

12648/2023

COMPANIES AND OTHER BUSINESS ENTITIES ACT

[CHAPTER 24:31]

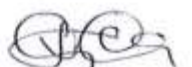
MEMORANDUM AND ARTICLES

OF

ASSOCIATION

FOR

OCEAN GURU (PRIVATE) LIMITED





COMPANIES AND OTHER BUSINESS ENTITIES ACT

(CHAPTER 24:31)

91583953

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

OCEAN GURU (PRIVATE) LIMITED

1. The name of the company is
OCEAN GURU (PRIVATE) LIMITED

2. The objects of which the company is established are:

- a) To carry on the trade or business of a supply chain and distribution company which includes being manufacturers, retailers, wholesalers, importers and exporters of all types of quality meat and sea food; carriers, warehousing, store-keepers, general agents, merchants, dealers and to buy, sell, produce, hire and deal in every services related to the company, substance and product of any kind whatsoever, and to do all or any of the above things in any part of Zimbabwe and beyond, whether as, by, or through principals, contractors or agents together with any trade or business usually carried on in connection therewith.
- b) To carry out the trade or business of a global multipurpose food investment company and for that purpose to invest the capital and all other monies of the company in public and private companies, in the money and capital markets, any form of partnership and property and to do all such things as are incidental thereto.
- c) To carry out the trade or business of general trading which includes commodity broking of all types of quality meat, sea food, goods and services together with any trade or business usually carried on in connection therewith.
- d) To carry out the trade or business of a butchery and abattoir company specializing in buying and selling, manufacturers, retailers, wholesalers, importers and exporters of all types of quality meat products and sea food together with any trade or business usually carried on in connection therewith.
- e) To carry on the trade or business of being a multipurpose online marketplace designed to provide food solutions and connecting the company with consumers locally and internationally through innovative and robust e-commerce platforms together with all or any trade or business usually carried on in connection therewith.
- f) To carry out the trade or business of being retailers, manufacturers, wholesalers, importers, exporters, buying and selling of all types of quality groceries and accessories that are standardised and proven to be safe for their recommended use and to operate several online shopping services and in store departments which includes, bakery, butchery, hot-deli, fruit and vegetables and to do all such things as are incidental thereto.
- g) To carry on the trade or business of all types of leisure and entertainment facilities such as lodges, restrooms, motels, restaurants, catering services, food courts, takeaways, sea food, hotels and holiday camps together with any trade or business usually carried on in connection therewith.
- h) To carry out the trade or business of restaurants, take aways, fast foods selling with sea food and to do all such things as are incidental thereto.
- i) To carry on any of the businesses of importers, exporters, manufacturers, blenders, warehousemen (bonded or otherwise), merchants and dealers (whether by wholesale, retail, or otherwise) of and in all kinds of wines, spirits and intoxicating liquors, cordial and alcoholic or non-alcoholic drinks and beverages of all kinds and of applying for acquiring, holding or disposing of any kind of liquor licences together with any trade or business usually carried on in connection therewith.

