

THE COMPANIES ACT, 2002
COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

WINAFR COMPANY LIMITED

incorporated at thisday of2017

DRAWN BY:
CHEN BOYOU
(SUBSCRIBER)
P.O.BOX 567,
TANGA.

5000/= 362508 26-07-2017

THE COMPANIES ACT 2002
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
WINAFR COMPANY LIMITED

7500/= 362508 26-07-2017

1. The name of the Company "WINAFR COMPANY LIMITED".
2. The Registered office of the Company will be situated in Tanzania
3. The objectives for which the Company is established are:-
 - (a) To engage in the business of agriculture and to own land for planting, seed banks, animals and animal farms, and to keep bees, fish and all types of birds including poultry, hiring of agricultural machinery and to engage in the business of importers and exporters in all its forms of agricultural produce, machine, manufactured goods, forestry products, all type of fish fresh or processed, meat and meat products, fertilizers, mineral goods, sea products, live animals and live birds.
 - (b) To carry on business of grain milling, juice extraction and canning, bottling, oil extraction, refining parking and preserving, produce stock or animal feed, agro-processing and by products, food processing and packaging, buying and selling processed meat.
 - (c) To carry on business of activity of collecting of fruits, flowers, vegetable and any agricultural products, to process agricultural products, packaging, supplier and exportation the same, to do the business of graining millers and food mixers and to be general exporters of fresh fruits, vegetable and flowers. To engage in and carry on the business of crop farmers, dealers, buyers, sellers, imports, processors of farm produce.
 - (d) To acquire, take over, promote, establish, engage in and carry the business of profession of farmers, planters, harvesters, sprayers, seed growers, glaziers breeders of and dealers of livestock, market gardeners, arboriculturist, agriculturalists, horticulturists, floriculturists, dairymen, vegetable oil extractors, poultry and bee-keepers and any other businesses in connection with floriculture, arboriculture agriculture and horticulture.
 - (e) To carry and promote and trade or business of farm and agricultural inputs, implements, tools, packaging materials and deal in the livestock and or the veterinary health care products to farmers and stockiest, to buy, sell, supply, distribute whether in retail or wholesale fertilizer, insecticides, fungicides, growth stimulants, agro seeds, farm implements and tools, animals feeds, veterinary drugs and any related goods and import and export agriculture and food technology, industries and equipment, manufacture and semi processed products in Tanzania and other parts of the world.

- (f) To carry on business of exporting of raw cashewnuts, sesame seeds, pigeon peas, and green beans buying, collecting processing, selling, improving, preparation of seeds, fertilizers, pesticides, packing materials, selling spare parts to other factories, exporting processed and semi-processed cashewnuts, manufacturing and importing of farming inputs.
- (g) To carry on business of monitoring, providing research, consultancy, training, advocacy of cashewnuts products and to empower medium and small scale farmers,
- (h) To carry on business of building godowns, store rooms, processing factories and industries factories and industries for packing materials and cashewnuts by products.
- (i) To carry on the business of farming planters, growers, cultivators, horticulturists, arbor culturists, gardener, agriculturists of every kind, of vegetables, and fruits, to prepare farms of tomatoes, onions and other related products coffee, maize, rice, sugar cane, beans, bananas, tobacco, tea, cashew nuts and all other cash crops, and mill, preserve process, pack, distribute and make marketable any such produce.
- (j) To carry on the business of estraricias ranches, farms and to carry on traders and business of dairy farms, poultry farms grazers and dealers of cattle, sheep, goats, game other livestock pastures and dead stock of every description milk, cream, butter, sausages, cheese, eggs, preserved meat manufactures, tanners, canners of meat, dealers in hides and skins and other animal products for export and import.
- (k) To carry on the business of timber merchants, sawmill proprietors, timber growers, to buy, sell prepare for markets, manipulate, import and export and manufacture items of which timber of wood is used, and work on timber estates.
- (l) To carry on the business of fumigation, pest control, site fumigation, domestic fumigation, termites' garden fumigation, produce fumigación, timber fumigation, wood fumigation, ship fumigation, other kinds of fumigation and fire fighting.
- (m) To carry on business of import and distribution of agricultural inputs fertilizer pesticides, fertilizers, seeds, machines for growth and development of farm productivity and to cultivate crops like maize, wheat, sisal, rice, sugar cane, cotton, coffee tee and general crops for good or business and to carry on farming and animal husbandry, forestry, fishing and fish processing; and to own and manage.
- (n) To carry on the business of Stationeries Services, suppliers of Schools and Office Stationeries equipments weather in wholesaler, retailers and dealers in all types of office equipments, ream papers, files and other similar goods.

engineers, electricians, motor cars, cabs, minibus, 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 place or places as may from time to time determined by the Company.

