

THE COMPANIES ACT No.12 OF 2002

COMPANY LIMITED BY SHARES

AMENDED MEMORANDUM OF ASSOCIATION

OF

U-FRESH FOOD LIMITED

AS PER SPECIAL RESOLUTION PASSED ON 7th JUNE 2021

Incorporated this day of.....2012

Drawn by:

CHEN JIAN YONG

(Subscriber)

P.O.BOX 14004

DAR ES SALAAM

THE COMPANIES ACT No.12 OF 2002

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

U-FRESH FOOD LIMITED

1. The **name** of the company is **U-FRESH FOOD LIMITED**
2. The **registered office** of the Company will be situated in Tanzania Mainland.
3. The **objects** for which the Company is established are:
 - a) Processing and preserving of fruit and vegetables This class includes: manufacture of food consisting chiefly of fruit or vegetables, except ready-made dishes in frozen or canned form ,preserving of fruit, nuts or vegetables: freezing, drying, immersing in oil or in vinegar, canning etc. manufacture of fruit or vegetable food products, manufacture of fruit or vegetable juices manufacture of jams, marmalades and table jellies, processing and preserving of potatoes: manufacture of prepared frozen potatoes, manufacture of dehydrated mashed potatoes, manufacture of potato snacks, manufacture of potato crisps, manufacture of potato flour and meal, roasting of nuts, manufacture of nut foods and pastes. This class also includes: industrial peeling of potatoes, production of concentrates from fresh fruits and vegetables, manufacture of perishable prepared foods of fruit and vegetables, such as: salads, peeled or cut vegetables, tofu (bean curd).
 - b) Manufacture of food products This division includes the processing of the products of agriculture, forestry and fishing into food for humans or animals, and includes the production of various intermediate products that are not directly food products. The activity often generates associated products of greater or lesser value (for example,

hides from slaughtering, or oilcake from oil production). This division is organized by activities dealing with different kinds of products: meat, fish, fruit and vegetables, fats and oils, milk products, grain mill products, animal feeds and other food products. Production can be carried out for own account, as well as for third parties, as in custom slaughtering. Some activities are considered manufacturing (for example, those performed in bakeries, pastry shops, and prepared meat shops etc. which sell their own production) even though there is retail sale of the products in the producers' own shop.

- c) Manufacture of soft drinks; production of mineral waters and other bottled waters This class includes: manufacture of non-alcoholic beverages, except non-alcoholic beer and wine, production of natural mineral waters and other bottled waters, manufacture of soft drinks: non-alcoholic flavoured and/or sweetened waters: lemonade, orangeade, cola, fruit drinks, tonic waters etc.
- d) Manufacture of other food products This group includes the production of a variety of food products not included in previous groups of this division. This includes the production of bakery products, sugar and confectionery, macaroni, noodles and similar products, prepared meals and dishes, coffee, tea and spices, as well as perishable and specialty food products
- e) Manufacture of prepared meals and dishes This class includes the manufacture of ready-made (i.e., prepared, seasoned and cooked) meals and dishes. These dishes are processed to preserve them, such as in frozen or canned form, and are usually packaged and labelled for re-sale, i.e., this class does not include the preparation of meals for immediate consumption, such as in restaurants. To be considered a dish, these foods have to contain at least two distinct main ingredients (except seasonings etc.). This class includes: manufacture of meat or poultry dishes, manufacture of fish dishes, including fish and chips, manufacture of prepared dishes of vegetables, manufacture of canned stews and vacuum-prepared meals, manufacture of other prepared meals (such as "TV dinners", etc.) manufacture of frozen or otherwise preserved pizza
- f) Manufacture of other food products n.e.c. This class includes: decaffeinating and roasting of coffee, production of coffee products: ground coffee, soluble coffee, extracts and concentrates of coffee, manufacture of coffee substitutes, blending of tea and mate, manufacture of extracts and preparations based on tea or maté, manufacture of soups and broths, manufacture of special foods, such as: infant formula , follow up milks and other follow up foods, baby foods, foods containing

homogenized ingredients, manufacture of spices, sauces and condiments: mayonnaise, mustard flour and meal, prepared mustard etc. manufacture of vinegar , manufacture of artificial honey and caramel, manufacture of perishable prepared foods, such as: sandwiches, fresh (uncooked) pizza.

- g) Manufacture of corrugated paper and paperboard and of containers of paper and paperboard This class includes: manufacture of corrugated paper and paperboard, manufacture of containers of corrugated paper or paperboard, manufacture of folding paperboard containers, manufacture of containers of solid board, manufacture of other containers of paper and paperboard, manufacture of sacks and bags of paper manufacture of office box files and similar articles.
- h) Wholesale on a fee or contract basis This class includes: —activities of commission agents and all other wholesalers who trade on behalf and on the account of others — activities of those involved in bringing sellers and buyers together or undertaking commercial transactions on behalf of a principal, including on the internet, such agents involved in the sale of: agricultural raw materials, live animals, textile raw materials and semi-finished goods, fuels, ores, metals and industrial chemicals, including fertilizers, food, beverages and tobacco, textiles, clothing, fur, footwear and leather goods, timber and building materials. machinery, including office machinery and computers, industrial equipment, ships and aircraft, furniture, household goods and hardware This class also includes: activities of wholesale auctioneering houses
- i) Wholesale of food, beverages and tobacco This class includes: wholesale of fruit and vegetables , wholesale of dairy products , wholesale of eggs and egg products , wholesale of edible oils and fats of animal or vegetable origin , wholesale of meat and meat products, wholesale of fishery products, wholesale of sugar, chocolate and sugar confectionery, wholesale of bakery products, wholesale of beverages, wholesale of coffee, tea, cocoa and spices wholesale of tobacco products This class also includes: buying of wine in bulk and bottling without transformation , wholesale of feed for pet animals
- j) Non-specialized wholesale trade This class includes: wholesale of a variety of goods without any particular specialization
- k) Retail trade, except of motor vehicles and motorcycles This division includes the resale (sale without transformation) of new and used goods mainly to the general public for personal or household consumption or utilization, by shops, department stores, stalls, mail-order houses, hawkers and peddlers, consumer cooperatives etc. Retail trade is classified first by type of sale outlet (retail trade in stores: groups 471 to 477; retail

