

**THE COMPANIES ACT 2002**

\*\*\*\*\*

**COMPANY LIMITED BY SHARES**

\*\*\*\*\*

**MEMORANDUM**

**AND**

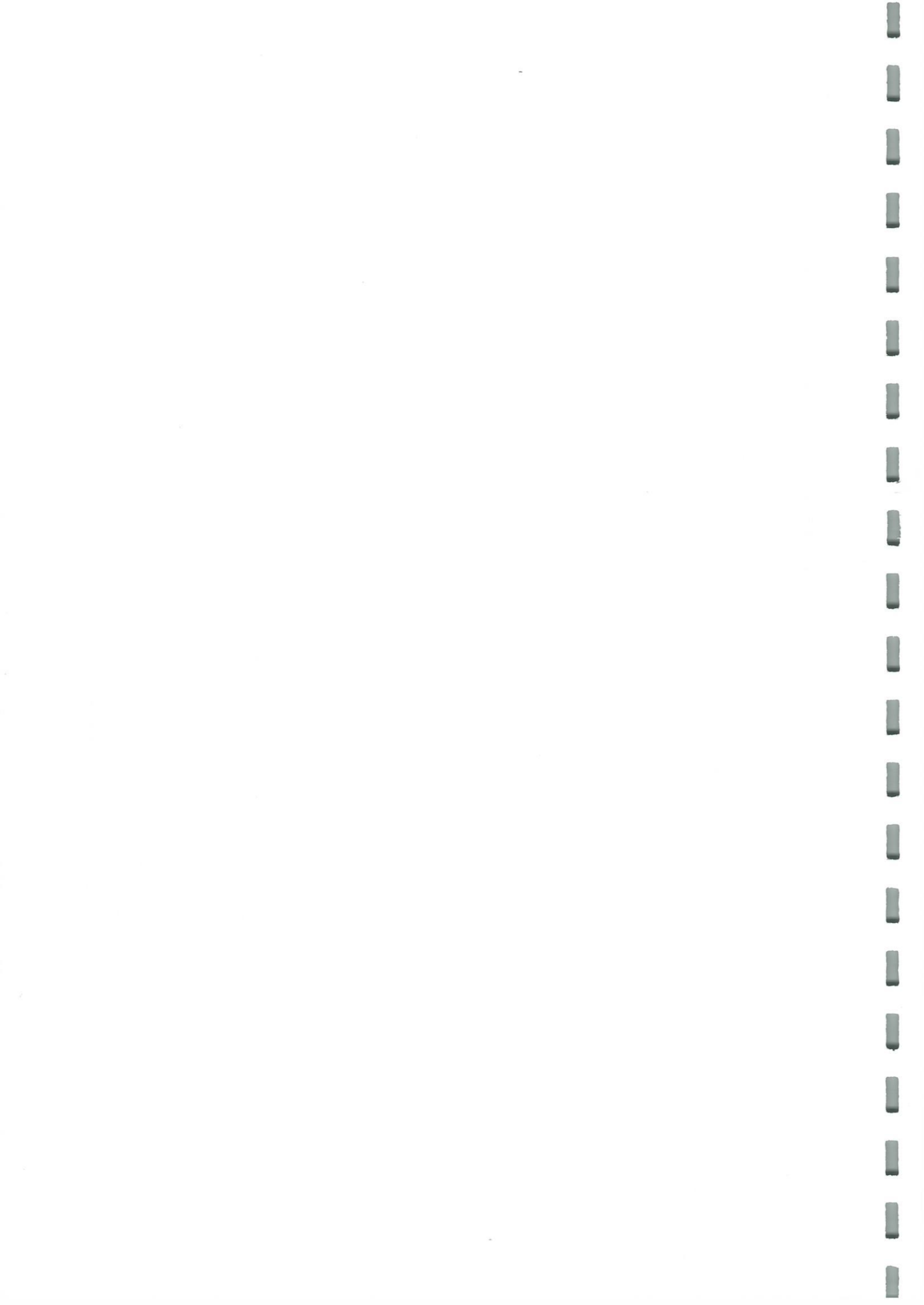
**ARTICLES OF ASSOCIATION**

**OF**

**LONGPING AGRISCIENCE TANZANIA LIMITED.**

Incorporated this ..... day of.....2022.

**Drawn by:**  
**JUHAYNA AJMY KUSAGA,**  
**(Subscriber)**  
**P. O Box 55087.**  
**DAR ES SALAAM.**



THE UNITED REPUBLIC OF TANZANIA



Certificate of Incorporation

No.

I hereby certify that

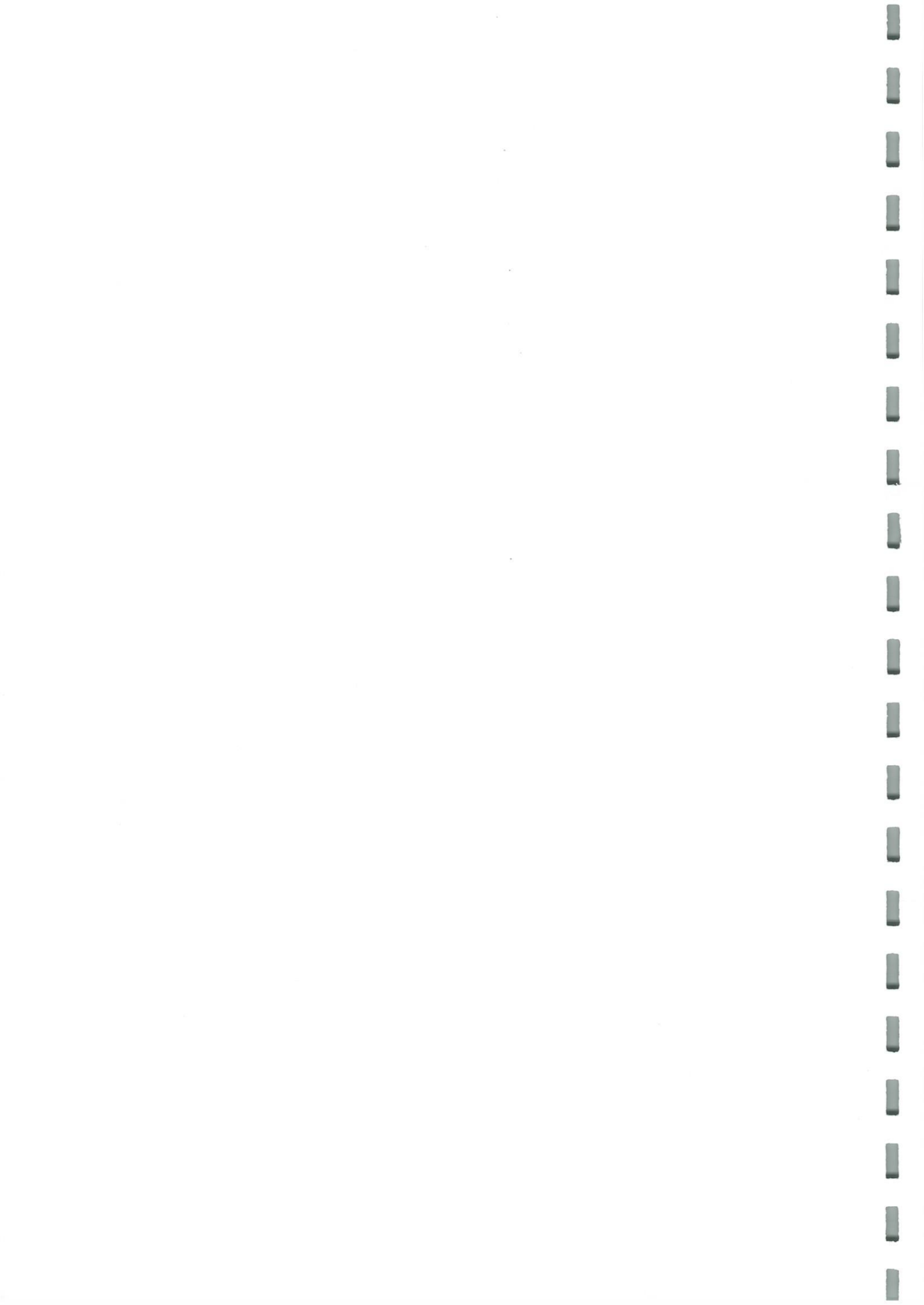
**LONGPING AGRISCIENCE TANZANIA LIMITED.**

Is this day incorporated under the Companies Act 2002, and that  
the Company is Limited

Given under my hand at Dar es Salaam this.....day  
of..... Two thousand and twenty two.

