

THE COMPANY ACT 2002
COMPANY LIMITED BY SHARES

Memorandum
and
Articles of Association

of
UD STEEL LIMITED

Incorporated this..... day of 2025

SUBSCRIBER:
LIN SHAOGUANG
P.O.BOX 999
DAR ES SALAAM

THE COMPANIES ACT 2002

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF UD STEEL LIMITED

1. The name of the Company is **UD STEEL 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 carry on a business of manufacturing of steels and selling them.
 - B) Manufacture of basic iron and steel.
 - C) Manufacture of basic precious and other non-ferrous metals
 - D) Casting of iron and steel
 - E) -Manufacture of other fabricated metal products n.e.c.
 - F) Other specialized construction activities.
 - G) To acquire by purchase or otherwise lands and properties or otherwise acquire rights of occupancy and generally to secure any tenure whatsoever, whether subject or not to any charges or encumbrances, and to hold or to sell, let or alienate, mortgage or otherwise deal with all or any such lands.
 - H) To apply for, purchase, or otherwise acquire and protect and renew in any part of the world any patents, patent rights, trade marks, designs, licenses, concessions, and the like conferring any exclusive or non-exclusive or limited right to their use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company; or acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop, or grant licenses in respect of, or otherwise turn to account the property, rights or information so acquired, and to expend money in experimenting upon, testing or improving such patents, inventions or right.
 - I) To acquire any such shares, stocks, debentures, debenture stock, scripts, bonds, notes, securities, obligations, funds or

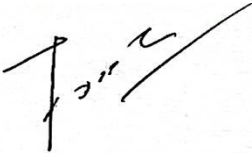

- loans by original subscription, tender, purchase, participation in syndicates, exchange or otherwise, and to guarantee subscription thereof, and to exercise, and enforce all rights and powers conferred by or incidental to ownership thereof, and to vary and transpose from time to time as may be considered expedient any of the Company's investments for the time being;
- J) To acquire and take over the whole or any part of the business, property and liabilities 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;
 - K) To pay for any property or assets acquired by the Company either in cash or fully or partly paid shares or by the issue of securities or obligations, or partly in one mode and partly in another and generally on such terms as may be determined;
 - L) To lend money and/or guarantee the performance of the contracts or obligations of any company, firm or person, and the payment and repayment of the capital and principal or, dividends, interest or premium on any stock, shares and security of any company, whether having objects similar to those of the Company or not, and to give all kinds of indemnities, and to make and receive subvention payments;
 - M) 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;
 - N) To establish or promote, or join in the establishment or promotion of, any other company whose objects, shall include the taking over of any of the assets and liabilities of the Company or the promotion of which shall be calculated to advance its interests;
 - O) To distribute any of the Company's property or assets among the members in specie;
 - P) To do all such acts and things as are incidental or conducive to the attainment of the above objects.

AND it is hereby declared that the word "Company" in this clause, except where in reference to this Company, shall deemed to include any partnership or other body of persons, whether corporate or incorporate and whether domiciled in East Africa or elsewhere. The object specified in each of the paragraphs of the paragraph of this clause shall be regarded as independent objects, and accordingly shall in no way be limited or restricted by reference

to or inference from the terms of any other paragraph of the name of the Company.

4. The Liability of the members is Limited
5. The Share Capital of the Company is Tanzania Shillings. **100,000,000/=** divided into **10,000/-** shares of Tanzania Shillings **10,000/=** each with power to increase or reduce the capital of the Company and to divide such shares in the original or any increased capital into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.


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 numbers or shares in the capital of the company set opposite our respective names.

Names, address, and description of Subscribers	Number of Shares taken by each Subscriber	Signature
LIN SHAO GUANG P.O. BOX. 999 DAR ES SALAAM.	600	
LI GANG P.O. BOX 999 DAR ES SALAAM	400	

Dated at Dar es Salaam this9th Day of ...May, 2025

Witness to the above signatures: -

Name..... MERCY WILSON KASSA

Signature 

Postal address..... P.O. BOX 10855



Qualification: Advocate & Notary Public

COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
UD STEEL LIMITED
INTERPRETATION

1. In these articles: -

“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 deemed to be given and the day for which it is given or on which it is to take effect;

“Secretary” shall mean any person appointed to perform the duties of Secretary of the Company;

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

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

PRIVATE COMPANY

2. The Company is a Private Company and accordingly -

(a) The right to transfer shares is restricted in manner herein after prescribed.