- j) To carry on the trade or business of being a global business management and consultants company by offering services such as being consultants and advisors in risk management, business analytics, company secretarial, marketing, finance, human resources, business ventures, capital investments, economics, education, agriculture, mining, transport, infrastructure development, health, manufacturing and training services together with all the trade or business usually associated therewith.
- k) To carry out the trade or business of a global multipurpose modern high-tech Information Communication Technology (ICT) company with quality services and products which includes; advanced electrical equipment and infrastructure; software development of all types, dealers in phones and computers, all types of electronic devices, marketing and support of custom made software packages, E-commerce, E-learning, satellite communications equipment, website development and running website markets, networking and installation of both local and wide area networks and to provide training and support in any related products together with all trade or business usually carried on in connection therewith.
- l) To carry on the trade or business of a construction company which includes being architects, builders and contractors, constructional and sanitary engineers; bricklayers, plasterers, tillers, carpenters, plumbers, decorators and painters, iron founders, metal workers, welders and forgers, jobbing contractors, handymen, maintenance and renovators; suppliers of construction equipment and materials together with any other business which in the opinion of the directors furthers the aims of this object.
- m) To carry on the trade or business of a mining consortium of gold including mining of all other types of minerals such as platinum, chrome, diamond, lithium, nickel, copper and other precious metals, mining metallurgical services, marketing mineral technologist, supplies of mining equipment, pumps, mining protective clothing, maintenance of all mining equipment, logistics, contractors and agents of all precious minerals, including without derogation from the generality of the foregoing, taking or granting tribute to any claims, mines or dumps, developing the same, extracting base of precious ores, minerals or metals and marketing the products and any other trade or business usually carried on in connection therewith.
- n) To establish, prospect, stake, peg, mark, lay, claim to register, buy, acquire, hire, manage, manage, operate, tribute, lease, develop, sell, transfer, dispose of, deal in, prove, test, work, develop, excavate and or mine any mine or mining or prospecting claims, holdings, rights, or privileges, and to mine, excavate, treat, crush, process, refine, manufacture, sell, buy, store, acquire, dispose of or deal in any kind of ores, rocks, earth, sands, minerals, metals or stones, base, precious or semi-precious, and to carry on any of the business of prospecting, mining developing, operating or managing claims or mines, and dealing in ores or any products or by-products of any mining or excavating operations and of any interests or rights in them or any of them together with all or any trade or business usually carried on in connection therewith.
- o) To carry on the trade or business (either manufacturing, wholesale or retail) of stationers, printers, publishers, lithographers, originators, artists and packaging materials, text book sellers, newsagents, suppliers of school and office equipment, uniforms, furniture and educational aids, cleaning detergents together with all or any trade or business usually carried on in connection therewith.

- p) To carry out the trade or business of all agricultural activities, production and supply; value addition and packaging innovation to agricultural produce and any other food types which includes farming, cultivating, developing, irrigating, clearing and draining any land, planting, cultivating, growing, producing, reaping, treating, processing, curing, cleaning, grading, storing, converting, manufacturing, selling and dealing in any and all kinds of plants, trees, cereals, grasses, medical cannabis, fodder, vegetables and agricultural crops and producing of all and any kinds; breeding, feeding, grazing, watering, caring for, buying, selling and dealing in all kinds of domesticated or wild cattle, sheep, goats, pigs and livestock, or animals, rodents, reptiles, birds, fish or insects of all or any kinds, and whether alive or dead, and to produce, treat, cure, store, sell, buy or deal in any skins, meats, flesh or edible products or any of the dairy farming, gardening and market gardening and of producers of and dealers in agricultural produce of all kinds including being millers, manufacturers, importers, exporters, wholesalers, buying and selling any agricultural products and any other types of food and to acquire any interest or rights in any such businesses together with any business or trade usually carried on in connection therewith.
- q) To carry on the trade or business of a global agricultural consultants company with unique consulting services that are clearly proven which includes animal rearing, soil sampling and result interpretation; fertilizer recommendations; weed, pest and disease identification; designing crop and animal protection strategies and spraying programmes; crop budget formulations; responsible use of pesticides; cost-effective crop production guidelines; general training on good agricultural practices and to do all such things as are incidental thereto.
- r) To on the trade or business supplying agricultural inputs, stock feeds, veterinary services, equipment, spares and consumables together with all the trade or business usually associated therewith.
- s) To carry on the trade or business of pests control and fumigation services; to procure, distribute and manufacture pests control chemicals of all types together with all or any trade or business usually carried on in connection therewith.
- t) To carry out the trade or business of a security specialist training institution which includes running security specialist training academies; security specialist training schools; security specialist training private colleges and any other further and higher security specialist training educational services and facilities together with all or any trade or business usually carried on in connection therewith.
- u) To carry on the trade or business of comprehensive security services and security products designed to facilitate the transformation of our country's security and beyond which includes an assortment of security services and products such as security guards, agents and consultants, private investigators, security systems and alarm manufacturers, suppliers and maintenance contractors, private body guards, security gates and fencing, security alarms, rapid response, security cctv's, car tracking systems, security dogs, cash in transit security services and to do all such things as are incidental thereto.
- v) To carry on the trade or business of electrical engineering, mechanical, audio, civil engineers and designers, air conditioning, refrigeration engineers, installation, servicing, repairs, maintenance systems and equipment designs together with any other business which in the opinion of the directors will further the aims of this object.