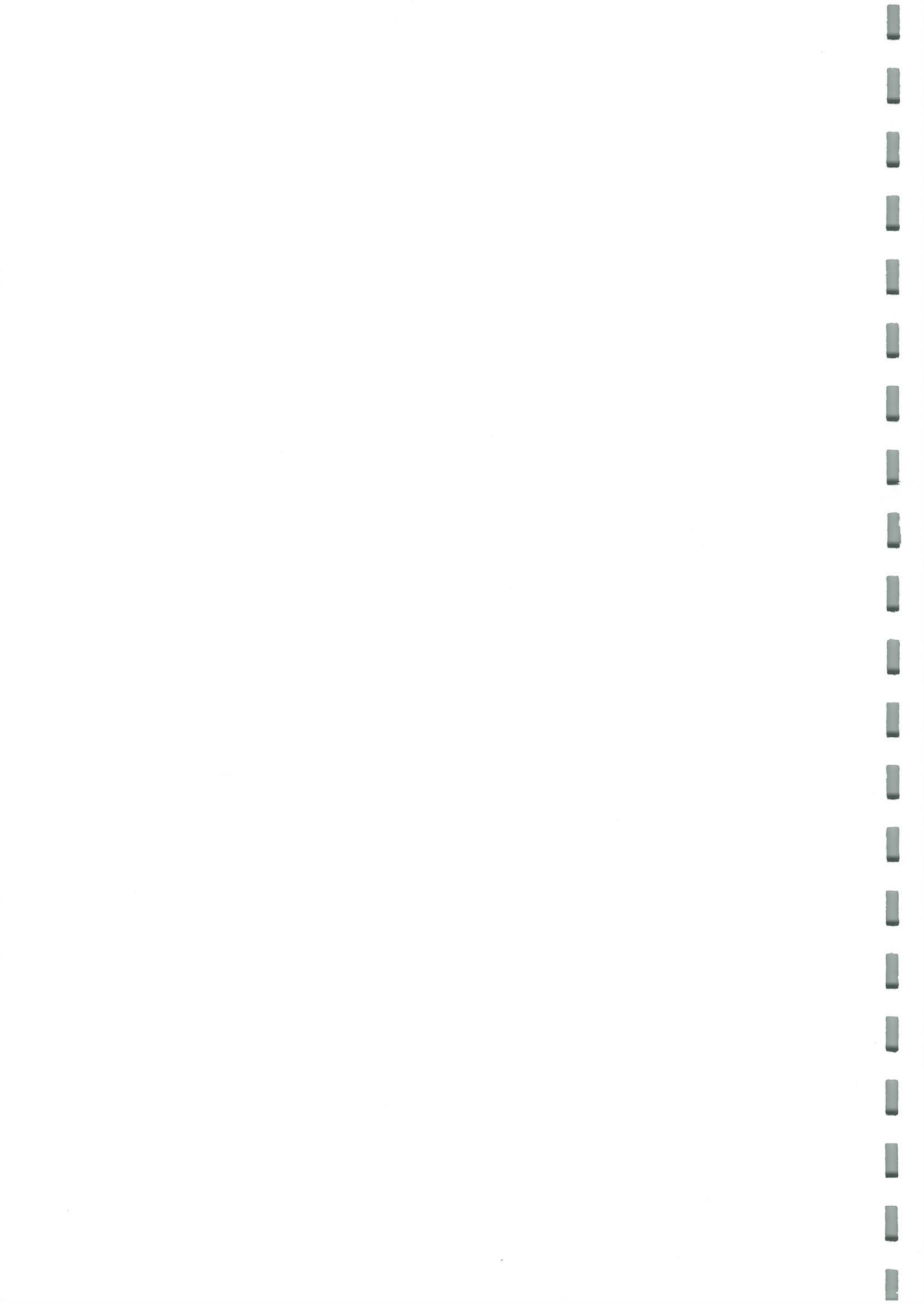
**Seal**

**Registrar of Companies.**

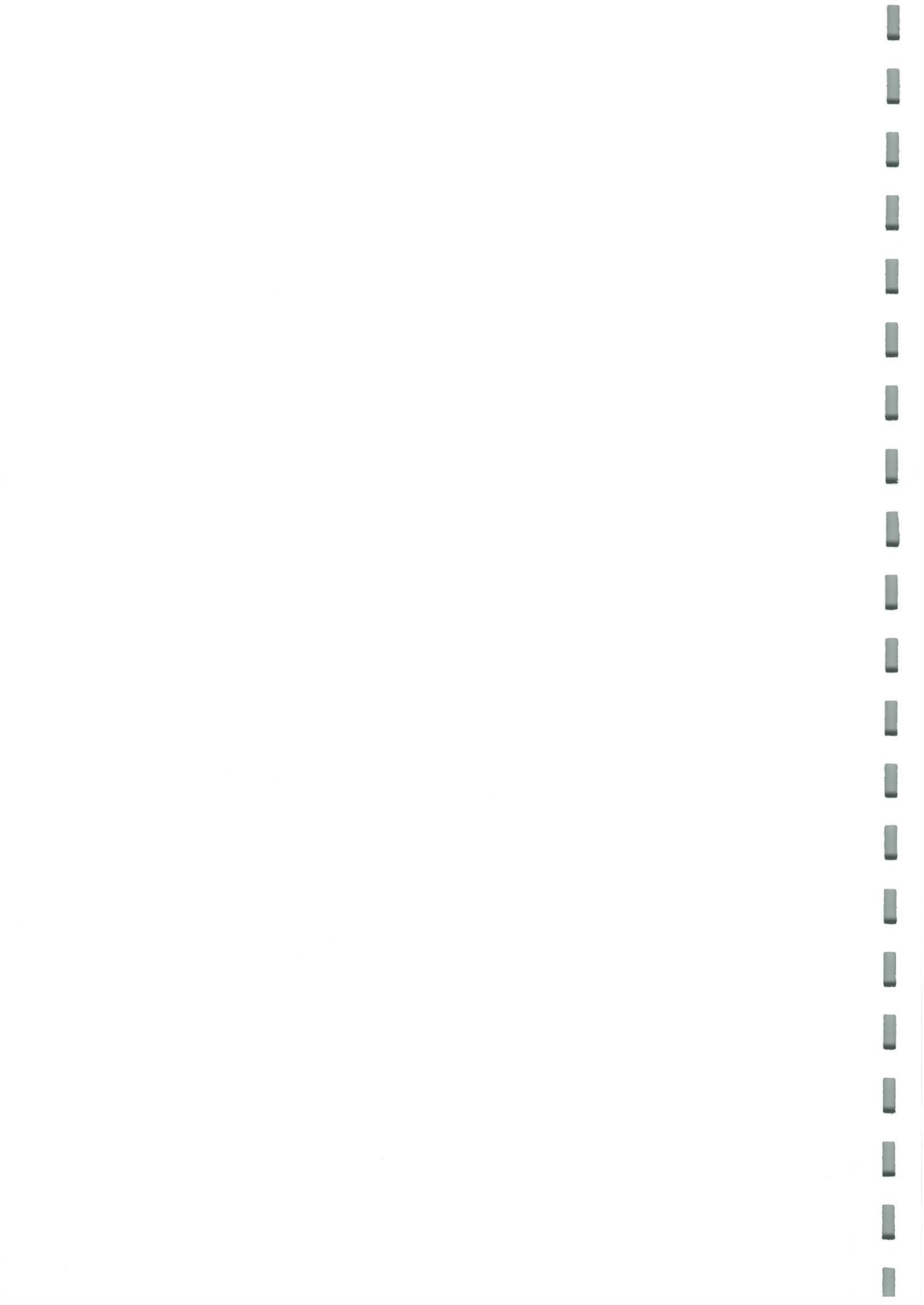


**THE COMPANIES ACT, 2002**  
**COMPANY LIMITED BY SHARES**  
**Memorandum of Association**  
**of**  
**LONGPING AGRISCIENCE TANZANIA LIMITED**

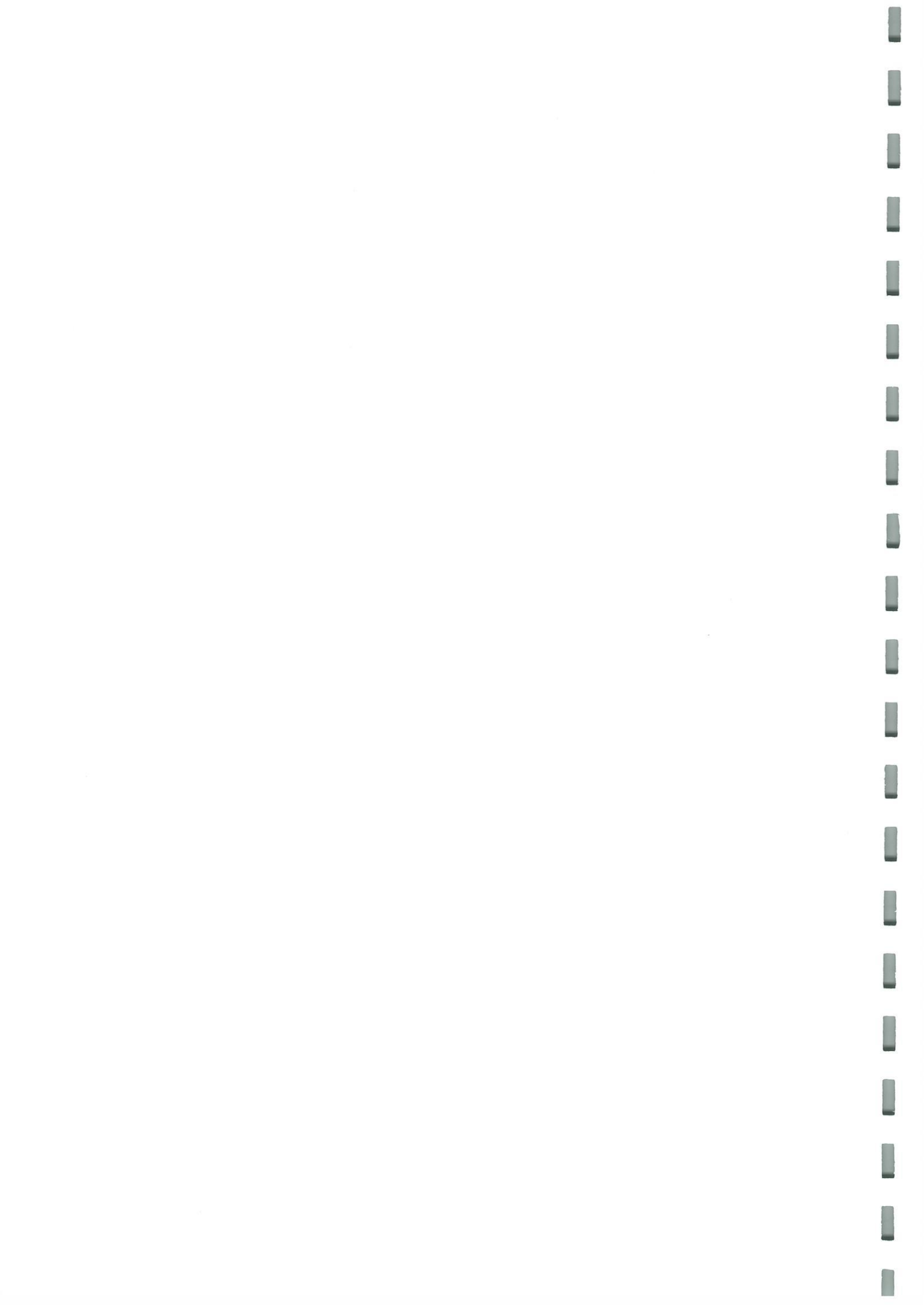
1. The name of the Company is **LONGPING AGRISCIENCE TANZANIA LIMITED**
2. The registered office of the Company will be situated in Tanzania.
3. The objects for which the Company is established are: -
  - (a) To carry on business on buying and selling ,processing, growing manufacturing, Importing and exporting of agricultural raw materials, live animals, textile raw materials, Semi-finished manufactures, importers, exporters, wholesalers, retailers and dealers in all Types of agro-inputs, like fertilizers, Micronutrients, Pesticides and insecticides, veterinary and livestock feeds and feed supplements, fish feeds and its supplements.
  - (b) To manufacture, produce, refine, process, formulate, buy, sell, export, import or otherwise deal in all types of heavy and light chemicals, chemical elements and compounds, laboratory and scientific chemicals, pharmaceutical chemicals, agricultural chemicals, hexamine, fertilizers, petrochemicals, industrial chemicals or any mixtures, derivatives, articles and compounds thereof, alkalies, acids, gases, and compounds, dyes, cosmetics, drugs, pharmaceutical and medical preparations. Seed import & export trading business
  - (c) Seed distribution, Seed production, and Seed import & export trading business, grain import and export trading business.
  - (d) Wholesale of agricultural raw materials and live animals
  - (e) Other retail sale of new goods in specialized store.
  - (f) To carry on the business as buyers and sellers of all type of agricultural products, agricultural inputs, agricultural equipment and manufacturers, sellers, packers and suppliers to local and export markets, to be all grain mills such as maize flour, wheat flour, rice processing, to process, pack and sell animal feeds products.
  - (g) To carry on the business as manufacturers, sellers, packers and suppliers to local and export markets, to be grain millers and padres, fruits and vegetable canners, to be manufacturers of fresh juices and other beverages and to be bottlers and or canneries of same, to manufacture tomato sauces and ketchups, chili sauces, salad dressing cream, dried soup formulate and all kinds of food additives for local and export markets, to be importers and distributors of all kinds of foodstuffs.
  - (h) To carry on the business as general food processors, packers, to be general suppliers of fruits, foods stuffs and agricultural crops, grain millers, food mixers, general exporters of fresh fruits, vegetables and flowers, to act as agents of buying and selling all kinds of food stuffs, agricultural equipment of every description, and generally to deal in any other business connected therewith.
  - (i) To deal in, carry on the business of local and international food, and to cook, prepare, preserve, import, export, pack, buy, sell, dispose of, supply deal catering in a transport and deliver all kinds of international and local foods as finished product, semi-finished product or as ingredients and mixes thereof.



