

THE COMPANIES ACT 2002
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF

HUNAN TENGDA POWER GROUP COMPANY LIMITED

TANZANIA
Stamp Duty Shs. 5000/-
PAID ON ORIGINAL
Receipt No. 68662 of 29/08/16
Stamp Duty Officer

TANZANIA
Stamp Duty Shs. 5000/-
Receipt No. 68662 of 29/08/16
Asst. Registrar of Companies

1. The name of the company is **HUNAN TENGDA POWER GROUP COMPANY 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 of manufacturing pre-stressed concrete poles and other types of concrete poles, electric power installation or construction and electric power equipment supply.
 - (b) To engage in the business of design of power systems such as power lines, substation etc, manufacturing and construction of power steel Tower, steel material galvanization plant including treatment of Iron and steel materials.
 - (c) To engage in and carry on the business of manufacturing and producing cement and cement products, sellers, distributors, importers, exporters of and dealers in bricks, tiles, roofing, pipes, pottery, earthen ware, as well as crushed stones, and quarry, extraction, cement lime, plasters, clay, whiting, gravel, stones, chipping, minerals, earth and fuel.
 - (d) To carry on the business as importers, exporters, distributors, assemblers, buyers, sellers, and agents of all kind of new, trailer spare parts, motor vehicles, motor cycles, whether heavy or light duty, motor cycle, forklifts, tractors and to buy sell car accessories and deal with automobile spare parts, industrial hardware, machinery parts, tire and tubes batteries, buttry solution, oil and lubricants and all other spares and accessories in wholesale and retail and to provide service and repair of trailers, motor vehicle and motor cycle of all description associated and connected thereto business.
 - (e) To carry on the business of production of concrete aggregate road construction, concrete and manufacturing of building material and to engage in road construction bridges.

- (f) To conduct training on different language including Chinese language undertake conducting short courses and customized training in all areas of business and management consultancy.
- (g) To carry on the business of garage keepers and suppliers of and dealers in stores, warehousemen, garage proprietors, hirers, repairers, cleaners of all types of motor vehicles, agricultural machinery and other vehicles, important of motor vehicles, spares parts and heavy duty machines and machinery of all descriptions.
- (h) To carry on the business of general merchants, importers, exporters, manufacturers of essential domestic and industrial cleaning materials, chemicals, accessories and equipment. Other line of business shall include general, trading, domestic, commercial and industrial, pest control and fumigation including refuse collection and any other works that may fall in this line of business.
- (i) To carry on the business of general merchants whether wholesale, sub-wholesale or retail or both commission agents, advertising agents, importers and exporters and to buy, sell, hire, manufacture, barter trade, and deal in property goods, produce articles and merchandise of all kinds and to transact and every description of agency, commission commercial industrial manufactures merchantile, insurance and financial business and manufactures representatives, business consultants, clearing and forwarding agents, financial agents, tour operators, safaris and safari lodges, camps, motels, hotels and all general merchandise.
- (j) To carry on the business as tourist agents and establish hotels, inns, camps, building and conveniences of all kinds for tourists and the public in general including hotel and lodging accommodation, guides and reading rooms and provision of catering services
- (k) To establish agriculture, livestock and food processing industries globally and opening new company branches all over the world.
- (l) To carry on the business of game hunters, trapping and collection of wild, live birds for sale and exports within outside Tanzania, to sell, improve exports, and imports prepare, deal and trade in carvings, paintings, curios, export, and provide game sanctuary facilities and to organize for safaris and expeditions. Discover, hunt, shoot, photograph, capture animals, birds, game and fish of all kind including reptiles, marine products, pottery crafts, crustaceans, salt, mangrove, sea shells, groceries, vegetables, cereals goods, fruits and all allied products of every description.

