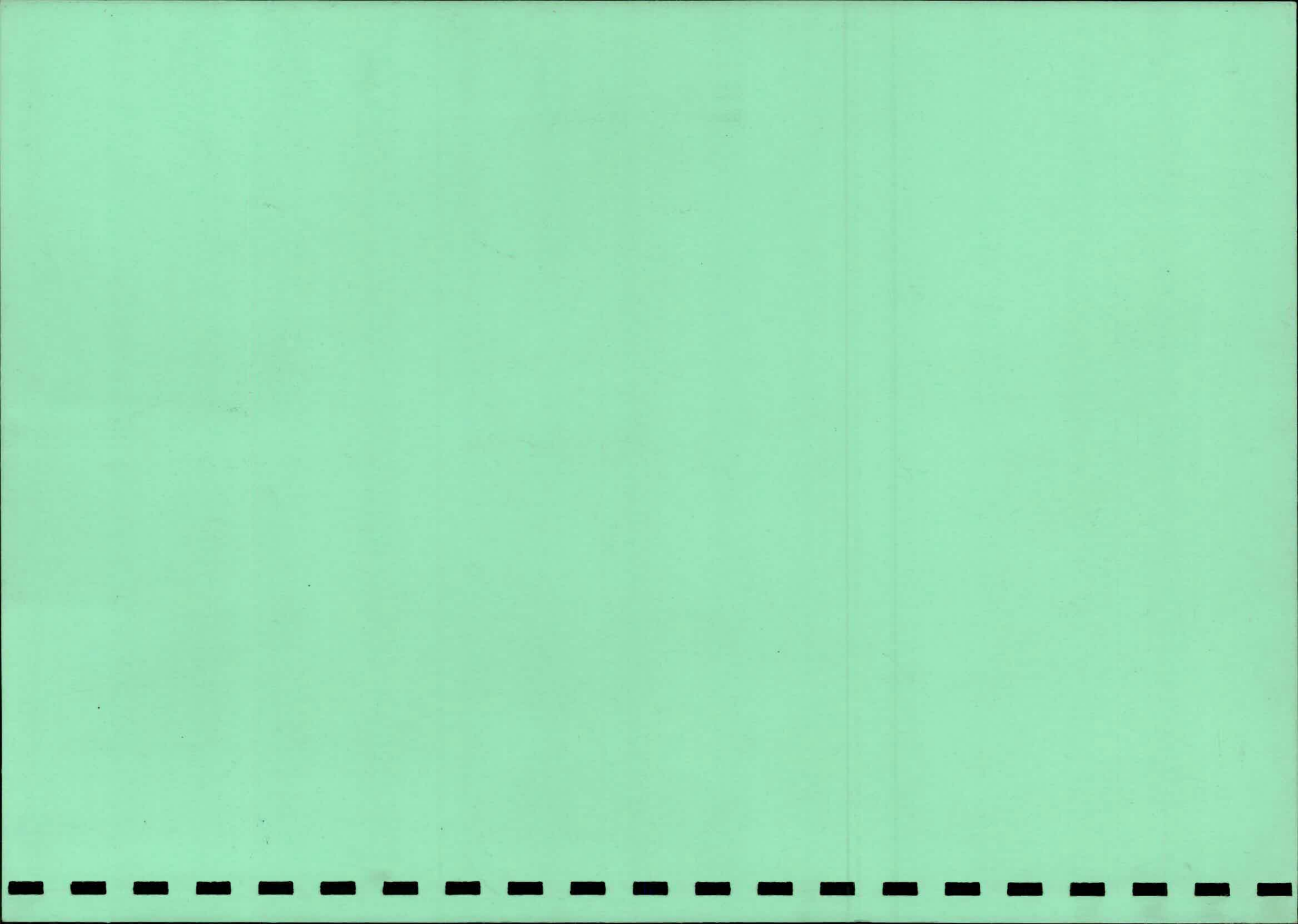
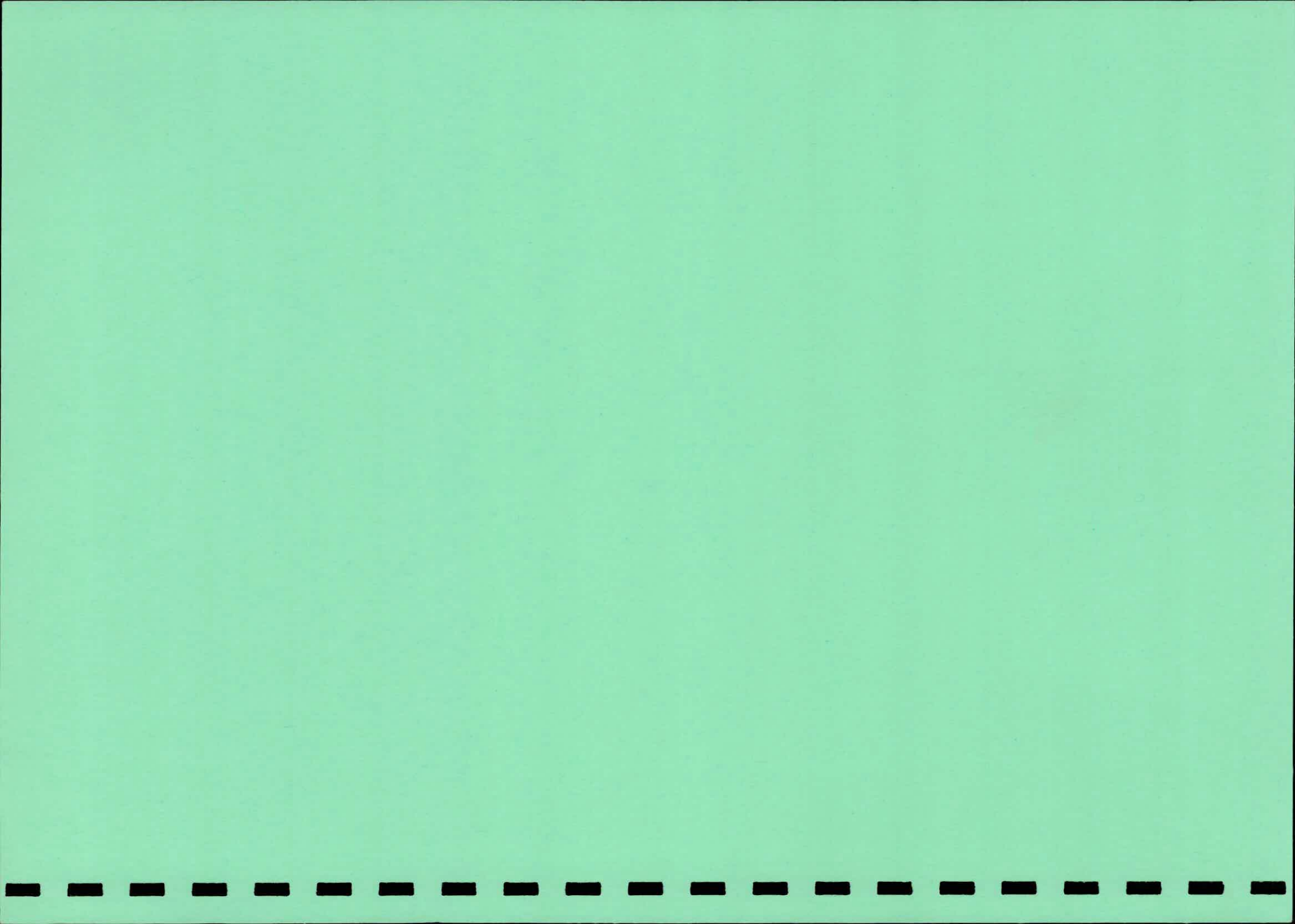


CHANG METAL INTERNATIONAL
MINING RESOURCES CO (U) LTD





CTIN.:1743635

ISO 9001 : 2008 Certified



TANZANIA REVENUE AUTHORITY

CERTIFICATE OF REGISTRATION FOR TAXPAYER IDENTIFICATION NUMBER (TIN)

(ISSUED UNDER SECTION 133 OF THE INCOME TAX ACT NO. 11 OF 2004)

THIS IS TO CERTIFY THAT

CHANG METAL INTERNATIONAL MINING RESOURCES COMPANY TANZANIA LIMITED.
.....

has been registered with the Tanzania Revenue
Authority and assigned the Taxpayer
Identification Number

121-110-822
.....

with effect from 17-06-2013
.....



P. N. Kassera

OFFICIAL SEAL

COMMISSIONER FOR DOMESTIC REVENUE

NOTE: THE REQUIREMENTS UNDER WHICH THIS CERTIFICATE IS ISSUED ARE STATED OVERLEAF

TANZANIA



Certificate of Incorporation

Section 15

No 99975

I HEREBY CERTIFY THAT

**CHANG METAL INTERNATIONAL MINING RESOURCES
COMPANY TANZANIA LIMITED**

is this day incorporated under the Companies
Act, 2002 and that the Company is Limited.

Given under my hand at Dar es salaam

this 11TH day of **JUNE****TWO THOUSAND AND THIRTEEN**

A handwritten signature in black ink, appearing to be 'D. O. O.', written over a dotted line.

Asst. Registrar of Companies

		JAN	FEB	MAR	APR	MAY	JUN
INTEREST		41667	41667	41667	41667	41667	41667
PRINCIPAL		166667	166667	166667	166667	166667	166667
LOAN BALANCE		2833299	2666632	2499965	2333298	2166631	1999964
YEARS 10		JULY	AUG	SEP	OCT	NOV	DEC
INTEREST		41667	41667	41667	41667	41667	41667
PRINCIPAL		166667	166667	166667	166667	166667	166667
LOAN BALANCE		1833297	1666630	1499963	1333296	1166629	999962
		JAN	FEB	MAR	APR	MAY	JUN
INTEREST		41667	41667	41667	41667	41667	41667
PRINCIPAL		166667	166667	166667	166667	166667	166667
LOAN BALANCE		833295	666628	499961	333294	166627	166627

LOAN BALANCE		9,833,313.00	9,666,646.00	9,499,979.00	9,333,312.00	9,166,645.00	8,999,978.00
		JAN	FEB	MAR	APR	MAY	JUN
INTEREST		41,667.00	41,667.00	41,667.00	41,667.00	41,667.00	41,667.00
PRINCIPAL		166,667.00	166,667.00	166,667.00	166,667.00	166,667.00	166,667.00
LOAN BALANCE		8,833,311.00	8,666,644.00	8,499,977.00	8,333,310.00	8,166,643.00	7,999,976.00
YEAR 7		JULY	AUG	SEP	OCT	NOV	DEC
INTEREST		41667	41667	41667	41667	41667	41667
PRINCIPAL		166667	166667	166667	166667	166667	166667
LOAN BALANCE		7833309	7666642	7499975	7333308	7166641	6999974
		JAN	FEB	MAR	APR	MAY	JUN
INTEREST		41667	41667	41667	41667	41667	41667
PRINCIPAL		166667	166667	166667	166667	166667	166667
LOAN BALANCE		6833307	6666640	6499973	6333306	6166639	5999972
YEARS 8		JULY	AUG	SEP	OCT	NOV	DEC
INTEREST		41667	41667	41667	41667	41667	41667
PRINCIPAL		166667	166667	166667	166667	166667	166667
LOAN BALANCE		5833305	5666638	5499971	5333304	5166637	4999970
		JAN	FEB	MAR	APR	MAY	JUN
INTEREST		41667	41667	41667	41667	41667	41667
PRINCIPAL		166667	166667	166667	166667	166667	166667
LOAN BALANCE		4833303	4666636	4499969	4333302	4166635	3999968
YEARS 9		JULY	AUG	SEP	OCT	NOV	DEC
INTEREST		41667	41667	41667	41667	41667	41667
PRINCIPAL		166667	166667	166667	166667	166667	166667
LOAN BALANCE		3833301	3666634	3499967	3333300	3166633	2999966

PROJECTED CASHFLOW STATEMENTS FOR TWENTY YEARS

YEAR	PRE-SETUP EXPENSES	2024	2025	2026	2027	2028	2029	2030	2031	2032	2033
DESCRIPTION	USD	USD	USD	USD	USD	USD	USD	USD	USD	USD	USD
CASH BALANCE B/F		13,499,135	17,813,805	21,090,724	24,072,174	26,661,214	29,449,954	32,238,694	35,027,434	39,816,174	44,604,914
CASH FLOW											
CASH RECEIPTS		8,400,000	9,000,000	9,000,000	10,000,000	10,000,000	10,000,000	10,000,000	12,000,000	12,000,000	12,000,000
OWNERS CASH											
LOAN RECEIPTS											
TOTAL CASH IN		21,889,135	26,813,805	30,090,724	34,072,174	36,661,214	39,449,954	42,238,694	47,027,434	51,816,174	
AVAILABLE CASH BALANCE		21,899,135	26,813,805	30,090,724	34,072,174	36,661,214	39,449,954	42,238,694	47,027,434	51,816,174	56,604,914
CASH OUTFLOW											
FIXED ASSETS(PURCHASES)											
MATERIALS PURCHASES		920,000	1,030,000	1,030,000	1,030,000	1,030,000	1,030,000	1,030,000	1,030,000	1,030,000	1,030,000
INSURANCE		120,000	1,450,000	1,450,000	2,500,000	2,500,000	2,500,000	2,500,000	2,500,000	2,500,000	2,500,000
ADVERTISING		5,000	560,000	610,000	980,000	780,000	780,000	780,000	780,000	780,000	780,000
BANK CHARGES		2,200	2,400	3,000	3,000	3,000	3,000	3,000	3,000	3,000	3,000
LOAN INTEREST											
LEGAL & PROFESSIONAL		9,200	9,500	9,500	9,500	9,800	9,800	9,800	9,800	9,800	9,800
INTER – NET		1,800	2,000	2,000	2,300	2,300	2,300	2,300	2,300	2,300	2,300
SALARIES & WAGES		960,000	1,040,000	1,350,000	1,400,000	1,400,000	1,400,000	1,400,000	1,400,000	1,400,000	1,400,000
PAYROLL TAXES		360,000	360,000	420,000	420,000	420,000	420,000	420,000	420,000	420,000	420,000
REPAIRS & MAINTANENSES		11,500	12,000	12,000	13,500	13,500	13,500	13,500	13,500	13,500	13,500
POSTAGE & DELIVERY		9,000	9,500	9,500	10,200	10,200	10,200	10,200	10,200	10,200	10,200
OFFICE EXPENSES		12,500	15,500	15,500	16,000	16,000	16,000	16,000	16,000	16,000	16,000
UTILITIES		21,200	22,000	23,500	23,500	23,500	23,500	23,500	23,500	23,500	23,500
MISCELLANEOUS		10,000	12,000	12,000	14,000	14,000	14,000	14,000	14,000	14,000	14,000
SUB – TOTAL		2,442,400	4,524,900	4,947,000	6,422,000	6,222,300	6,222,300	6,222,300	6,222,300	6,222,300	6,222,300
LOAN PAYMENT											
DIVIDENTS											
TAXATION		1,642,930	1,198,180	1,071,550	988,960	988,960	988,960	988,960	988,960	988,960	988,960
TOTAL CASH OUTFLOW		4,085,330	5,723,081	6,018,550	7,410,960	7,211,260	7,211,260	7,211,260	7,211,260	7,211,260	7,211,260
BALANCE C/F		17,813,805	21,090,724	24,072,174	26,661,214	29,449,954	32,238,694	35,027,434	39,816,174	44,604,914	49,393,654