(b) The number of members of the Company (exclusive of persons who are in the employment of the Company and of the persons who having been formerly in the employment of the Company were in such employment and have continued after the determination of such employment to be members of the company) is limited to provided that where two or more persons holding one or more shares in the company jointly, they shall for the purpose of this regulation be treated as single member.

MEMBERS

3. The number of members with which the company proposes to be registered is three but the directors may from time to time register an increase of members. The subscribers to the memorandum of association and such other persons as the directors shall admit to membership shall be members of the company.

GENERAL MEETINGS

4. The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notice calling it; and not more than 5. All general meetings other than annual general meetings shall be called extraordinary general meetings.

NOTICE OF GENERAL MEETINGS

5. Every general meeting shall be called by twenty-one clear days' notice in writing at the least. The notice shall specify the place, the day and hour of meeting and, in case of special business, the general nature of that business:

PROCEEDINGS AT GENERAL MEETINGS

6. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheet, and the reports of the directors and auditors, the election in the place of those retiring and the appointment of, and the fixing of the remuneration of the auditors.

- (a) by the chairperson; or
- (b) by at least (two) members present in person or by proxy; or
- (c) by any member or members present in person or by proxy and representing not less than one – tenth of the total voting rights of all the members having the right to vote at the meeting.

7. Subject to any agreement of the members, all special resolutions of the Company shall be

Passed if and when the members of the company holding an equivalent Of seventy percent (70%) of the total issued shares f the company vote In favour of the resolution.

VOTE OF MEMBERS

8. Every member shall have one vote.
9. A vote given in accordance with the terms of an instrument of proxy, or poll demanded by proxy, or by the duly authorized representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the company at its registered office (or at such other place at which the instrument of proxy was duly deposited) before the commencement of the meeting or adjourned meeting at which the proxy is used.

CORPORATIONS ACTING BY REPRESENTATION AT MEETINGS

10. Any corporation which is a member of the company may by resolution of its directors or other governing body authorize such person as it thinks fit to act as its representative at any meeting 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

11. The Number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum of association or a majority of them and until such determination the signatories to the Memorandum of Association shall be the first directors. Unless otherwise determined by act resolution, the number of directors shall not be subject to any maximum but shall be not less than two.
12. The following persons shall be first Directors to the Company: -
 1. LIN SHAOGUANG
 2. LI GANG
13. The directors may exercise all the powers of the company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the company or any third party.

POWERS AND DUTIES OF DIRECTORS

14. The directors may by power of attorney appoint any person to be the attorney or agent of the company for such purposes and on such conditions as they determine, including authority for the attorney or agent to delegate all or any of his powers.
15. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as they case may be, in such manner as the directors shall from time to time by resolution determine,
 - (a) of all appointments of officers made by the directors;
 - (b) of the names of the directors' present at each meeting of the directors and of any committees of the directors;
 - (c) of all resolutions and proceedings at all meetings of the company, and of the directors, and of committees of directors.

DISQUALIFICATION OF DIRECTORS

16. The office of director shall be vacated if the directors: -
 - (a) Without the consent of the company in general meeting holds any other office of profit under the company; or
 - (b) Becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (c) Ceases to be a director by virtue of any provision of the Act or becomes prohibited by law from being a director; or
 - (d) Becomes of unsound mind; or
 - (e) Resigns his office by notice in writing to the company;
 - (f) Is directly or indirectly interested in any contract with the company and fails to declare the nature of his interest in manner required by the Act.

A director shall not vote in respect of any contract in which he is interested or any matter arising thereat, and if he does so vote shall not be counted.

