

THE COMPANIES ORDINANCE (CAP 212)

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

CHINA RAILWAY JIANCHANG ENGINEERING  
COMPANY (T) LIMITED

2001-16-6-200  
30522  
16-6-200  
[Signature]

1. The name of the Company is "CHINA RAILWAY JIANCHANG ENGINEERING COMPANY (T) 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 build, construct, alter, maintain, enlarge, put down, remove or replace, and work, manage and control and superintendent any buildings, factories, offices, mills, shops, machinery, engines, roads, ways, tramways, railways, branches or sidings, bridges, reservoirs, water courses and other works, and conveniences which may seem directly or indirectly conducive to any of the objects of the company and to contribute to, subsidize, or otherwise aid or take part in any such operations.
  - (b) To carry on the business of paper mills, packaging, stationaries, toileties, tissues, brick and tile manufacturers and the manufacture of pipes pottery earthenware China, agricultural machinery, diesel engines and similar goods and/or to act as dealers of the said bricks, tiles, pipes pottery earthenware china similar goods.
  - (c) To carry on the business of timber merchant and the sale and purchase of articles conveniently sold therewith and further to carry on the business of builders merchants and dea in all building materials of all kinds.
  - (d) To carry on the business by wholesale or retail of iron mongers dealers in builders materials, timber, household utensils, china, glass, household fittings, electrical appliances writing and materials, wireless apparatus and such other goods as may be conveniently sold therewith and all things capable of being used therewith or in the maintenance repair and manufacture thereof.
  - (e) To carry on the business of electricians, mechanical engineers and manufacturers, workers and dealers in electrical apparatus and goods and the manufacture sale or hire of apparatus or goods to which the application of electricity or any like power, or any power that can be used as a substitute thereof, is or may be useful, convenient or ornamental, or any other business or like nature.

Certified True Copy of the Original  
Sign: [Signature] Date: 15/6/2002  
PAUL MAKANG'A  
Advocate, Notary Public & Commissioner for Oaths

- (f) To manufacture and produce and either as principal or agents, trade and deal in any articles belonging to any such business, and all apparatus, appliances and things used in connection therewith, or with any eventions, patents or privileges for the time being belonging to the company.
- (g) To carry on the trade or business of wholesale warehousemen, removers, storers, packers, and carriers of goods, merchandise and personal property of every description.
- (h) To advertise all or any of the services of the company in any way that may be thought advisable, including the posting of bills in relation thereto and the issue of books, pamphlets and price lists and the conducting of competitions and the giving of prizes thereof.
- (i) To purchase, take on lease or otherwise acquire any estate or interest and to take options over construct and develop any property, real or personal, or rights of any kind which may appear to be necessary or convenient for any business of the company the objects of which include the carrying on of any business or activity within the objects of this company.
- (j) To enter into any guarantee contract of indemnity or suretyship and in particular (without prejudice to the generality of the foregoing) to guarantee the payment of any principal moneys, premis, interest and other moneys secured or payable under any obligations or securities and the payment of dividends and premia on, and the repayment of the capital of, stocks and shares of all kinds and description.
- (k) To lend moneys to, or grant or provide credit or financial accommodation to any person or company financial accommodation to any such person or company in any case in which such grant or provision is considered likely directly or indirectly to further any of the objects of the company or the interest of its members.
- (l) To invest and deal with the moneys of the company not immediately required in such manner as may from time to time be determined.
- (m) To amalgamate or enter into partnership whether perpetual or terminable, for sharing profits, union to interest, joint adventure, reciprocal concessions or co-operation with any person, firm,

association or group of persons carrying on or engaged in or about to carry on or engage in or (in the case of a company) formed to carry on or engage in any business or transaction within the objects of this company or any business transaction or cause of action which may seem to the company capable of being conducted so as to prevent or minimise apprehended loss, damage or cost to the company or to such person, firm, society, association or group of persons and to hold shares (fully or partly paid up) or stock in or security of, or to lend money, to guarantee the contracts of, subsidise or otherwise assist any such person, firm, society, association or group of persons, and to sell, hold, re-issue with or without guarantee or otherwise deal with such shares, stock or securities.

- (n) To sell, exchange, let, develop, dispose of, transfer or otherwise deal with the undertaking of the company or any part thereof upon such terms and for such consideration as the company may think fit.
- (o) To improve, manage, develop, exchange, mortgage, let on rent or in consideration of a share of profits, either in money or kind or otherwise grant licences, easements, other rights of and over and in any manner dispose of the property and rights of the company.
- (p) To establish, promote or otherwise assist any company or companies for the purpose of acquiring all or any part of the property or furthering any of the objects of this company.
- (q) To issue or guarantee the issue of or the payment of interest on the shares, debentures, stock or other securities or obligations of this company.
- (r) To borrow or raise or secure the payment of money and of any interest thereon in such manner and on such terms as may be deemed expedient, and in particular by the issue at par or at a premium or discount of debentures or debentures stock either perpetual or terminable, or by bonds, mortgages or any other form of security over or upon all or any of the undertaking, property or rights of the company both present and future including its uncalled capital or without any such security.
- (s) To join with any other company or companies in the issue of a joint debenture or joint debentures to secure the performance of any of the joint or several obligations of this company and all or any of such other companies.



