

THE COMPANIES ACT No.12 OF 2002

COMPANY LIMITED BY SHARES

MEMORANDUM


AND

ARTICLES OF ASSOCIATION

OF

PWANI STEEL INDUSTRY LIMITED

Incorporated this day of 2019

Certified True Copy Of The Original
Sign  Date 19/03/20
RICO ADOLF MZERU
Advocate, Notary
Public & Commissioner For Oaths

Drawn by:

LIU BIN,
(Subscriber)
China, People's Republic of,
Shanghai city, No.88, yindu road

THE COMPANIES ACT No.12 OF 2002

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

PWANI STEEL INDUSTRY LIMITED

1. The **name** of the company is **PWANI STEEL INDUSTRY LIMITED**
2. The **registered office** of the Company will be situated in the United Republic of Tanzania.
3. The **objects** for which the Company is established are:
 - a) Manufacture of basic iron and steel. This class includes; manufacture of products such as plate, sheet, strip, bars, rods, wire, tubes, pipes, hollow profiles, pipe, plate, nail, iron wire and galvanized wire.
This class also includes: operation of blast furnaces, steel converters, rolling and finishing mills, production of pig iron and spiegeleisen in pigs, blocks or other primary forms, production of ferro-alloys, production of ferrous products by direct reduction of iron and other spongy ferrous products, production of iron of exceptional purity by electrolysis or other chemical processes, production of granular iron and iron powder, production of steel in ingots or other primary forms, remelting of scrap ingots of iron or steel, production of semi-finished products of steel, manufacture of hot-rolled and cold-rolled flat-rolled products of steel
 - b) Wholesale on a fee or contract basis. This division includes wholesale trade on own account or on a fee or contract basis related to domestic wholesale trade as well as international wholesale trade (import/export). This class includes; sale of products such as plate, sheet, strip, bars, rods, wire, tubes, pipes, hollow profiles, pipe, plate, nail, iron wire and galvanized wire.
 - c) Other retail sale in non-specialized stores; retail sale activities of department stores carrying a general line of goods i.e. pipe, plate, nail, iron wire, galvanized wire etc.

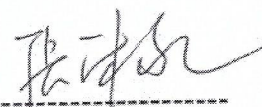

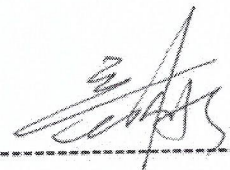
LIABILITY

4. The liability of the members is **Limited**.

CAPITAL

5. The share Capital of the Company is **Tanzanian Shillings Six Billion Eight Hundred Forty Million (T.shs 6,840,000,000.00) divided into One Thousand (1000) shares of Tanzanian Shillings Six Million Eight Hundred Forty Thousand (T.shs 6,840,000.00) 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:

Name and Addresses of Subscribers	Number of shares taken by the Subscriber	Signatures of Subscribers
ZHANG SHUJIN	250	
China, People's Republic of, shuyang city, , jiangshu province, No 50, qixiong street		
LIU BIN	240	
China, People's Republic of, Shanghai city, No.88, yindu road		
YAN XINMEI	510	
China, People's Republic of, Shanghai city, zhongshanbei road, House No 69		

WITNESS to the above signatures

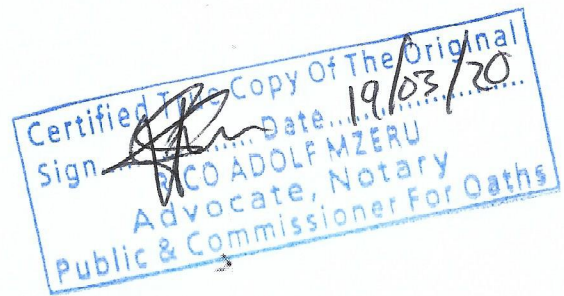
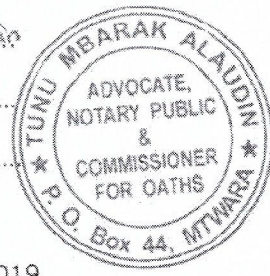
Full Name : Tunu Mbarak Alaudin

Signature : 

Postal Address : P.O. BOX 44 Mtwarra

Designation : ADVOCATE

Dated at Dar es Salaam this 20th day of December 2019



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COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

PWANI STEEL INDUSTRY LIMITED

PRELIMINARY

1. In these Regulations:

"the Act" means the Companies Act;

"the articles" Means the articles of the company;

"clear days" in relation to the period of a notice means that period excluding the day when the notice is given or on which it is to take effect;

"the holder" in relation to shares means the member whose name is entered in the register of members as the holder of the shares;

"the seal" means the common seal of the company;

"secretary" means the secretary of the company or any person appointed to perform the duties of the secretary of the company.

Expressions referred to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Regulations become binding on the company.

2. The regulations contained in Part 1 of Table A shall apply save for regulation 22.

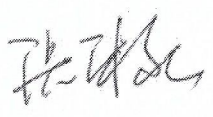
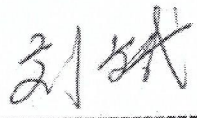
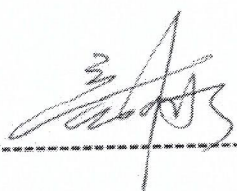
3. The Company is private company and accordingly:

(a) The right to transfer shares is restricted in the manner hereinafter prescribed.


125. If the company is wound up the liquidator may, with sanction of a special resolution of the company and any other sanction required by the Act divide amongst the members in specie the whole or any part of the assets of the company and may, for that purpose, set such value as he deems fair upon any property to be divided and may determine how such division shall be carried out as between the members or any part of the of members. The liquidator may, with the like sanction, vest the whole or any part of the assets in trustees upon such trusts for the benefit of the members as the liquidator, with the like sanction, shall determine, but no member shall be compelled to accept any shares or other securities upon which there is a liability.

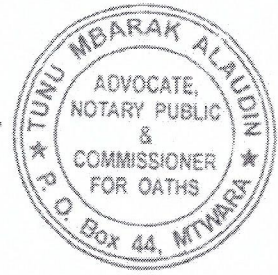
INDEMNITY


126. Subject to the provisions of the Act, but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor 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 judgment is given in his favour or in which he is acquitted or in connection with any application under section 481 of the Act in which relief is granted to him by the court from liability for negligence default, breach of duty or breach of trust in relation to the affairs of the company.

Name and Addresses Subscribers	Number of shares taken by the Subscriber	Signatures Subscribers	of
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LIU BIN China, People's Republic of, Shanghai city, No.88, yindu road	240		
YAN XINMEI China, People's Republic of, Shanghai city, zhongshanbei road, House No 69	510		

WITNESS to the above signatures

Full Name : Tunu Mbarak Alaudin
 Signature : 
 Postal Address : P.O. BOX 44 Mbarak
 Designation : ADVOCATE
 Dated at Dar es Salaam this 20th day of December 2019



Certified True Copy of The Original
 Sign:  Date: 19/03/20
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