

THE COMPANIES ACT CAP 212

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

EVERWELL CABLE AND ENGINEERING COMPANY LIMITED.

1. The name of this Company is "EVERWELL CABLE AND ENGINEERING COMPANY LIMITED".
2. The Registered office of the Company will be situating on the mainland of the United Republic of Tanzania.
3. The purpose for which the Company is established is the transaction of any and all lawful business for which companies may be incorporated in Tanzania; and more particularly the Company shall have powers:
  - I. To carry on the business of electrical engineers and contractors, suppliers of electricity, atomic power, manufacturers of and dealers in electric, magnetic, galvanic, other apparatus, mechanical engineers.
  - II. To construct, lay-out, establish, fix and carry out all necessary cables, wires, lines, accumulators, lamps and works and to generate, accumulate, distribute and supply electricity and light and power to cities, streets, docks markets, theatres, buildings and places both public and private.

TANZANIA

Stamp Duty Shs. 2000/-

PAID ON ORIGINAL

Receipt No. S6609 of 30/7/15

Stamp Duty Officer

TANZANIA

Stamp Duty Shs. 2000/- Paid

Receipt No. S6609 of 30/7/15

Asst. Registrar of Companies

maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.

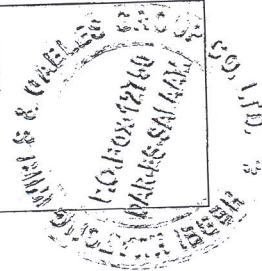
- XXX. To distribute among the members of the Company in kind any property of the Company of whatever nature.
- XXXI. To procure the Company to be registered or recognized in any part of the world.
- XXXII. To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.
- XXXIII. To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

4. The liability of the Members is limited.

5. The Company's authorized share capital is Tanzanian Shillings Ten Billion (TShs.10,000,000,000.00) divided into 100 Ordinary shares of Tanzania Shillings 100,000,000.00 each.

We, the persons whose names and addresses are subscribed, desire to be formed into a Company, in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the Capital of the Company set opposite our respective names.

Name, Address and description of Subscribers	Number of Shares taken by each Subscriber	Signature of Subscriber
Lu Jiao Peng P.O.Box 12750 Dar es Salaam	3	✕ 鲁教朋
Hebei Huatong Wires and Cables Group Co Ltd No 1 Huatong Street Feng Nan Tang Shan Hebei China.	97	✕ 鲁教朋



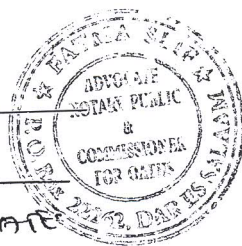
Dated the 29 day of JULY, 2015.

Witness to the above signatures:

Signature: [Signature]

Address: 22262

Qualification: ADVOCATE



THE COMPANIES ACT No.12 OF 2002

TANZANIA  
Stamp Duty Shs. 5000/-  
PAID ON ORIGINAL  
Receipt No. S6609 of 30/7/15  
Stamp Duty Officer

\_\_\_\_\_  
COMPANY LIMITED BY SHARES  
\_\_\_\_\_

ARTICLES OF ASSOCIATION

TANZANIA  
Stamp Duty Shs. 2500/- Paid  
Receipt No. S6609 of 30/7/15  
Asst. Registrar of Companies

OF

EVERWELL CABLE AND ENGINEERING COMPANY LIMITED.

TABLE A

1. The regulations in Table A in the First Schedule to the Companies Act shall apply to the Company save if the same is repeated or contained in these Articles.

INTERPRETATION

2. In these Articles unless the context otherwise requires:

“Act” shall mean the Companies Act, No. 12 of 2002;

“Articles” means these Articles of Association of

“Board” means the Board of Directors of the Company or the Directors present at a duly convened meeting of Directors at which quorum has been attained;

- (d) No bearer Share Warrant shall be issued.