PROJECTED CASHFLOW STATEMENTS FOR TWENTY YEARS

YEAR	PRE-SETUP EXPENSES	2014	2015	2016	2017	2018	2019	2020	2021	2022	2023
DESCRIPTION	USD	USD	USD	USD	USD	USD	USD	USD	USD	USD	USD
CASH BALANCE B/F	0.00	2,235,400	1,191,923	697,356	851,589	1,211,507	1,622,280	2,307,803	3,090,066	5,321,679	9,351,132
CASH FLOW											
CASH RECEIPTS	-	950,000	1,200,000	1,680,000	1,750,000	1,910,000	2,300,000	2,500,000	5,000,000	8,000,000	8,400,000
OWNERS CASH	1,000,000	-	-	-	-	-	-	-	-	-	-
LOAN RECEIPTS	15,000,000	-	-	-	-	-	-	-	-	-	-
TOTAL CASH IN	16,000,000	3,185,000	2,391,923	2,377,356	-	-	3,922,280	4,807,803	8,190,066	13,321,679	17,751,132
AVAILABLE CASH BALANCE	16,000,000	3,185,000	2,391,923	2,377,356	2,601,589	3,121,507	3,922,280	4,807,803	8,190,066	13,321,679	17,751,132
CASH OUTFLOW											
FIXED ASSETS(PURCHASES)	13,510,000	-	-	-	-	-	-	-	-	-	-
MATERIALS PURCHASES	-	1,450,000	1,140,000	970,000	810,000	885,000	880,000	890,000	896,000	900,000	920,000
INSURANCE	80,000	80,000	85,000	85,000	85,000	77,000	80,000	83,000	105,000	120,000	120,000
ADVERTISING	1,200	1,200	1,500	1,800	2,000	2,000	2,500	2,500	4,000	4,200	5,000
BANK CHARGES	-	510	1,200	1,300	1,450	1,600	1,600	1,600	1,800	2,200	2,200
LOAN INTEREST	-	41,667	41,667	41,667	41,667	41,667	41,667	41,667	41,667	41,667	41,667
LEGAL & PROFESSIONAL	7,000	7,000	7,500	7,500	7,600	7,600	7,900	7,900	8,300	8,500	9,200
INTER – NET	-	800	1,000	1,000	1,000	1,000	1,200	1,200	1500	1,800	1,800
SALARIES & WAGES	148,000	148,000	148,000	148,000	148,000	168,000	170,000	210,000	590,000	840,000	960,000
PAYROLL TAXES	-	96,000	96,000	96,000	96,000	96,000	96,000	104,000	220,000	314,000	360,000
REPAIRS & MAINTANENSES	-	12,400	12,500	12,500	14,500	14,000	8,000	8,200	8,200	9,500	11,500
POSTAGE & DELIVERY	-	5,000	5,000	5,000	6,000	6,000	6,000	6,100	7,200	7,200	9,000
OFFICE EXPENSES	-	7,100	8,200	9,000	9,400	9,600	96,000	9,600	10,000	11,000	12,500
UTILITIES	15,000	15,000	14,000	14,000	15,000	15,000	17,000	17,000	18,100	20,000	21,200
MISCELLANEOUS	3,400	3,400	8,000	8,000	8,050	8,500	9,000	9,500	10,000	10,000	10,000
SUB – TOTAL	13,764,600	1,868,077	1,569,567	1,400,767	1,245,617	1,332,967	1,330,467	1,392,267	1,921,767	2,290,067	2,484,067
LOAN PAYMENT	-	125,000	125,000	125,000	125,000	125,000	125,000	125,000	125,000	125,000	125,000
DIVIDENTS	-	-	-	-	-	-	-	-	-	-	-
TAXATION	-	-	-	-	19,465	41,260	159,010	200,470	821,620	1,555,480	1,642,930
TOTAL CASH OUTFLOW	13,764,600	1,993,077	1,694,567	1,525,767	1,390,085	1,499,227	1,,614,477	1,717,737	2,868,387	3,970,547	4,251,997
BALANCE C/F	2,235,400	1,,191,923	697,356	851,589	1,211,507	1,622,280	2,307,803	3,090,066	5,321,679	9,351,132	13,499,135

PROJECTED PROFIT AND LOSS STATEMENT FO THE YEAR ENDING 30TH JUNE

YEAR	2024	2025	2026	2027	2028	2029	2030	2031	2032	2033
SALES REVENUE	8,400,000	9,000,000	9,000,000	10,000,000	10,000,000	10,000,000	10,000,000	12,000,000	12,000,000	12,000,000
LESS: VARIABLE COSTS	920,000	1,030,000	1,030,000	1,030,000	1,030,000	1,030,000	1,030,000	1,030,000	1,030,000	1,030,000
GROSS MARGIN	7,480,000	7,970,000	7,970,000	8,970,000	8,970,000	8,970,000	8,970,000	8,970,000	8,970,000	8,970,000
IN % OF SALES REVENUE	89.05	88.56	88.56	89.70	89.70	89.70	89.70	89.70	89.70	89.70
LESS: FIXED COSTS	439,500	439,500	439,500	439,500	439,500	439,500	439,500	439,500	439,500	439,500
OPERATIONAL MARGIN	7,040,500	7,530,500	7,530,500	8,530,500	8,530,500	8,530,500	8,530,500	8,530,500	8,530,500	8,530,500
IN % OF SALES REVENUE	83.82	83.67	83.67	85.31	85.31	85.31	85.31	85.31	85.31	85.31
OVERHEAD COSTS										
INSURANCE	120,000	1,450,000	1,450,000	2,500,000	2,500,000	2,500,000	2,500,000	2,500,000	2,500,000	2,500,000
ADVERTISING	5,000	560,000	610,000	780,000	780,000	780,000	780,000	780,000	780,000	780,000
BANK CHARGES	2,200	2,400	3,000	3,000	3,000	3,000	3,000	3,000	3,000	3,000
LOAN INTERESTS	41,667	41,667	41,667	41,667	41,667	41,667	41,667	41,667	41,667	41,667
LEGAL & PROFESSIONAL FEES	9,200	9,500	9,500	9,800	9,800	9,800	9,800	9,800	9,800	9,800
INTER – NET	1,800	2,000	2,000	2,300	2,300	2,300	2,300	2,300	2,300	2,300
SALARIES&WAGES	960,000	1,040,000	1,350,000	1,400,000	1,400,000	1,400,000	1,400,000	1,400,000	1,400,000	1,400,000
PAYROLL TAXES	360,000	360,000	420,000	420,000	420,000	420,000	420,000	420,000	420,000	420,000
REPAIRS & MAINTANANCE	11,500	12,000	12,000	13,500	13,500	13,500	13,500	13,500	13,500	13,500
POSTAGE AND DELIVERIES	9,000	9,500	9,500	10,200	10,200	10,200	10,200	10,200	10,200	10,200
OFFICE EXPENSES	12,500	15,500	15,500	16,000	16,000	16,000	16,000	16,000	16,000	16,000
UTILITIES	21,200	22,000	23,500	23,500	23,500	23,500	23,500	23,500	23,500	23,500
MISCELLANEOUS	10,000	12,000	12,000	14,000	14,000	14,000	14,000	14,000	14,000	14,000
TOTAL OVERHEAD COSTS	1,564,067	3,536,567	3,958,667	5,233,967	5,233,967	5,233,967	5,233,967	5,233,967	5,233,967	5,233,967
IN % OF SALES REVENUE	18.62	39.30	43.99	52.34	52.34	52.34	52.34	52.34	52.34	52.34
NET PROFIT/LOSS BEFORE TAX	5,476,433	3,993,933	3,571,833	3,296,533	3,296,533	3,296,533	3,296,533	3,296,533	3,296,533	3,296,533
TAXATION (30% OF NET PROFIT)	1,642,930	1,198,180	1,071,550	988,960	988,960	988,960	988,960	988,960	988,960	988,960
DIVIDENTS	-	-	-	-	-	-	-	-	-	-
RETAINED PROFIT B/F	10,360,546	14,194,049	16,989,802	19,490,085	21,797,658	24,105,231	27,938,734	31,772,237	35,605,740	39,439,243
PROFIT FOR THE YEAR	3,833,503	2,795,753	2,500,283	2,307,573	2,307,573	3,833,503	3,833,503	3,833,503	3,833,503	3,833,503
RETAINED PROFIT C/F	14,194,049	16,989,802	19,490,085	21,797,658	24,105,231	27,938,734	31,772,237	35,605,740	39,439,243	43,272,746

PROJECTED PROFIT AND LOSS STATEMENT FO THE YEAR ENDING 30TH JUNE

YEAR	2014	2015	2016	2017	2018	2019	2020	2021	2022	2023
ITEMS										
SALES REVENUE	950,000	1,200,000	1,680,000	1,750,000	1,910,000	2,300,000	2,500,000	5,100,000	8,000,000	8,400,000
LESS: VARIABLE COSTS	1,450,000	1,140,000	970,000	810,000	885,000	880,000	890,000	896,000	900,000	920,000
GROSS MARGIN	(450,000)	(60,000)	710,000	940,000	1,025,000	1,420,000	1,610,000	4,204,000	7,100,000	7,480,000
IN % OF SALES REVENUE	-47.37	-5.00	42.26	53.71	53.66	61.74	64.40	82.43	88.75	89.05
LESS: FIXED COSTS	439,500	439,500	439,500	439,500	439,500	439,500	439,500	439,500	439,500	439,500
OPERATIONAL MARGIN	-889,500	-499,500	270,500	500,500	585,500	980,500	1,170,500	3,764,500	6,660,500	7,040,500
IN % OF SALES REVENUE	-93.63	-41.63	16.10	28.60	30.65	42.63	46.82	73.81	83.26	83.82
OVERHEAD COSTS										
INSURANCE	80,000	85,000	85,000	85,000	77,000	80,000	83,000	105,000	120,000	120,000
ADVERTISING	1,200	1,500	1,800	2,000	2,000	2,500	2,500	4,000	4,200	5,000
BANK CHARGES	520	1,200	1,300	1,450	1,600	1,600	1,600	1,800	2,200	2,200
LOAN INTERESTS	41,667	41,667	41,667	41,667	41,667	41,667	41,667	41,667	41,667	41,667
LEGAL & PROFESSIONAL FEES	7,000	7,500	7,500	7,600	7,600	7,900	7,900	8,300	8,500	9,200
INTER – NET	800	1,000	1,000	1,000	1,000	1,200	1,200	1,500	1,800	1,800
SALARIES&WAGES	148,000	148,000	148,000	148,000	168,000	170,000	210,000	590,000	840,000	960,000
PAYROLL TAXES	96,000	96,000	96,000	96,000	96,000	96,000	104,000	220,000	314,000	360,000
REPAIRS & MAINTANANCE	12,400	12,500	12,500	14,000	14,000	8,000	8,200	8,200	9,500	11,500
POSTAGE AND DELIVERIES	5,000	5,000	5,000	6,000	6,000	6,000	6,100	7,200	7,200	9,000
OFFICE EXPENSES	7,100	8,200	9,000	9,400	9,600	9,600	9,600	10,000	11,000	12,500
UTILITIES	15,000	14,000	14,000	15,000	15,000	17,000	17,000	18,100	20,000	21,200
MISCELLANEOUS	3,400	8,000	8,000	8,,500	8,500	9,000	9,500	10,000	10,000	10,000
TOTAL OVERHEAD COSTS	423,087	429,567	430,767	435,617	447,967	450,467	502,267	1,025,767	1,475,567	1,564,067
IN % OF SALES REVENUE	44.34	35.80	23.64	24.89	23.45	19.59	20.09	20.11	18.44	18.....62
NET PROFIT/LOSS BEFORE TAX	-1,312,587	-929,067	-160,267	64,883	137,533	530,033	668,233	2,738,733	5,184,933	5,476,433
TAXATION (30% OF NET PROFIT)	-	-	-	19,465	41,260	159,010	200,470	821,620	1,555,480	1,642,930
DIVIDENTS	-	-	-	-	-	-	-	-	-	-
RETAINED PROFIT B/F	-	-	-	-	45,418	141,691	512,714	980,477	2,897,590	6,527,043
PROFIT FOR THE YEAR	-	-	-	45,418	96,273	371,023	467,763	1,917,113	3,629,453	3,833,503
RETAINED PROFIT C/F	-	-	-	45,418	141,691	512,714	980,477	2,897,590	6,527,043	10,360,546

PROJECTED BALANCE SHEETS AS AT 30TH JUNE

YEAR	2024	2025	2026	2027	2028	2029	2030	2031	2032	2033
DESCRIPTION	USD	USD	USD	USD	USD	USD	USD	USD	USD	USD
TOTAL ASSETS	23,757,921	27,100,137	28,751,775	30,403,413	32,055,051	33,706,765	35,358,479	37,010,193	38,661,907	40,313,621
CURRENT ASSETS	13,962,991	17,642,957	19,632,345	21,621,733	23,611,121	25,600,588	27,590,049	29,579,513	31,568,977	-
FIXED ASSETS NET DEPRECIATION	9,794,930	9,457,180	9,119,430	8,781,680	8,443,930	8,106,180	7,768,430	7,430,680	7,092,930	6,755,180
LOSS IN THE CURRENT YEAR	-	-	-	-	-	-	-	-	-	-
TOTAL LIABILITIES	23,757,921	27,100,137	28,751,775	30,403,413	32,055,051	33,706,765	35,358,479	37,010,193	38,661,907	40,313,621
CURRENT LIABILITIES										
LONG – TERM LOAN	-	-	-	-	-					
EQUITY CAPITAL	1,000,000	1,000,000	1,000,000	1,000,000	1,000,000	1,000,000	1000,000	1,000,000	1,000,000	1,000,000
RETAINED PROFIT B/F	22,757,921	24,448,499	26,100,137	27,751,775	29,403,413	31,055,051	32,706,765	34,358,479	36,010,193	37,661,907
RETAINED PROFIT FOR THE YEAR	1,690,578	1,651,638	1,651,638,	1,651,638	1,651,638	1,651,714	1,651,714	1,651,714	1,651,714	1,651,714