- w) To carry on the trade or business of a professional sign designing and writing company which includes vinyl cut signs, signs and banners, custom made signs; branding, graphic designing, marketing and advertising together with any trade or business usually carried in connection therewith.
- x) To carry on the trade or business of a transport and logistics company which includes being local and international transporters, global freight forwarding (road, rail, sea, air) shipping, customs clearing, container services, local & cross border transport; commuter omnibus operators, travel agencies, to operate the business of car hire and rental, air ticketing, holiday and resorts, tour packages, travel agents, tour operators, freight agents, clearing agents, transport operators, container services, safari operators, hunters, guides or wildlife and hunting consultants; to set up and manage lodges, chalets and caravan for letting and hiring; to host company workshops and conferences, to provide transport services together with any trade or business usually carried in connection therewith.
- y) To carry on the trade or business of siting, drilling, installations, construction, repairs, maintenance, rehabilitation, pumping tests, bulk water supplies, blasting; facilitation of water permits and issuance of drilling authorization by catchment councils to drill for stakeholders such as non-governmental organizations, large and small scale farmers, the commercial sector, households, quasi government bodies, mining sector, educational institutions and local authorities; agricultural and irrigation engineering, consultants together with any trade or business usually carried in connection therewith.
- z) To carry out the trade or business of a renewable and non-renewable energy company together with all or any trade or business usually carried on in connection therewith.
- aa) To carry on the trade or business of being local and international distributors, importers, exporters, wholesalers or retailers of all types of non-renewable energy which includes diesel, petrol, paraffin, liquefied petroleum gas, industrial gases, gas appliances, oils, and any other petroleum products, to operate motor garages, filling station proprietors and to buy and sell petroleum products and deal in all types of accessories and spare parts thereof and to provide facilities for the safe keeping, car working, storage, repairing, breaking, refuelling and general maintenance and care of motor vehicles together with any trade or business usually carried in connection therewith.
- bb) To carry out the trade or business of importing, exporting, manufacturing and selling renewable energy technologies such as micro-hydro, bio-mas technologies and solar energy including designing, installing and integrating solar systems, new electrical installations, house wiring, maintenance, fault finding, solar equipment supplies and accessories, standby generators, solar panels, pumps, batteries, inverters and to do all such things as are incidental thereto.
- cc) To carry out the trade or business of buying and selling, wholesalers, manufacturers importers and exporters of all types of renewable energy and electricity infrastructure, equipment and accessories; carriers, warehousemen, store-keepers, and distributors, general agents, merchants and dealers, to buy, sell, produce, repair, convert, let, hire and deal in every services related to the company, substance and product of any kind whatsoever, and to do all or any of the above things in any part of Zimbabwe and beyond, whether as, by, or through principals, contractors, agents or otherwise, and in the above or in conjunction with others.