- (j) To carry on business of construction of fish ponds, production of fingerlings, deep-sea fishers, fishers, suppliers, exporters, importers, and dealers in and factors, brokers and agents for the sale of fingerlings, fish and fish products of every description; fish industry, as proprietors and managers of oyster beds, trawlers and fishing boats, as fish curers, fish preparers, fish canners and preservers, oil extractors, manufacturing chemists, fishmongers, provision dealers and general storekeepers, shippers, carriers, shipping agents, carting contractors, motor vehicle owners, lighter men, iron and brass foundries, and metal and alloy makers, smelters, refiners and workers, engineers, joiners, shipwrights, millwrights and woodworkers.
- (k) To carry on the business as wholesale and retail of fish and fish products, fish food support, production of fish food, designing package for stocking fish, merchants, curers and salesmen, meat salesmen, poultry, game dealers, fruiterers, grocers, egg and bacon and food and general provision dealers.
- (l) To carry on the business of agriculture, owners and operators of fish processing plants, processing, canning, packing and preserving of fish, meat, cereals, fruits, vegetables, horticultural produce and generally all edible matter whether in natural, processed or manufactured forms.
- (m) To acquire fishing rights and licenses in respect of any areas, rivers, dams and other waters in Tanzania or elsewhere and to use and protect the same and grant rights and sub-licenses there under, to sell, export, import and deal in all kinds of fish and sea products generally.
- (n) To carry on the business as importation of machinery relating to fish production and processing.
- (o) To carry on the business of food stuffs, importers, exporters, distributors, sellers, buyers, whole sellers, retailers of agricultural products, such as tea, cereals, coffee, sugar, rice, pigeon peas, maize, maize flour, cashew nuts, peanuts, beans, cowpeas, yellow gram, green mung beans and to be general suppliers in local and export markets, and generally to be traders and dealers of the above.
- (p) To carry on the business as general buyers and sellers of agricultural products, such as coffee, tea, cashew nuts, peanuts, beans, cereals, cowpeas, yellow gram, vegetables, fruits, flowers, animal and fish products, forestry products, to be general suppliers in local and export markets, to be general producers, agents, representatives and generally to be traders and manufacturers of the above.
- (q) To carry on the business as general buyers and sellers of agricultural products, such as coffee, tea, tobacco, cashewnuts, peanuts, beans, cereals, cowpeas, yellow gram, green mung beans, sesame and to be general suppliers in local and export markets, to be general bakers and confectioners and generally to be traders and manufacturers of the above.
- (r) To provide the necessary infrastructure to harvest and develop forest resources based, to promote forest resources based Industries, to arrange marketing of timber and other forest resources on the mainland and abroad.
- (s) To plant, grow, cultivate, produce, and raise plantations of various forest species of proven utility and other agricultural, plantation, horticultural crops, medicinal and aromatic plants and to buy, sell, export, import, process, distribute, or otherwise deal with all kinds of forest crops, natural products, agricultural, plantation and horticultural crops, medicinal and aromatic plants.
- (t) To carry on the business of planters, cultivators, producers, sellers and dealers in timber, processed or not and such other products of every description and to manufacture, dispose of, sell and deal in products of natural forest and forest plantations, agricultural, plantation and horticultural crops and medicinal and aromatic plants.

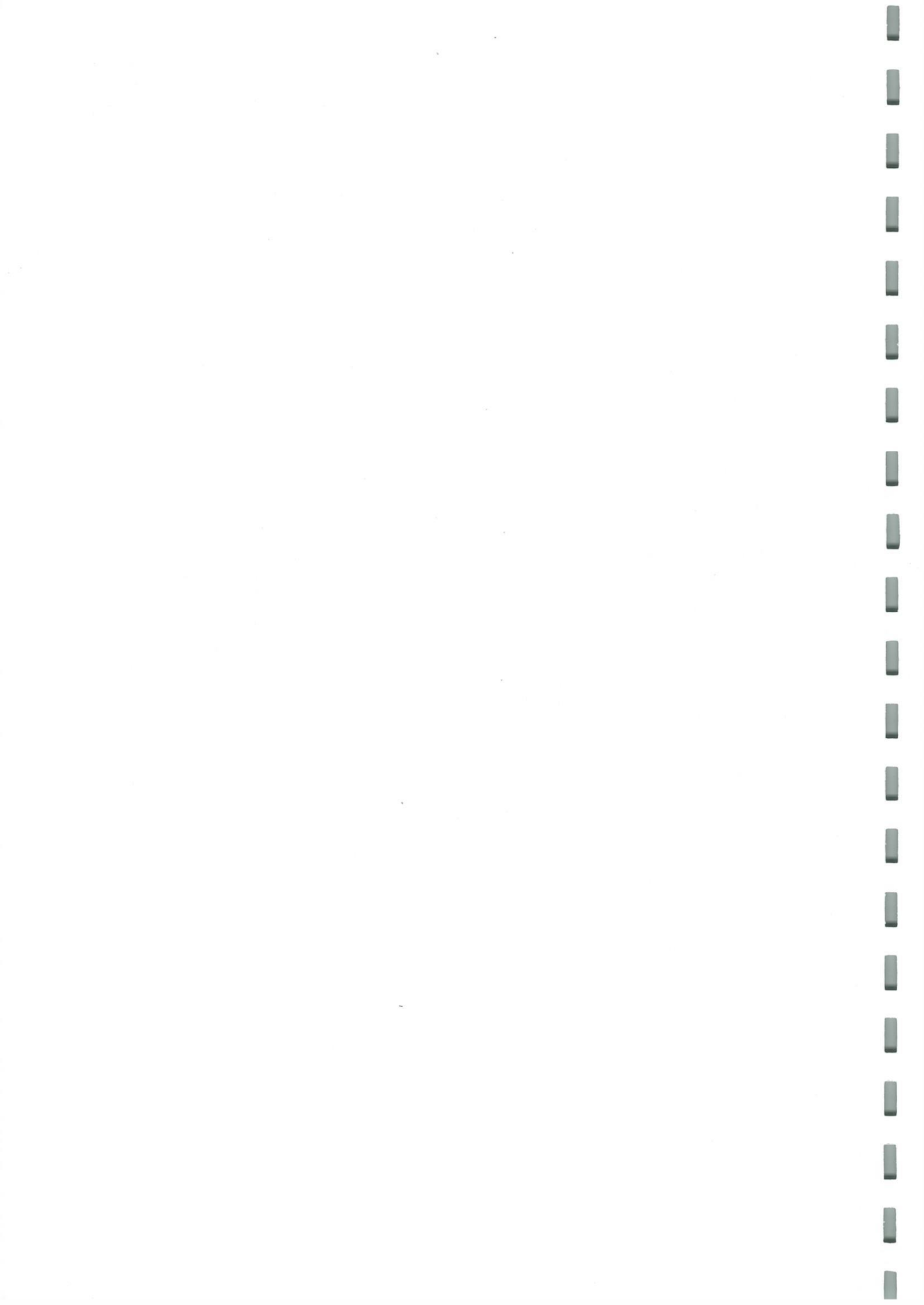


- (u) To establish, administer, own and run industries for manufacturing forest products, agricultural, plantation and horticultural products, medicinal and aromatic plants.
- (v) To conduct and contract for training and research connected with the integrated development of forest resources of the islands and cultivation as well as processing of agricultural, plantation and horticultural crops, medicinal and aromatic plants.
- (w) To maintain and improve Wild Life and other natural Resources.
- (x) To carry on the business and trade as bakers and confectioners, to own, manage, run a bakery and deal in the selling and distribution of all types of baked foods, bread, cakes, pies, meat, to trade as manufacturers of ice cream, proprietors of restaurants, hotels, refreshments and cold rooms, café, milk and snack bars and to deal in all types of beverages and render catering services.
- (y) To buy, sell, manufacture, import, export, prepare for market and deal in all types of confectioneries, all types of sweets chocolates, tamarind and tamarind pastes and its products groceries and provisions of all kinds, whether liquid or solid, tea, coffee, cooking Oil and green peppers.
- (z) To carry on the business of selling, manufacturing, distributing, supplying of beverages such as sugar cane juices, artificial juices, fruit drinks and fruit juices, soda, mineral and aerated waters and other non-alcoholic drinks and to pack and sell the same by whole sale or retail locally and to export the same to different parts of the world.
- (aa) To carry on the business of seed crushers and manufacturers and processors of sunflower, soya beans, linseed, cotton seeds, groundnuts, sesame, and any other seeds and cakes, oil extractors by crushing chemicals or any other process from the aforementioned plants or other natural and oil substances and to prepare, manufacture, mill and render marketable any such oil and sell, dispose of and deal in any such oil either in its prepared, manufactured or raw state.
- (bb) To undertake or otherwise carry on the business of sunflower oil and other seed oil processing to produce the oil seeds, process crude oil to produce refined edible oil and other types of oils, wares chemicals and merchandise of every nature, soaps, detergents and allied products and sundries.
- (cc) To erect, construct, acquire, hire, hold, work, let sell, install and or run oil processing mills, factories, backhouses, shops, building, machinery and appliances suitable for such all kinds of edible oil processing, manufacturing and dealing.
- (dd) To erect, construct, reconstruct, acquire, hold, let and maintain tank farms for crude and refined edible oil storage.
- (ee) To cultivate, farm and or otherwise to be planters of sunflower and oil seeds of all kinds and description.
- (ff) To carry on the business as buyers, sellers, importers, exporters, suppliers, distributors, general merchants, worldwide traders, wholesalers, retailers, dealers in sunflower and cash crops of every kind.
- (gg) To carry on the business of process, produce. Mix, pack, preserve, freeze, extract, refine, manufacture, import, export, buy, sell, trade and deal in processed foods, health foods, protein foods, food products, agro foods, fast foods, packed foods, poultry products, sea foods, milk foods, health and diet drinks, extruded foods, frozen foods, dehydrated foods, precooked foods, canned foods, preserved foods, bakery products and confectionery items such as breads, biscuits, sweets, cakes, pastries, cookies, wafers, condes, lemon drops, chocolate, toffees, tinned fruits, chewing gum, bubble gum, detergents, tea and coffee, vegetables, fruits, jams, jelly, pickles, squashes, sausages, nutrient, health and diet foods / drinks,