17. The company may by act resolution, of which special notice had been given in accordance with section 144 of the Act, remove any director before the expiration of his period of office notwithstanding anything in the article or any agreement between the company and such director. Such removal shall be without prejudice to any claim such director may have for damages for breach of any contract of service between him and the company.

18. A resolution in writing signed by all the directors entitled to receive notice of a meeting of the directors, or of a committee of directors, shall be as valid and effectual as if it had been passed at a meeting of the directors or {as the case may be} a committee of directors duly convened and held, and may consist of several documents in the like form each signed by one or more directors.

TRANSFER OF SHARES

19. The Directors may in their discretion and without assigning any reason thereof refuse to register the transfer of any share to any person who it shall in their opinion be undesirable for any reason whatsoever to admit to membership.
20. Subject to clauses 2 and 3 hereof the right to members to transfer their shares shall be restricted as follows:
 - (a) No share shall be transferred to a person who is not a member so long as any member of any person selected by the Directors as one who it is desirable in the interest of the Company to admit to membership.
 - (b) Every shareholder or trustee in bankruptcy, or any person who may desire to sell or transfer any such shares and every person representative of a deceased shareholder shall give notice in writing to the Directors that he desires to make such sale or transfer. Such notice shall constitute the Board of Directors of the member as his agent for the sale of the said shares to any member or members of the company at the price to be agreed upon between the party giving such notice the party and the board, or in case of difference to be determined by the Auditor of the Company.

SECRETARY

21. The Secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

THE SEAL

22. The seal shall only be used by the authority of the directors or of a committee of the directors authorized by the directors. The directors may determine who shall sign any instrument to which the seal is

affixed and unless otherwise so determined it shall be signed by a director and by the secretary or by a second director.

23. The directors shall cause proper books of account to be kept with respect to: -
- (a) all sums of money received and expended by the company and the matters in respect to which the receipt and expenditure takes place;
 - (b) all sales and purchase of goods by the company; and
 - (d) the assets and liabilities of the company.

AUDIT

24. Auditors shall be appointed and their duties regulated in accordance with sections 170 to 179 of the Act.

NOTICES

25. A notice may be given by the company to any member either personally or by sending it by post to him or to his registered address, or (if has registered address in Tanzania, to the address, if any, within Tanzania) supplied by him to the company.

LIEN

26. The Company shall have a first and paramount lien on every share for all moneys (whether presently payable or not) called or payable at a fixed time in respect at that share and the company's lien, if any, on a share shall extend to all dividends payable thereon.

INDEMNITY

27. The Directors, Auditors and Secretary and other officers for the time being of the Company and the trustee, if any, for the time being acting in relation to any of the officers of the Company, shall be indemnified out of its assets against all costs, charges, expenses, losses and liabilities sustained or incurred by the conduct of the Company's business or in the discharge of his duties

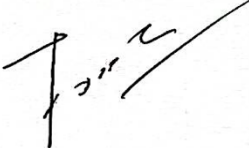

WINDING UP

28. With the sanction of a Special Resolution of the shareholders any part of the assets of the Company including any shares in other companies may be divided between the Members of the Company in specie or may be vested in Trustees for the benefit of such members and the liquidation

of the Company may be closed and the Company dissolve but so that no member shall be compelled to accept any shares whereupon there is any liability.

ARBITRATION


29. If and whenever any dispute or difference shall arise between the company and any of the members or their respective representatives touching upon the construction or meaning of any of the Articles herein contained or any act matter or thing made or done or omitted to be done or with regard o the rights or liabilities arising here under or arising out of the relation existing between the parties by reasons of these Articles or the Act, such differences shall (unless a sole arbitrator be agreed upon) forthwith be referred to the arbitration of two (2) arbitrators, one to be appointed by each party and the third to be appointed by the first two, or in the event of failure to agree within or any than existing statutory modifications or re-enactment thereof shall apply.

Names, address, and description of Subscribers	Number of Shares taken by each Subscriber	Signature
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LI GANG P.O. BOX 999 DAR ES SALAAM	400	

Dated at Dar es Salaam this9th..... Day of ...May, 2025

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Name..... MERCY WILSON KASSA.....

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