- dd) To carry out the trade or business of buying and selling, manufacturers, wholesalers, importers and exporters of all types of medical medicines, equipment and consumables; carriers, warehousemen, store-keepers, and distributors, general agents, merchants and dealers, and to buy, sell, produce, installation, repair, convert, let, hire and deal in every services related to the company, substance and product of any kind whatsoever, and to do all or any of the above things in any part of Zimbabwe and beyond, whether as, by, or through principals, contractors, agents or otherwise, and in the above or in conjunction with others.
- ee) To carry out the trade or business of a health agent which includes pharmaceuticals (distribution and wholesaling) and to do all such things as are incidental thereto.
- ff) To carry out the trade or business of buying and selling, manufacturers, wholesalers, importers and exporters of all types of stationery products; printers, photocopiers, publishers, lithographers, originators, artists and packaging materials, text book sellers, newsagents, suppliers of school and office equipment, uniforms, furniture and educational aids services and consumables including being stationery consultants; carriers, warehousemen, store-keepers, and distributors, general agents, merchants and dealers, and to buy, sell, produce, installation, repair, convert, let, hire and deal in every services related to the company, substance and product of any kind whatsoever, and to do all or any of the above things in any part of Zimbabwe and beyond, whether as, by, or through principals, contractors, agents or otherwise, and in the above or in conjunction with others.
- gg) To carry on the trade or business of hairdressers, hair cutters, barbers, hairstylist, hair designers, instructors, consultants and specialist in hairdressing, hair & beauty treatment, cosmetics, baby wear and any other health and beauty care products together with any trade or business usually carried in connection therewith.
- hh) To do the trade or business of supplying the highest quality of fabrics which includes protective wear, clothing, fashion and foot wear to all stakeholders and to do all such things as are incidental thereto.
- ii) To carry on the trade or business of being manufacturers, retailers, wholesalers, importers and exporters of interior décor and designing products and services; fashion clothing, dress making, fabric suppliers, wool and leather designers and distributors together with all or any trade or business usually carried on in connection therewith.
- jj) To stock and operate hardwares with products that are standardised and proven to be safe for their recommended use such as building materials, electronics, appliances and to do all such things as are incidental thereto.
- kk) To on the trade or business supplying kitchenware and consumables together with all the trade or business usually associated therewith.
- ll) To carry out the trade or business of providing industrial raw materials and services together with any trade or business usually carried in connection therewith.
- mm) To carry out the trade or business of being car sale dealers, importers, exporters, freight forwarding (road, rail, sea, air) shipping, customs clearing agents, container services, commodity broking, local & cross border transport, distribution of the company's products around & beyond the borders of Zimbabwe and to do all such things as are incidental thereto.

- nn) To carry on the trade or business of being an automotive company which includes motor vehicle spare parts & accessories; operating motor vehicle garages, car breakers, instrument fitters, metal workers, spray painters and tool makers; to provide facilities for the safe keeping, car working, towing services, storage, repairing, breaking, refuelling and general maintenance and care of motor vehicles together with any trade or business usually carried in connection therewith.
- oo) To carry out the trade or business of a baker by providing quality baked products, confectionary and to do all such things as are incidental thereto.
- pp) To carry out the trade or business of real estate agents which includes managing businesses, land, buildings and other property whether belonging to the company or not and to collect rents and income and to supply tenants with attendants, caretakers, messengers, power, lights, heating, water, sanitation, refrigeration, waiting rooms, writing rooms, meeting rooms, lavatories, laundry rooms, electrical and mechanized conveniences, garages, parking places and other advantages.
- qq) To carry on the trade or business of property development projects which includes delivering serviced and titled residential stands ranging from high, medium, low density stands, cluster homes, garden flats, agro plots and in the process construct the necessary supporting infrastructure such as houses, roads, schools, hospitals, commercial and shopping malls together with all or any trade or business usually carried on in connection therewith.
- rr) To carry out the trade or business of events management and planning which includes corporate events, weddings, parties and any other types of functions with services such as décor, catering, hiring of chairs, tables, couches, catering equipment, tents and to do all such things as are incidental thereto.
- ss) To carry out the trade or business of commercial and household cleaning services including being manufacturers, importers, exporters, warehousemen (bonded or otherwise), merchants and dealers (whether by wholesale, retail, or otherwise) of all kinds of cleaning products and detergents together with all or any trade or business usually carried on in connection therewith.
- tt) To draw, make, accept, endorse, discount, execute and issue cheques, promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments, and to operate bank accounts and savings or deposits accounts, of any kind.
- uu) To purchase or by any other means, acquire and protect, prolong, extend, and renew whether in Zimbabwe or elsewhere any copyright, patents, patents rights, trademarks, design, rights of production, rights of publication or other rights, invention, and licenses which appear likely to be advantages in respect of the same or expand money in experimenting upon testing of the same and improving or seeking to improve any patents, inventions, or rights which the company may acquire or propose to acquire.