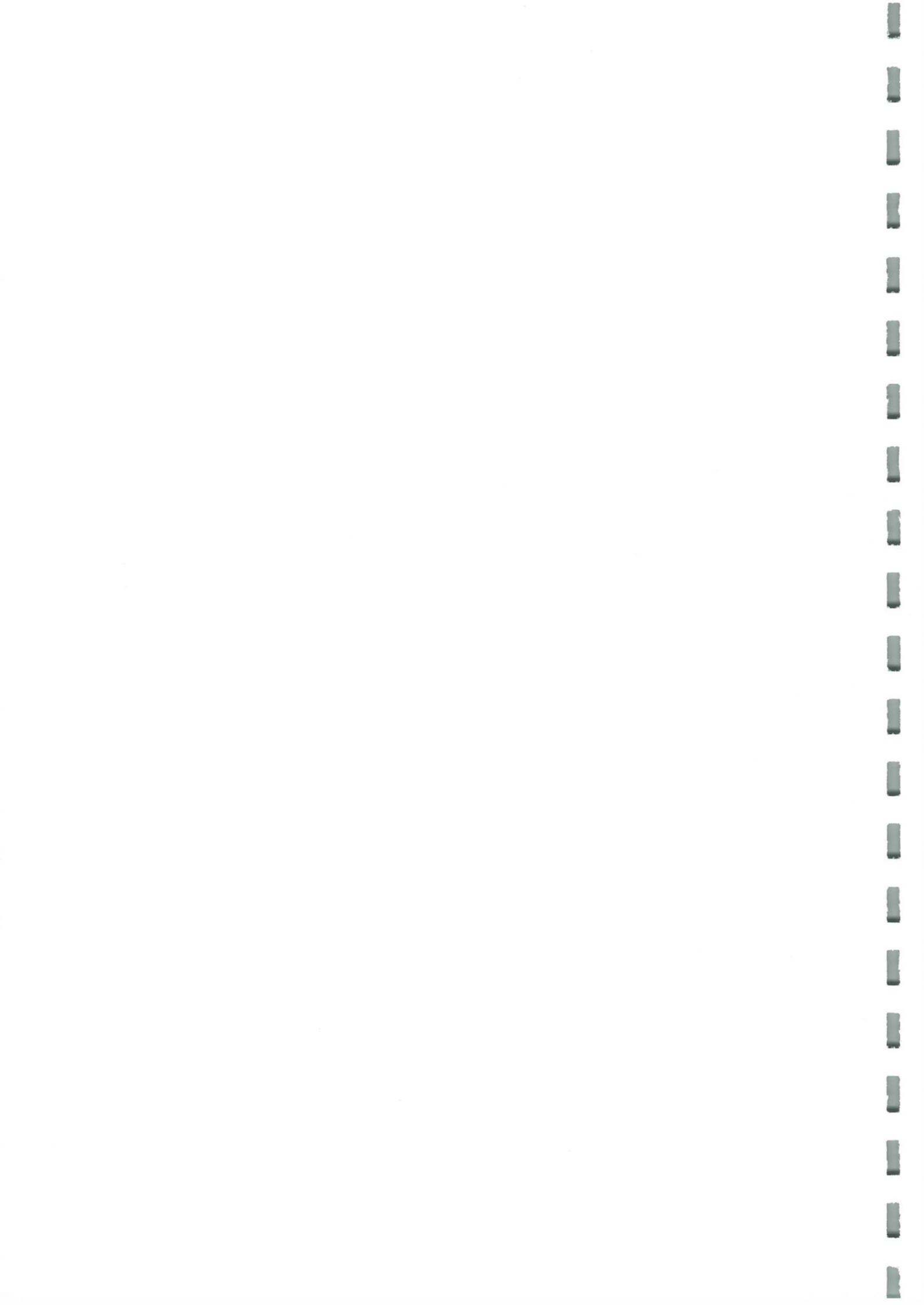
extruded foods, confectionery items, sweets, cereals products and any other food products in and outside Tanzania.

- (hh) To carry in Tanzania or elsewhere the business to process, prepare, disinfect, compound, mix, clean wash, concentrate, crush, grind, segregate, pack, repack, add, remove, heat, grade, preserve, freeze, distillate, boil, sterilize, improve, extract refine, buy, sell, resale, import, export, barter, transport, store, forward, distribute, dispose, develop, handle, manipulate, consultant, collaborator, stockiest, liasioner, middleman, export house, job worker or otherwise to deal in all types, descriptions, tastes, uses and packs of consumer food items, their byproducts, ingredients, derivatives, residues, including foods and vegetables, packed foods, powders, pastes, liquids, drinks, beverages, juices, jams, jelly, squashes, pickles, sausages, concentrates, extracts, essences, flavors, syrups, flavoured drinks, cream, cheese, butter, biscuits, breads, cakes, pastries, confectionery, sweets, chocolates, toffees, fun foods, breakfast foods, products, strained baby foods, instant foods, cereal products, table delicacies and all other items whether natural, artificial or synthetic.
- (ii) To carry on the business of processing, farming, manufacturing, distributorship, agency, broker, factors, stockiest, importer and otherwise deal in all kinds of organic and inorganic foods products and drinking products, mineral water, soft drinks, aerated mineral water, fruit drinks, artificial flavoured drinks, condensed milk and drinking products of all kinds and other consumable provision of every description for human consumption.
- (jj) To carry on the business of hotel, restaurant, and snack bars and catering.
- (kk) To develop, organize, promote, establish, acquire, run or manage Health clubs and Health Centres, Yoga Centers, Massage parlours, Beauty Parlours, Beauty Saloons, Gymnasiums, swimming Pools, physiotherapy centers on membership basis or otherwise, for body and beauty care and to do all acts and things as may be considered necessary and expedient for the attainment of aforesaid objects.
- (ll) To set up a chain of cafes, restaurants and eating houses to serve trade and industry in different cities to provide ready food to the customers which may include Tanzanian Food, continental food, Chinese food and food of different varieties including milk and milk products, ice cream, jelly and jelly products and to act as manufacturers, distributors and dealers of ready to serve food and to provide franchise to the people who are prepared to serve the customers in accordance with the tradition and system of service laid down by the company.
- (mm) To import and export of all kinds and types of food products and drinks.
- (nn) To carry on the business of dealing in importing, exporting, marketing, manufacturing stocking, buying, selling whether by wholesale or retail of various categories of goods and merchandise, and to act as insurance agents, commission agents, brokers and manufacturers, representatives in all fields. To be agent of foreign company and to establish business enterprises whether small scale, industries and generally deal in all kinds of general merchants and to import, export and all either by merchandise and articles of all description.
- (oo) To carry on business of processing of timber and its allied products including timber-cutting production, forestry and cultivation of man-made forest and to process forest products including the process of cutting, lumbering and all other forest products.
- (pp) To carry on, promote and trade in the business of agro processing, fish processing, deal in farm and agricultural inputs, implements, tools, packaging materials and deal in the livestock and or the veterinary health care products to farmers and stockists, 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,

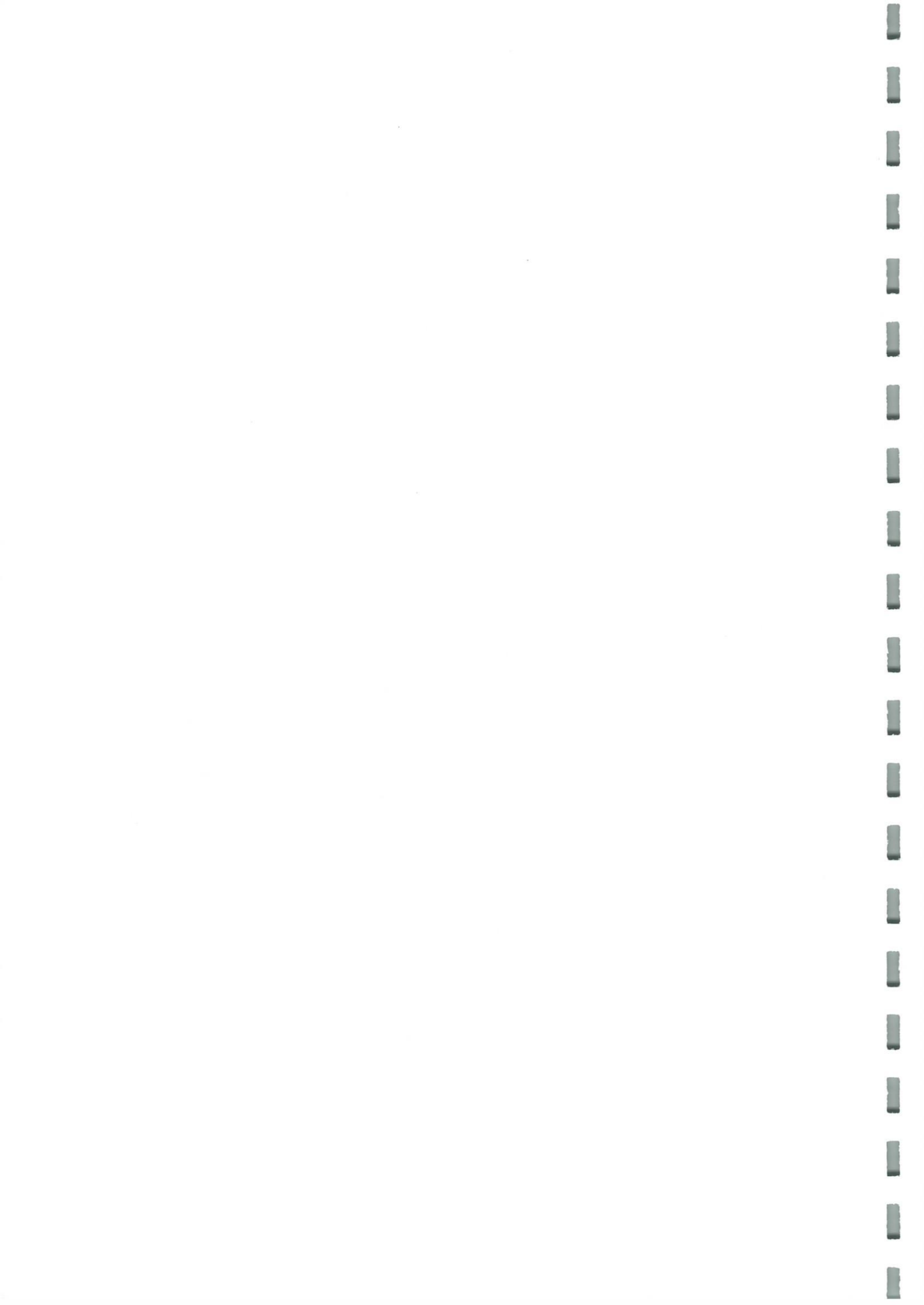


industries and equipment, manufacture and semi processed products in Tanzania and other parts of the world.