- (m) To carry on all or any of the business of manufacturers, suppliers selling livestock feeds e.g. cattle, poultry, dealers, and importers and exporters of animal feeds.
- (n) To carry business of clearing and forwarding agents, transporting and other haulage service.
- (o) To carry on the business of secretarial bureau, stationery dealers, suppliers of lamination equipment and materials, bakers and also to deal in foodstuffs and machinery related goods, retailers, manufacturers representatives, wholesalers, decorators of all kinds of beads, leather, cloth, metal and glasses.
- (p) To establish and carry on the business of importing all types of industrial starch, animal feed from grains, meal, yeast, cassava, maize, rice corn, gray.
- (q) To carry on the business of importers, exporters, buying selling, dealers in hardware, building materials, sanitary-ware, wall papers, roofing tiles, flooring tiles, supplying industrial equipment's agricultural implements and equipment's spares of every description, plumbers, decorators, steel fabrication, machine shop, nickel plating, electric plating, making steel windows, doors, frames and roof tresses.
- (r) To carry on the business as general suppliers of all sorts and types of building materials, goods and services to individuals, institutions, offices. Industries, shops, schools, factories, hospitals, arm, military, ministries and all other Government Offices, Universities and all other places where the services of a supplier are needed.
- (s) To carry on the business of secretarial bureau, stationery dealers, suppliers of lamination equipment and materials, information technology (IT) computer, bakers and also to deal in machinery related goods, retailers, manufacturers representatives, wholesalers, decorators of all kinds of beads, leather, cloth, metal, printing and printing materials, general stationary service delivery in central government, private sector and other organization local or international.
- (t) To carry on the business of importers and exporters, general merchants, commission agents, manufacturers representatives dealers in timber, hardware, building materials, spare parts, agricultural machinery, motor vehicles, electrical goods, household utensils, leather goods, textiles, readymade garments, sanitary appliances, cars and lorries, customs agents, decorators, builders, plumbers and generally to deal in the business of building materials and timber and its products.
- (u) To carry on the business of supplies and dealers in all kind of fuel oil, petroleum station and petroleum products, research and experimentation in fuel oil production technology and related packing materials and to own or acquire concentrating and crystallizing dikes and pieces of land.

- (v) To purchase or otherwise acquire, hire-tractors and any fixed and movable machinery, tools, engines, boilers, plant, implements, patterns, stock-in-trade, patents and patent rights, convenient to be used in or about the trade to import raw cereal crops, food stuff for purpose of feeding the company, machines, sawmills to purchase and sale Milling Machines and accessories purposely to effect services of domestic milling Machines, suppliers selling livestock eg cattle, poultry, dealers, and importers and exporters of animal feeds, animal keeping, selling, buying poultry products like eggs and meat, manufacturing and extracting milling poultry foods, importing and exporting poultry products as warehouseman proprietors to carry on the business and trade as general transporters and transport agents, tours and safari and operators, commission and travel agents.
- (w) To carry on the business of civil works, constructions, buildings, renovations, office partitioners, decoratories, maintainers of dilapidated buildings, plumbing, furniture manufacturers, suppliers and exporters, residential and office furnishers and general to be designers and fabricators, steel procurement and fabrication related, rehabilitation of all kinds of gadgets whatsoever, to be timber processors, saw millers and suppliers of all kinds of timber, to be hardware and building materials suppliers, manufactures of electrical equipments and suppliers of same.
- (x) To purchase, own or otherwise acquire lands, real property, easements, rights and other property, real or personal for the purpose and conducive to the objects of the company including farming and cultivation of cassava, maize, potatoes, cereal crops and other agricultural crops which are suitable for the manufacturing and production of starch and other derivatives aforementioned.
- (y) To carry on the business of timber and timber products processing timber logs, furniture of all kinds, charcoal, machinery plants, hardware's, suppliers of building materials, factories sawmill proprietors, building contractors, agriculture product, exports of timber and timber products and all forest products, bee-wax, honey, transportation of goods and passenger tree logs and timber transport, wood workers, joiners, wood and timber merchants, vanish, wood work contractors, hardboards, and softwoods, oil, paints, varnishes and all general merchandise.
- (z) To cooperate with other international, regional, national and local agricultural companies within and outside the country in establishing sustainable markets for agriculture products all over the world.
- (aa) To carry on the business of mining acquire mining grounds, law and property anywhere in Tanzania and purchase, take, on lease or exchange or acquire by mining set or license, buildings, easement rights and privileges, machinery and plant and to import all machinery required for carrying out the objects of the company and export the produce of any mines and to carry on

business as building contractors, plumbers, decorators, carpenters, garage proprietors, petrol and kerosene oil proprietors, metal founders, mechanical sanitary and electrical engineers, quantity surveyors, architects, and all general merchandise.

- (bb) To purchase, take on lease or in exchange of, or otherwise acquire lands and properties of any tenure whatsoever, and to carry on all or any of the trades of planters, gardeners, fruits farming, agriculturalists and/or any trade or business in connection with agriculture or horticulture.
- (cc) To engage in, conduct in and between any and all the regions and districts in Tanzania, neighboring countries and other foreign countries, as agents or otherwise, the business of general trucking, forwarding, cartage, storage, warehousing, consolidating, distributing, wharf age, contracting, loading, unloading and stevedore business and to conduct to handle and forward for transportation by air, highways, water and rail, road between cities, towns, villages and other places in various parts of the world person, villages and other movable and personal property over and on such line and routes as may from time to time exist and generally to act as agents for land and estate, brokers, chatterers, auctioneers, clearing and forwarding agents, insurance agents and agency in all its respective branches.
- (dd) To lend and advance money or give credit to any person or company on such terms as may seem expedient to the Directors of the Company and in particular to a customer or person or firm or company or other body corporate or unincorporated having dealings with the Company.