PROJECTED BALANCE SHEETS AS AT 30TH JUNE

YEAR		2015	2016	2017	2018	2019	2020	2021	2022	2023
DESCRIPTION	USD	USD	USD	YEAR	2014	USD	USD	USD	USD	USD
TOTAL ASSETS	15,043,15	13,672,901	15,154,331	17,344,909	15,844,909	20,010,837	20,693,801	21,376,765	22,567,343	23,575,921
CURRENT ASSETS	956,070	838,221	2,657,401	5,185,729	4,023,479	9,878,157	9,547,871	10,568,585	12,096,913	13,625,241
FIXED ASSETS NET DEPRECIATION	13,172,430	12,834,680	12,496,930	12,159,180	11,821,430	11,483,680	11,145,930	10,,808,180	10,470,430	10,132,680
LOSS IN THE CURRENT YEAR	914,615	-	-	-	-	-	-	-	-	-
TOTAL LIABILITIES	15,043,115	13,672,901	15,154,331	17,344,909	15,844,909	20,010,837	20,693,801	21,376,765	22,567,343	23,57,9217
CURRENT LIABILITIES	543,115	-	-	-	-	-	-	-	-	-
LONG – TERM LOAN	13,500,000	12,000,000	10,500,000	9,000,000	7,500,000	6,000,000	4,500,000	3,000,000	1,500,000	-
EQUITY CAPITAL	1,000,000	1,000,000	1000,000	1,000,000	1,000,000	1,000,000	1,000,000	1,000,000	1,000,000	1,000,000
RETAINED PROFIT B/F	-	-	672,901	3,654,331	7,344,909	10,777,873	13,010,837	15,193,801	17,376,765	20,067,343
RETAINED PROFIT FOR THE YEAR	-	672	2981,430	3,690,578	3,432,964	2,232,964	2,182,964	2,182,964	2,690,578	2,690,578

FINANCIAL SUMMARY SHEET**TITLE: CHANG METAL MINING RESOURCES COMPANY (T) LTD.****PROJECT DESCRIPTION: PROCESSING RAW GOLD****ACCOUNTING CURRENCY: UNITED STATES DOLLARS****UNITS: ABSOLUTE**

INVESTMENT COST	TOTAL	TOTAL	TOTAL
Total Fixed Investment Costs	18,999,996	18,999,996	18,999,996
Cumulative pre- production expenditure	164,104	164,104	164,104
Increase in working capital	2,507,896	2,507,896	2,507,896
Total Investment Costs	21,000,000	21,000,000	21,000,000
Source of Finances:	Total contribution	Total contribution	Total contribution
Total equity capital	1,000,000	1,000,000	1,000,000
Long - term loan	20,000,000	20,000,000	20,000,000
Accounts payable	-	-	-
Total source of funds	21,000,000	21,000,000	21,000,000

a) CORPORATE SOCIAL RESPONSIBILITY

Being a company registered locally and working in the local environment the company will cooperate with the stakeholders to fulfill the general desire for good life for every Tanzanian.

b) TECHNOLOGY TRANSFER

The establishment of gold processing plant will lead to the importation of new most modern sophisticated machinery of modern technology. Such machines will lead to training of company employees for operating them. Also the company will hire experts from machine suppliers to train company employees (operators) which will be the transfer of expertise from foreigners to local personnel.

c) EMPLOYMENT

The project is locally based and will lead to direct employment of about 150 local Tanzanians and 8 foreigners as a start and the number will rise as the project expands by opening more branches where gold will be found and more employment will be made indirectly to suppliers of raw materials and users of company products.

d) INCOME

The company will increase its level of taxes paid to the Government as government revenue. But also will lead to income earning by individuals like employees and consumers who will also pay taxes to the government.

15. CONCLUSION AND RECOMMENDATION

The project is technically feasible, financially viable, and economically sound. It is recommended therefore that qualified approval and facilitation for successful implementation.

B. FINANCIAL ANALYSIS

The project finances are analyzed as follows:

CHANG THE BREAKTHROUGH OF COSTS BY INVESTMENTS IN USD

METAL MINING RESOURCES CO. (T) LTD

USD or TSHS?

S/N	ITEM	BUDGET	BREAKDOWN	CATEGORIES
1	LAND/BUILDING	4,770,000	120,000 150,000 4,500,000	OFFICE BUILDING 3 STAFF HOUSES STRONG ROOM (GOLD)
2	FACTORY BUILDING GODOWN WORKSHOP BUILDING	10,970,000	8,600,000 1,900,000 470,000	FACTORY BUILDING GODOWN WORKSHOP BUILDING
3	VEHICLES	413,000	400,000 13,000	MOTOR VEHICLES MOTOR CYCLES
4	FORKLIFTS	1,500,000	1,500,000	3 FORKLIFTS
5	FURNITURE & FITTINGS	175,000	175,000	TABLES & CHAIRS
6	WORKSHOP TOOLS	500,000	500,000	VARIOUS TOOLS
7	PRE - EXPENSES	164,104		SETUP COSTS
8	WORKING CAPITAL	2,507,896	2,507,896	LUMP SUM

13. INSURANCE AND DEPRECIATION

The insurance of the project buildings, plant machinery, equipments, motor vehicles, motor cycles and lifts will vary between the value of individuals, the minimum will be 3% of the market value.

Computation of depreciation of assets will be charged at 50% by capital investment allowance where the assets will be charged by 50% at the year of purchase and other 50% of the cost will be depreciated at the normal rate on the following years on the assumption that the project will be granted at TIC certificate of Incentives.

14. SOCIAL ECONOMIC ASPECTS OF THE PROJECT

The implementation of this project will have some social economic values which will include:

three managers; a Technical Manager, Production and Marketing Manager and Finance and Audit Manager.

Under the managers will be employees (Machine operators, drivers, secretaries, Accountants, Auditors, Purchasing Officers, Security Guards, Messengers and Casual labourers)

12. INVESTMENT REQUIRED AND COST BREAKDOWN

The planed total investment for the project to attain its desired level is USD 21,000,000= The main investment will be on:

a) BUILDINGS

The project will require Factory building, Strong Room building, office buildings and staff houses.

b) PLANT AND MACHINERY

The project will build production plant houses, warehouses/go-down. The project will also import various tools/workshop tools for proper care and maintenance of the plant machines.

c) MOTOR VEHICLES AND MOTOR CYCLES

At least 10 motor vehicles will be purchased for the project administrative officers and Branch Officers.
12 Motor cycles for the purchasing field officers.

d) FORKLIFTS

At least three forklifts will be bought for lifting heavy loads in the go-downs

e) FURNITURE, FITTINGS AND OFFICE EQUIPMENT

Furniture, fittings and office equipment will be required in the offices, warehouses, workshop premises and in the production sheds. This category will comprise, tables, chairs, cabinets, sofa sets, air-conditioners and fans. Others will be office equipments like computers. Fax machines, photocopy machines scanners security systems, radio call sets, refrigerators, telecommunication sets.

The following table below summarizes the investment structure:

implementation of this programme in order to give full effect to the various policy statements in line. Let us assume and conclude by saying that the declaration of the objective in this context is very clear and will remain company's strong foundation for the development in this project in Tanzania. Let us further hope that time will also allow the company to fulfill this objectives and commitments after the company getting its economy settled in its operational programme as well as witnessing some symptoms of significant economic growth according to proposed action plan.

9. KNOW – HOW SERVICE

The company has undertaken good measures to make available the full know – how to compose the sum of knowledge, experience and skills in gold processing, storage and marketing. This includes detailed entrepreneur description containing important technological data process details such as:

- The process condition and work flow description from stocking through to the dispatch department .
- Summary of content and physical properties of products.
- The forming of operations of products.
- Sorting instructions with graders of quality
- The working and testing plan as well as daily activities of quality control.
- Trouble shooting list for poor products which arise at various stages of production.

10. TRAINING OF PERSONNEL

Production personnel will be trained on production plans according to extensive training programme to be organized by the project.

The project will also employ qualified staff as per job descriptions, also sign contracts with reputable training institutions to train company's staff on production and ethics of customer service.

11. PROJECT MANAGEMENT

The Board of Directors will closely supervise the proposed project.

Under the Board there will be Managing Director(MD) who is one of the board members but also a majority share holder. Under the MD will be

Basically this is what management has thought it prudent to venture in this project by procuring and installing new modern and sophisticated high tech machines, tools, equipments and new infrastructure suitable for the bought level.

5. RAW MATERIALS

The main raw materials of the project is raw gold which is available all over the country.

6. MARKET AND MARKET POTENTIAL

The project targeted markets are both local and foreign markets. For the local markets, Tanzanians value gold than any other jewel and treats it as sureties in their daily activities. For foreign markets, the biggest buyers of gold are Middle East and Asian countries.

7. COMPETITION

There are many companies that are refining gold and individuals operating similar business but cannot meet the demand. However, the company has made a thorough research of the market situation favourably and the installation of planned new high tech machines will doubtless minimize competition as the company's processed product will yield the highest quality.

8. WORKERS WELFARE

According to the economic performance of the company management aims at improving the standard of living for the local community who have been employed by the project by demonstrating and observing their priority needs in terms of giving them some soft loans for family developments. The company has a planned system designed to guarantee a stable and continuous development of company's economy. At the same time the plans are intended to be flexible enough to allow for some new scientific and technological projects to come in according to market condition of certain particular product the company and community at large. We promote this general awareness that the company has therefore come to join spear headers in the implementation process on this direction. The brief objectives, programmes and major approaches ahead of us. The company believes that there are a lot of ideas to be put together for the

(v) PROJECT ESTABLISHMENT TIME

The project will require six months to be fully implemented and operational when fully financed.

(vi) CONCLUSION AND RECOMMENDATION

The project is economically viable, socially desirable and environmentally friendly therefore it is recommended for approval.

2. PROJECT ANALYSIS

This business plan has been prepared for venturing in GOLD processing and marketing locally and abroad by using means of advanced technology for value added. The company wants to install new and modern machinery and create infrastructural facilities, it is in the sense that an analysis for finances and other resources required by the company for the implementation of its planned process. It also includes assessment of its economical commercial liability for presentation to its promoters such as shareholders and lenders for allocation of funds, machinery and other resources required to make the plan work. The plan also looks at the raw materials availability for the company's objectives and sustainability, the market potential for the company's competence in short and long term returns. The environmental impact assessment under the cost benefit analysis and general social economic benefits attached to it.

3. COMPANY STATUS

Chang Metal Mining Resources Company (T) Ltd. is a local private company registered in Tanzania.

4. PROJECT OBJECTIVES

The company is incorporated with the prime objective of processing RAW GOLD , marketing it domestically and abroad.

The company determines to mark its production capacity of gold at a commendable level by installing high tech machines. A pulling force to this plan is the WORLD growing demand of GOLD a factor which any serious investor will note as an opportunity to the investment and will not let it pass untouched.

A. EXECUTIVE SUMMARY

1. PROJECT CONCEPT

(i) INTRODUCTION

This business plan has been prepared for Chang Metal Mining Resources Company (T) Limited which plans to venture in establishing a GOLD FACTORY for processing gold from its raw form to the finished product ready for sale, using advanced new machinery and technology for added value. The company intends to install high quality machinery and create good infrastructure facilities.

(i) PROJECT LOCATION

The project will be located in Dar es Salaam region.

(ii) RAW MATERIALS COLLECTING CENTRES

Gold is all over the country but quantities available depends on deposits which varies from area to area. The most attractive areas are Kigoma Region where some of it comes from Goma in the Democratic Republic of Congo, Chunya in Mbeya Region, Shinyanga and Tarime in Mara Region.

(iii) PROJECT OWNERSHIP

The proposed project is owned by Chang Metal Mining Resources Company (T) Lt under the ownership of foreigners.

(iv) INVESTMENT COST AND FINANCING

The project cost is estimated to be about USD 16,000,000= when fully financed and implemented by means of LOANS and shareholders equity contribution.

(iv) EMPLOYMENT OPPORTUNITIES

The project will create about 158 permanent new jobs and several indirect employment opportunities to residents around the project or factory area.

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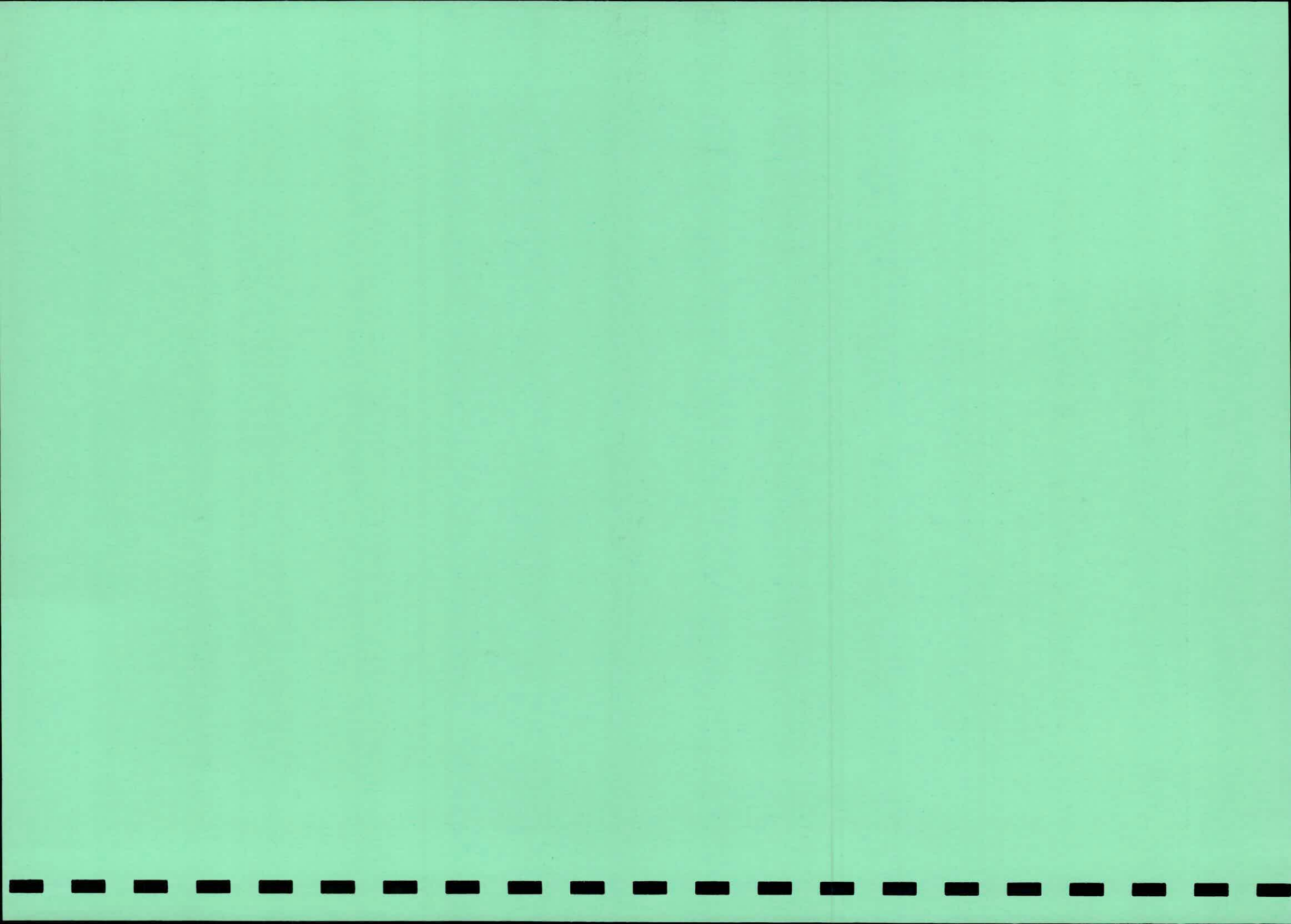
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**CHANG METAL MINING
RESOURCES COMPANY (T)
LIMITED
PROJECT FOR
PROCESSING RAW GOLD
AND
MARKETING
BUSINESS PLAN**



**CHANG METAL MINING
RESOURCES COMPANY (T)**

LIMITED

PROJECT FOR

PROCESSING RAW GOLD

AND

MARKETING

BUSINESS PLAN

bankruptcy, insolvency or tortious act of any person with whom any moneys, securities or effects shall be deposited, or for any loss occasioned by any error of judgement, omission, default or oversight on his part, or for any other loss, damages or misfortune whatsoever which shall happen in relation to the execution of the duties of his office or in relation thereto, unless the same happen through his own dishonesty.