- (qq) To carry on and promote trade or business of farm and agricultural inputs, implements, tools, packaging materials and deal in livestock and or veterinary health care products to farmers and stockists, to buy, sell, supply, distribute whether in retail or wholesale, fertilizer, insecticides, fungicides, growth stimulants, agro seeds, farm implements and tools, animal feeds, veterinary drugs and any related goods; and import and export agriculture and food technology machinery and equipment, manufactured and semi processed products in Tanzania and other parts of the world.
- (rr) To import, export, buy, sell and deal in all kinds of agricultural machinery, equipments, plants, implements, tools and accessories, fertilizers manures pesticides and insecticides used in connection with or required for animal husbandry or agriculture.
- (ss) To provide agricultural consultancy services, training, research and advisory services to governments, NGOs, companies, farmers and livestock keepers through studies, seminars, workshops field visits and farm demonstrations, to engage in production and marketing of agricultural products, to carry on the business of farming, cultivating, planting growing cash and food crops, inter alia, sugar cane, tea, coffee, cocoa, coconut, cashew, pineapples, mangoes, oranges, papaya, pyrethrum, cotton, flowers, vegetables, sisal, oil seeds.
- (tt) To carry on the business of timber and lumber merchants, lumber yard and saw-mill proprietors, and to sell, buy, prepare for market, import, export and deal in timber and wood of all kinds, and to manufacture and deal in articles of all kinds, and to manufacture and deal in articles of all kinds in the manufacture of which timber or wood is used; to carry on the business of logging and lumbering, purchasing, acquiring and leasing timber berths, and so far as may be deemed expedient the business of general merchants in any other businesses which may seem to the Company capable of being conveniently carried in connection with any of the above, or calculated directly or indirectly to render profitable or to enhance the value of the Company's property or rights for the time being.
- (uu) To carry on the business of exporters, importers and manufacturers of timber, honey and forest products, composites and plastics and to buy and sell by wholesale or retail, and generally to deal in all such materials.
- (vv) 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, arbor culturists, agriculturalists, horticulturists, floriculturists, dairymen, vegetable oil extractors, poultry and bee-keepers and any other businesses in connection with floriculture, arboriculture agriculture and horticulture.
- (ww) To carry on the business of wholesalers, retailers, general traders, suppliers, merchants, importers, exporters, stockists and dealers in all types of boutique, textile materials, clothes, shoes, tie and dye, bags, selling second hand clothing, dresses of types and description whatsoever.
- (xx) To carry on all or any of the business of transport, carriage and haulage contractors, owners and charter of road vehicles, aircraft and ships and boats of every description and carriers of goods and passenger by road, rail, water or air and to establish, acquire, maintain and operate transport service of every description both public and private and all services ancillary thereto and for such purposes or as independent undertakings to purchase, take in exchange, charter, hire, build, contract or otherwise acquire and to own, operate, work, manage, maintain, repair, service and deal with and in road vehicles, aircraft and vessels of every supplies therefore and to conduct any such business within the country or any other state in Africa or Europe or Asia and or any other foreign country.

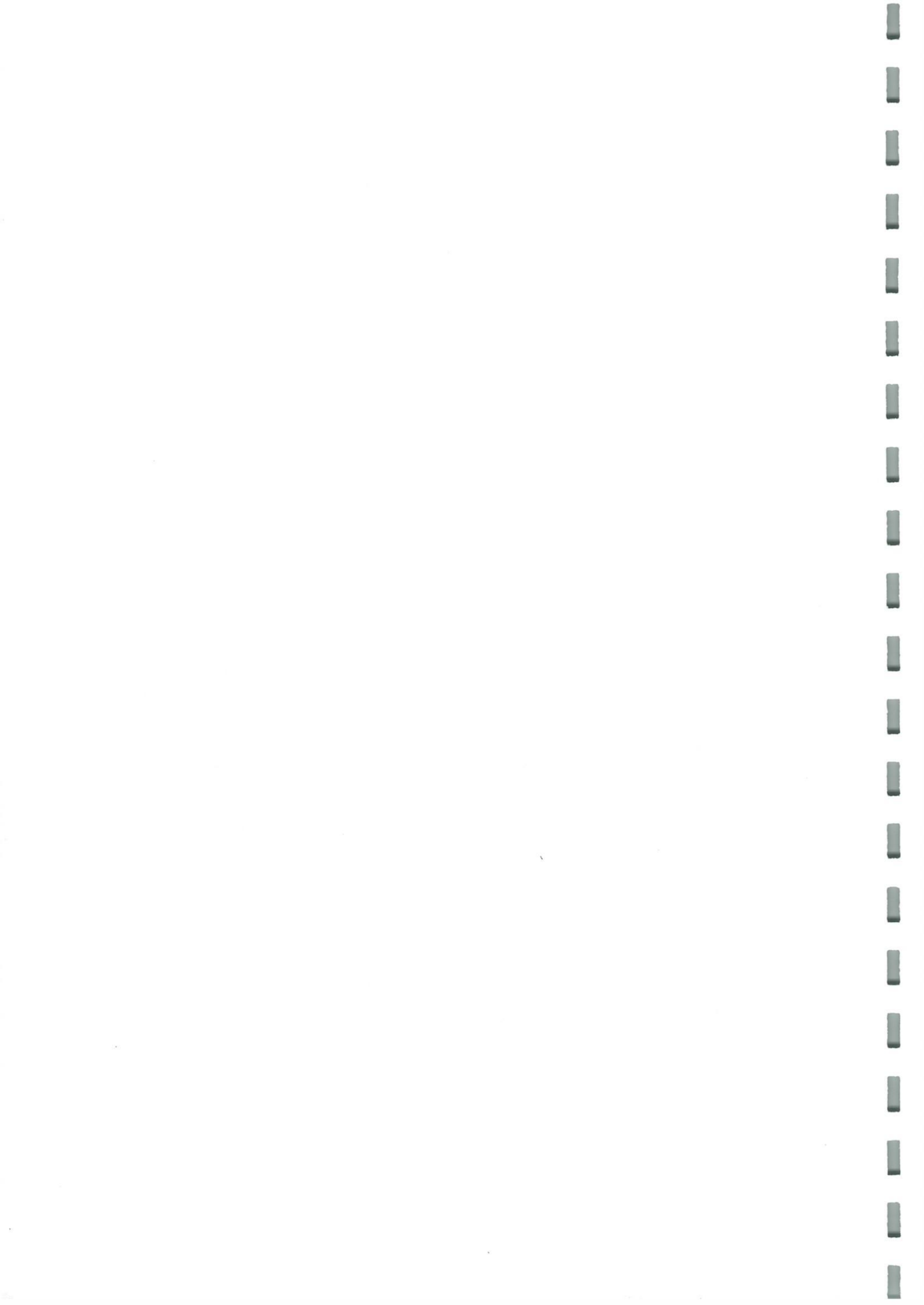


- (yy) To carry on the business of establishing and running supermarkets, department stores, shopping malls, provision stores, groceries and shops of all kinds and description and generally to deal with such activities.
- (zz) To carry on the business of real estate affairs; apartment house management; apartments renting of real estate leasing of; real estate agencies; real estate appraisal; real estate brokers; real estate management; rent collection; rental of offices real estate renting of apartments; renting of flats.
- (aaa) To carry on the business and act as managers of investments and investment company, real estate agents, property managers, developers, valuers, decorators, engineers and to generally be able to carry out activities of any description with regards to land, property and real estate, investment in any type of property, buildings, lands, securities, bonds, shares and any property act as a holding company with subsidiaries and invest in any projects as the company may think fit.
- (bbb) To carry on the business of agents, consultants or representatives of foreign or local manufacturers, industries or other like organizations in any type of goods, products, commodities and services.
- (ccc) To carry on the business of establishing and running shops, shopping malls, provision stores, supermarkets, department stores, groceries food and shops of all kinds and description and generally to deal with such activities.
- (ddd) To deal in the business of project management consultancy and or otherwise dealing in specialized events management, but not limiting to the deal in the micro financing and importing of related project tools and applications and to serve them in domestic or export market and to carry out various activities incidental to the attainment of the main object as contained in this clause, whether done for gain or otherwise.
- (eee) To purchase or acquire freehold, leasehold or other immovable property and movable property generally and also rights, privileges and easements over or in respect of any property movable or immovable, and to pay for the same in cash or in any other manner agreed upon, and to take over and assume liabilities for payments of all moneys owing whatsoever under and by virtue of any mortgages, charges or other existing and charged upon any and all such property as may be purchased at any time by the Company from any Government, person, firm or company and to do all things and execute such documents and deeds as may be necessary to that end.
- (fff) To advance money to any person or persons or corporations, either with or without interest upon the security of freehold or leasehold property by way of mortgage, or upon marketable security and in particular to advance money to shareholders in the company, and others, upon the security of or for the purpose of enabling the person borrowing the same to effect or purchase, or enlarge or repair any house of building or to purchase the free simple or any term or terms of years of any property in Tanzania, or elsewhere upon such terms, and conditions as the Company may think fit.
- (ggg) To carry on the business of clearing and forwarding agents, commission agents, transporters, freighters, hauliers, customs bonded warehouse and godown keepers, cargo and travel agents, insurance agents, tourist agents, manufacturers' representatives, road contractors, cargo superintendents, packers, machinery haulage specialists, warehousemen, engineers, electricians, motor cars, cabs, omnibus, lorries, oil tank and coach proprietors and transporters, civil transport contractors 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 be determined by the company, engage in and or otherwise carry on the business as transporters and transport agents, freight forwarders.
- (hhh) To purchase, take on lease and otherwise acquire for investment or resale any estate, land, buildings, easements and other rights and interests in 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.