AND it is hereby declared that the word "Company" this clause, except where used reference to this company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Tanzania or elsewhere, and that the intension is that each of the objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be an independent main object and be in one wise limited or restricted by reference to or inference from the terms of any other paragraph or the same company.

- 4. The liability of members is limited.
- 5. The share capital of the company is Tanzania Shillings Five Hundred Million (**500,000,000**) divided into **1,000** ordinary shares of Tanzania shillings Twenty Thousand (**Tsh.500,000/=**) each. Subject and without prejudice to the rights attached to any class or the company, whether part of the original or any increased capital of the company, may be used with any special qualified, preferred or differed rights and privileges or conditions as to capital, dividends, or conditions shall not be altered or modified except in accordance with the articles or association of the company for the time being enforce.

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

Name, Address and Description of Subscribers	Number of Shares taken by each Subscriber	Signature of Subscribers
1. FU DI P.O. Box 30466 KIBAHA	900	傅迪
2. ZHU GU OHE P.O. Box 30466 KIBAHA	100	朱国河

Dated at Dar es Salaam this 22nd day of August 2016

WITNESS TO THE ABOVE SIGNATURES:

Name: Kimwangana John B. Kimwangana

Signature: *[Handwritten Signature]*

Postal Address: P.O. Box 256

Qualification: Advocate



THE COMPANIES ACT 2002

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

HUNAN TENGDA POWER GROUP COMPANY LIMITED

PRELIMINARY

1. In these Articles:

"The Act" means the Companies Act 2002 of the laws of Tanzania

The articles means the articles of the company

When any provision of the Act is referred to, the reference to that provision is a reference to the provision as modified by any laws for the time being in force.

Unless the context otherwise requires, the expression defined in the Act or any statutory modification thereof in force on the date these regulations become binding on the company shall have the meaning so defined.

Any words importing the singular shall include the plural and vice versa, and words importing the masculine shall include feminine genders and vice versa, and the words importing persons shall include bodies corporate, partnerships, firms, co-operative societies, etc.

The regulations of Table 'A' in the first schedule to the Act (hereinafter called Table 'A') shall apply to the Company, save in so far as they are varied or excluded hereby, but in case of any conflict between the provisions herein, and the provisions under Table 'A' the former shall prevail, and in addition to the substitution for or the modification of the provisions of Table 'A' the following shall be the regulations of the company:

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A PRIVATE COMPANY

2. The Company is a Private Company and accordingly:
 - i. The right to transfer shares is restricted in the manner hereinafter prescribed.
 - ii. The number of members of the company is limited to fifty and as further provided for in the Act.
 - iii. Any invitation to the public to subscribe for any shares or debentures of the company is prohibited.
 - iv. The company shall not have power to issue shares warrants to bearer.

TRANSFER OF SHARES

3. The Directors may, in their absolute discretion, and without assigning any reason therefore, refuse to register any transfer of any share to any person whether or not it is a fully paid share.
4. Subject to Clauses 2 and 3 hereof, the right of members to transfer their shares shall be restricted as follows:
 - (a) No shares shall be transferred to a person who is not a member so long as there is a member or any person selected by the Directors as one who is desirable in buying the shares. All share transfers shall be confirmed by the Board of Directors.
 - (b) Every shareholder or trustee in bankruptcy, or any person who may desire to sell or transfer any such shares and every personal 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 or any member or members of the company at a price to be agreed upon between the party giving such notice and the Board, or in case of difference to be determined by the auditor of the company.

- (c) Upon the price of such shares being agreed upon or determined as per Sub-Clause (b) above, the Board shall forthwith give notice to such of the shareholders other than the shareholders desiring to sell or transfer the said shares stating the number and the price of such shares and inviting the persons to whom such notice is sent to state within 21 days from the date of such notice whether he is willing to purchase any, and if so, what maximum number of shares.

Such shares shall be sold by way of distribution among the shareholders (if more than one) who shall have expressed their desire to purchase the same and as far as may be on *pro-rata* basis according to the number of shares already held by them respectively, or if there be only one such shareholder, the whole of such shares, provided that no one shall be obliged to take more than the maximum of such shares stated in his answer to the said notice.