Names and addresses of subscribers	No. of shares taken in percentage	Description of Subscribers	Signature
SONG YONG, LI P, O, BOX 4490, DAR ES SALAAM, TANZANIA.	70	BUSINESSMAN	宋永利
LUO MIN, P. O. BOX 4490, DAR ES SALAAM, TANZANIA.	30	BUSINESSMAN	罗敏

DATED this 6 day of May, 2013

WITNESS to the above signatures

Name: PRISCA MPEKA

Signature: *Prisca Mpeka*

Postal Address: 42160 Dsm

Qualification: ADVOCATE, NOTARY PUBLIC & COMMISSIONER FOR OATHS



Register of Members, and notice so given shall be sufficient notice to all the joint holders.

125. Any notice or other document, if sent by telefax or telex shall be deemed to have been served as soon as the message has been transmitted, and if served by post, shall be deemed to have been served Ninety-six hours after the letter containing the same is posted, and in proving such service it shall be sufficient to prove that the letter containing the notice or document was properly addressed, stamped and posted. *Proof of postage to be sufficient proof of service*
126. Any notice or document delivered or sent by post to or left at the registered address of any Member in pursuance of these presents shall, notwithstanding that such Member be then dead or bankrupt, and whether or not the Company have notice of his death or bankruptcy, be deemed to have been duly served in respect of any share registered in the name of such Member as sole or joint holder, and such service shall for all purposes be deemed a sufficient service of such notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share. *Service to be sufficient notwithstanding death or bankruptcy of Member served*

WINDING-UP

127. If the Company shall be wound up (whether the liquidation is voluntary, under supervision, or by the Court), the liquidator may with the authority of a Special Resolution, divide among the Members in specie or kind the whole or any part of the assets of the Company and whether or not the assets shall consist of property of one kind or shall consist of properties of different kinds and may for such purpose set such value as he deems fair upon any one or more class or classes of property and may determine how such division shall be carried out as between the Members or different classes of Members. The liquidator may, with the like authority, vest any part of the assets in trustees upon such trusts for the benefit of Members as the Liquidator with the like authority shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no contributory shall be compelled to accept any shares in respect of which there is a liability. *Provisions relating to liquidation*

INDEMNITY

128. Subject to the provisions of the Act every Director, Managing Agent, Auditor, Manager, Secretary or officer or Servant of the Company shall be entitled to be indemnified by the Company Against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto. *Indemnity of Directors and officers or servants*
129. No Directors, Managing Agent, Auditor or other officers of the Company shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer, or for joining in any receipt or other act for conformity or for any loss or expense happening to the Company through the insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company, or for the insufficiency or deficiency or any security in or upon which any of the moneys of the Company shall be invested, or for any loss or damage arising from the

119. The books of account shall be kept at the Office, or at such other place as the Directors think fit, and shall always be open to the inspection of the Directors. No Member (other than a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by the Act or authorised by the Directors or by the Company in General Meeting.

Inspection of books

120. The Directors shall once at least in every year lay before the Company in General Meeting a profit and loss account and a balance sheet containing a general summary of the capital, the assets, and the liabilities of the Company arranged under suitable heads, both mad up to a date not more than six months before the meeting.

Submission of balance sheets and profits and loss account

121. Every such balance sheet as aforesaid shall be signed on behalf the Board by two of the Directors, and shall have attached to it a report the Directors as to the state of the Company's affairs and the amount which they recommend to be paid by way of dividend to the Members, and the amount (if any) which they have carried or propose to carry to the Capital Reserve, Fund, general reserve or reserve account shown specifically on the balance sheet or to be shown specifically on a subsequent balance sheet. The balance sheet shall also have attached or annexed to it, the Auditors' report and such other documents as the Act may require.

Signature of balance sheets

AUDIT

122. The Company shall at each Annual General Meeting appoint an Auditor or Auditors to hold office until the next ensuing Annual General Meeting. The Auditor's report shall be read before the Company at the Annual General Meeting and shall be open to inspection by any Member. The Auditors' duties shall be regulated in accordance with the Act.

Appointment of Auditors

123. No Director or other officer of the Company or any person who is a partner of or in the employment of an officer of the Company, or any corporation, shall be capable of being appointed Auditor of the Company.

Directors not to be Auditors

NOTICES

124. Any notice or document may be served by the Company on any Member wherever resident either personally or by fax or telex or by sending it through the post in a prepaid letter addressed to such Member at his registered address as appearing in the Register of Members, provided that if such address is outside Tanzania, such letter shall be sent by air mail. In respect of joint holdings, all notices shall be given to that one of the joint holders whose name stands first in the

Service of Notices

116. The Directors may establish a reserve to be called the Capital Reserve, which shall not be available for dividend, but which shall be available to meet depreciation or contingencies or for repairing, improving, or maintaining any property of the Company or for such other purposes as the Directors may in their discretion think conducive to the interests of the Company, and the Directors may invest the sums standing to the Capital Reserve in such investments as they think fit, other than shares or stock of the Company, and may from time to time deal with or vary such investments and dispose of all or any part thereof with full power to employ the Capital Reserve in the business of the Company, and that without keeping it separate from the other assets and with power to divide the said Capital Reserve into separate accounts or funds if they think fit.

Power to establish and deal with a Capital Reserve

CAPITALISATION OF PROFITS AND RESERVES

117. The Company in General Meeting may, upon the recommendation of the Directors, resolve that it is desirable to capitalise any undivided profits of the Company not required for paying the fixed dividends or Preference Shares if any (including profits carried and standing to the credit of any reserve or reserves or other special account), and accordingly that the Directors authorize and

Power to capitalise profits

directed to appropriate the profits resolved to be capitalised to the Members in the proportions in which such profits would have been divisible amongst them had the same been applied in paying dividends instead of being capitalised, and to apply such profits on their behalf, either in or towards paying up the amounts, if any, for the time being unpaid on any shares held by such Members respectively, or in paying up in full unissued shares, debentures or securities of the Company of a nominal amount equal to such profits, such shares, debentures or securities to be allotted and distributed credited as fully paid up, to and amongst such Members in the proportion aforesaid, or partly in one way and partly in the other.

ACCOUNTS

118. The Directors shall cause proper books of account to be kept with respect to:-
- (a) all sums of money received and expended by the Company and the matters in respect of which such receipt and expenditure takes place;
 - (b) all sales and purchases of goods by the Company; and
 - (c) the assets and liabilities of the Company.

Directors to keep proper accounts

109. Any General Meeting declaring a dividend may resolve that such dividend be paid wholly or in part by the distribution of specific assets, and in particular of paid up shares, debentures or debenture stock of the Company, or paid up shares, debentures or debenture stock of any other company, or in any one or more of such ways.
110. If and so far as in the opinion of the Directors the profits of the Company justify such payments, the Directors may pay to the holders of any class of shares interim dividends thereon of such amounts and on such dates as they think fit. *Payment of interim dividends*
111. No unpaid dividend, bonus or interest shall bear interest as against the Company. *Dividends not to bear interest*
112. The Directors may retain any dividends and bonuses payable on shares on which the Company has a lien, and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists. *Retention of dividends*
113. The payment by the Directors of any unclaimed dividend into an unclaimed dividend account shall not constitute the Company a trustee in respect thereof, and any dividend unclaimed after a period of twelve years from the date of declaration of such dividend shall be forfeited and shall revert to the Company. *Unclaimed dividends*
114. If several persons are registered as joint holders of any share any one of them may give effectual receipts for any dividend or other moneys payable on or in respect of the share. *Dividends due to joint holders*

RESERVES

115. The Directors may from time to time set aside out of the profits of the Company and carry to reserve such sums as they think proper which shall at the discretion of the Directors be applicable for meeting contingencies or for the gradual liquidation of any debt or liability of the Company or for repairing or maintaining the works plant and machinery of the Company or for special dividends or bonuses or for equalising dividends or for any other purposes to which the profits of the Company may properly be applied and pending such application may at the like discretion either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Directors think fit. The Directors may divide the reserve into such special funds as they think fit, and may consolidate into one fund any special funds or any parts of any special funds into which the reserve may have been divided as they think fit. The Directors may also without placing the same to reserve carry forward any profits which they may think it not prudent to divide. *Carry profit to reserve*

all meetings of the Company and all business transacted, resolutions passed and orders made at such meetings, and any such minute of such meetings if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting of the Company or Directors or committee, as the case may be, shall be sufficient evidence without any further proof of the facts therein stated.

Records of appointments and proceedings to be kept

THE SEAL

105. The Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board and shall be so affixed in the presence of at least one Director and the Secretary or some other person approved by the Board, both of whom shall sign every instrument to which the Seal is so affixed in their presence.

Formalities for affixing seal

AUTHENTICATION OF DOCUMENTS

106. Any Director or the Secretary or any person appointed by the Directors for the purpose shall have power to authenticate any documents affecting the constitution of the Company (including the Memorandum and Articles of Association) and any resolutions passed by the Company or the Board, and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts, and where any books, records, documents or accounts are else where than at the Office, the local manager or other officer of the Company having the custody thereof shall be deemed to be a person appointed by the Directors as aforesaid.

Power to authenticate documents

DIVIDENDS

107. Subject to any special rights as to dividend attached to any new class of shares in accordance with these presents, the profits of the Company available for dividend and resolved to be distributed in respect of any financial year or other period for which the Company's accounts are made up and submitted to the Company in General Meeting shall be apportioned and paid to the Members according to the amounts paid on the shares held by them respectively during any portion or portions of the period in respect of which the dividend is paid but if any share is issued on terms providing that it shall rank for dividends as from a particular date, such share shall rank for dividends accordingly.

Payment of dividends

108. No dividend shall be payable except out of the profits of the Company, or in excess of the amount recommended by the Directors.

Dividends payable only out of profits

99. A meeting of the Directors for the time being, at which a quorum is present, shall be competent to exercise all powers and discretion for the time being exercisable by the Directors. *Powers of meeting at which a quorum is present*
100. Without prejudice and in addition to the Provisions of Article 83, the Directors may delegate any of their powers to committees consisting of such number of members of their body as they think fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on them by the Directors. *Power to appoint committees*
101. The meetings and proceedings of any such committee, consisting of two or more members, shall be governed by the provisions of these presents regulating the meetings and proceedings of the Directors, so far as the same are applicable and are not superseded by any regulations made by the Directors under the last preceding Article. *Proceedings at committee meetings*
102. All acts done by any meeting of Directors, or of a committee of Directors, or by any person acting as a Director, shall as regards all persons dealing in good faith with the Company, notwithstanding that there was some defect in the appointment of any such Director, or person acting as aforesaid, or that they or any of them were disqualified, or had vacated office or were not entitled to vote, be as valid as if every such person had been duly appointed, and was qualified and had continued to be a Director and had been entitled to vote. *Validity of acts of Directors in spite of some formal defect*

ALTERNATE DIRECTORS

102. Any Director may at any time appoint any person approved by the Board to be an Alternate Director of the Company and may at any time remove any Alternate Director so appointed by him from office. An Alternate Director so appointed shall not be entitled to receive any remuneration from the Company or to appoint an Alternate, but shall otherwise be subject to the provisions of these presents with regard to Directors. An alternate Director shall be entitled to receive notices of all meetings of the Board, and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present, and generally to perform all the functions of his appointer as a Director in the absence of such appointer. An Alternate shall *ipso facto* cease to be an Alternate Director if his appointer ceases for any reason to be a Director. All appointments and removals of Alternate Directors shall be effected by writing under the hand of the Director making or revoking such appointment left at the office. *Provisions for appointing and removing Alternate Directors*

MINUTES

104. The Directors shall cause proper minutes to be made in books to be provided for the purpose of all appointments of officers made by the Directors, of the proceedings of all meetings of Directors and committees of Directors and of the attendance thereat, and of the proceedings of

93. All cheques, promissory notes, bills of exchange, and other negotiable or transferable instruments and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine. *Signature of cheques and bills*

PROCEEDINGS OF DIRECTORS

- 94(a). The Directors may meet together for dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be determined by a majority of votes; the Chairman shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time, summon a meeting of the Directors. *Board Meetings*
- (c) Provided that the requisite notices are served upon Directors and subject to the consent of a majority of such Directors, Directors can conduct their meetings on telephone, and all meetings so conducted shall be deemed to have the same status as meetings at which the Directors have physically convened.
95. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed at any other number shall be Two. *Quorum*
96. The continuing Directors may act notwithstanding any vacancies in the Board, but if and so long as the number of Directors is reduced below the minimum number fixed by or in accordance with these presents, the continuing Directors or Director may act for the purpose of filling up vacancies in the Board or of summoning General Meetings of the Company, but not for any other purpose. If there be no Directors or Director able or willing to act, then any shareholder may summon a General Meeting of shareholders for the purpose of appointing Directors. *Proceedings in case of vacancies*
96. If at any meeting the Chairman or Deputy Chairman, if any, shall be not present within fifteen minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting. *Chairman and Deputy Chairman of Directors*
98. A resolution in writing, signed the by a minimum of two Directors for the time being, shall be effective as a resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in the like form, each signed by one or more of the Directors. *Resolutions in writing*

exercisable by the Directors under these presents) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit, and may also authorize any such attorney to sub-delegate all or any of the powers, authorities and discretion vested in him.

89. The Company may exercise the powers conferred by the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Directors.

Power to have a seal for use abroad

90. The Company, or the Directors on behalf of the Company, may cause to be kept in any part of the world in which the Company transacts business, a Branch Register or Registers of Members resident there and the Directors may (subject to the provisions of the Act) make and vary such regulations as they may think fit respecting the keeping of any such Register.

BORROWING POWERS

91. The Directors may raise or borrow for the purposes of the Company's business such sum or sums of money as they may in their absolute discretion think fit. The Directors may secure the

repayment or raise any such sums as aforesaid by legal or equitable Mortgage or charge upon the whole or any part of the property and assets of the Company, present and future, including its uncalled capital, or by the issue at such price as they may think fit, of debentures and debenture stock either charged upon the whole or any part of the property and the assets (including its uncalled Capital) of the Company or not so charged, or in such other way as the Directors may think expedient.