- (iii) To purchase, take or lease or in exchange, hire or otherwise acquire and hold any state or interest in any lands buildings, casements, rights, licenses secret processes, machinery, plants, stock, in trade and real or personal property of any kind.
- (jjj) To accept payment for any property or rights sold or otherwise disposed or dealt with by the company either in cash, 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.
- (kkk) 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.
- (lll) To act as agents for the sale and purchase of any stocks shares or securities or for any other monetary or mercantile transactions.
- (mmm) To act as executors and trustees of wills and settlements made by customers and others and undertake and execute trusts of all kinds.
- (nnn) 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.
- (ooo) To lend money on any terms that may thought fit, and particularly to customers or other person or corporations having dealing with societies and to give any guarantees that may be expedient.
- (ppp) To advance money to shareholders in the company, and other to the purpose of enabling the person borrowing the same erect or purchase, or enlarge or repair any house or building or to purchase the fee simple or any less estate or interest in, or to take a demise for any term or terms of years of any freehold or leasehold property upon such terms and conditions as the company may think fit.
- (qqq) To invest and deal with the moneys of the Company not immediately required, upon such securities and in such manner as may from time to time be determined.
- (rrr) To distribute among the members in pieces any property of the company, or any proceeds of sale or disposal of any property of the company.
- (sss) To draw, make, accept, endorse, discount execute and issue promissory notes, bills of lading, warrants, debentures and negotiable or transferable instruments.
- (ttt) To act as agents or brokers, and as trustees for any person firm or company, and to undertake and perform sub-contracts and also to act in any other business of the company through or by means of agents, brokers, sub-contractors or others.
- (uuu) To obtain any provisional order, ordinance or act of Parliament for enabling the Company to carry any of its objects into effect, or for affecting any modification of the Company's constitution, or any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated, directly or indirectly to prejudice the company's interest.





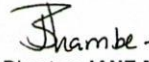
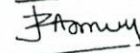
(vvv) To take or otherwise and hold shares in any other company having objects altogether or in part similar to this company, or carrying on any business capable of being conducted so as directly or indirectly to benefit the company.

(www) To transact or carry on all kinds of Agency business and in particular in relation to the investment of money, the sale of property, and the collection and receipt of money.

That the meaning of any general word or words in any paragraph of this clause shall not be restricted by being construed *ejusdem* generis with any particular word or words in the same paragraph.

4. The Liability of the Members is **Limited**.
5. The capital of the Company is Tanzanian shillings **One billion one hundred fifty million (TZS 1,150,000,000/=)** divided into **Five Hundred thousand (500,000) shares of Tanzanian shillings two thousand three hundred (TZS 2,300/=)** 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 declared, every issue of shares, whether declared to be preference or otherwise, shall be subject to the powers herein before contained

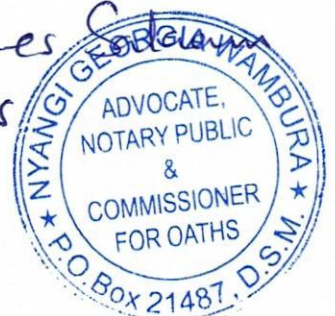
We, the several persons, whose names and addresses are subscribed below, are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names:

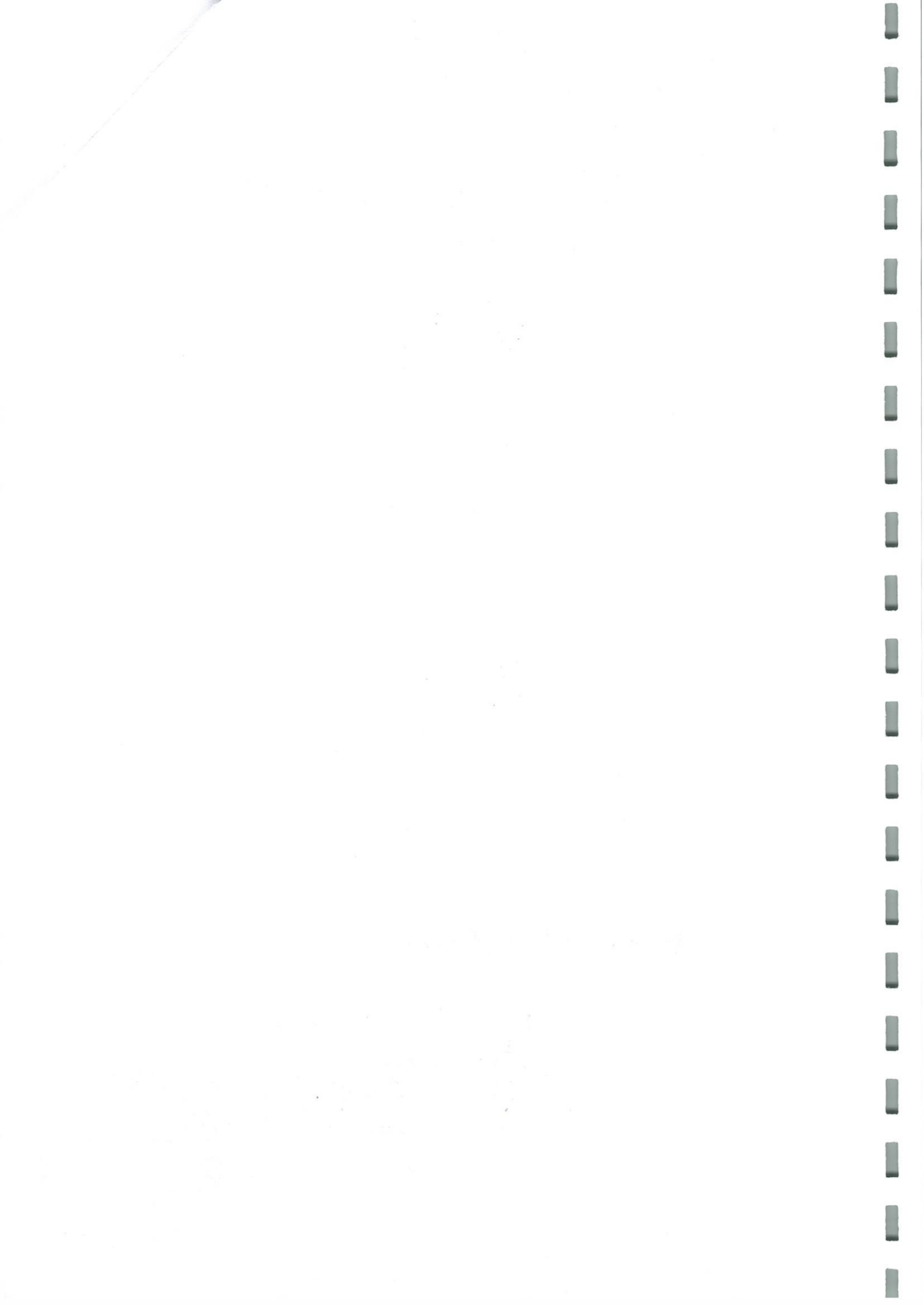
Names, Addresses, and Description of Subscribers.	Number of shares taken by each Subscriber	Signature
<b>AMAZON AGRI BIOTECH HK LIMITED</b> FLAT/RM A 12F Kiu Fu Commercial BLDG, 300 Lockhart Road, Wan Chai, Hong Kong	<b>300,000</b>	 Director: <b>SHANGYANG WU</b>
		 Director: <b>LIANG SHI</b>
<b>HARVEST SHAMBA FRESH TANZANIA LIMITED</b> P.O.BOX 9820 DAR ES SALAAM	<b>200,000</b>	 Director: <b>JANE MAGEMBE CHEYO</b> (Box 9820)
		 Director: <b>JUHAYNA AJMY KUSAGA</b>

Dated at Dar es Salaam this 13<sup>th</sup> day of April 2022.

Witness to the above signatures:

Name : Nyangi George Wambura  
 Signature : [Signature]  
 Postal Address : P.O Box 21487, Dar es Salaam  
 Qualification : Commissioner for Oaths





**THE COMPANIES ACT 2002  
COMPANY LIMITED BY SHARES  
ARTICLES OF ASSOCIATION  
OF  
LONGPING AGRISCIENCE TANZANIA LIMITED**

**PRELIMINARY**

1. In these regulations:-  
"The Act" means the Companies Act 2002 of the Laws of Tanzania.

When any provision of the Act is referred to, the reference is that provision is 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 the force at the date at which these 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, cooperatives, societies, etc.

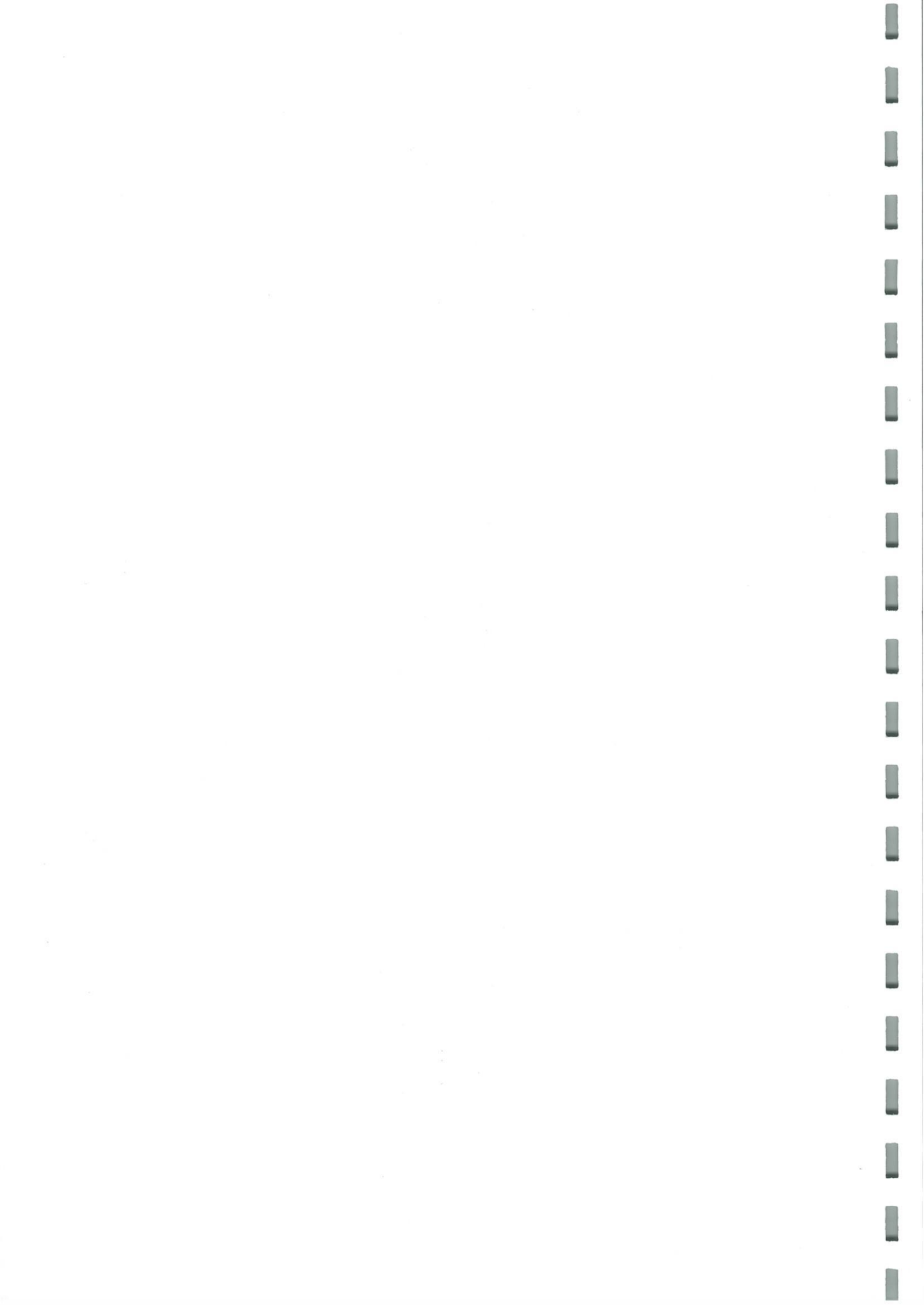
The regulations of Companies Act shall not apply to the company, save in so far as they are varied or excluded hereby, but in case of any conflict between the provisions herein, and the provisions under this regulation the former shall prevail, and in addition to substitution shall be the regulations of the company.

