

**THE COMPANIES ACT, 2002
COMPANY LIMITED BY SHARES**

Memorandum

And

Articles of Association

of

BAOWU (TZ) STEEL COMPANY LIMITED

Incorporated this day of..... 2025

Drawn by:
LYDIA SUSUMA
(ADVOCATE)
P.O. Box 2479
Dar Es Salaam
TANZANIA

**THE COMPANIES ACT 2002
(CAP. 212)**

COMPANY LIMITED BY SHARES

Memorandum of Association

of

BAOWU (TZ) STEEL COMPANY LIMITED


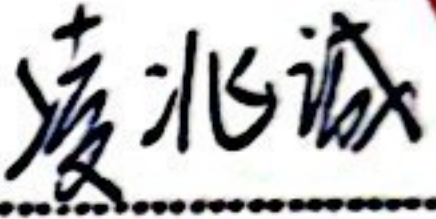
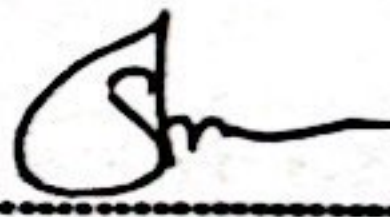


1. The name of the Company is **BAOWU (TZ) STEEL COMPANY LIMITED**
2. The Registered Office of the Company will be situated in the United Republic of Tanzania.
3. The objects for which the Company is established are:-
 - a) 2410 Manufacture of basic iron and steel, Main activity
 - b) 3510 Electric power generation, transmission and distribution, Main activity

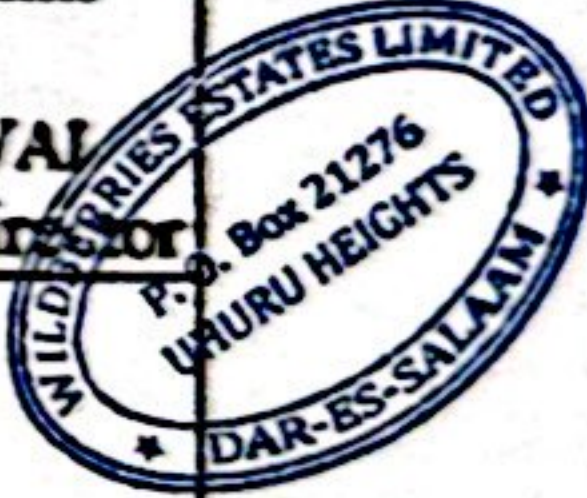
AND it is hereby declared that the word "Company" in this clause except where in reference to this Company shall deemed to include any partnership or other body of persons, whether corporate or incorporate and whether domiciled in East Africa or elsewhere. The object specified in each of the paragraphs of this clause shall be regarded as independent objects, and accordingly shall in no way be limited or restricted by reference to or inference from the terms of any other paragraph of the name of the company.

4. The liability of the members is limited.
5. The authorized share capital of the Company at the date of registration of this Memorandum of Association is **Tanzanian Shillings Five Billion and Four Hundred Million (Tshs. 5,400,000,000/=)** divided into **100** ordinary shares of **Tanzanian Shillings Fifty Four Million (Tshs. 54,000,000/=)** each with power for the Company to increase or reduce such capital and to divide the shares in the capital for the time being, whether original or increased, in different classes, and to attach thereto respectively any preferential, deferred, qualified or special rights, privileges or conditions and so that unless the conditions of issue shall otherwise expressly declare every issue of shares, whether preference or otherwise, or any such rights, privileges or conditions shall not be altered or modified except in accordance with the Articles or Association registered herewith.


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

Dated at Dar es Salaam this11.....day of.....June....2025.