Power to borrow and to give security

92. Subject to the provisions of Article 77 of these presents, a Director of this Company may be or become a director or other officer of, or otherwise interested in, any company including but not limited to any company promoted by this Company or in which this Company may be interested as shareholder or otherwise, and no such Director shall be accountable for any remuneration or other benefits received by him as director or officer of, or from his interest in such other company. The Board may also exercise the voting power conferred by the shares in favour of any resolution appointing it or any of its number, directors or officers of such other company. Furthermore, any Director of this Company may vote in favour of the exercise of such voting rights in manner aforesaid notwithstanding that he may be or be about to become a director or officer of such other company and as such or in any other manner is or may be interested in the exercise of such voting rights in a manner aforesaid.

Holding of concurrent office

84. The majority shareholder shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Board, but so that the total number of Directors shall not at any time exceed the maximum number fixed by or in accordance with these presents. *Power to fill casual vacancies and to appoint additional Directors*
85. The majority shareholder may by written notice to the company's registered office remove any Director before the expiration of his period of office, and may by notice in writing to be served upon the company's register office appoint another person in his stead. *Removal of Directors*

POWERS OF DIRECTORS

86. The business of the Company shall be managed by the Directors, who may exercise all such powers of the Company as are not by the Act or by these presents required to be exercised by the Company in the General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the Act, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by Special Resolution of the Company, but no regulation so made by the Company shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Directors by any other Article. *General power of Directors to manage Company's business*
87. The Directors may arrange that any branch of the business carried on by the Company or any other business in which the Company may be interested shall be carried on by or through one or more subsidiary companies, and they may on behalf of the Company make such arrangements as they think advisable for taking the profits or bearing the losses of any branch or business so carried *Organization of subsidiary companies*
- on or financing, assisting or subsidising any such subsidiary company or guaranteeing its contracts, obligations or liabilities and they may appoint, remove and re-appoint any persons (whether members of their own body or not) to act as directors, executive Directors or managers of any such company or any other company in which the Company may be interested, and may determine the remuneration (whether by way of salary, commission on profits or otherwise) of any person so appointed, and any Directors of this Company may retain any remuneration so payable to them.
88. The Directors may from time to time and at any time by power of attorney under the Seal appoint any company, firm or person or any fluctuating body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretion (not exceeding those vested in or *Power to appoint attorneys*

80. A Director may hold any other office or place of profit under the Company (other than the office of Auditor) and may act in a professional capacity for the Company in conjunction with his office of Director, on such terms as to remuneration and otherwise as the Board may determine, and no Director or intending Director shall be disqualified by his office from contracting with the Company, either with regard to his tenure of any such other office or place of profit, or as vendor, purchaser or otherwise, nor shall any such contract, or any contract arrangement entered into by or on behalf of the Company in which any Director is in any way interested be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office, or of the fiduciary relating thereby established, provided that the nature of the interest of the Director in such contract or proposed contract or arrangement be declared at the meeting of the Directors at which the question is first taken into consideration if his interest then exists, or in any other case at the next meeting of the Directors held after he became interested. A Director may vote in respect of any contract or arrangement in which he is interested and be counted in ascertaining whether a quorum is present, provided that he gives notice of the nature of his interest in any such contract or arrangement in the same manner as aforesaid. A general notice sufficient given to the Board by a Director to the effect that he is a member of or beneficially interested in a specified firm or company and is to be regarded as interested in any contracts or arrangements which may be made with that firm or company after the date of such notice shall be sufficient declaration of interest under this Article.
- Power of Directors to hold offices of profit and to contract with Company*
81. The Directors shall elect from amongst their own body a Chairman and if need be, a Deputy Chairman of the Board of Directors on such terms and for such period (subject always to the provisions of these presents) as they may think fit.
- Chairman*
82. Subject to any provisions to the contrary contained in the Act or in these presents, the Directors may entrust to and confer upon the Chairman and upon a Director holding any such executive office as aforesaid any of the powers exercisable by them as Directors
- Powers of Chairman and Executive Directors*
83. upon such terms and conditions and with such restrictions as they think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter or vary all or any such powers.
83. The Company in General Meeting may from time to time increase or reduce the number of Directors.
- Power to increase number of Directors*

DIRECTORS

76. Unless and until otherwise determined by the shareholders and by notice served upon the registered office of the company, the Directors shall not be less than two nor more than five in number. All Directors shall be elected and removed by the shareholders.
- Number or
Directors*

The first directors of the company shall be:-

1. SONG YONG,
2. LUO MIN

77. The Directors shall be paid out of the funds of the Company by way of remuneration for their services, such sum as the Company in General Meeting may from time to time determine. The Directors shall also be paid all reasonable travelling, hotel and other expenses incurred by them in connection with attending and returning from Board Meetings or otherwise in connection with the business of the Company.
- Remuneration
of Directors*

78. Any Director who serves on any committee or who devotes special attention to the business of the Company or who otherwise performs services which, in the opinion of the Board, are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of salary, percentage of profits or otherwise as the Board may determine, which shall be charged as part of the Company's ordinary working expenses.
- Extra
remuneration*

79. The office of a Director shall be vacated in any of the following events, namely:-
- Vacation of
office of
Directors*
- (a) If (not being an Executive Director holding office as such for a fixed term) he resigns his office by writing under his hand left at the Office.
 - (b) If he has a receiving order made against him or compounds with his creditors.
 - (c) If he be found lunatic or of unsound mind.
 - (d) If he be absent from meetings of the Directors for six months without leave and the Directors resolve that, by reason of such absence, his office be vacated.
 - (e) If he be removed from office pursuant to Article 85.

73. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be deposited at the Office not less than twenty-four hours before the time appointed for holding the meeting or adjourned meeting, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.

Deposit of proxies

74. An instrument of proxy may be in the usual common form or in such other form as the Directors shall prescribe. The proxy shall be deemed to include the right to demand, or join in demanding, a poll, and shall (except and to the extent to which the proxy is specially directed to vote for or against any proposal) include power generally to act at the meeting for the Member giving the proxy. A proxy, whether in the usual or common form or not shall, unless the contrary is stated thereon, be valid as well for any adjournment of the meeting as for the meeting to which it relates, and need not be witnessed.

Form of proxies

75. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or revocation of the proxy, or of the authority under which the proxy was executed, or the transfer of the share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

Intervening death or insanity of principal not to revoke proxy

67. A Member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his nominee, *curator bonis*, or other person in the nature of a nominee or *curator bonis* appointed by such Court, and such nominee, *curator bonis* or other person may on a poll vote by proxy, provided that such evidence as the Directors may require of the authority of the person claiming to vote shall have been deposited at the Office not less than three days before the time for holding the meeting.
- Voting rights of joint holders*
Voting rights of lunatic Members
68. No Member shall, unless the Directors otherwise determine, be entitled to vote at a General Meeting either personally or by proxy, or to exercise any privilege as a Member unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.
- No right to vote where a call is unpaid*
69. No objection shall be raised to the qualifications of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting whose decision shall be final and conclusive.
- Objections*
70. Votes may be given either personally or by proxy. On a show of hands a Member (other than a corporation) present only by proxy shall have no vote, but a proxy for corporation may vote on a show of hands. A proxy need not be a Member of the Company.
- Votes on a poll*
71. Any corporation which is a Member of the Company may, by resolution of its directors or other governing body, authorise any person to act as its representative at any meeting of the Company or of any class of members of the Company, and such representative shall be entitled to exercise the same powers on behalf of the corporation which he represent as if he had been an individual shareholder, including power, when personally present, to vote on a show of hands.
- Voting of corporation*
72. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation either under the common seal or under the hand of an officer or attorney so authorised.
- Execution of proxies*

60. If any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the resolution unless the same be pointed out at the same meeting, or at any adjournment thereof, and not in that case unless it shall in the opinion of the Chairman of the meeting be of sufficient magnitude to vitiate the resolution.

*Votes counted
in error*

61. If a poll is dully demanded, it shall be taken at such time and in such manner (including the use of ballot or voting papers or tickets) as the Chairman may direct, and the result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The Chairman may in the event of a poll, appoint scrutinizers and may adjourn the meeting to some place and time fixed by him for the purpose of declaring the result of the poll. The demand for a poll may with the consent of the Chairman of the meeting be withdrawn.

*How poll to be
taken*

62. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

*Chairman's
casting vote*

63. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. No notice need be given of a poll not taken immediately.

64. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.

*Time for taking
a poll*

VOTES OF MEMBERS

65. Subject to any special rights or restrictions as to voting attached by or in accordance with these presents to any class of shares, on a show of hands every Member who is present in person shall have one vote and on a poll every member who is present in person or by proxy shall have one vote irrespective of the number of shares he holds.

*Continuance of
business after
demand for a
poll*

66. In the case of joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members.

*Voting rights of
Members*

55. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business; save as herein otherwise provided two members present in person or by proxy shall be a quorum for all purposes. *Quorum*
56. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine, and if at such adjourned meeting a quorum is not present within fifteen minutes from the time appointed for holding the meeting, the Members present in person or by proxy shall be a quorum. *Adjournment if Quorum not present*
57. The Chairman of the Board of Directors if any shall preside as Chairman at every General Meeting of the Company. If at any meeting the Chairman or Deputy Chairman, if any, be not present within fifteen minutes after the time appointed for holding the meeting, or be unwilling to act as Chairman, the Members present shall choose some Director, or if no Director be present, or if all the Directors present decline to take the chair, they shall choose some Member present to be Chairman. *Chairman*
58. The Chairman may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting except business which might lawfully have been transacted at the meeting from which the adjournment took place. When a meeting is adjourned for fourteen days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting. *Adjournments*
59. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or by at least two Members present in person or by proxy and entitled to vote, or by a Member or Members entitled either by reason of their own holding or as representatives or as proxies, to cast one-tenth or more of the votes which could be cast in respect of that resolution if all persons entitled to vote thereon were present at the meeting. Unless a poll is so demanded, a declaration by the Chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, or not carried, and an entry to that effect in the minute book shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution *method of Voting*

special business, the general nature of such business (and in the case of a meeting convened for passing a Special Resolution, the intention to propose such resolution as a Special Resolution), and shall be given in manner hereinafter mentioned to such persons as are, under the provisions herein contained, entitled to receive notices from the Company. With the consent in writing of all Members entitled to receive notices from the Company, a meeting may be convened by a shorter notice and in such manner as such Members may think fit.

51. The accidental omission to give notice to, or the non-receipt of notice by, any Member, shall not invalidate the proceedings at any General Meeting. *Omission and non receipt of notice*

PROCEEDINGS AT GENERAL MEETINGS

52. All business shall be deemed special that is transacted at an Extraordinary Meeting, and also all business that is transacted at an Annual General Meeting, with the exception of declaring dividends, the reading and consideration of the accounts and balance sheet and the ordinary reports of the Directors and documents required to be annexed to the balance sheet, the election of directors and appointment of Auditors and other officers in the place of those retiring by rotation or otherwise, the fixing of the remuneration of the Auditors and the voting of remuneration or extra remuneration to the Directors. *Special business*
53. Any person entitled to be present and vote at a meeting may submit any resolution or amendment to the meeting, provided that at least five and not more than fourteen clear days before the day appointed for the meeting he shall have served upon the Company a notice in writing signed by him, containing the proposed resolution or amendment and stating his intention to submit the same. *Notice of resolutions and amendments by Members*
54. Upon receipt of any such notice as in the last proceeding Article mentioned, the Secretary shall include in the notice of the meeting in any case where the notice of intention is received before the notice of the meeting is issued, and shall in any other case issue *Issue of such notice*

as quickly as possible to the Members notice that such resolution or amendments will be proposed. Any resolution or amendment of which such notice has not been given shall in the case of a resolution and may in the case of an amendment be ruled out of order, and the ruling of the Chairman shall be conclusive.

45. The holders of stock may transfer the same, or any part thereof in the same manner, and subject to the same regulations as and subject to which the shares from which the stock arose might previously to conversion have been transferred, or as near thereto as circumstances admit; and the Directors may from time to time fix the minimum amount of stock transferable but so that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

Rights of stockholders to transfer stock

46. The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company and other matters as if they held the shares from which the stock arose, but no such privileges or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

Other rights and privileges of stockholders

47. Such of the regulations of the Company as are applicable, to paid-up shares shall apply to stock, and the words "share" and "shareholder" therein shall include "stock" and "stockholder".

Application of certain regulations to stock and stockholders

GENERAL MEETINGS

48. A General Meeting shall be held as the Annual General Meeting once in every year, at such time (within a period of not more than fifteen months after the holding of the last preceding Annual General Meeting) and place as may be determined by the Directors. The General Meetings referred to in this Article shall be called "Annual General Meetings". All General Meetings other than Annual General Meetings shall be called "Extraordinary Meetings".

Annual General Meetings

49. The Directors may call an Extraordinary Meeting whenever they think fit and shall, on requisition in accordance with the Act, proceed to convene an Extraordinary Meeting as required by the Act. In the case of Extraordinary General Meeting called in pursuance of a requisition, unless such meeting shall have been called by the Directors, no business other than that stated in the requisition as the objects of the meeting shall be transacted.

Extraordinary Meetings

NOTICE OF GENERAL MEETINGS

50. All meetings of Members shall be called by twenty-one days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and exclusive of the day

Notice of General Meetings required

for which it is given, and shall specify the place, the day, and the hour of meeting, and in case of

41. The Company may by Ordinary Resolution direct that the new shares, or any of them shall be offered in the first instance, either at par or at a premium, to the then Members or to the holders of any class of shares for the time being, in proportion to the number of shares or shares of the class or group held by them respectively, or make any other provisions as to the issue of the new shares.

Allotment of new shares

42. All new shares shall be subject to the provisions of these presents with reference to payment of calls, lien, transfer, transmission, forfeiture and otherwise and, unless otherwise provided in accordance with the powers contained in these presents, shall be Ordinary Shares.

Right and liabilities attached to new shares

ALTERATIONS OF CAPITAL

43. The Company may by Ordinary Resolution:-

(a) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares.

Power to consolidate shares

(b) Cancel any shares which, at the date of the passing of the resolution, have not been taken, or agreed to be taken by any person, and diminish the amount of its capital by the amount of the shares so cancelled.

Power to cancel shares

(c) Sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the Memorandum of Association (subject, nevertheless, to the provisions of the Act), and so that the resolution whereby any share is sub-divided may determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may have any such preferred or other special rights over, or may have such deferred rights, or be subject to any such restrictions as compared with the others as the Company has power to attach to unissued or new shares.

Power to sub-divide shares

And may by Special Resolution:-

(d) Reduce its capital or any capital redemption reserve fund or any share premium account in any manner authorised by the Act.

Power to reduce capital

STOCK

44. The Company may by Ordinary Resolution convert any paid-up shares into stock, and reconvert any stock into paid-up shares of any denomination.

