

THE COMPANIES ACT No. 12 OF 2002

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

Jiaoyang Steel Structure Co. Limited

Incorporated this day of 2020

DRAWN BY:

**WALLACE MFUKO (ADVOCATE)
STEWART & SHITONG ATTORNEYS
PLOT NO.2478/5 UPANGA
OPPOSITE BANK M
OCEAN ROAD/OBAMA DRIVE
P.O. BOX 105246
DAR ES SALAAM
TEL: +255 658 230 111**

THE COMPANIES ACT No. 12 OF 2002

COMPANY LIMITED BY
SHARES

Memorandum of

Association Of

Jiaoyang Steel Structure Co. Limited

1. The name of the Company shall be Jiaoyang Steel Structure Co. Limited.
2. The office of the Company shall be situated within the United Republic of Tanzania mainland.
3. The objects for which the Company is established are: -
 - 3.1 The objectives for which the Company is formed are (and it is expressly declared that the several sub-clauses of this clause and all the powers thereof are to be cumulative and in no case is the generality of any one sub-clause nor is any general expression in any sub-clause to be narrowed or restricted by any particularity of expression in the same sub-clause or by the application of any rule of construction ejusdem generis or otherwise).
 - 3.2 to carry on all or any of the businesses of Manufacture of Basic Iron and Steel, Basic precious and other non-ferrous metals, Structural metal products, Cultery, Hand tools and general hardware Other Fabricated metals, Other general purpose machinery, Metal forming machinery and Machine tools, agriculture and Forestry machine, Other special Purpose machine and Other Manufacturing.
 - 3.3 to carry on all or any of the businesses of casting Iron and Steel, casting of Non-ferrous metals, forging, pressing, stamping and roll-forming of metals, powder metallurgy and treatment and coating of metals; machining.
 - 3.4 to carry on all or any of the business of Wholesale on a fee or contract basis, Agricultural machinery, Equipment and Supplies, other machinery and equipment, Construction materials, hardware, plumbing and heating equipment and supplies, metals and metal ores, other hold goods and non-specialized wholesale.
 - 3.5 to acquire and take over the whole or any part of the business, property of any company or person carrying on any business which the company is authorized to carry on, or possessed of any property or assets suitable for the purpose of the company;
 - 3.6 to pay for any property or assets acquired by the company either in cash or fully or

Partly in another and generally on such terms as may be determined;

3.7 to borrow or raise or secure the payment of money by bank overdrafts, by mortgage, or by the issue of debentures or debenture stock, perpetual or otherwise, or in such other manner on the company's property or assets, present and future, including its uncalled capital, and to provide collateral or further to secure any securities of the company by a trust deed or other assurance;

3.8 to issue and deposit any securities which the company has power to issue by way of mortgage or to secure any such sum less than the nominal amount of such securities, and also by way of security for the performance of any contract or obligations of the company or of its customers or of any other company or person having dealings with the company, or in whose business or undertakings the company is interested;

3.9 to distribute any of the company's property or assets among the members in specie;

4. The liability of the members is limited.

5. The authorized share capital of the company at the date of registration of this Memorandum of Association is Tanzania Shillings Eleven Billion and Five Hundred Million (TZS11, 500,000,000.00) divided into One Hundred and Fifteen Thousand (115,000) shares of Tanzania Shillings One Hundred Thousand (TZS100,000.00) each with power for the Company to increase or reduce such capital and to divide the shares in the capital for the time being, whether original or increased, indifferent classes, and to attach thereto respectively any preferential, deferred, qualified or special rights, privileges or conditions and so that unless the conditions of issue shall otherwise expressly declare every issue of shares, whether preference or otherwise, or any such rights, privileges or conditions

shall not be altered or modified except in accordance with the Articles
of Association registered herewith.

We, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association and we respectively agree to take the number(s) of shares in the capital of the company set opposite our respective names.

| Names, Addresses and Description of subscribers | No. of Shares Taken | Signature |
|---|---------------------|-----------|
| XULIANG, ZHANG No.267 Guotun Village, Anping town, Hengsgui City, Hebei Province,CHINA | 101,200 | 张旭亮 |
| WENSHENG, WANG No.111, Team 15, West Liaocheng Village, Handan City, Hebei Province,CHINA | 11,500 | 王文生 |
| ZHONGJI, ZHANG No.267 Guotun Village, Anping town, Hengsgui City, Hebei Province,CHINA | 2,300 | 张冲印 |

Dated the 23th day of Sept, 2020

Witness to the above signatures

Name: Wallace Boniface Mfuko

Signature: 

Qualification: Advocate



THE COMPANIES ACT NO. 12 OF 2002

PRIVATE COMPANY LIMITED BY SHARES

Articles of Association

Of

Jiaoyang Steel Structure Co. Limited

1. The regulations in Part II Table "A" in the First Schedule to the Companies Act, No. 12 of 2002 shall not apply to the Company. Table "A" Not to Apply
2. In these presents, if not inconsistent with the subject or context, the words standing in the first column of the table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof.

| WORDS | MEANINGS |
|------------|--|
| "Act" | The Companies Act, No. 12 of 2002; |
| "Dividend" | means moneys paid to a shareholder from profits declared as such and paid relative to the number of shares a shareholder holds in the company; |
| "Month" | Calendar month; |
| "Office" | The Registered Office of the Company. |
| "Presents" | These Articles of Association, as now framed, or as from time to time altered by Special Resolution; |
| "Seal" | The Common Seal of the Company; |
| "Writing" | Unless the contrary intention appears, "writing" shall be construed as including references to printing, lithography, |

authority under which the proxy was executed, or the transfer of the share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used. of the principal

DIRECTORS

73. Unless and until otherwise determined by the Company in a General Meeting the Directors shall not be less than two or more than six in number. The first directors of the Company shall be: -
1. XULIANG, ZHANG
2. WENSHENG, WANG
Number of directors and original directors
74. The Directors shall be paid out of the funds of the Company by way of remuneration for their services, such sum as the Company in General Meeting may from time to time determine. The Directors shall also be paid all reasonable traveling, hotel and other expenses incurred by them in connection with attending and returning from Board Meetings or otherwise in connection with the business of the Company.
Remuneration of Directors
75. Any Director who serves on any committee or who devotes special attention to the business of the Company or who otherwise performs services which, in the opinion of the Board, are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of salary, percentage of profits or otherwise as the Board may determine, which shall be charged as part of the Company's ordinary working expenses.
Extra remuneration for director who performs services
76. The office of a Director shall be vacated in any of the following events happens, namely:-
(a) If (not being an Executive Director holding office as such for a fixed term) he resigns his office by writing under his hand left at the Office.
(b) If he has a receiving order made against him or compounds with his creditors.
Vacation of office of Directors

| Names, Addresses and Description of subscribers | No. of Shares Taken | Signature |
|---|---------------------|-----------|
| XULIANG, ZHANG No.267 Guotun Village, Anping town, Hengsgui City, Hebei Province,CHINA | 101,200 | 张旭亮 |
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Dated the 23th day of Sept, 2020

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