- vv) To acquire and undertake the whole or any part of the business goodwill and assets of any person, firm or company carrying on or proposing to carry on any of the business which this company is authorized to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company or to acquire an interest in amalgamate with, or enter into any arrangement for sharing profits of co-operation or for limiting completion or for mutual assistance or as partnership with any such person, firm or company and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired and shares, debentures or securities that may be agreed upon and to hold and retain or sell, mortgage and deal with any shares, debentures or securities so received.
- ww) To sell or otherwise dispose of the whole or any either part of the undertaking of the company together or in portions for such considerations as the company may think fit and in particular for shares, debentures or securities for any company purchasing the same.
- xx) To lend money either with or without security and with or without interest, and generally to such person or companies and on such terms and conditions may seem expedient and in particular to persons or companies having dealings with this company and to guarantee the performance of contracts and obligations by any such person or companies, to charge, pledge or pass bond over any of the assets of the company.
- yy) To borrow money for any purpose of the company and secure the repayment of such money under security of any part of the property and assets of the company, and particularly by the issue of debentures, debentures stock, debenture and other bonds, or by charging or passing bond over any of the assets of the company.
- zz) To guarantee or become liable of the payment of money or the performance of any obligations, and generally to transmit all kinds of guarantees in such manner and on such terms as may be considered desirable in the interest of the company and generally to enter into surety ship of guarantees of every description, either gratuitously or otherwise, including for directors of this company but subject to the limitations of the Companies and Other Business Entities Act, Chapter 24:31.
- aaa) To subscribe for, take, purchase or otherwise acquire and hold any shares or other interest in or securities of any other company having objects altogether or in part similar to those of this company or carrying on any business capable of being conducted so as to directly benefit this company.
- bbb) To act as agents or brokers and as trustees for any person, firm or company and to undertake and perform sub contracts and to act in any of the businesses of the company through or by means of agents, brokers, subcontractors.
- ccc) To employ such persons or agents upon such terms as the company thinks fit for the carrying out of any of the objects of the company. To remunerate any person, firm or company rendering service to the company whether by cash payment or by the allotment to him or them of shares or securities of the company credited as paid up in full or otherwise.

- ddd) To establish and support or aid in the establishment and support of clubs, associations, funds, trusts and conveniences calculated to benefit and to grant pensions and allowances and to make payment for or towards life or other insurance or assurance of, existing or former employees, officers, or directors of the company, or the dependents or connections of such persons, and generally to subscribe or guarantee money for charitable or benevolent objects or for any exhibitions or for any public, general or useful object.
- eee) To carry out all or any of the foregoing objects as principals or agents, or in partnership, co-operation or in conjunction with any other person, firm, association or company, and in any part of the world, association or company, and in any part of the world, and to produce the company to be registered or recognized in any country or place.

It is hereby declared that the word "Company" in the above objects shall be deemed to include any partnership or any other body of persons, whether incorporated or not and whether domiciled in Zimbabwe or elsewhere, and the intention is that the objects specified in each paragraph of this Memorandum shall, except where otherwise expressed in such paragraph, be independent main objects, and shall be in no way limited or restricted by reference to or inference from the terms of other paragraphs or the name of the Company. None of the sub-clauses of the objects therein specified, or the powers conferred, shall be deemed subsidiary or auxiliary merely to the objects mentioned, but the company shall have full power to exercise all or any of the powers conferred by any part of this Memorandum in any part of the world, notwithstanding that the business, undertaking, property or acts proposed to be transacted, acquired, dealt with or performed do not fall within the objects of this Memorandum.