Conversion into stock

37. A forfeited share shall become the property of the Company and may be sold, re-allotted or otherwise disposed of, either to the person who was, before forfeiture, the holder thereof or entitled thereto, or to any other person, upon such terms and in such manner as the Directors shall think fit, and at any time before a sale, re-allotment or disposition, the forfeiture may be cancelled on such terms as the Directors think fit. The Directors may if necessary, authorise some person to transfer a forfeited share to any such other person as aforesaid.

Sale of forfeited shares

38. A person whose shares have been forfeited shall cease to be a Member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the Company all moneys which, at the date of the forfeiture, were payable by him to the Company in respect of the shares, with interest thereon as shall be determined by the Directors from the date of forfeiture until payment, but the Directors may waive payment of such interest either wholly or in part and the Directors may enforce payment without any allowance for the value of the shares at the time of forfeiture.

Rights and liabilities of Members whose

shares have been forfeited

39. A statutory declaration in writing that the declarant is a Director or the Secretary of the Company, and that a share has been duly forfeited on the date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share, and such declaration and the receipt of the Company for the consideration (if any) given for the share on the sale, re-allotment or disposal thereof together with the certificate of proprietorship of the share under seal delivered to a purchaser or allottee thereof shall (subject to the execution of a transfer if the same be required) constitute a good title to the share, and the person to whom the share is sold, re-allotted or disposed of, shall be registered as the holder of the share and shall not be bound to see to the application of the purchase money (if any) nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or disposal of the share.

Title to forfeited shares

INCREASE OF CAPITAL

40. The Company may from time to time by Ordinary Resolution increase its share capital by such sum to be divided into shares of such amount as the resolution shall prescribe.

Power to increase capital

32. 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.
- Right of unregistered executors and trustees*

FORFEITURE OF SHARES

33. If a Member fails to pay the whole or any part of any call or installment of a call on the day appointed for payment thereof, the Directors may, at any time thereafter during such time as any part of such call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued and all expenses which may have been incurred by the Company by reason of such non-payment.
- Notice requiring payment of Calls*
34. The notice shall name a further day (not being less than seven days from the date of the notice) on or before which and the place where the payment required by the notice is to be made, and shall state that in the event of non-payment at or before the time and at the place appointed the shares in respect of which the call was made will be liable to be forfeited.
- Notice to state time and place for payment*
35. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which such notice has been given may at any time thereafter, before payment of all calls and interest and expenses due in respect thereof has been made, be forfeited by a resolution of the Directors to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before forfeiture.
- Forfeiture on non-compliance with notice*
36. When any share has been forfeited in accordance with these presents, notice of the forfeiture shall forthwith be given to the holder of the share, or the person entitled to the share by transmission, as the case may be, and an entry of such notice having been given and of the forfeiture with the date thereof shall forthwith be made in the Register of Members opposite to the entry of the shares; but no forfeiture shall be in any manner invalidated by any accidental omission or neglect to give such notice or to make such entry as aforesaid.
- Notice after forfeiture*

instrument of transfer which the Directors may decline to register shall on demand be returned to the person depositing it with the Company.

The Directors may decline to recognize any instrument of transfer unless:-

- (a) Such fee, as the Directors may from time to time require, is paid to the Company in respect thereof; and
- (b) The instrument of transfer is deposited at the Office or such other place as the Directors may appoint, accompanied by the certificate of the shares to which it relates, and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer.

TRANSMISSION OF SHARES

- 29. 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 recognised 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. *Transmission on death*

- 30. Any person becoming entitled to a share in consequence of the *Registration of*
death or bankruptcy of a Member may, upon such evidence as to his title being produced as *Executors and*
may from time to time be required by the Directors, and subject as hereinafter provided, either be *Trustees in*
registered himself as holder of the share or elect to have some person nominated by him registered *Bankruptcy*
as the transferee thereof.

- 31. If the person so becoming entitled shall elect to be registered himself, he shall deliver or send to *Notice of*
the Company a notice in writing signed by him stating that he so elects. If he shall elect to have *Election to be*
his nominee registered, he shall testify his election by executing to his nominee a transfer of *registered and*
such share. All the limitations, restrictions and provisions of these presents relating to the right *registration of*
to transfer and the registration of transfer of shares shall be applicable to any such notice or *nominee*
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.

so far as the same shall extend, the liability upon the shares in respect of which it is advanced, *advance*
and upon the moneys so received, or so much thereof as from time to time exceeds the amount
of the calls then made upon the shares in respect of which it has been received the Company
may pay interest at such rate as the Member paying such sum and the Directors agree upon.

TRANSFER OF SHARES

23. Subject to the restrictions of these presents, all transfers of shares may be effected by transfer *Form of*
in writing in the usual common form or in any other form in writing under hand approved by the *transfer*
Directors.
24. The instrument of transfer of a share shall be in writing and shall be signed by or on behalf of *Execution*
the transferor and transferee, and the transferor shall be deemed to remain the holder of the
share until the name of the transferee is entered in the Register of Members in respect thereof,
provided that the Directors may dispense with the execution of the instrument of transfer by the
transferee in any case in which they think fit in their discretion so to do.
25. The Directors may, in their absolute discretion and without specifying any ground, refuse to *Director's*
register a transfer of any share to any person who, in their opinion, is undesirable in the *refusal to*
interests of the Company to admit to membership. No transfer shall be registered if by any *register, and*
reason thereof the number of members would exceed the limit hereinbefore prescribed. *closing register*
26. The Directors may refuse to register any transfer of a share where the Company has a lien on
the share.
27. If the directors refuse to register a transfer, they shall, within two months after the date on which
the transfer was lodged with the Company, send to the transferee notice of the refusal.
28. All instruments of transfers which shall be registered shall be retained by the Company but any

CALLS ON SHARES

16. The Directors may from time to time make calls upon the Members in respect of any moneys (whether on account of the amount of the shares or by way of premium) unpaid on their shares, provided that (except as otherwise fixed by the conditions of application or allotment) no call on any shares shall exceed one-fourth of the nominal amount of the share or be payable at less than fourteen days from the last call, and each Member shall (subject to receiving at least fourteen days' notice specifying the time or times and place of payment) pay to the Company at the time or times and place so specified the amount called on his shares. A call may be revoked or postponed as the Directors may determine. *Calls*
17. A call shall be deemed to have been made at the time when the resolution of the Directors authorizing the call was passed. A call may be made payable by installments. *Time when made*
18. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof. *Liability of joint holders*
19. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at such rate not exceeding the current interbank commercial lending rate, as the Directors may determine, but the Directors shall be at liberty to waive payment of such interest wholly or in part. *Interest on calls*
20. Any sum which by the terms of issue of a share becomes payable upon allotment or at any fixed date, whether on account of the amount of the shares or by way of premium, shall for all the purposes of these presents be deemed to be a call duly made and payable on the date on which by the terms of issue the same becomes payable, and in case of non-payment all the relevant provisions of these presents as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified. *Sums due on allotment to be treated as calls*
21. The Directors may from time to time make arrangements on the issue of shares for a difference between the holders of such shares in the amount of calls to be paid and in the times of payment. *Power to differentiate*
22. The Directors may, if they think fit, receive from any Member willing to advance the same, all or any part of the moneys unpaid upon the shares held by him beyond the sums actually called up thereon as a payment in advance of calls and such payment in advance of calls shall extinguish, *Payment of calls in*

12. If a share certificate be worn out, defaced, lost or destroyed, it may be renewed on payment of such fee (if any) and on such terms (if any) as to evidence, indemnity and the payment of out-of-pocket expenses of the Company for investigating evidence, as the Directors think fit. *Renewal of Certificates*

LIEN

13. The Company shall have a first and paramount lien on every share for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such share; and the Company shall also have a first and paramount lien and charge on all shares (including fully paid shares) standing registered in the name of each Member (whether solely or jointly with others) for all the debts and liabilities of such Member or his estate to the Company and that whether the same shall have been incurred before or after notice to the Company of any equitable or other interest in any person other than such Member, and whether the period for the payment or discharge or the same shall have actually arrived or not and notwithstanding that the same are joint debts or liabilities of such Member or his estate and any other person, whether a Member of the Company or not. The Company's lien (if any) on a share shall extend to all dividends payable thereon but the Directors may at any time declare any share to be exempt wholly or partially from the provisions of this Article. *Company's lien*
14. The Company may sell, in such manner as the Directors think fit, any share on which the Company has a lien, but no sale shall be made unless a sum in respect of which the lien exists is presently payable, nor until the expiration of fourteen days after a notice in writing, stating and demanding payment of the sum presently payable, and giving notice of intention to sell in default, shall have been given to the holder for the time being of the share or the person entitled by reason of his death or bankruptcy to the shares. *Sale of shares subject to lien*
- For giving effect to any such sale, the Directors may authorise some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in such transfer, and he shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
15. The net proceeds of such sale after payment of the costs of such sale shall be applied in or towards payment or satisfaction of the debt or liability in respect whereof the lien exists, so far as the same is presently payable and any residue shall (subject to a like lien for debts or liabilities not presently payable as existed upon the shares prior to the sale) be paid to the person entitled to the shares at the time of the sale. *Application of proceeds of such sale*

SHARES

8. Subject to the provisions of Article 38, unissued shares shall be at the disposal of the Directors, and they may allot, grant options over, or otherwise dispose of them to such persons, at such times, and on such terms as they think proper, but so that no shares shall be issued at a discount, except in accordance with the Act. *Unissued shares at the disposal of Directors*
9. In addition to all other powers of paying commissions, the Company (or the Directors on behalf of the Company) may exercise the powers of paying commissions conferred by the Act, provided that the rate per cent, or the amount of the commission paid or agreed to be paid, shall be disclosed in the manner required by the Act and the rate of the commission shall not exceed the rate of Ten per cent (10%) of the price at which the shares in respect of which the commission is paid are issued or an amount equivalent thereto. The Company (or the Directors on behalf of the Company) may also on any issue of shares pay such brokerage as may be lawful. *Power to pay commission and brokerage*
10. Shares may be held in the Company in trust for beneficial owner. *Trustee shares*

CERTIFICATES

11. Every person whose name is entered as a Member in the Register of Members shall be entitled without payment to receive within two months after allotment or lodgment of transfer (or within such other period as the conditions of issue shall provide) one certificate for all his shares of any one class or several certificates each for one or more of his shares upon payment of such sum, as the Directors shall from time to time determine. Every certificate shall be issued under the Seal. The certificate shall specify the shares or securities to which it relates and the amount paid up thereon. Provided that the Company shall not be bound to register more than three persons as the joint holders of any shares (except in the case of executors of trustees of a deceased Member), and, in case of a share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate therefore and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders. *Issue of Certificates*

shares of Tanzania Shillings Ten Thousands (Tshs. 10,000/=) each.

Share Capital

LOANS BY THE COMPANY

5. No part of the funds of the Company shall be employed in the purchase of or in loans upon the security of the Company's shares. The Company shall not, except as authorised by the Act, give any financial assistance for the purpose of or in connection with any purchase of share in the Company.

*Company's own
shares not to
be purchased*

RIGHTS OF SHARE HOLDERS

5. Without prejudice to any special rights previously conferred on the holders of any shares or class of shares already issued (which special rights shall not be modified or abrogated except with such consent or sanction as is provided by the next following Article) any share in the Company (whether forming part of the original capital or not) may be issued with such preferred, deferred or other special rights, or such restrictions, whether in regard to dividend, return of capital, voting or otherwise, as the Company may from time to time by ordinary resolution determine, and subject to the provisions of the Act the Company may issue Preference Shares which are, or which at the option of the Company are to be, liable to be redeemed.

*Issue of shares
subject to
special
conditions*


MODIFICATION OF RIGHTS

7. Whenever the capital of the Company is divided into different classes of shares, the special rights attached to any class may, subject to the provisions of the Act, be modified or abrogated, either with the consent in writing of the holders of three-fourths of the issued shares of the class, or with the sanction of a Special Resolution passed at a separate General Meeting of such holders (but not otherwise), and may be so modified or abrogated either whilst the Company is a going concern or during or in contemplation of a winding up. To every such separate General Meeting all the provisions of these presents relating to General Meetings of the Company or to the proceedings thereat, shall *mutatis mutandis*, apply, except that the necessary quorum shall be two persons at least holding or representing by proxy one-half in nominal amount of the issued shares of the class (but so that if at any adjourned meeting of such holders a quorum as above defined is not present, those Members who are present shall be a quorum), and that the holders of shares of the class shall, on a poll, have one vote in respect of every shares of the class held by them respectively.

*How rights of
shares may be
modified*

- 5 The authorized share capital of the company is Tanzania shillings Five hundred Million only (Tshs. 500,000,000/=) divided into 10,000 (ten thousand) ordinary shares of (Tshs 50,000/=) Fifty thousand only each with such rights privileges or conditions as may be determined by or in accordance with the regulations of the company, and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the company.

4. The share capital of the company at the date of registration of these Articles is Tanzania shillings Five Million only (Tshs 500,000,000/=) divided into 10,000 (ten thousand) ordinary shares (Tshs 50,000/=) Fifty thousand only each.

5000/-
34283 14/05/13


2500/-
34283 14/05/13


THE COMPANIES ACT

CAP 212 R.E. 2002

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

"CHANG METAL INTERNATIONAL MINING RESOURCES COMPANY TANZANIA LIMITED".

1. Regulations in Table "A" in the First Schedule to the Act shall not apply to the Company.

Table "A" Not to Apply

2. In these presents, if not inconsistent with the subject or context, the words standing in the first column of the table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof.

WORDS MEANINGS

Interpretation

The Act: The Companies Act No. 12 of 2002(Cap 212), and every other enactment for the time being in force concerning companies and affecting the Company.

These presents: These Articles of Association, as now framed, or as from time to time altered by Special Resolution.

Office: The Registered Office of the Company.

Seal: The Common Seal of the Company.

Month: Calendar month.

Year: Calendar year.

Writing: Unless the contrary intention appears, "writing" shall be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

The expressions "Debenture" and "Debenture holder" shall include "Debenture Stock" and "Debenture

WITNESS to the above signatures:-

Name: PRISCA MPEKA

Signature: 

Postal Address:  DSM

Qualification: ADVOCATE, NOTARY PUBLIC & COMMISSIONER FOR OATHS

Objects and shall in no way be limited or restricted by a reference to or inference from the terms of any other paragraph or the name of the company.

4. The liability of the members is Limited

5. The authorized share capital of the company is Tanzania shillings Five hundred Million only (Tsh. 500,000,000/=) divided into 10,000 (ten thousand) ordinary shares of (Tshs 50,000/=) Fifty thousand only each with such rights privileges or conditions as may be determined by or in accordance with the regulations of the company, and to vary, modify or abrogate any such rights, privileges or condition in such manner as may for the time being be provided by the regulations of the company.

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

Names and addresses of subscribers	No. of shares Taken in percentage	Description of Subscribers	Signature
SONG YONG, LI P.O BOX 4490, DAR ES SALAAM TANZANIA	70	BUSINESSMAN	宋永利
LUO MIN P.O BOX 4490 DAR ES SALAAM TANZANIA	30	BUSINESSMAN	罗敏

DATED this _____ day of May, 2013

of goods ware and merchandise and any branch or subsidiary business commonly carries on in connection therewith.

