

THE COMPANIES ACT (2002)

COMPANY LIMITED BY SHARES

AMMENDED MEMORANDUM

OF

ASSOCIATION

OF

VICTORIA TREASURES LIMITED

{AS PER RESOLUTION DATED 24TH JULY 2025}

Incorporation thisday of2015

Drawn by:

MR AMIN SULTANALI NAZARALI MADHANI

(SUBSCRIBER)

P.O. BOX 3444

DAR ES SALAAM

TANZANIA.

UNITED REPUBLIC OF TANZANIA

Certificate of Incorporation

No.

I HEREBY CERTIFY that

VICTORIA TREASURES 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 Fifteen.

.....
Registrar of Companies

TANZANIA
Stamp Duty Shs. 5000/-
PAID ON ORIGINAL
Stamp No. 51852 of 18/2/15
Stamp Duty Officer

THE COMPANIES ACT, 2002

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

VICTORIA TREASURES LIMITED.

TANZANIA
Stamp No. 51852 of 18/2/15

1. The name of the Company is VICTORIA TREASURES LIMITED.
2. The Registered Office of the Company will be situated in the United Republic of Tanzania.
3. The objectives for which the Company is established are all or any of the following:-
 - (a) To carry on business of fish farming, fish ponds, fish cages, fish processing, hatchery and nursery.
 - (b) To carry on business of marketing of fish, import and export of fish and fish products of all types of fish and production of high value fish.
 - (c) Selling and buying of all types of marine and fresh water fish, jelly fish, ornamental fish, sea cucumber and its allied products.
 - (d) To carry on the business of Fish Farm, Hatchery for Nile Perch, Tilapia, shrimp, carp and prawn Hatchery, White Fish, Shrimp, Prawn, Lobster & Crabs Cultivation and export of various types of fishes, Prawn, Lobster, Shrimp, crabs, sea-fishes, dry-fish and preservation and processing of shrimps and other fishes of both fresh water and Sea water.
 - (e) To install plants and equipment for processing and preservation of fish products such as fish fillets and other fish related products.
 - (f) To carry on business of aquariums, backyard fish farming and fish preservation.

(g) To cultivate, grow, collect, process, produce, set-up and carry on the business of fish farming, hatchery and nursery.

(h) To purchase, sell, import export, distribute, supply, trade in fish and fish products and to deal in all types of fish Products, any other natural fish related business.

4. For the purposes of achieving the above objects, the company is authorized:-

- a) To borrow or raise money by means of local and foreign currency loans from scheduled banks, industrial banks, financial institutions including and other specialized institutions or non-bank finance companies for the purpose of purchase, manufacture, market, supply, export and import of machinery, development of real estates, construction activities and improvements, repair and renovations of buildings, warehouses, factories, sheds, offices, hospitals, ports, parks, clubs, entertainment and recreation areas, industrial zones, bridges, flyovers and sub-ways, roads, highways and motorways, high rise residential and commercial complexes, residential towns, building and for the purpose of working capital or for any other purpose.
- b) To arrange money by issue of debentures, debenture stock, perpetual or otherwise convertible into shares and to mortgage, or charge the whole or any part of the property or assets of the Company, present or future, by special assignment or to transfer or convey the same absolutely or in trust as may seem expedient and to, purchase, redeem or payoff any such securities.
- c) To purchase/import raw materials, machinery, equipments and allied items required in connection thereto in any manner the company may think fit;
- d) To purchase, take on lease or in exchange, hire, apply for or otherwise acquire and hold for any interest, any rights, privileges, lands, building, easements, trade marks, patents, patent rights, copyrights, licenses, machinery, plants, stock-in-trade and any movable and immovable property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof and to use, exercise, develop, grant licenses in respect of or otherwise turn to account

any property, rights and information so acquired, subject to any permission required under the law.

- e) To open accounts with any Bank or Banks and to draw, make, accept, endorse, execute, issue, negotiate and discount cheques, promissory notes, bills of exchange, bills of lading, warrants, deposit notes, debentures, letter of credit and other negotiable instruments and securities.
- f) To own, establish or have and maintain shops, branches and agencies all over Tanzania or elsewhere of the products of the company.
- g) To acquire by concession, grant, purchase, barter, license either absolutely or conditionally and either solely or jointly with others any lands, buildings, machinery, plants, equipments, privileges, rights, licences, trade marks, patents, and other movable and immovable property of any description which the Company may deem necessary or which may seem to the Company capable of being turned to account, subject to any permission as required under the law.
- h) To invest surplus money of the Company in shares, stocks or securities of any company, debentures, debenture stocks or in any investments, short term and long term participation, term finance certificates or any other government securities in such manner as may from time to time be decided by the directors, without indulging non banking finance business, banking business or an investment company or any other any lawful business.
- i) To guarantee the performance of contracts, agreements, obligations or discharge of any debt of the company or on behalf of any other company or person in relation to the payment of any financial facility including but not limited to loans, advances, letters of credit or other obligations through creation of any or all types of mortgages, charges, pledges, hypothecations, on execution of the usual banking documents or instruments or otherwise encumbrance on any or all of the movable and immovable properties of the company, either present or future or both and issuance of any other securities or sureties by any mean in favour of banks, Non-Banking Finance Companies or any financial institutions and to borrow money for

purpose of the company on such terms and conditions as may be considered proper.

