

THE COMPANY ACT
(CAP. 212)

COMPANIES LIMITED BY SHARES

MEMORANDUM

AND


ARTICLES OF ASSOCIATION

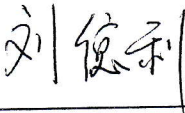


OF

KILUWA STEEL GROUP COMPANY LIMITED

Incorporated this _____ day or _____ 2013


Drawn By:
Mohamed S. Kiluwa
PO Box 70241,
Dar Es Salaam
(SUBSCRIBER)

Certified True Copy of the Original
Sign:  Date: 29/10/2013
EDRICK LUIMUSA

| NAMES, POSTAL ADDRESSES AND OCCUPATIONS OF SUBSCRIBERS | NUMBER OF SHARES TAKEN BY EACH SUBSCRIBERS | SIGNATURES OF SUBSCRIBERS. |
|--|--|---|
| Liu Deli, Zhejiang Cangnan Times square, Room 4201,2 Peoples Republic of China, | 5000 |  |
| Wang Shngju, Zhejiang Cangnan Times Square, Room 3302, 8 Peoples Republic of China | 2500 |  |
| Mohamed Said Kiluwa, Po Box 70241, Dar Es Salaam | 2500 |  |

Dated at D'salaam This 27th day of December 2013

Witness to the above Signatures:

Full Name : Margaret Ringo
 Signature : 
 Postal Address : Po Box 5127 , Dar Es Salaam
 Qualification : Advocate

MARGARET RINGO
 ADVOCATE NOTARY PUBLIC &
 COMMISSIONER FOR OATHS.
 P. O. Box 5127- DAR-ES-SALAAM

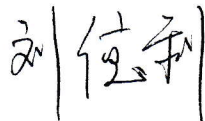


61. Any corporation which is a member of the Company may by resolution of its directors or other governing body authorize such person as it thinks fit to act as its representative at any meeting of the Company and person so authorized shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it is were an individual members of the Company.

DIRECTORS

62. The first directors shall be not less than two in number and shall be appointed by the subscribers to the Memorandum of Association. Unless and until otherwise determined by the Company by ordinary resolution the number or directors (excluding alternate directors) shall not be less than two.
63. The names of the first directors of the Company are as follows:
1. Deli Liu
 2. Shengju Wang
 3. Mohamed Said Kiluwa
64. (a) The remuneration of the directors shall from time to time be determined by the Company in general meeting.
(b) In addition to their usual remuneration the directors shall also be paid such travelling, hotel and other exercise of their duties, any such expenses incurred in connection with their attendance at meetings of director.
65. Any director may in writing appoint any person, who is approved by the majority of the directors, to be his alternate to act in his place at any meeting of the directors to which he is unable to be present. Every such alternate shall be entitled to notice of meetings of the directors and to attend and vote there at as a director when the person appointing him is not personally present. A director may at any time in writing revoke the appointment of an alternate appointed by him. The remuneration of such alternate shall be payable out of the remuneration payable to the director appointing him, and the proportion there of shall be agreed between them. An alternate director need not hold any share qualification.
66. A director and alternate director shall not require a share qualification, nevertheless shall be entitled to attend and speak at any general meeting of the Company and at any separate meeting of the holders of any class of shares in the Company.
67. The company may at extraordinary resolution remove any director before the expiration of his period of office, and may by an ordinary resolution appoint another person in his stead. A vacancy occurring in the board of directors may be filled up by the Company by an ordinary resolution.


POWERS AND DUTIES OF DIRECTORS

68. The business of the company shall be managed by the directors, who may pay all expenses incurred in forming and registering the Company, and may exercise all such powers of the Company as are not, by the time being in force, or by these articles, required to be exercise of such powers shall be subject to control of any general meeting of the Company specially convened for the purpose, but no resolution of the Company in general meeting shall invalidate any prior act of the directors which would have been valid of that resolution had not been passed.

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