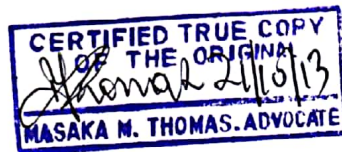


**THE COMPANIES ACT 2002**  
**COMPANY LIMITED BY SHARES**  
**MEMORANDUM**  
**AND**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**F.E.C (EAST AFRICA) LIMITED**

Incorporated this..... day of..... 2011



Drawn by:-

**XING XURUI**  
**SUBSCRIBER**  
**P.O. BOX 10848**  
**DAR ES SALAAM**



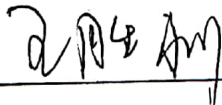
TANZANIA  
Stamp Duty Sh. 500/-  
PAID ON ORIGINAL  
21/12/11  
Receipt No. of

TANZANIA  
Stamp Duty Sh. 500/-  
21/12/11  
Receipt No. of

**THE COMPANY ACT 2002**  
**COMPANY LIMITED BY SHARES**  
**MEMORANDUM OF ASSOCIATION**  
**OF**  
**F.E.C (EAST AFRICA) LIMITED**

1. The name of the Company is **F.E.C (EAST AFRICA) 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) To carry on the business as engineers, both mechanical, electrical, electronics, civil and structural, to manufacture, construct, fabricate, install, erect, and provide after sale services such as maintenance service and to import and export of all including spare parts of industrial, construction machineries, elevators systems, bridges, hardware, construction equipment, rails and tram systems, machinery such as, cooling systems, electronic and electrical systems, cars, planes and aeronautical equipment cycles and all sort of, data operators information technology equipment and software, processing solar systems, tools, furniture and fittings and decoration materials, and related raw materials wholesalers, retailers, factors, manufacturers, agents and representatives, commission agents, del-credere agents franchise trade holders for all the above building, construction equipment, electronic and electrical materials related raw materials.
  - (b) To carry on the business of hotel, restaurant, café, tavern, beer-house, refreshment-room and lodging-house keepers, importers and licensed victuallers, wine, beer and spirit merchants, brewers, malters, distillers, importers and manufacturers of a grated, mineral and artificial waters and other drinks, purveyors, caterers for public amusement generally, proprietors of motor and other vehicles, garage proprietors, livery-stable keepers, job masters, farmers, dairymen, ice merchants importers and brokers of food, live and dead stock and foreign produce of all descriptions, hairdressers, perfumers, chemists, proprietors and clubs casinos baths, swimming-pools, dressing rooms, laundries, reading, writing and newspaper rooms, libraries, grounds and places of amusement, recreation, sport, zoo and hunting reserves, entertainment,

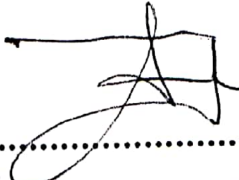
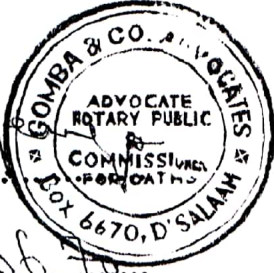
We, the several persons whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESS AND OCCUPATION OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE OF SUBSCRIBER
Mr Xing Xurui (Engineer) P.O Box 10848 Dar es salaam - Tanzania	7,000	
Mr Xu Hongjuan (Engineer) P.O Box 10848 Dar es salaam - Tanzania	2,500	
Mr Wang Shengli (Engineer) P.O Box 10848 Dar es salaam - Tanzania	500	

Dated this 27th day of DECEMBER 2011

WITNESS TO THE ABOVE SIGNATURES:

SIGNATURE :

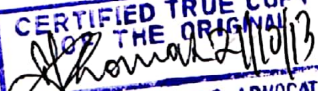
 

POSTAL ADDRESS :

P.O. Box 6670  
DAR-ES-SALAAM

QUALIFICATIONS :

ADVOCATE

**CERTIFIED TRUE COPY OF THE ORIGINAL**  
  
**MASAKA M. THOMAS, ADVOCATE**

2005  
2190 06112  
M.P.

2005  
2190 06112  
M.P.

**THE COMPANY ACT 2002**

**PRIVATE COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION**

**OF**

**F.E.C (EAST AFRICA) LIMITED**

**TABLE A EXCLUDE**

1. The regulations in table A in the First Schedule to the Company Act 2002 shall not apply to the Company, except so far as the same are repeated or contained in these Articles, in case of conflict between table "A" and these regulations, the regulations in Table "A" shall prevail

**INTERPRETATION**

In these Articles, unless the subject or context otherwise requires, 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 AND MEANINGS**

"Articles": these Articles of Association as originally framed or as altered from time to time by special Resolution;

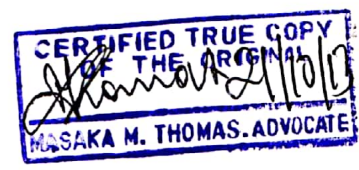
"A Shareholder": any holder from time to time of the Shares;

"The Directors": the directors for the time being of the Company present at a duly convened meeting of the directors at which a quorum is present;

"The Office": the registered office for the time being of the Company;


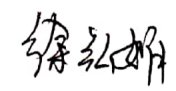
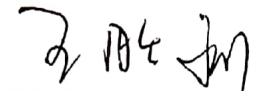
"The Act": the companies Act 2002 and every statutory modification and reenactment thereof for the time being in force;

2. The Company is a Private company and accordingly; no invitation or offer shall be made to the public (whether for cash or otherwise) to subscribe for any shares in or debentures of the Company, nor shall the company allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.



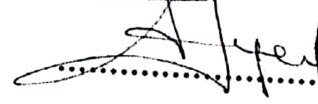

### INDEMNITY

120 Subject to the provision of the Companies; Act 2002 every director, managing director, agent, auditor, secretary and other officer for the time being of the Company shall be indemnified any proceedings, whether civil or criminal, in which judgment is given in his favor or in which he is acquitted

NAMES, ADDRESS AND OCCUPATION OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE OF SUBSCRIBER
Mr Xing Xurui (Engineer) P.O Box 10848 Dar es salaam - Tanzania	7,000	
Mr Xu Hongjuan (Engineer) P.O Box 10848 Dar es salaam - Tanzania	2,500	
Mr Wang Shengli (Engineer) P.O Box 10848 Dar es salaam - Tanzania	500	


Dated this 27<sup>th</sup> day of December 2011

**WITNESS TO THE ABOVE SIGNATURES:**

**SIGNATURE** :  : 

**POSTAL ADDRESS** : P.O. Box 6670

**QUALIFICATIONS** : DAR. ES. SALAAM  
: ADVOCATE

CERTIFIED TRUE COPY  
 OF THE ORIGINAL  
  
 MASAKA M. THOMAS. ADVOCATE