3. The liability of the members is limited.

4. The total number of shares for the company shall be 2 000 (Two Thousand) Ordinary Shares. The company shall have the power from time to time to increase or reduce its shares either before or after allotment into several classes, and to attach thereto any preferential, deferred, qualified or special rights, privileges, conditions or restrictions or to convert the whole or any part of the shares of one class into shares of another class.

I, the person whose name and address are subscribed below, am desirous of being formed into a company, in pursuance of this Memorandum of Association, and I respectively agree to take the number of shares in the capital of the company set opposite my respective name.

NAME, ADDRESS AND DESCRIPTION OF SUBSCRIBER	NUMBER OF SHARES TAKEN BY SUBSCRIBER	SIGNATURE OF SUBSCRIBER
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Pro Pack Ship (Private) Limited
Company No: 18 288/2021
Flat 4, Villa Monaco,
6 Cheryl Road, Avondale,
Harare, Zimbabwe.

1000
(ONE THOUSAND)

K.M

As represented by Kudakwashe Mahobebe, ID Number: 29-190352 S 54 (Director), in accordance with a board of director's resolution dated 06 June 2023.

TOTAL SHARES TAKEN

1000 (ONE THOUSAND)

Dated at HARARE this.....06THday of..... June2023

Witness to the above signature

SIGNATURE: 

NAME IN FULL: Edmond Sanyatwe

OCCUPATION: Accountant

ADDRESS: 86 Chiremba Road, Craneborne, Harare, Zimbabwe.



**COMPANIES AND OTHER BUSINESS ENTITIES ACT
[CHAPTER 24:31]**

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

OCEAN GURU (PRIVATE) LIMITED

- 1.) Subject as hereinafter provided, the model and by-laws contained in the Table marked "B" in the Sixth Schedule (Section 18(1) (b), 170(7) (a) and 266(1) (b)) of the Companies and Other Business Entities Act (Chapter 24:31) shall, insofar as they are applicable, apply to this Company and be deemed to be incorporated in these Articles of Association.

OCEAN GURU (PRIVATE) LIMITED

- 2.) The Registered Office of the Company shall be situated in Zimbabwe.
- 3.) The company shall be a Private Company and shall not, at any time, offer any of its shares or debentures to the public.
 - (a) In no circumstances shall the number of shareholders in the Company at any time be allowed to exceed FIFTY (50).
 - (b) Any invitation to the public to subscribe for shares or debentures of the Company is prohibited.
- 4) The company may from time to time, by special Resolution, increase the shares of the company as the Resolution shall prescribe.
- 5) The company may, by Special Resolution, reduce its shares in any way as provided for in terms of the Act.
- 6) The shares shall be at the disposal of the Directors who may, subject to the provisions of Article 8, allot or otherwise dispose of them to such persons at such times and places and generally on such terms and conditions as they think proper.
- 7) A share may be transferred by a shareholder or other person entitled to transfer, to any shareholder selected by the Transferor, provided that, notwithstanding anything to the contrary contained in the Articles, the Directors of the Company may, in their absolute and uncontrolled discretion, and without assigning any reason, refuse to register any proposed transfer of a share or shares in the Company, and provided further, that before any existing shareholder shall be capable of transferring any share to any person, not already a shareholder of the company, the remaining shareholders or any of them, shall have the right of purchasing from such Transferor his share or shares at a price mutually to be agreed upon and, in the absence of mutual agreement, at such prices as may be fixed by the Company's Accountants, who for such purpose, shall be and act as an arbitrator in accordance with Law, and in the event of any dispute arising as to which a shareholder shall be the purchaser of such share or shares, such dispute shall be decided among the shareholders by the drawing of lots.
- 8) Subject to the provision of the Companies And Other Business Entities Act (Chapter 24:31), a Resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings, shall be valid and effective as if the same had been passed at a General Meeting of the Company, duly convened and held.

