 11,  
BUKOBA.

THE COMPANIES ACT, 2002



COMPANY LIMITED BY SHARES

*Memorandum of Association*

*of*

**“KINGDY TANZANIA LIMITED”**

1. The name of the Company is **“KINGDY TANZANIA 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:-
  - a) To carry on the business of general traders and import, export and deal in fish whether dried or fresh or frozen, prawns, sea foods, fruits, poultry, whether treated or alive, meat livestock and generally to do general export and import business.
  - b) To carry on processing and exporting of Fish maws.
  - c) To carry on the business of fishing and marine products of all sea and lake products, and to own, hire or deal in any fishing crafts, trawlers, and cold storage for storing fish and marine products, and to process, sell locally, and export to foreign countries all type of shi, shrimps, lobsters, and dried, smoked, salted canned or frozen fish, beche-de-mer, fish maws.
  - d) To undertake and engage in the establishment of fishing industry, fishfarming and undertake marine activities, processing, packing, buying, selling, distribution, supplying and marketing of fish, sea food, sea-weed and all marine and lake products of all kinds.
  - e) Undertake Fresh Nile Perch and Frozen Nile Perch processing and export (fillet, h & g portions, loins, steaks, kibbling).
  - f) To Process Value Added products, export and sell of the products. To undertake Fresh and Frozen tilapia processing and export it. To buy maws-processing sell and export ii.

- g) To carry on the business of trading and marketing including export of all fresh foods, frozen foods, dried foods, sea foods, fish, prawns and all kinds of marine products, and to buy, sell, get work, shape, hew, carve, polish, crush, and prepare for market or use stones of all kinds, and to deal in all kinds of flowers, coffee, cotton, coca, sisal, tea, coconut and copra, coconut fibre, and raffia fibre, cincoha, flax grain, fruits and foodstuffs, milk and dairy products, rice, paddy, wheat, millet, all kinds of agricultural produce and other merchandise.
- h) To carry on the business of and dealers in ice, ice blocks, pyrogen fee water, distillers, aerated and mineral waters and other soft drinks, fresh juice and to deal in commodities of all kinds.
- i) To purchase, hire, or otherwise acquire and hold ships and vessels, and to carry on all or any of the business of shipowners, freight contractors, general carriers by land and water and any other business let on hire, repair, alter and deal in machinery component parts, accessories and fitting.
- j) To import, purchase or otherwise acquire all necessary machinery and equipment and raw materials and accessories for the business of the Company.
- k) To sell or dispose of the undertaking any property of the Company or any part thereof, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any other Company having objects altogether or in part similar to those of this Company.
- l) To construct, erect, maintain and alter any building, machinery plant work necessary or convenient for the purpose of the Company.
- m) Generally 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 conveniently for the purpose of its business and in particular and land, buildings, easements, machinery, plant and stock-in-trade.
- n) To invest and deal with moneys of the Company not immediately required upon such securities and in such manner as the Company may from time to time determine.
- o) To remunerate any person or Company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of the shares in the Company's capital or any debentures or other securities of the Company or the conduct of its business.

- p) To distribute any part of the property of the Company in specie among the members.
- q) To lend and advance money and give credit to such persons or Companies as may seem expedient and in particular or members of the Company and customers and others having dealing by such persons.
- r) To draw, make, accept, endorse, discount, execute and issue cheques, promissory note, bills of lading, warrants, debentures and other negotiable or transferable instruments, and also bill of exchange.
- s) To carry on any other business 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 Company's property or rights.
- t) To establish depots and agencies in different parts of the world for the purpose of carrying any or of all the business of the Company.
- u) To enter into any arrangements and contracts with Government of Authorities (Supreme, municipal, Local or otherwise) or any corporations, companies or persons, having objects that may seem conducive to the Company's object or any of them and to obtain from any such Government Authority, Corporation, Company or person any characters, contracts, decrees, rights, privileges and concessions.
- v) To borrow or raise or secure the payment of money in such manner as the Company shall think fit, and in particular by the issue of debenture stock certificates or other securities perpetual or otherwise charged upon all or any other Company's rights and property (Present and Future) concluding any uncalled capital or without any such security and to purchase, redeem or pay off any such security or loan.
- w) To amalgamate with, or enter into partnership or into 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, or about to carry on or engage in any business or transaction which this Company is authorized to carry on or engage in any business or transaction capable of being conducted so directly or indirectly to benefit this Company. And to take or otherwise acquire shares and securities of any such Company, and sell, hold, re-issue with or without guarantees, or otherwise deal with the same.
- x) To promote another Company for the purpose of acquiring all or any of the property and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company.



- y) To pay the expenses of any preliminary and incidental to the promotion, establishment and registration of the Company or of any other Company promoted, formed, established or registered by the Company and all brokerage, discount and other expenses lawfully payable which may at any time and from time to time be deemed expedient for taking, placing or undertaking all or any of the shares or debentures or other obligations of the Company as promoted, formed, established or registered by the Company.
- z) To obtain all powers and authorities necessary to carry out or extend any of the above subjects.

The objects set forth in any sub-clause shall not, except when the context expressly so required, be in anywise limited or restricted by reference to or inference from the terms of any sub-clause or by the name of the Company. Non of such sub-clause or other objects therein specified of the powers thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first sub-clause of this clause, but the Company shall have full power to exercise all or any of the power conferred by any part of this clause in any part of the world and notwithstanding that the business undertaking, property or performed do not fail within the objects of the first sub-clause of this clause.

AND it is hereby declared that the word "COMPANY" in this clause shall be deemed to include any partnership or other body of persons, whether incorporated and whether domiciled in East Africa or elsewhere and the intention is that the object specified in each paragraph of this clause shall except where otherwise expressed in such paragraph be independent main object and shall in no wise be limited or restricted a reference to or inference from the terms of any other paragraph for the name of the a reference to or inference from the terms of any other paragraph for the name of the Company.


4. The liability of the members in limited
5. The authorised share capital of the Company is Tanzania Shillings Three Billion Only (TZS 3,000,000,000) divided into Three thousand (3,000) ordinary shares of Tanzania Shillings One Million Only (TZS 1,000,000) each with such rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company, and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company.

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

| NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS   | NUMBER OF SHARES TAKEN | SIGNATURE   |
|---|------------------------|---|
| <b>KWONG PING CHAN</b><br>Unit 10, Somerset Path The Royal Oaks, 8 Kam Tsin South Road Sheung Shui NT, Hong Kong      | 50                     |  |
| <b>HOK LEUNG JASON CHAN</b><br>Unit 10, Somerset Path The Royal Oaks, 8 Kam Tsin South Road Sheung Shui NT, Hong Kong | 50                     |  |
|   | 100                    |   |

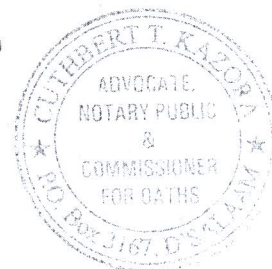
DATED at DAR ES SALAAM this 14<sup>th</sup> day of August 2020.

WITNESS to the above Signatures:

SIGNATURE ..... 

POSTAL ADDRESS ..... P.O. Box 3167, Dar-es-Salaam

QUALIFICATION ..... Commissioner for Oaths



Certified True Copy of the Original  
 Sign: UP Date: 12/12/2020  
 UPENDO GEORGE CHIWANGO  
 Advocate, Notary  
 Public & Commissioner for Oaths