- (y) To carry on the business of garage proprietors and service station for motor vehicles of all kinds, to carry on the safe keeping, cleaning, repairing refueling, panel beating body builders, spraying and the general care of motor vehicles, aircraft, machinery, tools, equipment and plant whether moved by mechanical power or not, implements, utensils, appliances, apparatus, fuel for internal combustion engines, lubricants, element, solutions, batteries and accessories and all things capable of being used in connection with the said business or in the manufacture or maintenance of such vehicles, machinery, equipment and plant.
- (z) To purchase, take on lease and otherwise acquire for investment or resale any tenure in Tanzania and elsewhere and to sell let or lease exchange or otherwise dispose of or grant rights over any immovable property or any tenure in Tanzania and elsewhere and to sell let or lease exchange or otherwise dispose of or grant rights over any immovable property, belong to the company.
- (aa) To purchase, take or lease or in exchange, hire or otherwise acquire and hold any state or interest or any lands buildings, casements, rights, licenses, secret processes, machinery, plants, stock, in trade and real or personal property of any kind.
- (bb) To accept payment for any property or rights sold or otherwise disposed or death with by the company either in case, by installment or otherwise or in fully or partly paid up shares of the company or corporation, with or without deferred or preferred or guaranteed rights.
- (cc) To carry any other trade or business whatever which can in the opinion of the board of Directors be advantageously carried on by the Company in connection with the above business or the general business of the company.
- (dd) To act as agents for the sale and purchase of any stock shares or securities or for any other monetary or mercantile transactions.
- (ee) To act as executors and trustees of wills and settlements made by customers and others and undertake and execute trusts of all kinds.
- (ff) To do all or any of the above things in any part of the world and either as Principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others and either or though agents, sub-contractors, trustees and otherwise

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 or persons, whether corporate or incorporate, 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 any other paragraph of the clause. Each paragraph shall be 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 the clause shall not be restricted by being construed ejusdem generic with any particular word or words in the same paragraph.

The Liability of the members is Limited

The Capital of the Company is shillings 300,000,000/= divided into 10,000 shares of shillings 30,000/= each. The Company shall have powers to increase its capital and to divide the shares in its capital and for the time being into several classes of stock or shares and to attach thereto respectively such preferential, deferred or special rights, privileges, or conditions as may be determined by or in accordance with the Articles of Association of the Company.

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

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE
CHEN BOYOU P.O.BOX 567 TANGA.	8,000	陈伯有
ZHAO XIAOLIN P.O.BOX 567 TANGA.	1,800	赵小林
JIA, BENQUAN P.O.BOX 567 TANGA.	200	贾本全

Dated at D'Salaam this 20th day of July 2017

Witness to the above signature:

Name

: Alphonse D. Bwire

Signature

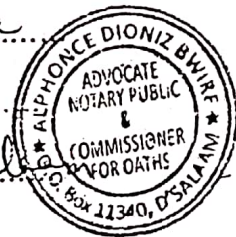
: [Signature]

Postal Address

: 11340 Dares-Salaam

Qualification

: Advocate



POWERS AND DUTIES OF DIRECTORS

Subject to the provisions of the Act, the memorandum and the article and to any powers of the company, shall manage the business of the company. No alteration of the memorandum or articles and no such directions shall invalidate any prior act of the directors, which would otherwise have been valid. The powers given by article shall not be limited by any special power given to exercise all powers exercisable by the directors

The directors may by power of attorney appoint any person to be the attorney or agent of the company for such purposes and on such conditions as they determine, including authority for the attorney or agent to delegate all or any of his powers.

All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the directors shall from time to time by resolution determine,

The directors shall cause minutes to be made in books provided for the purpose:-

- (a) of all appointments of officers made by the directors;
- (b) of the names of the directors present at each meeting of the directors and of any committees of the directors;
- (c) of all resolutions and proceedings at all meetings of the company, and of the directors, and of committees of directors.

DISQUALIFICATION OF DIRECTORS

The office of director shall be vacated if the directors:-

- (a) Without the consent of the company in general meeting holds any other office of profit under the company; or
- (b) Becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (c) Causes to be a director by virtue of any provision of the Act or becomes prohibited by law from being a director; or
- (d) Becomes of unsound mind; or
- (e) Resigns his office by notice in writing to the company; or
- (f) Is directly or indirectly interested in any contract with the company and fails to declare the nature of his interest in manner required by the Act.

A director shall not vote in respect of any contract in which he is interested or any matter arising thereat, and if he does so vote shall not be counted.

The company may by ordinary resolution appoint a person who is willing to act as director to fill a vacancy or be an additional director.

The directors may appoint a person who is to act to be a director, either to fill a vacancy or as an additional director, but so that the total number of directors shall not at any time exceed the number fixed by or in accordance with these articles. Any director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election.

NAME, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE
CHEN BOYOU P.O. BOX 567, DANGA.	8,000	陈伯由
ZHAO XIAOLIN P.O. BOX 567 DANGA.	1,800	赵小林
WANG BENQUAN P.O. BOX 567, DANGA.	200	王本全

dated at D. Salaam this 20th day of July 2017

Witness to the above signature:

Name : Alphonse D. Bwire
 Signature : [Signature]
 Address : 11340 Dar Es-Salaam
 Qualification : Advocate