Upon such apportionment being made or such one shareholder notifying his intention to purchase, as the case may be, the party desiring to sell or transfer such shares shall be bound upon payment of the said price to transfer the shares to the respective shareholders or to the single share holder who shall have agreed to purchase the same.

GENERAL MEETING

NOTICE OF GENERAL MEETING AND PROCEEDINGS

AT GENERAL MEETING

5. Articles 39 to 53 of Table 'A' shall apply subject to the following variations:
- (a) A general meeting, ordinary or extraordinary, may with the consent in writing of all members, be convened on a shorter notice than seven days or without notice.
- (b) Two members, present either personally or by proxy, shall form a quorum.

- (c) Any ordinary resolution of the company determined without any general meeting and evidenced in writing by the hands of the majority of the Directors and of the members of the company holding three-fourths of the issued shares of the company shall be valid and effectual as an ordinary resolution duly passed at a general meeting of the company.

DIRECTORS

6. a) Until otherwise determined by the company in general meeting the Directors shall not be less than two and not more than six in number.
- b) The following persons shall be the first Directors of the company:-
1. **FU DI**
 2. **ZHU GU OHE**
7. The shareholding qualifications for Directors may be fixed by the company in a general meeting, but unless and until so fixed no qualification shall be required.
8. The quorum of Directors for transacting business shall, unless otherwise fixed by the Directors, be two.
9. A resolution in writing signed by all the Directors then in Tanzania shall be valid and effectual as if it had been passed at a meeting of Directors duly called and constituted.
10. The Directors may from time to time borrow or raise any moneys for the purposes of the company, which may exceed the issued share capital of the company.
11. Members or Directors' meeting may be held in Tanzania or elsewhere.
12. Resolutions signed by all the Directors shall be as effective and valid as resolutions passed at properly constituted meetings. The resolution(s) may be signed in several documents, by circulation.

BORROWING POWERS

13. The Directors may raise or borrow for the purposes of the company's business any sum or sums of money as they think fit and they may secure the repayment of or raise any such sum or sums as aforesaid by mortgage or charge upon the whole or any part of the property and assets of the company, present and future, including its uncalled or un-issued capital or by the issue, at such price as they may think fit, of bonds or debentures, either charged upon the whole or any part of the property and assets for the company, not charged, or in such other way as the Directors may think expedient.

ALTERNATE DIRECTORS

14. Each Director may nominate a person, who shall be approved of in writing by the other Directors, to act as an alternate in his place during his absence from Tanzania or inability to act as such Director. Such Alternate Director shall be subject in other respects to the terms and conditions existing with reference to the Directors of the company, and such Alternate Director when acting shall exercise and discharge all the duties and functions of the Director whom he represents and in the case of an Alternate Director being unable to act during the absence or inability to act as the Director whom he represents, he may, subject to the like approval of the other Directors, appoint a duly qualified person to act in his place.

SECRETARY

15. The Secretary shall be appointed by the Board on such terms, at such remuneration and upon such conditions as it may think fit, and any Secretary so appointed may be removed by the Board.

WINDING UP.

16. With the sanction of the 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 a trustee for the benefit of such members and the liquidation of the company may be closed and the company dissolved but so that no member shall be compelled to accept any shares whereupon there is any liability.

INDEMNITY.

17. Every Director, Managing Director, Secretary, Agent, Auditor and other officer for the time being of the company shall be entitled to be indemnified by the company against any liability incurred by him in defending any proceedings,

whether criminal or civil, in which judgment is given in his favour or in which he is acquitted or which is in connection with application (under section 481 of the Act) in which he is granted relief by the court.

ARBITRATION

18. If and whenever any dispute or difference shall arise between the company and any of the member or their respective representatives touching upon the construction or meaning of any of the Act. Herein contained or any act matter or thing made or done or omitted to be done or with regard to the rights or liabilities arising here under or arising out of the relation existing between the SPAIR by reasons of these Act, such differences shall (Unless a sole arbitrators be agreed upon) forthwith be referred to the arbitration of three (3) arbitrators, one to be appointed by each party and the third to be appointed by the first two or, in the even to failure to agree within (Cap. 15) or any than existing statutory modifications or re-enactment thereof shall apply.

Name, Address and Description of Subscribers	Number of Shares taken by each Subscriber	Signature of Subscribers
1. FU DI P.O. Box 30466 KIBAHA	900	傅迪
2. ZHU GU OHE P.O. Box 30466 KIBAHA	100	朱古阿

Dated at Dar es Salaam this 22nd day of August 2016

WITNESS TO THE ABOVE SIGNATURES:

Name: Kimwangana JJP

Signature: *JJP*

Postal Address: Po Box 2567

Qualification: Advocate