**PRIVATE COMPANY.**

2. The Company is a Private Company and accordingly:-
- (a) The right to transfer shares is restricted in manner hereinafter prescribed.
  - (b) The number of members of the company (exclusive of persons who are in the employment of the Company and of persons who have been formerly in the employment of the company were while in such employment to be the member of the company) is limited fifty, provided that where two or more persons hold one or more shares in the company jointly they shall for the purpose of this regulation be tested as a single member.
  - (c) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.
  - (d) The Company shall not have power to issue share warrants to bearer.

**TRANSFER OF SHARES.**

3. The Directors may in their direction and without assigning any reasons thereof refuse to register the transfer of any share to any person who it shall in their opinion be undesirable for any reason whatsoever to admit to membership.
4. Subject to clauses 2 and 3 hereof the right to members to transfer their shares shall be restricted as follows;
- (a) No share shall be transferred to a person who is not a member so long as any member of any person selected by the Directors as one whom it is desirable in the interest of the Company to admit to membership.



- (b) Every shareholder or trustee in bankruptcy, or any person who may desire to sell or transfer any such shares and everyone may desire to sell or transfer any such shares and every personal representatives of a deceased shareholder shall give notice in writing to the Directors that he desires to make such sale or transfer. Such notice shall constitute the Board of Directors of the Company as his agent for the sale of the said shares to any member or members of the company at the price to be agreed upon between the party giving such notice the party and the board, or in case of difference to be determined by the Auditor of the Company.
- (c) Upon price of such shares being agreed on a determined as per clause (b) above, the board shall forthwith give notice to such of the shareholders other than the shareholders desiring to sell or transfer the said shares, stating the number and price of such share inviting the person to whom notice is sent to state within 21 days from the date of such notice whether he is willing to purchase any, if so what maximum number of such shares. At the expiration of such days 21 notice the board shall apportion such shares amongst the shareholders (if more than one) who shall have expressed their desire to purchase number of shares already held by them respectively, or if there be only one such shareholder, that the whole of such shares shall be sold to him, provided no shareholder shall be obliged to take more than the maximum number of such shares stated in his answer to the said notice.

Upon such apportionment being made or such one shareholder notifying his intention to purchase, as the case may be, the party desiring to sell or transfer such shares shall be bound upon payment of the said price to transfer the shares to the respective shareholders or to single shareholder who shall have agreed to purchase the same.

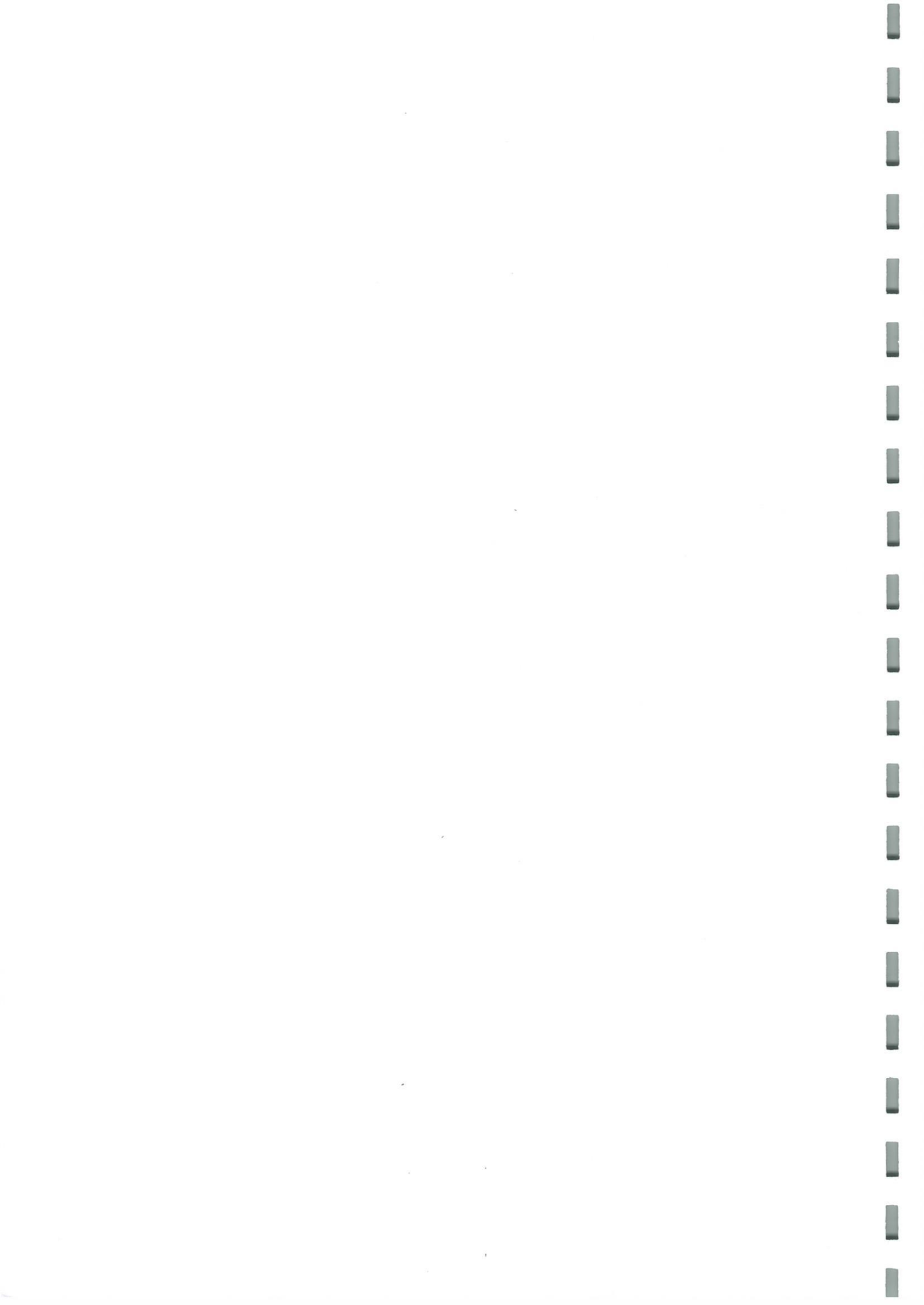
**5. GENERAL MEETINGS: NOTICE OF GENERAL MEETING AND PROCEEDINGS OF THE GENERAL MEETINGS.**

The regulation of Companies Act shall apply to the following variations:-

- (a) A General Meeting, Ordinary or Extraordinary may with the consent in writing of all members, be convened on a shorter notice than seven days or without notice.
- (b) Two members, present either personally or by proxy shall form a quorum.
- (c) Any ordinary resolution of the company determined without any general meeting and evidenced by writing under the hands of majority of the Directors and of the members of the company holding three - fourths of the issued shares of the company shall be valid and effectual as an ordinary resolution duly passed at a general meeting of the company.

**6. DIRECTORS.**

- (a) Until otherwise determined by the company in General Meeting the Directors shall not be less than two and not more than four in number.
- (b) The following persons shall be the first Directors of the company:-
1. JUHYNA AJMY KUSAGA.
  2. JANE MAGEMBE CHEYO.
  3. SHANGYANG WU.
  4. LIANG SHI
  5. ALDENIR SGARBOSSA.
7. The shareholding qualification for Directors may be fixed by the company in General Meeting, and unless and until so fixed no qualification shall be required.
8. The quorum of Directors for transacting business shall, unless otherwise fixed by the Directors, be four.



9. A resolution in writing signed by all the Directors then in Tanzania shall be as valid and effectual as if it had been passed at a meeting of Directors duly called and constituted.
10. The Directors may from time to time borrow or raise any money for the purposes of the Company which may exceed the issued share capital of the company.

#### **BORROWING POWERS.**

The Directors may from time to time in their discretion raise or borrow for the purpose of any Company's business such sum or sums of money as they think fit.

11. The Directors may secure the repayment of or raise any such sum or sums as aforesaid by mortgage or charge upon the whole or any part of the property and assets of the Company present or future including its uncalled capital for the time being, or by the issue at such price as they may think fit, of bonds or debentures either charged upon the whole or any part of the property and assets of the company or not so charged or in such other way as the Directors may think expedient.

#### **VOTE OF MEMBERS.**

12. On a show of hands every member present in person shall have one vote. On a roll every member shall have one vote only for the shares of which he is holder.
13. No member shall be entitled to vote at any general meeting unless all calls or other sums presently by him in respect of shares in the Company have been paid.

#### **DISQUALIFICATION OF DIRECTORS.**

14. The office of a Director shall be vacated if the Director;
  - (a) Becomes bankrupt; or
  - (b) Is found to be a lunatic or becomes of unsound mind; or
  - (c) Resigns his office by notice in writing to the Company;
  - (d) Abstains himself from meetings of the directors for a period of six months without special leave of absence from the other Directors.

#### **SEAL.**

15. The Directors shall provide for the safe custody of the Seal. The Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors and in the presence of at least two Directors or a Director and Secretary or other person as aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.