Names, addresses and description of subscribers	No. of Ordinary shares Taken	Signature(s)
<p>(1) HUNAN ER-KANG (HK) COMPANY LIMITED FLAT/RM 1501-8 15/F, TAI YAU BUILDING 181 JOHNSTON ROAD, WANCHAI HONGKONG</p>	65	<p>Signature:  Name: SHUAI FANGWEN Designation: Managing Director</p> <p>Signature:  Name: LING ZHAOCHENG Designation: Director</p>
<p>(2) WILDBERRIES ESTATES LIMITED P.O. Box 21276, Uhuru Heights, Bibi Titi Mohammed Street, Dar es salaam, Ali Hassan Mwinyi Road</p>	25	<p>Signature:  Name: SHABIR HUSSAIN VALIBILAI ADAM MEDIWAI Designation: Managing Director</p> <p>Signature:  Name: IMRAN UMARJEE PATEL Designation: Director</p>
<p>(3) ABUBAKARY KASHINDI ZUBERI P.O. BOX 31191, DAR ES SALAAM</p>	10	<p>Signature: </p>



Witness to the above signature:

Signature: 

Name: LYDIA SUSUMA

Postal Address: 2479 DAR ES SALAAM

Qualifications: COMMISSIONER FOR OATHS



THE COMPANIES ACT 2002
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
BAOWU (TZ) STEEL COMPANY LIMITED

PRELIMINARY

1. In these regulations:-

“The Act” means the Companies Act 2002 of the Laws of Tanzania.

When any provision of the Act is referred to the references is that provision is as modified by any law for the time being in force.

Unless the context otherwise requires, the expressions defined in the Act or any Statutory modification thereof in the force at the date at which 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 gender shall include females, and the words cooperatives, societies etc.

The regulations of Companies Act shall not 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 in addition to substitution shall be the regulations of the company.

PRIVATE COMPANY

2. The Company is a Private Company and accordingly:-

- (a) The right to transfer shares is restricted in manner hereinafter prescribed.
- (b) The number of members of the company (exclusive of persons who are in the employment of the company and of persons who have been formerly in the employment of the company) is limited fifty provided that where two or more persons hold one or more shares in the company jointly they shall for the purpose of this regulation be tested as a single member.
- (c) Any invitation to the public to subscribe for any shares or debentures of the company is prohibited.
- (d) The Company shall not have power to issue share warrant to bearer.

TRANSFER OF SHARES

3. In case of the death of a Member the survivors or survivor where the deceased was a joint holder, and the executors or administrators of the deceased where he was a sole or only surviving holder shall be the only persons recognized by the Company as having any title to his shares; but nothing herein contained shall release the estate of a deceased holder (whether sole or joint) from any liability in respect of any share solely or jointly held by him.
4. Any person becoming entitled to a share in consequence of the death or bankruptcy of a Member may, upon such evidence as to his title being produced as may from time to time be required by the Directors, and subject as hereinafter provided, either be registered himself as holder of the share or elect to have some person nominated by him registered as the transferee thereof.
5. If the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. If he shall elect to have his nominee registered, he shall testify his election by executing to his nominee a transfer of such share. All the limitations, restrictions and provisions of these presents relating to the right to transfer and the registration of transfer of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the Member had not occurred and the notice or transfer were a transfer executed by such Member.
6. A person becoming entitled to a share in consequence of the death or bankruptcy of a Member shall be entitled to receive and may give a discharge for all dividends and other moneys payable in respect of the shares, but he shall not be entitled to receive notice of or to attend or vote at meetings of the Company or, save as aforesaid, to any of the rights or privileges of a Member until he shall have become a Member in respect of the share, and should he fail either to transfer the share or to elect to be registered as a Member in respect thereof within sixty days of being required so to do by the Directors, he shall in the case of shares which are fully paid up be deemed to have elected to be registered as a Member in respect thereof, and may be registered accordingly.

7. GENERAL MEETINGS: NOTICE OF GENERAL MEETING AND PROCEEDINGS OF THE GENERAL MEETINGS.

The regulations of the Companies Act shall apply 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 by writing under the hands of 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.

8. DIRECTORS

- (a) Until otherwise determined by the company in General Meeting the Directors shall not be less than two and not more the four in number.
 - (b) The following persons shall be the first Directors of the company
 1. **HUNAN ER-KANG (HK) COMPANY LIMITED**
 2. **WILDBERRIES ESTATES LIMITED**
 3. **ABUBAKARY KASHINDI ZUBERI**
9. The shareholding qualification for Directors may be fixed by the company in General Meeting and unless and until so fixed no qualification shall be required.
10. The quorum of Directors for transacting business shall, unless otherwise fixed by the Directors, be two.
11. A resolution in writing signed by all the Directors then in Tanzania shall be as valid and effectual as if it had been passed at a meeting of Directors duly called and constituted.
12. The Directors may from time to time borrow or raise any money for the purpose of the company which may exceed the issued share capital of the company.