trade not in stores: groups 478 and 479). Retail trade in stores includes the retail sale of used goods (class 4774). For retail sale in stores, there exists a further distinction between specialized retail sale (groups 472 to 477) and non-specialized retail sale (group 471). The above groups are further subdivided by the range of products sold. Sale not via stores is subdivided according to the forms of trade, such as retail sale via stalls and markets (group 478) and other non-store retail sale, e.g., mail order, door-to-door, by vending machines etc. (group 479). The goods sold in this division are limited to goods usually referred to as consumer goods or retail goods. Therefore, goods not usually entering the retail trade, such as cereal grains, ores, industrial machinery etc., are excluded. This division also includes units engaged primarily in selling to the general public, from displayed goods, products such as personal computers, stationery, paint or timber, although these sales may not be for personal or household use. Some processing of goods may be involved, but only incidental to selling, e.g., sorting or repackaging of goods, installation of a domestic appliance etc. This division also includes the retail sale by commission agents and activities of retail auctioning houses.

- l) Retail sale in non-specialized stores This group includes the retail sale of a variety of product lines in the same unit (nonspecialized stores), such as supermarkets or department stores.
- m) Retail sale in non-specialized stores with food, beverages or tobacco predominating This class includes: retail sale of a large variety of goods of which, however, food products, beverages or tobacco should be predominant, such as: retail sale activities of general stores that have, apart from their main sales of food products, beverages or tobacco, several other types of goods such as wearing apparel, furniture, appliances, hardware, cosmetics etc.
- n) Retail sale of food, beverages and tobacco in specialized stores This group includes retail sale in stores specialized in selling food, beverage or tobacco products.
- o) Retail sale of food in specialized stores This class includes: retail sale of any the following types of goods: fresh or preserved fruit and vegetables, dairy products and eggs, meat and meat products (including poultry), fish, other seafood and products thereof, bakery products, sugar confectionery and other food products
- p) Retail sale of beverages in specialized stores This class includes: retail sale of beverages (not for consumption on the premises): alcoholic beverages, non-alcoholic beverages

- q) Food and beverage service activities This division includes food and beverage serving activities providing complete meals or drinks fit for immediate consumption, whether in traditional restaurants, self-service or take-away restaurants, whether as permanent or temporary stands with or without seating. Decisive is the fact that meals fit for immediate consumption are offered, not the kind of facility providing them. Excluded is the production of meals not fit for immediate consumption or not planned to be consumed immediately or of prepared food which is not considered to be a meal (see divisions 10: Manufacture of food products and 11: Manufacture of beverages). Also excluded is the sale of not self-manufactured food that is not considered to be a meal or of meals that are not fit for immediate consumption
- r) Beverage serving activities This class includes the preparation and serving of beverages for immediate consumption on the premises. This class includes activities of: bars, taverns, cocktail lounges, discotheques (with beverage serving predominant), beer parlors and pubs, coffee shops, fruit juice bars, mobile beverage vendors
- s) Activities of holding companies This class includes the activities of holding companies, i.e., units that hold the assets (owning controlling-levels of equity) of a group of subsidiary corporations and whose principal activity is owning the group. The holding companies in this class do not provide any other service to the businesses in which the equity is held, i.e., they do not administer or manage other units.
- t) Financial leasing This class includes: leasing where the term approximately covers the expected life of the asset and the lessee acquires substantially all the benefits of its use and takes all the risks associated with its ownership. The ownership of the asset may or may not eventually be transferred. Such leases cover all or virtually all costs including interest.

4. The liability of the members is **Limited**.

5. The share Capital of the Company is **Tanzanian Shillings One Hundred Million (Tsh 100,000,000.00) divided into Ten Thousand (10,000) Shares of Tanzania Shillings Ten Thousand (Tsh 10,000.00) each.** with power for the Company to increase or reduce the said capital and to issue any part of its capital, original or increased, with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions, and so that unless the condition of issue shall otherwise expressly declare, every issue of shares, whether

declared to be preference or otherwise, shall be subject to the powers herein before contained

We, the several persons, whose names and addresses are subscribed below, 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 and Addresses of the Subscribers	Number of shares taken by Subscribers	signatures
CHEN JIAN YONG P.O.BOX 14004 DAR ES SALAAM	5000	SIGNED
CHEN JIN SONG P.O.BOX 331 NUNGUA-ACCRA GHANA	5000	SIGNED

WITNESS to the above signatures

Full Name: SHAKILA ALLY

Signature: SIGNED

Postal Address: 75895 DAR ES SALAAM

Designation: ADVOCATE

Dated at Dar es Salaam this 6TH day of December 2012