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**THE COMPANIES ACT, 2002**  
**(No. 12 OF 2002)**

**COMPANY LIMITED BY SHARES**

**MEMORANDUM**  
**AND**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**BEIJING NEW BUILDING MATERIALS**  
**(TANZANIA) COMPANY LIMITED**

Drawn by Subscriber:

Beijing New Building Materials Co., Ltd.  
No.16, West Road  
Jianqicheng Xisanqi,  
Haidian District,  
Beijing, China

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Certified as a True Copy of the Original  
Sign:  Date: 04/02/21  
**RASHID HEZRON KYAMBA**  
Advocate, Notary Public & Commissioner  
for Oaths

Certified as a True Copy of the Original  
Sign:  Date: 04/02/21  
**RASHID HEZRON KYAMBA**  
Advocate, Notary Public & Commissioner  
for Oaths

33276531 23/10/2018  
Spook-  
Dwesa

**THE COMPANIES ACT, 2002**  
**(No. 12 OF 2002)**

33276531 23/10/2018  
Dwesa

**COMPANY LIMITED BY SHARES**

**MEMORANDUM OF ASSOCIATION**

**OF**

**BEIJING NEW BUILDING MATERIALS**  
**(TANZANIA) COMPANY LIMITED**

- 1<sup>st</sup>. The name of the Company is **BEIJING NEW BUILDING MATERIALS (TANZANIA) COMPANY LIMITED**.
- 2<sup>nd</sup>. The Registered Office of the Company will be situated in Mainland Tanzania.
- 3<sup>rd</sup>. The objects for which the Company is established are:
  - (1) To engage in the manufacturing and trading of building materials, construction machinery and industrial raw materials.
  - (2) To engage in the import and export of building materials, construction machinery and industrial raw materials.
  - (3) To work the mines and mining rights under or upon the lands and properties to be acquired by the Company, and to crush, wash, smelt, reduce or otherwise treat and render marketable and sell or dispose of the produce of any mines, whether belonging to the Company or not.
  - (4) To search for ores and minerals, mine, and grant licenses for mining in or over any lands which may be acquired by the Company and to lease any such lands for building or agricultural use, and to sell or otherwise dispose of the lands, mines, or other property of the Company.
  - (5) To carry on the business of traders, general merchants, wholesalers and retailers, exporters and importers, commissioning agents and manufacturers'

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Sgt. ... Date 6/10/18  
KASHID HEZRON KYAMBA  
Advocate, Notary Public & Commissioner  
for Oaths

Certified as a True Copy of the Original  
Date 07/10/18  
KASHID HEZRON KYAMBA  
Advocate, Notary Public & Commissioner  
for Oaths

representatives and to buy, sell, hire, manufacture, barter, trade and deal in property, goods, produce, articles and merchandise of all kinds and or transact any and every description of agency, commission, distribution, marketing, commercial, industrial, manufacturing, mercantile, insurance and financial business.

- (6) To provide advisory and consultancy services to individuals, companies, partnerships, governmental bodies, associations and any other bodies having legal capacity to be advised.
- (7) To provide consultancy on construction, architecture, structural designs and engineering, construction labor management, estate plans and soil testing.
- (8) To buy, manufacture, export, import and deal in construction machinery, plants, equipments and or things capable of being used in the construction industry.
- (9) To carry on the business of electrical engineering design and manufacture of electrical generation, transmission, distribution, motors, industrial, domestic equipments and the like.
- (10) To act as brokers, valuers, retailers, wholesalers, commission agents and managers of real estate.
- (11) To construct, erect and maintain, either by the Company or other parties, buildings, houses, flats, shops, and all other works, erections and things of any description whatsoever, either upon the lands acquired by the Company or upon other lands, and generally to alter and improve the lands and other property of the Company.
- (12) To grant easements, *profits a pendre* or other rights in, over or under the said lands and to acquire such rights in, over or under any adjoining lands.
- (13) To lend or advance money to builders and other persons on securities of all descriptions, whether real or personal, and to grant loans upon mortgage of any lands, buildings and premises of whatever tenure, for the improvement thereof or otherwise.
- (14) To acquire by purchase, lease, exchange or otherwise and to sell or lease lands, houses, buildings, workshops and premises and to mortgage, charge or otherwise deal with all or any such lands, tenements or premises.
- (15) To adopt such means of making known the products of the Company as may seem expedient and, in particular, by advertising in the press by circulars, by purchase and exhibition of works, art or interest, by publication of books and periodicals, and by granting prizes, rewards and donations.

- (16) To carry on any trade or business whatsoever which, in the opinion of the board of Directors, can be advantageously carried on in connection with or ancillary to any of the businesses of the Company.
- (17) To enter into working arrangements of all kinds (including joining in co-operative arrangements) with other companies corporation, firms or persons and also to make and carry into effect arrangements with respect to union of interests or amalgamation either in whole or in part of any other arrangements, including joint ventures, with other companies, corporation, firms or persons.
- (18) To buy, hire, manufacture, sell, barter, deal and trade in all kinds of merchandise, produce, metals, minerals, goods, stores, chattels, properties and effects of any sort or kind, and to transact any and every description of agency, commission, commercial, industrial, manufacturing, mercantile and financial business.
- (19) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.
- (20) To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms and to secure or guarantee the payment of any sums of money or the performance of any obligation by any company, firm or person including any holding or subsidiary company.
- (21) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.
- (22) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (23) To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose or, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.

interest, to provide services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.

To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particulars for shares, debentures, or securities of any company purchasing the same.

- 7) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.
- 8) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them or shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (29) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company.
- (30) To distribute among the Members of the Company in kind any property of the Company of whatever nature.
- (31) To procure the Company to be registered or recognized in any part of the world.
- (32) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and alone or in conjunction with others.
- (33) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

4<sup>th</sup>. The liability of the Members is limited.

5<sup>th</sup>. The share capital of the Company is Shillings Six Hundred Million (TShs. 600,000,000/=) divided into 100 Shares of TShs. 6,000,000/= each.

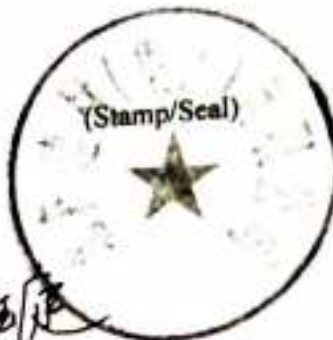
**[INTENTIONALLY LEFT BLANK]**

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, Addresses and Description of Subscribers.	No. of Shares taken by each Subscriber	Stamp/Seal of Subscribers
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1. Beijing New Building Materials Co., Ltd.  
 No.16, West Road  
 Jiancaicheng Xisanqi  
 Haidian District,  
 Beijing, China

99 Shares



Stamped/Sealed in the presence of:

*[Handwritten Signature]*

Director/Company Secretary

2. BNBM Trading Company  
 South to East Road  
 Xisanqihuandao  
 Haidian District,  
 Beijing, China

1 Share



Stamped/Sealed in the presence of:

*[Handwritten Signature]*

Director/Company Secretary

Dated this 21<sup>st</sup> day of October, 2008

Certified as a True Copy of the Original  
 Sign: *[Signature]* Date: 6/08/08  
 RASHID HEZRON KYAMBA  
 Advocate, Notary Public & Commissioner  
 for Oaths

Certified as a True Copy of the Original  
 Sign: *[Signature]* Date: 04/10/08  
 RASHID HEZRON KYAMBA  
 Advocate, Notary Public & Commissioner  
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