BORROWING POWER

The Directors may from time to time in their discretion raise or borrow for the purpose of any Company's business such sum or sums of money as they think fit.

13. The Director 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 or future including its uncalled capital for the time being 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 of the company or not so charged or in such other way as the Directors may think expedient.

VOTE OF MEMBERS

14. On a show of hands every member present in a person shall have one vote. On a roll every member shall have one vote only for the shares of which he is holder.
15. No member shall be entitled to vote at any general meeting unless all calls or other sums presently by him in respect of shares in the Company have been paid.

DISQUALIFICATION OF DIRECTORS

16. The office of a Director shall be vacated if the Director;
- (a) Become bankrupt; or
 - (b) Is found to be a lunatic or becomes of unsound mind; or
 - (c) Resigns his office by notice in writing to the Company;
 - (d) Abstains himself from meetings of the Directors for a period of six months without special leave of absence from the other Directors.

SEAL

17. The Directors shall provide for the safe custody of the seal. The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors and Secretary or other person as aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.

ALTERNATE DIRECTORS

18. Any Director shall have power to nominate any person to act or attend as alternate Director during his absence or during his inability so to act. Such Director shall be subject in all respects to the terms and conditions existing with reference to the other Directors and Such Alternate Director shall exercise and discharge all the duties of Director whom here presents.
19. Unless otherwise decided by the Directors the quorum necessary to transact business of the Directors shall be two Directors personally present.

SECRETARY

20. The Secretary shall be appointed by the Board of such terms at such remuneration and upon such condition as it may think fit, and any secretary so appointed may be removed by the Board.

WINDING UP

21. With the sanction of a special resolution of the shareholders any party of the assets of the company including any shares in other companies may be divided between the members of the Company in special or may be vested in Trustees 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.

ALTERNATION OR ADDITION

22. Subject to the provisions of the Act and to those contained in the Memorandum of Association the company may by Special Resolution make alteration or addition so made shall be as valid and effectual as if originally contained in those articles and be subject in like manner to alteration by Special Resolution.

INDERMIT

23. Every Director, Managing Directors, Agent, Auditor, Secretary and other officer for the time being of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgments is given in his favour or in which he is acquitted or is in connection with any application in which relief is granted to him by the Court.

ARBITRATION

24. If and whenever any dispute or difference shall arise between the Company and any of the members or their respective representatives touching upon the construction or meaning of any of the Articles 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 parties by reasons of these Articles or the Act, such differences shall (unless a sole arbitrator 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 event of failure to agree within (Cap.15) or any than existing statutory modifications or re-enactment thereof shall apply.

Names, addresses and description of subscribers	No. of Ordinary shares Taken	Signature(s)
<p>(4) HUNAN ER-KANG (HK) COMPANY LIMITED FLAT/RM 1501-8 15/F, TAI YAU BUILDING 181 JOHNSTON ROAD, WANCHAI HONGKONG</p>	65	<p style="text-align: right;">仲放文</p> <p>Signature:..... Name: SHUAI FANGWEN Designation: Managing Director</p> <hr/> <p style="text-align: right;">凌兆成</p> <p>Signature:..... Name: LING ZHAOCHENG Designation: Director</p>
<p>(5) WILDBERRIES ESTATES LIMITED P.O. Box 21276, Uhuru Heights, Bibi Titi Mohammed Street, Dar es salaam, Ali Hassan Mwinyi Road</p>	25	<p style="text-align: right;">Sh</p> <p>Signature:..... Name: SHABIR HUSSAIN VALIBHAI ADAM MEDIWALA Designation: Managing Director</p> <hr/> <p style="text-align: right;">Imran</p> <p>Signature:..... Name: IMRAN UMARJEE PATEL Designation: Director</p>
<p>(6) ABUBAKARY KASHINDI ZUBERI P.O. BOX 31191, DAR ES SALAAM</p>	10	<p style="text-align: right;">Ar</p>

Dated at Dar es Salaam this11.....day of June.....2025.

Witness to the above signature:

Signature: Lydia Susuma.....

Name: LYDIA SUSUMA.....

Postal Address: 2479 DAR ES SALAAM.....

Qualifications: COMMISSIONER FOR OATHS.....