- 9) The number of Directors shall not be less than (2) or more than fifty (50)

The first Directors of the Company shall be:

- i) Farai Trevor Mangoro ID No: 63-2190480 P 18
 - ii) Hermann Tionei Mashawi ID No: 13-224389 K 22
- 10) A general meeting of the company may declare a dividend out of the reserve of the Company created from net unrealized surplus on revaluation of the assets of the company, provided that the amount of such dividend is utilized in full to acquire shares of the company
- 11) A Resolution in writing, signed by the majority of Directors for the time being entitled to receive notice of a meeting of the Directors, shall be as valid and effectual as if it had been passed at a meeting of Directors duly convened and held.
- 12) (a) The Directors of the company may from time to time, pay to members such interim dividends as appear to the directors to be justified by the profits of the company.
(b) No dividend shall bear interest against the company.
(c) Notice of dividends that may have declared shall be given to each member.
- 13) If the Company shall be wound up, whether voluntarily or otherwise, the Liquidator may, with the sanction of an Extraordinary Resolution divide among the contributories in specific, any part of the assets of the Company, may with like sanction, vest any of the assets of the Company in Trustees upon Trust for the benefit of the contributors.
- 14) Notwithstanding any contrary provisions in the Companies And Other Business Entities Act (Chapter 24:31) and these Articles of Association, the Company shall buy back its own shares in terms of section 140 of the Companies And Other Business Entities Act (Chapter 24:31) and the purchase shall be authorized in advance by the Company in a General Meeting. The Company may in a General Meeting authorize the issuing of shares which are to be purchased back or which are liable to be purchased back at the option of the Company or the Shareholders concerned.

I, the person, whose name and address are subscribed below, am desirous of being formed into a Company in pursuance of these Articles of Association.

**NAME, ADDRESS AND
DESCREPTION OF SUBSCRIBER**

**SIGNATURE OF
SUBSCRIBER**

Pro Pack Ship (Private) Limited
Company No: 18 288/2021
Flat 4, Villa Monaco,
6 Cheryl Road, Avondale,
Harare, Zimbabwe.

K.M

As represented by Kudakwashe Mahobebe, ID Number: 29-190352 S 54 (Director), in accordance with a board of director's resolution dated 06 June 2023.

Dated at HARARE this.....06THday of..... June.....2023

Witness to the above signature

SIGNATURE:

NAME IN FULL: Edmond Sanyatwe

OCCUPATION: Accountant

ADDRESS: 86 Chiremba Road, Craneborne, Harare, Zimbabwe.

BOARD OF DIRECTORS RESOLUTION

TYPE OF MEETING: BOARD OF DIRECTORS MEETING

TYPE OF RESOLUTION: SIMPLE MAJORITY

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF PRO PACK SHIP (PVT) LTD HELD AT THE HEAD OFFICE OF THE COMPANY AT FLAT 4, VILLA MONACO, 6 CHERYL ROAD, AVONDALE, HARARE, ZIMBABWE ON 06 JUNE 2023 AT 1000 HRS.

The Board was informed that **PRO PACK SHIP (PVT) LTD** was to become a shareholder in a new company by the name Ocean Guru (Pvt) Ltd. The Board discussed the matter and passed the following resolution.

“RESOLVED THAT Kudakwashe Mahobebe, ID Number: 29-190352 S 54, be and is hereby authorized to do all such acts, deeds and things to **sign** all such documents and writings as may be necessary on behalf of **PRO PACK SHIP (PVT) LTD**, expedient and incidental thereto and to give effect to this resolution and for matters connected therewith or incidental thereto.”

“RESOLVED FURTHER THAT the aforesaid power entrusted to the said official shall be valid and effective unless revoked earlier by the board.

“RESOLVED FURTHER THAT a certified copy of the resolution be given to anyone concerned or interested in the matter.

SIGNED: FOR AND ON BEHALF OF **PRO PACK SHIP (PVT) LTD**

M. J. W. N. Z.

(Mukudzei-Ishe Wonder Nyasha Zhou) Director