- j) To purchase, hold and get redeemed, debentures, bonds of any company, financial institution or any Government institutions;
- k) To enter into arrangements with the government or authority (supreme, municipal, local or otherwise) or any corporation, company, or persons that may seem conducive to the Company's objects or any of them and to obtain from any such government, authority, corporation, company or person any charters, contracts, rights, privileges and commission which the Company may think desirable and to carry on exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.
- l) To act as representatives, for any person, firm or company and to undertake and perform sub-contracts, and also act in the business of the Company through or by means of agents, sub-contractors and to do all or any of the things mentioned herein in any part of the world and either alone or in collaboration with others and by or through agents, sub-contractors or otherwise.
- m) To sell, transfer, mortgage, pledge, exchange or otherwise dispose of the whole or any part of the property or the undertaking of the Company, either together or in portions for such consideration as the Company may think fit and in particular, for shares, debenture-stock or securities of any Company purchasing the same or to any other legal entity or person, by other means, permissible under the law.
- n) To conduct, encourage, promote, support, arrange and organize seminars, symposiums, exhibitions, fairs, conferences, lectures, demonstrations and other similar activities for promotion of sales or other business interests of any person, companies, firms, individuals, associations, local or government bodies, foreign governments, and international agencies, in Tanzania and any part of the world for and on behalf of customers and for that purpose to carry out market surveys, researches, training programs and other activities.

- o) To carry out joint venture agreements with other companies or countries within the scope of the objects of the company.
- p) To make known and give publicity to the business and products of the company by means the company may think fit.
- q) To pay all costs, charges and expenses, if any, incidental to the promotion, formation, registration and establishment of the company;
- r) To go in for, buy or otherwise acquire and use any patent design, copyright, licence, concession, convenience, innovation, invention, trade marks, rights, privileges, plants, tools or machinery and the like in Tanzania or elsewhere, which may for the time being appear to be useful or valuable for adding to the efficiency or productivity of the Company's work or business, as permissible under the law.
- s) To enter into arrangements with the government or authority (supreme, municipal, local or otherwise) or any corporation, company or persons that may seem conducive to the Company's objects or any of them and to obtain from any such government, authority, corporation, company or person any charters, contracts, rights, privileges and commission which the Company may think desirable and to carry on exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.
- t) To establish, promote or assist in establishing or promoting and subscribe to or become a member of any other company, association or club whose objects are similar or in part similar to the objects of this Company or the establishment or promotion of which may be beneficial to the Company, as permissible under the law.
- w) To give any servant or employee of the Company commission on the sale of the products and for that purpose to enter into any agreement or scheme of arrangement as the Company may deem fit and to get any servant or employee of the Company insured against risk of accident in the course of their employment.
- x) To establish and support or aid in the establishment and support of

associations, institutions, funds and conveniences calculated to benefit the directors employees, ex-employees of the Company or any dependent thereof and to grant pensions, gratuities, allowances, relief and payments in any manner calculated to benefit the persons described herein.

- y) To apply for and obtain necessary consents, permissions and licenses from any Government, Local and other Authorities for enabling the Company to carry on any of its objects into effect as and when required by law.
- z) To cause the Company to be registered or recognized in any foreign country and carry on its business activities in any part of the world.
- aa) To do and perform all other acts and things as are incidental or conducive to the attainment of the objects of the company;
- bb. 6810 - Real estate activities with own or leased property
- cc. 6820 - Real estate activities on a fee or contract basis

And it is hereby declared that, in the interpretation of this clause, the powers conferred on the Company, by any paragraph shall not be restricted by reference to any other paragraph, or to the name of the Company, or by juxtaposition of two or more objects, and that in the event of any ambiguity, this clause and every paragraph hereof shall be construed in such a way as not to restrict the powers of the Company.

- 4. The liability of the members is limited.
- 5. The capital of the company is **TShs. 2,400,000** (Tanzania shillings two million four hundred thousand) divided into **24,000** ordinary shares of **TShs. 100** (Tanzania shillings one hundred) each with power for the company to increase or reduce such capital and issue any part of its capital , original or increased with or without any preference, priority or special privileges 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 hereafter contained.

We, the several persons whose names and addresses 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 our respective names.

| NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBER | NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER | SIGNATURES |
|--|---|---------------|
| Mr. AMIN MADHANI. P O Box 3444 Dar Es Salaam Tanzania. | 19,200 | SIGNED |
| MR. SHAMSHUDIN BADRUDDIN HIRANI P O Box 3444, Dar es Salaam Tanzania. | 2,400 | SIGNED |
| MR. ALTAF KIMBHAI HIRANI P O Box 21444, Kampala, Uganda. | 2,400 | SIGNED |

DATED this DSM day of 17 FEB 2015.

WITNESS to the above signatures,

SIGANTURE: **SIGNED**

NAME IN FULL: **ALFRED M. MASUNGA**

POSTAL ADDRESS: **P.O BOX 3214 DAR ES SALAAM**

OCCUPATION: **ADVOCATE**