- s) To carry on the business by wholesale or retail as sellers and buyers and tubes both new and second hand of all sorts and description and to operate service and repair shop garage and workshop for such tires tubes and for the purpose to construct rent hire equip and maintain such shop garage and workshop and to purchase rent hire all necessary machines and equipment for service and repair.
- t) To procure the registration of the company in or under the laws of any place outside the United Republic of Tanzania.
- u) To acquire and deal in the following:
 - i. The business property and liabilities of any company firm or person carrying on any business within the objects of the company.
 - ii. Land, building casements or other interest in real estate.
 - iii. Plant machinery personal estate and effects.
 - iv. Patent rights inventions copyrights designs trade marks or secret process.
 - v. Shares, stock or securities in or of any Company or undertaking the acquisition of which may promote or advantage the interests of the Company.
- v) To carry on any other trade business or activity whatsoever and do anything of any nature which can in the opinion of the directors of the Company be advantageous and conveniently carried on by the company in connection with as extension to as ancillary to or independently of its business before numerated or the general or existing business of the company for the time being.
- w) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or do any other things that the directors may deem necessary and beneficial to the Company.
- x) To carry on and engage in all or any of the services related to all aspects of security.

AND IT IS HEREBY DECLARED that the word "Company" save when used in reference to this Company, in these clauses shall be deemed to include any partnership or other body of persons, whether domiciled in East Africa or elsewhere and the intention is that the objects specified otherwise expressed in each paragraph of this clause shall except where otherwise expressed in such paragraph be independent main

and organizations and to carry on all the above works locally and world-wide and to act as ship handlers and shipping agents.

- l) To carry on the business of sporting goods, outfitters and dealers in all its branches to import, manufacture, purchase, sell, trade in, deal in and dispose of sporting and athletic goods, suppliers and requisites of all kinds, and to engage in and carry on any form of business which may conveniently be carried on in connection therewith.

- m) To buy sell manufacture refine manipulate import export and deal in all substances apparatus and things capable of being used in any such business as aforesaid or required by any customers of or persons having dealings with the company and buying in bulk as wholesalers.

- n) To buy sell manufacture refine prepare and deal in all kinds of plastic oils and oleaginous and saponaceous substances and all kinds of unguents and ingredients and to buy, sell, manufacture, refine, manipulates, import, export and deal in plastics and plastics goods.

- o) To carry on the business of clearing and forwarding agents, manufactures and distributors, representatives, marketing agents, salesman, brokers, auctioneers, commission agents, land and estate agents, warehousemen, wholesalers and retailers, garage proprietors, transporters of goods and passengers, haulage contractors, and common carriers by land, sea, water or air.

- p) To pay for any rights or property acquired by the Company and to remunerate any person or company whether by cash payment or by the allotment of shares, stock, debentures or other securities of the Company credited as paid up in full or in part or otherwise.

- q) To carry on all or any of the business of manufactures, designers, consultants, experts, buyers, sellers, hirers, renters, repairers, exporters importers, distributors agents and dealers of and in any musical and other instruments of all kinds including wireless television, radio, gramophones records, cinematographs and phonographic apparatus records rolls, films, devices, accessories, appliances, materials and requisites of every kind whereby sound or vision is recorded amplified produced reproduced, transmitted or received.

- r) To acquire establish or carry on the business of wholesale and retail merchants importers, exporters, general merchants and commission agents manufacturers bankers carriers land estate agents money lenders club proprietors dairy producers contractors financiers hotel keepers storekeepers and every description

- e) To carry on business of any description this may be capable of being advantageously carried in connection with or ancillary to the objects of the company or any of them.
- f) To carry on business of a holding, management and investment company and to improve, develop, hold as an investment of any property, real or personal, or any interest therein as owner, trustees, agents or otherwise and generally to acquire, hold, deal in, dispose of or turn to account any lands, buildings, estates, plant and equipment, commodities option, shares, stocks, debentures, bonds, loans, annuities, investment and securities of any description, businesses, policies of insurance, patents and licenses and other such property or rights for or on behalf of any company whether subsidiary or not.
- g) To build, construct, maintain, alter, enlarge, pull down and remove and replace any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, walls, fences, banks, dams, slices, or watercourses and to clear sites for the same, or to join with any person, firm or company in doing any of the things aforesaid, and to work manage and control the same, or join with others in so doing.
- h) To invest and deal with the moneys of the company not immediately required in such shares and upon such securities and in such manner as may from time to time be determined.
- i) To carry on business of manufacturing, assembling, repair, importing and exporting buying and selling and generally deal, in new and used motor vehicles plants and machinery, importation of parts for all motor vehicles and cycles, buying and selling, plant and machinery, telecommunication equipments, mobile phones, educational materials, stationery, telefax, shipping vessels, motor boats, agriculture machinery, air craft, locomotion equipment, mining plants and equipments, spare parts and components for the above.
- j) To carry on the businesses of commission agents, manufactures' representatives agents and to transact every kinds of agents and transact every kind of agency business whether in respect of manufactures' or consumer goods, agricultural, commercial or financial matters and to act as a representative and commission agents for overseas confirming houses and to carry on the business of marketing, public relations, management and consultancy in all fields and business.
- k) To carry on the businesses of clearing and forwarding as principals or agents, and shippers on the basis of commission fees or agency charges in respect of any consignment of goods, ware, merchandise of every kind and description by air sea and land to construct equip, maintain work, purchases and let on hire aero-planes for the carriage of merchandise or freight and to carry on the business of carriers by air and land to provide door services, parcel services, consolidated services and to handle cargo projects for private firms, individuals companies, governments

50057
34283 19/05/13
[Signature]

THE COMPANIES ACT

CAP 212 R.E. 2002

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM

OF

"CHANG METAL INTERNATIONAL MINING RESOURCES COMPANY TANZANIA LIMITED".

(A PRIVATE COMPANY)

25007
34283 14/05/13
[Signature]

1. The name of the Company shall be **CHANG METAL INTERNATIONAL MINING RESOURCES COMPANY TANZANIA LIMITED**

2. The Registered Office of the company will be situated in the United Republic of Tanzania

3. The Objectives of which the company is established are;
 - a) To engage in the business of investment, processing and import – export trade for mining resources.
 - b) To engage in the business of mining and exploration and to provide all forms of project management and related services including the provision of project manager, management consultancy and accounting services.
 - c) To search for, examine, prospect, evaluate, obtain and deal in licenses for and explore and exploit lands, mines, metals, minerals, mineral oil, hydrocarbons, gases, ores, mining rights and claims in Tanzania and elsewhere in the world,
 - d) To search for and obtain information as to mines, mining exploration claims, water claims, water rights, and other rights, claims and property.

THE COMPANIES ACT 2002
CAP 212 R.E 2002
PRIVATE COMPANY LIMITED BY SHARES

.....

MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF

CHANG METAL INTERNATIONAL MINING RESOURCES COMPANY TANZANIA LIMITED

Incorporated this, day of2013

DRAWN BY:
Adv. Prisca Mpeka),
P.O.BOX 42160
DAR ES SALAAM
TANZANIA

CTIN.: 1743635

ISO 9001 : 2008 Certified



TANZANIA REVENUE AUTHORITY

CERTIFICATE OF REGISTRATION

FOR

TAXPAYER IDENTIFICATION NUMBER (TIN)

(ISSUED UNDER SECTION 133 OF THE INCOME TAX ACT NO. 11 OF 2004)

THIS IS TO CERTIFY THAT

CHANG METAL INTERNATIONAL MINING RESOURCES COMPANY TANZANIA LIMITED.
.....

has been registered with the Tanzania Revenue
Authority and assigned the Taxpayer
Identification Number

121-110-822
.....

with effect from 17-06-2013
.....


P. N. Kassera

OFFICIAL SEAL

COMMISSIONER FOR DOMESTIC REVENUE

NOTE: THE REQUIREMENTS UNDER WHICH THIS CERTIFICATE IS ISSUED ARE STATED OVERLEAF

RESOLUTION OF THE BOARD OF DIRECTORS

EXTRACT FROM THE MINUTES OF A SPECIAL MEETING HELD ON 20TH DAY OF JUNE IN 2013 THE YEAR OF OUR LORD BY THE BOARD OF DIRECTORS OF CHANG METAL INTERNATIONAL MINING RESOURCES COMPANY (T) LIMITED.

RESOLUTION:

TO ESTABLISH GOLD PROCESSING FACTORY PROJECT AT PLOT NUMBER 99, MBAGALA INDUSTRIAL AREA, MBAGALA-TEMEKE MUNICIPALITY, DAR ES SALAAM.

RESOLVED:

THE BOARD AND ITS DIRECTORS OF CHANG METAL INTERNATIONAL MINING RESOURCES COMPANY (T) LIMITED UNANIMOUSLY RESOLVED, APPROVED AND AUTHORISED THE PROJECT TO START IMMEDIATELY.

THE SPECIAL MEETING OF THE BOARD OF DIRECTORS WAS DULLY HELD IN ACCORDANCE WITH THE ARTICLES OF ASSOCIATION AND BY THE LAWS OF THE COMPANY

THE FOLLOWING OFFICERS WERE PRESENT AT THE MEETING:

NAME	DESIGNATION
WANG CHENG	CHAIRMAN
LUO MIN	VICE CHAIRMAN
SUN NAN	SECRETARY

THE MEETING ENDED AT 01:30PM WITH A VOTE OF THANKS FROM THE CHAIR.

.....
SECRETARY

.....
CHAIRMAN

TANZANIA



Certificate of Incorporation

Section 15

No 99975

I HEREBY CERTIFY THAT

**CHANG METAL INTERNATIONAL MINING RESOURCES
COMPANY TANZANIA LIMITED**

is this day incorporated under the Companies
Act, 2002 and that the Company is Limited.

