

THE COMPANIES ACT 2002

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

FORTUNE CEMENT (T) COMPANY LIMITED

Incorporated at..... this..... day of.....2009

Drawn by:

Mr. Han Xu
(Subscriber)
P.O. Box 80315
DAR ES SALAAM

TANZANIA
Stamp Duty Shs. 000/-
PAID ON ORIGINAL
Receipt No. 6844 of 16/07/09
Stamp Duty Officer

THE COMPANIES ACT 2002
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF

TANZANIA
Stamp Duty Shs. 000/-
Receipt No. 6844 of 16/07/09
Asst. Registrar of Companies

FORTUNE CEMENT (T) COMPANY 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 treated 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.

NAMES / ADDRESS AND DESCRIPTION OF SUBSCRIBER	NUMBERS OF SHARES TAKEN	SIGNATURE
Mr. HAN XU P. O. BOX : 80315 Dar es Salaam	50,000	许海
Mr. ZHUOJUN LI P. O. BOX : 80315 Dar es Salaam	15,000	李卓军
Mr. TO TAO P. O. BOX : 1038 DODOMA	14,000	陶涛
M/S XIA WENQIN P. O. BOX : 1038 DODOMA	12,000	夏文琴
Mr. HASSAN SAAD P. O. BOX : 1038 DODOMA	4,000	哈桑·萨阿德
Mr. YIGUO LIN P. O. BOX : 1038 DODOMA	3,000	林以国
Mr. MA JINBAO P. O. BOX : 80315 Dar es Salaam	1,000	马金宝
Mr. MINGJIE LUO P. O. BOX : 1038 DODOMA	1,000	Luo Ming Jie

Dated at DSM, This 8th Day of July 2009

Witness to the above signatures:

Name:

Signature: [Signature]

Postal Address:

Qualification:



THE UNITED REPUBLIC OF TANZANIA



CERTIFICATE OF INCORPORATION

No.

I HEREBY CERTIFY THAT

FORTUNE CEMENT (T) COMPANY LIMITED

In this day incorporated under the Companies Act 2002

And that the Company is Limited

GIVEN under my hand at Dar es Salaam, the day of
Two Thousand and Nine

Registrar of Companies

TANZANIA
Stamp Duty Shs. 500/-
PAID ORIGINAL
Receipt No. 8811 of 10/2/14
Stamp Duty Officer

THE COMPANIES ACT 2002
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION

TANZANIA
Stamp Duty Shs. 500/- Paid
Receipt No. 8811 of 10/2/14
Registrar of Companies

OF

FORTUNE CEMENT (T) COMPANY LIMITED

1. The name of the company is "FORTUNE CEMENT (T) COMPANY 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 invest in the manufacturing, importation, exportation and distribution of and to purchase, or otherwise deal with sell, improve, develop, exchange, with cement and any other business related to cement products.
 - (b) To manufacture all kinds and varieties of mechanical appliances, instruments and machines and any and all processes and products essential thereto.
 - (c) 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.
 - (d) To carry on the business as general traders, merchants, suppliers, stockists, wholesalers, retailers and dealers in all types of electrical goods, hardware, building materials, spare parts and maintenance, tyres, tubes, tools and accessories for all types of automotive, motor vehicles, agricultural machinery, implements, equipment, all kinds of industrial projects machinery and equipment, timber, fishing gears, groceries, computers, office equipments, cooking oils, foodstuffs, cosmetics, oils, paints, spirits sheets, hinges, screws, iron mongery, textiles piece goods, all types of leather goods, shoes, bags and other similar goods.
 - (e) To carry on the business of general traders, merchants, manufacturers representatives and to buy, sell, hire, manufacture, barter, trade and deal in property, mechanical machine shop, spare parts and machinery of every description, goods and articles and merchandise of all kinds and to transact any and every description of agency, insurance agents, commission, distribution, marketing, commercial, industrial, manufacturing, merchantile, insurance and financial business.

- (f) To carry on the business of importers, exporters, manufacturers, wholesalers, retailers, general traders, suppliers, merchants, stockists and dealers in all types of clothes, belt, leather products, shoes, bags, suit cases, textile materials, tie and dye, boutique, flowers, selling second hand clothing, dresses of types and description whatsoever.
- (g) To carry on the business of household, domestic appliance and electrical goods, audio visual goods, electronic items, building material, hardwares, foodstuff, agricultural products and merchandise of every nature, kind and description whatsoever as a dealer, wholesaler, retailer, distributor, importer, exporter and after sales service and repairing.
- (h) To carry on the business of general merchants, general store-keepers, universal providers, importers, exporters, suppliers, wholesale and/or retail traders, dealers of piecewood, paints, hardware, glassware, crockery, cutlery, ironmongery, turners and other household fittings and requirements, other articles and commodities of personal, household use and consumption provisions, textiles, groceries, medicines, drugs, wines, spirits, liquors, chemical, surgical, optical, photographic and other instruments, apparatus and materials, motor vehicles, automobiles and generally in all manufactured goods of all types and merchandise of all kinds.
- (i) To acquire, take over, promote, establish and carry on the business of manufacturers, distributors, representatives and agents of cloth of all descriptions including all processing, knitting, weaving, spinning, dyeing, bleaching, printing of all kinds of textiles, including all kinds of clothes, wools, silks, rayons, nylons, fibron, synthetic fibres or otherwise and any other process, threads, cottons, buttons and fastners of all kinds, house furnishers, upholsterers and dealers, curtains and other home furnishing and household requisites of all kinds and goods of any other description.
- (j) To carry on the business as general food processors, packers, to be general suppliers of 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 equipments of every description, and generally to deal in any other business connected therewith.
- (k) To carry on the business as general distributors of all sorts and types of products and services to individuals, offices, industries, shops, schools, factories, hospitals, army, military, ministries and all other government offices, universities and all other places where the services of a supplier are needed.
- (l) 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.

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