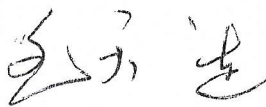
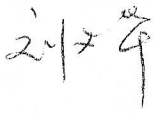

- (l) To receive money or deposit with or without allowances of interest thereon.
- (li) To accept stock or shares in or the debentures, mortgage debentures or other securities of any other company in payment or part payment for any services rendered or for any sale made to or debt owing from any such company.
- (lv) To draw accept and make and to endorse, discount and negotiate bill of exchange, promissory notes and other negotiable instruments.
- (lv) To establish agencies and local boards in Tanzania and elsewhere and to regulate and discontinue the same.
- (x) To seek and secure openings for the employment of capital in any part of the works, and with to view thereto to prospect, inquire, examine explore and test and to employ and to dispatch expeditions, commissioners, experts and agents.
- (y) To acquire from any sovereign state or authority supreme or local or otherwise any concessions, grant, decrees, rights, or privileges whatsoever capable of being turned to account and to work develop, carry out, exercise and turn to account the same.
- (z) To procure the company to be registered or recognized in any foreign country or place.
- (aa) To carry the business of financiers in all branches and departments, including the borrowing raising or taking up to money, the lending or advancing of money the lending or advancing of money, securities and property, the discounting buying, selling and dealing in bills of lading, warrants debentures, certificates scrip and other instruments and securities and issuing letters of credit and circular notes, the buying selling and dealing in billion and species, the debentures, debenture stock, bonds, obligations, securities and investment of all kinds, the negotiating of loans and advances, the receiving of money and valuables on deposit or for safe custody or otherwise, the collecting and transmitting of money and securities, the managing or property and transacting of all kinds of agency business commonly transacted by bankers.
- (abb) To capitalize if and when seemed advisable the whole or part of the undivided profits of the company and/or monies standing to the credit of the company's reserve fund and to distribute such sum either as bonus or in any other manner and either by way of shares credited as fully paid and whether amongst holders of share in the company or others.

- (cc) To distribute any of the property of the company among the members in species and either by way of dividends or upon any return of capital.
- (dd) To provide for the welfare of persons in the employment of the company or its predecessors in business and the wives, widows and families of such persons by grants of money pensions or other payments and by providing or subscribing towards places of instruction and recreation and hospitals, dispensaries, medical and other attendance, and other assistance as the company shall think fit.
- (ee) To form, subscribe to and otherwise aid benevolent, religious, scientific, national, charitable or other institutions or objects of a public character or which have any moral or other claims to support or aid the company by reason of the nature or locality of its operations or otherwise.
- (ff) To carry on, develop, extend and turn to account any trade, business or operation whatsoever which can in the opinion of the company be advantageous or conveniently carried on by the company by way of extension of or in connection with all or any of the trade, business and operations which the company is authorized to carry on, or in which the company or indirectly to develop any branch of the company business or to increase the value of or turn to account any of the company's assets, property or rights.
- (gg) To do all or any of the matters hereby authorized to carry on, or is calculated directly or indirectly to develop any branch of the company business or to increase the value of or turn to account any of the company's assets, property or rights.
- (hh) Generally to do all such other things as may appear to be incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that in the interpretation of the clause the powers conferred upon the company by any paragraph shall not be restricted by reference to any other position of two or more objects, nor shall any of the aforesaid objects or powers be deemed subsidiary or auxiliary merely to the objects mentioned in the first or any other paragraph, save as is expressly provided, but so that the company shall have full power to exercise all or any part of the world and in the event of any ambiguity this clause and every paragraph hereof shall be constructed in such a way as to widen and not to restrict the power of the company.

4. The liability of the members is limited.
5. The initial shares capital is Tshs. 10,000,000 divided into 1,000 shares of Tshs. 10,000 each.

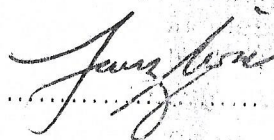
We, the several persons whose names and addresses are subscribed, are desirous of being formed into a company, and we respectively agree to take the number of shares in the capital of the company set opposite our respective names.

Names, Addresses and Description of Subscribers.	Number of Shares Taken by each Subscriber.	Signature
1. Mr. Duan Xiubin Businessman/Industrialist P. O. Box 77198 DAR ES SALAAM.	600	
2. Mr. Jiang Jianjun Businessman/Industrialist P. O. Box 77198 DAR ES SALAAM	100	
3. Mr. Bao Qinglian Businessman/Engineer P. O. Box 77198 DAR ES SALAAM	100	
4. Mr. Liu Yihua Businessman/Industrialist P. O. Box 77198 DAR ES SALAAM	100	
5. Mr. Zhao Wenzhi Businessman/Industrialist P. O. Box 77198 DAR ES SALAAM	100	
Total Shares Taken	1,000	

Dated at Dar es Salaam this 12<sup>th</sup> day of June 2000

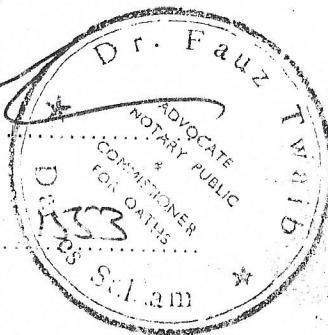
Witness to the above signatures

Signatures: .....



Postal Address: .....

P. O. Box  
D' Salaam



Qualification: .....

Advocate