#### **ALTERNATE DIRECTORS.**

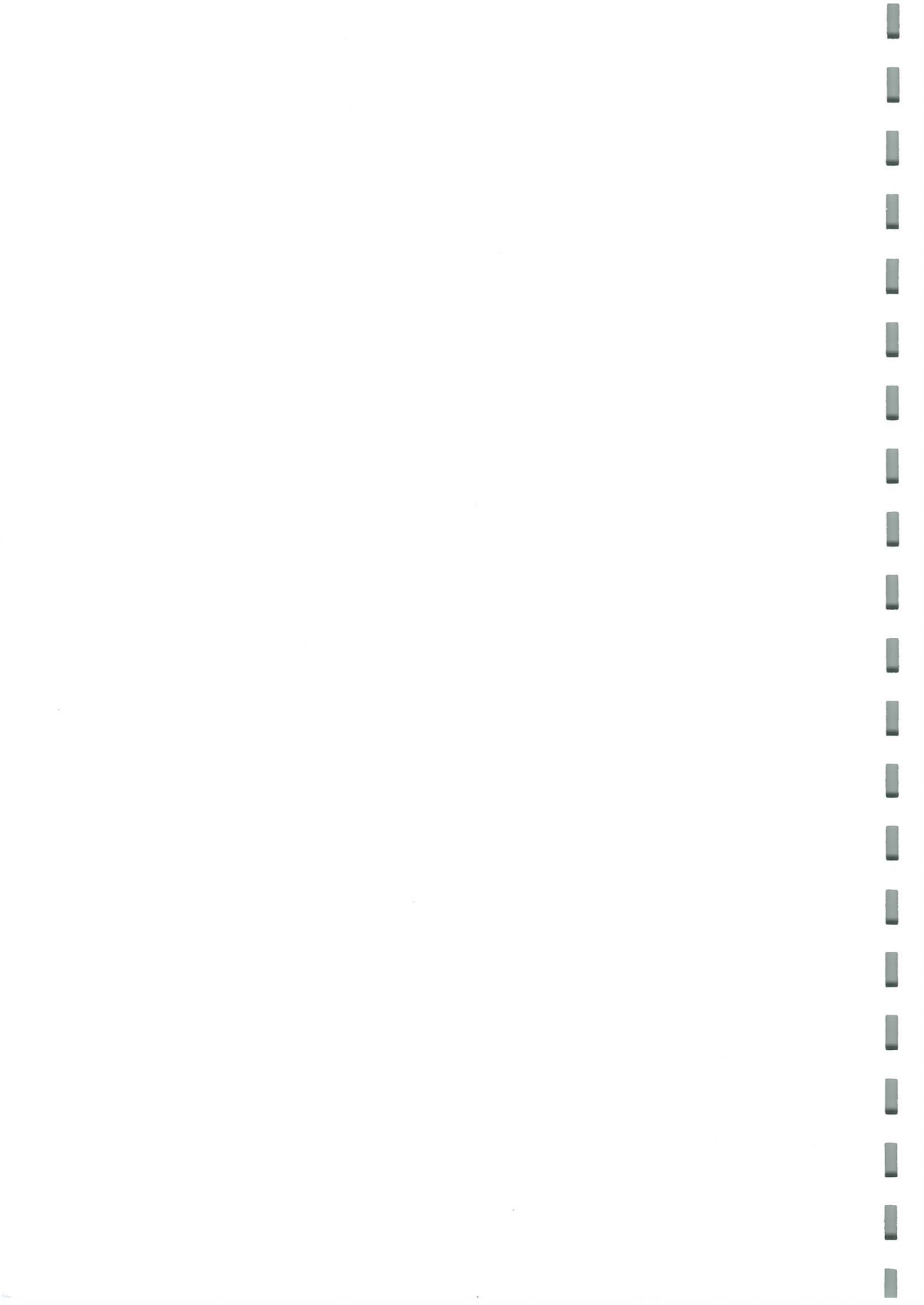
16. Any director shall have power to nominate any person to act or attend as alternate Director during his absence or during his inability so to act. Such Director shall be subject in all respects to the terms and conditions existing with reference to the other Directors and such Alternate Director shall exercise and discharge all the duties of Director whom he represents.
17. Unless otherwise decided by the Directors the quorum necessary to transact business of the Directors shall be two Directors personally present.

#### **SECRETARY.**

18. The Secretary shall be appointed by the Board for such terms at such remuneration and upon such condition as it may think fit, and any Secretary so appointed may be removed by the Board.

#### **WINDING UP.**

19. With the sanction of a special resolution of the shareholders any part of the assets of the Company including any shares in other Companies may be divided between the members of the Company in special or may be vested in Trustees for the benefit of such members and the liquidation of the



company may be closed and the company dissolved but so that no member shall be compelled to accept any shares whereupon there is any liability.

#### **ALTERATION OR ADDITION.**

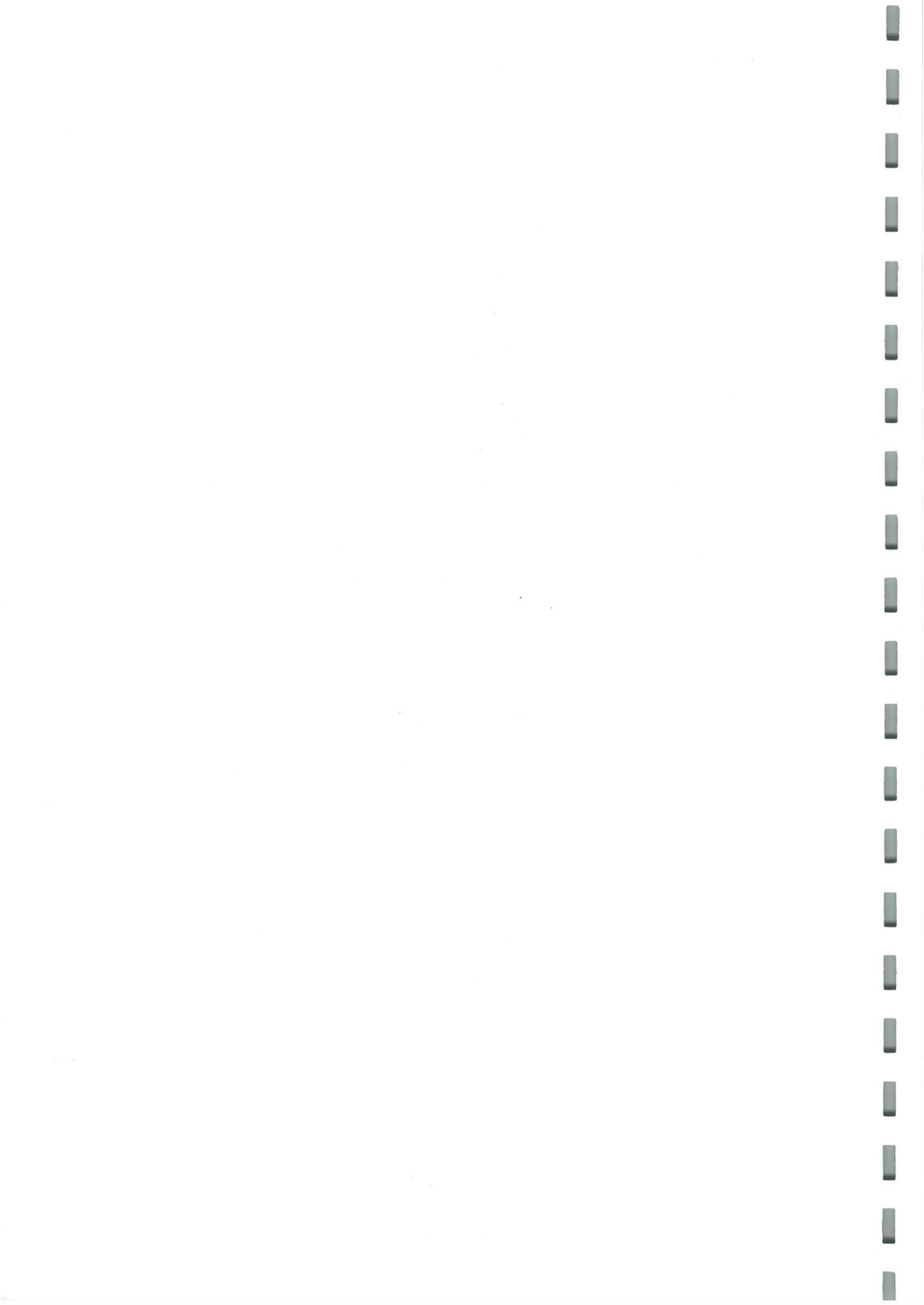
20. Subject to the provisions of the Act and to those contained in the Memorandum of Association the Company may by Special Resolution make alteration or addition so made shall be as valid and effectual as if originally contained in those articles and be subject in like manner to alteration by Special Resolution.




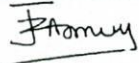
#### **INDEMNITY.**

21. Every Director, Managing Director, Agent, Auditor, Secretary and other Officer for the time being of the Company shall be indemnified out of the Assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgement is given in his favour or in which he is acquitted or is in connection with any application in which relief is granted to him by the Court.

#### **ARBITRATION**

22. If and whenever any dispute or difference shall arise between the Company and any of the members or their respective representatives touching upon the construction or meaning of any of the Articles herein contained or any act matter or thing made or done or omitted to be done or with regard to the rights or liabilities arising here under or arising out of the relation existing between the parties by reasons of these Articles or the Act, such differences shall (unless a sole arbitrator be agreed upon) forthwith be referred to the arbitration of three 3) arbitrators, one to be appointed by each party and the third to be appointed by the first two or, in the event of failure to agree within (Cap. 15) or any then existing statutory modifications or re-enactment thereof shall apply.



Names, Addresses, and Description of Subscribers.	Number of shares taken by each Subscriber	Signature
<b>AMAZON AGRI BIOTECH HK LIMITED</b> FLAT/RM A 12F Kiu Fu Commercial BLDG, 300 Lockhart Road, Wan Chai, Hong Kong	<b>300,000</b>	 Director: <b>SHANGYANG WU</b>
		 Director: <b>LIANG SHI</b>
<b>HARVEST SHAMBA FRESH TANZANIA LIMITED</b> P.O.BOX 9820 DAR ES SALAAM	<b>200,000</b>	 Director: <b>JANE MAGEMBE CHEYO</b>
		 Director: <b>JUHAYNA AJMY KUSAGA</b>



Dated at DSM this 13<sup>th</sup> day of April 2022.

Witness to the above signatures:  
 Name : Nyangi Georgia Wambura  
 Signature : [Handwritten Signature]  
 Postal Address : P.O Box 21487, Dar-es-Salaam  
 Qualification : Commissioner for Oaths