## BUSINESS

- 5 Any branch or kind of business which the Company is either expressly or by implication authorized to undertake may be undertaken by the Board at such time or times as it shall deem fit and, further, may be permitted by it to be in abeyance, whether such branch or kind of business may have been actually commenced or not so long as the Board may deem it expedient not to commence or proceed with the same.
- 6 The registered office of the Company shall be at such place in Tanzania as the Board shall from time to time appoint.
- 7 No part of the funds of the Company shall be employed in the subscription or purchase of or in loans upon the security of the Company's shares or those of its holding company (if any) and the Company shall not give, whether directly or indirectly and whether by means of a loan, guarantee, the provision of security or otherwise, any financial assistance for the purpose of or in connection with any purchase or subscription by any person of or for shares in the Company or in its holding company (if any) provided that nothing in this Article shall prohibit actions mentioned in the proviso to section 57(1) of the Act.

## SHARE CAPITAL AND VARIATION OF RIGHTS

- 8 The Share Capital of this Company is Tanzania Shillings Ten Million Only (TZS 10,000,000.00) divided into 100 shares of Tanzania Shillings One Hundred Thousand (TZS100,000/=)each. The company has the power to alter the capital values of share and create classes to shares attach special rights to share from time to time as it may deem fit.
- 9 Without prejudice to any special rights previously conferred on the holders of any shares or class of shares, any share in the Company (whether forming part of the original capital or not) may be issued with any such preferred, deferred or other special rights or subject in regard to dividend returns of capital, voting or otherwise as the Company may from time to time, by resolution, determine or in the case of any shares in respect of which there has been no such determination as the Board may direct.

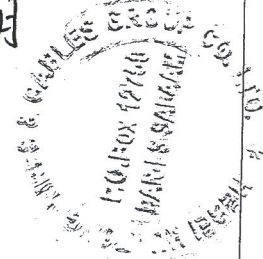
transfer of the share in respect of which the instrument of proxy was given, if no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company before the commencement of the Meeting or adjourned Meeting or the taking of the poll at which the instrument of proxy is used.

- 78 Any corporation which is a Member of the Company may, by resolution of its Directors or other governing body or by notification in writing under the hand of some officer of such corporation duly authorized in that behalf, authorize such person as it thinks fit to act as its representative at any Meeting of the Company or of the holders of any class of shares of the Company and the person so authorized shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Member of the Company.

#### DIRECTORS


- 79 The number of Directors shall be not less than two and, unless and until otherwise determined by the Company in General Meeting, shall not exceed seven. The first Directors shall be:
- a. LU JIAOPENG
  - b. ZENG MINGSHAN
- 80 The Directors, other than those whose remuneration is determined by agreement between them and the Company, shall be entitled to such remuneration for their services as the Company may, from time to time, in General Meeting determine and such remuneration shall be divided among the Directors in such proportion and manner as they may determine or, failing such determination, equally, except that in such event any Director holding office for less than a year shall only rank in such division in proportion to the period during which he has held office during such year. The Directors shall also be entitled to be reimbursed by the Company in respect of their traveling, hotel and incidental expenses reasonably incurred while engaged on the business of the Company.
- 81 Any Director who, by request, performs special or extraordinary services or goes or resides abroad on behalf of the Company, may be paid such extra remuneration, whether by way of lump sum, salary, commission, percentage of profits or otherwise, as the Board may determine.

him by the Court and he shall not be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. This Article shall however only have effects in so far as its provisions are not avoided by Section 214 of the Act.

Name, Address and description of Subscribers	Number of Shares taken by each Subscriber	Signature of Subscriber
Lu Jiao Peng P.O Box 12750 Dar es Salaam	3	鲁教朋
Hebei Huatong Wires and Cables Group Company Limited. No. 1 Huatong Street Feng Nan Tangshan Hebei China.	97	鲁教朋 

Dated the 29 day of July, 2015.

Witness to the above signatures:

Signature:   
 Address: 22262  
 Qualification: ADVOCATE