Given under my hand at Dar es salaam

this 11TH day of **JUNE**

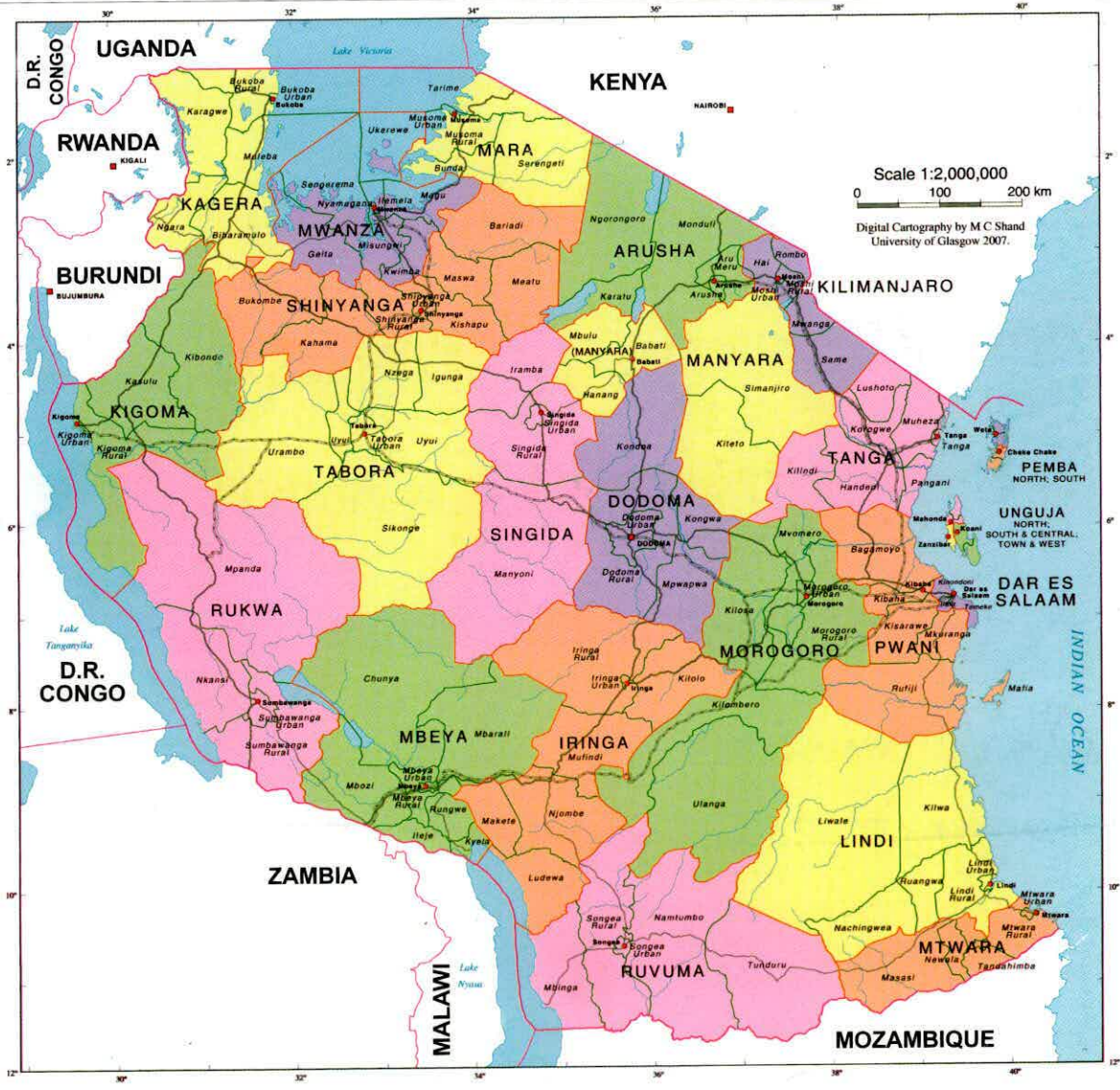
TWO THOUSAND AND THIRTEEN

certified as a true copy of the original

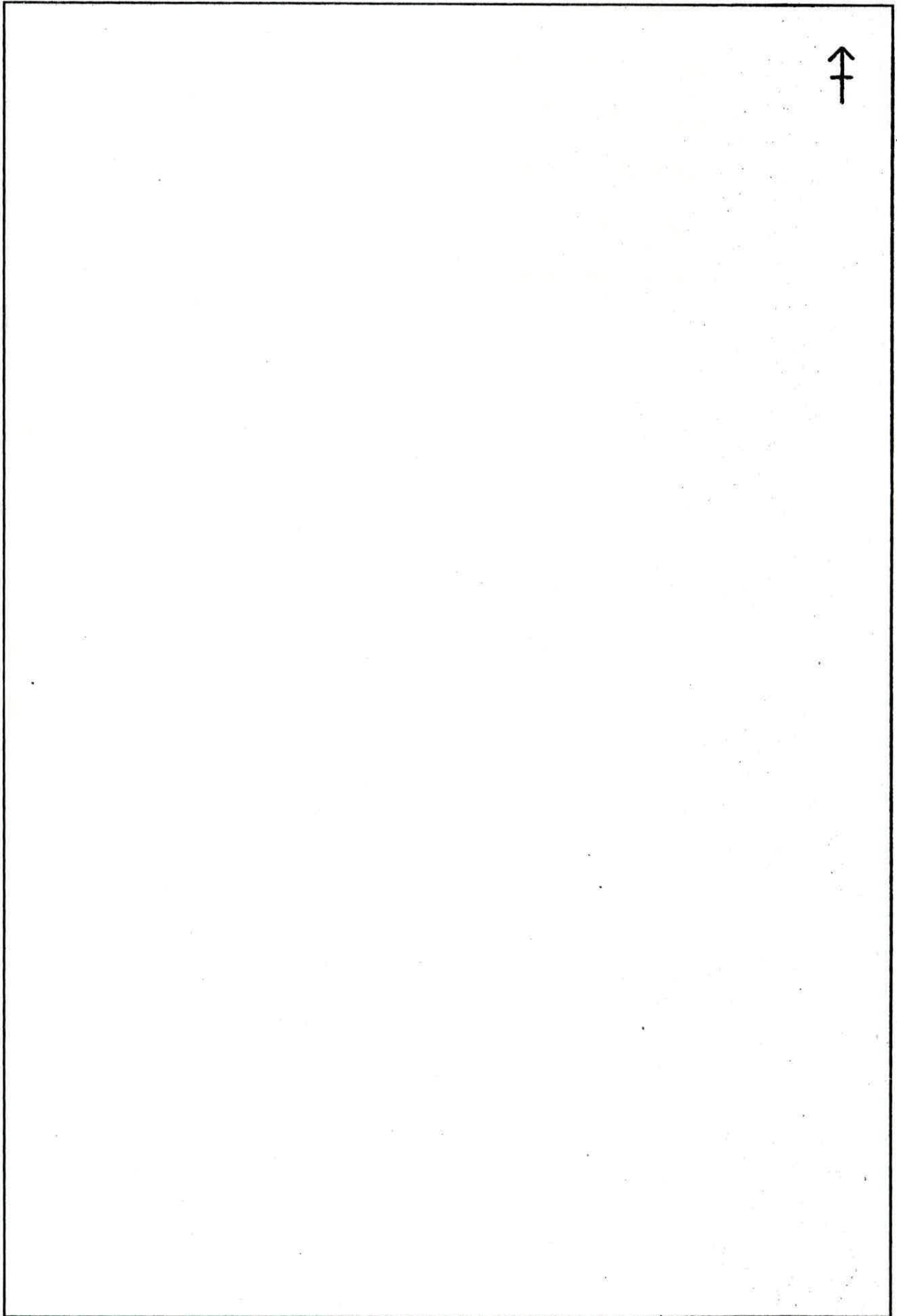


Mmesigwa Muhindo

Asst. Registrar of Companies



SKETCH MAP SHOWING PROJECT LOCATION



Investment Breakdown US\$/Tshs.M

Land/Building USD 4770,000 =
Plant USD 10970,000 =
Vehicles USD 413,000 =
Furniture & Fittings USD 175,000 =
Pre-expenses USD 164,104 =
Others USD 2000,000 =
Working Capital USD 2507,896 =
TOTAL USD 21,000,000 =

Contact Details:

Name: JUSTUS VALENTINE MUTAPINGWA Title: ASSISTANT ADMINISTRATOR
Telephone: 0712 863883 / 022 249912 Fax:
Email: myov.sunshine62@yahoo.com

Payments to be made payable to:

TANZANIA INVESTMENT CENTRE
STANDARD CHARTERED BANK TANZANIA LTD.
SWIFT ADDRESS: SCBLTZTX
ACCOUNT NO.: 8702006002000

APPLICATION SUMMARY

Company Name: CHANG METAL INTERNATIONAL MINING RESOURCES COMPANY TANZANIA LTD.

Certificate of Incorporation Number: 99975

Status: PRIVATE COMPANY

Certificate of Incorporation Date: 11th JUNE 2013

Post Box: 4490

Town: DAR-ES-SALAAM

Sector: Manufacturing

Sub-Sector: Gold processing

Investment Financing Plan in Million US\$/Tshs.

Foreign Equity	Local Equity	Foreign Loan	Local Loan
USD 1000,000	—	USD 20,000,000	—

Project Objectives: PROCESSING RAW GOLD AND MARKETING

Capacity: 200 M/T PER YEAR

Employment: Foreign: 15 Local: 158 Total: 173

Implementation Period: 12 MONTHS

Project Location

Site/Plot/Block No.: MOROCCO, PLOT 245, BLOCK 41

Street: MOROCCO **District:** KINONDONI **Region:** DAR-ES-SALAAM

(Attach sketch map showing project location)

Shareholders	Nationality	%
SONG YONG, LI	CHINESE	70
LUO MIN	CHINESE	30
.....
.....
.....

7. The intended capital investment of the Company in terms of Section 2(2) of the Act

is Tshs./US\$ 500,000,000/=

8. The month and day of the financial year end is 30th JUNE 2014

Note: **failure to provide all the required information will result in the return of the application by the Centre.**

I/We enclose a cheque/cash made payable to the **Tanzania Investment Centre** for Tshs./US\$

100/= Being the Registration Fees. **In the event this application is unsuccessful we understand that this fee will not be refunded.**

I, LUO MIN of Post Office Number 4490

DAR-ES-SALAAM do solemnly and sincerely declare that I am a director/~~duly~~

authorized agent of CHANG METAL INTERNATIONAL MINING RESOURCES COMPANY TANZANIA LTD.

AND that all the requirements of the Tanzania Investment Act, 1997 in respect of matters precedent to the registration of the business enterprise under the Act and incidental thereto have been complied with, AND I make this solemn declaration conscientiously believing the same to be true.

Declared at Dar es Salaam }

The 20th day of JUNE 2013 }



Before me:



Commissioner for Oaths

UNITED REPUBLIC OF TANZANIA

THE TANZANIA INVESTMENT ACT
(No. 26 of 1997)

APPLICATION FOR REGISTRATION
(Made under Regulation 42)

To: The Executive Director
Tanzania Investment Centre
P. O. Box 938
DAR ES SALAAM
Tanzania

1. I/We LUD MIN
(director/directors/agent of CHANG METAL INTERNATIONAL MINING RESOURCES COMPANY TANZANIA LTD.
(name of business enterprise) apply for registration of PROCESSING RAW GOLD AND MARKETING
under Section 17 of the Act and Part IV of the Investment Regulations, 2002.
2. The registered office of the company will be situated at 3RD FLOOR, PLOT NO. 245, CONSERVATION
HOUSE, BLOCK 41, KINONDONI, DAR-ES-SALAAM.

Copies of the following documents are attached to this application:

- (i) The Memorandum and Articles of Association/or partnership agreement
- (ii) Certificate of Incorporation/Registration
- (iii) A copy of the Project Profile or Feasibility Study showing the **implementation period**,
programme of implementation and operative date
- (iv) Evidence of financing and evidence of land ownership for the project
3. The Head Office of the Company will be situated at 3RD FLOOR, PLOT NO. 245, CONSERVATION HOUSE, BLOCK 41,
KINONDONI, DAR-ES-SALAAM
4. The Principal Officers of the Company are SONG YONG LI AND LUD MIN
5. Auditors of the Company are M.A. HASSAM & CO.
6. The authorized share capital of the Company is Tshs./US\$ 500,000,000/-



TANZANIA INVESTMENT CENTRE

REGISTRATION FORM

FOR

CERTIFICATE OF INCENTIVES

**(Tanzania Investment Act 1997, Section 17 and 18,
and the Investment Regulations:
Regulation 42, Government Notice No. 318A of 2002)**

Tanzania Investment Centre
9A & B Shaaban Robert Street
P. O. Box 938
DAR ES SALAAM
Tel. 022 2116328
Fax. 022 2118253
e-mail: information@tic.co.tz
Website: www.tic.co.tz

(Please fill the form in duplicate)

CHANG METAL INTERNATIONAL MINING RESOURCES COMPANY (T) LIMITED
3RD FLOOR, CONSERVATION HOUSE, PLOT NO.245 BLOCK 41, KINONDONI, DAR ES SALAAM
P.O.BOX 31299 DAR ES SALAAM
TEL: +255 712 863883/+255 683 249912
EMAIL:myev.sunshine632@yahoo.com

1

20th June 2013

THE EXECUTIVE DIRECTOR,
TANZANIA INVESTMENT CENTRE,
NO.9 A & B SHABAAN ROBERT STREET,
P.O.BOX 938,
DAR ES SALAAM



DEAR SIR/MADAM,

RE: APPLICATION FOR THE CERTIFICATE OF INCENTIVES

The above heading as concerned. CHANG METAL INTERNATIONAL MINING RESOURCES COMPANY (T) LIMITED is kindly applying for the certificate of incentives for the project of establishing gold processing factory at plot number 99, Mbagala Industrial Area, Mbagala-Temeke municipality, Dar Es Salaam.

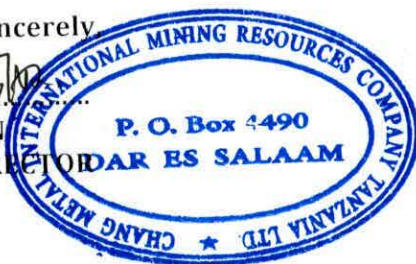
To meet the standards of application, the company is attaching this letter with:

1. A copy of the project's business plan.
2. A dully filled TIC application form.
3. A copy of company's memorandum and articles of association.
4. A certified copy of certificate of Incorporation.
5. Company board resolution.
6. Evidence for the land ownership.
7. Evidence for the sufficient finance capital.

The company hopes its request is going to be under your considerations.

Yours Sincerely

.....
LUO MIN
THE DIRECTOR





TIC Evaluation Report

Name of the Company
Chang Metal International Mining Resources Company Tanzania Ltd

Post Box	3Rd Floor , Plot No. 245 Conservation House Block 41 Kinondoni	COI Number	99975	Contact	Justus Velantine Mutasigwa
Post Office	P.O.Box 4490	COI Date	06/11/2013	Designation	Assistant Administrator
Region	Dar Es Salaam	Application F. No	11195	Phone	
Country	Tanzania	Status	New	Direct Phone	
		Sector	Manufacturing	Cell Phone	0712863883/0683249912
		Sub Sector	Gold Processing	Fax	
		File No	042516	E-Mail Address	

Project Location		Investment Finance Plan in Millions USD											
Plot/Block	Plot . 245 Block 41,	<table border="1"> <thead> <tr> <th>Foreign Equity</th> <th>Local Equity</th> <th>Foreign Loan</th> <th>Local Loan</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>0</td> <td>20</td> <td>0</td> </tr> </tbody> </table>	Foreign Equity	Local Equity	Foreign Loan	Local Loan	1	0	20	0			
Foreign Equity	Local Equity		Foreign Loan	Local Loan									
1	0		20	0									
Street	Moroco,												
District	Kinondoni												
Region	Dar es Salaam												

Shareholders Detail			Investment Breakdown (USD Million)	
Name	Nationality	(%)	Land/Building	4.77
Luo Min	China	30	Plant	10.97
Song Yong Li	China	70	Vehicles	0.413
			Furniture & Fittings	0.175
			Pre-expenses	0.164
			Others	2
			Working Capital	2.51
			Total	21.002

Employment	173	Evaluated By	,wf officer3
Capacity	200M/T	Drawn By	wf registry2
Project Turn Over		Project Type	Foreign

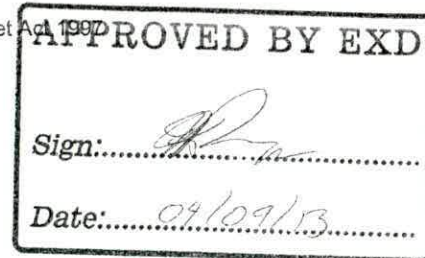
Description

To establish raw gold processing project

Recommendations

Be approved subject to providing evidence as required by section 17 of Tanzania Investment Act 1997

Decision



TICC/PP.10/042516/3

9th September 2013

Tanzania Investment Centre
Standard Chartered Bank (T) Ltd
US Dollar A/C 8702006002000
T.Shs A/C 0102006002000

We wish you every success in the implementation of the project.

Yours sincerely,

Tanzania Investment Centre



A. S. Kagomba

FOR: EXECUTIVE DIRECTOR

Copy to: Permanent Secretary,
Ministry of Finance,
P. O. Box 9111,
DAR ES SALAAM

Permanent Secretary,
Ministry of Industry, Trade and Marketing,
P.O. Box 9503,
DAR ES SALAAM

Commissioner General,
Tanzania Revenue Authority,
P. O. Box 11491,
DAR ES SALAAM

TICC/PP.10/042516/3

9th September 2013

Managing Director,
Chang Metal International Mining Resources Company (T) Ltd
P.O. Box 4490

DAR ES SALAAM

RE: CERTIFICATE OF INCENTIVES FOR PLANT PROCESSING GOLD

We wish to acknowledge receipt of your project proposal to establish and operate raw gold processing project as presented in the TIC P.A. 1 Form No. 11195 and Feasibility Study with a projected investment amounting to USD 21.002m.

We are pleased to inform you that your investment proposal is now officially registered by TIC and therefore the project will be granted a Certificate of Incentives under authority conferred upon TIC under Part III, Section 17 (1-8) of the Tanzania Investment Act, 1997. In order to enable TIC prepare your Certificate of Incentives, You will be required to submit the following:-

- Bank Reference for equity funding or a letter from Bank/Financial Institution that a loan is granted or is under consideration as required by Section 17(3) (f) of Tanzania Investment Act, 1997.
- Certified document showing evidence of Land ownership for the location of the project

Also be informed that you will have to submit a project implementation Progress Report on the implementation of the project in every six months for centre's information and review. Guidelines for the preparation of the report are contained in annexure attached to this letter. Please do not hesitate to contact the Centre for any clarification if the need arises. Also note that a facilitation fee equivalent to US\$ 1000.00 is payable at the ruling exchange rate prior issuance of the Certificate of Incentives. Please make deposit direct to the bank as per bank details below:

. . ./2

Unclaimed refund beyond three years will be forfeited



TANZANIA INVESTMENT CENTRE

Shaaban Robert Street, P.O. Box 938, Dar Es Salaam, Tel. +255 22 2116328-31, Fax: +255 22 2118253

RECEIPT REC012724

No. 006686

Received from : CHANG METAL INTER. MINING RESOURCES CO.

Address P. O. Box 31299, Dar Es Salaam.

Received the sum of (In words): ONE THOUSAND AND ZERO CENTS ONLY

Being payment in respect of : CERTIFICATE OF INCENTIVES FEES

Amount : USD 1,000.00

Cash / Cheque No: D/deposit 59

Date : 05-Sep-2013

JSimba

Receiving Officer



*For Executive Director
Tanzania Investment Centre*

POSTAL ADDRESS: 19872 -DAR ES SALAAM

QUALIFICATION: Land lord

2. SIGNED and DELIVERED by Mr. Edward Joseph, Operation Manager of MS. CHANG METAL INTERNATIONAL MINING RESOURCES CO.(T) LTD

Signature: 

DATE: 1st August 2013

POSTAL ADDRESS: DAR ES SALAAM

QUALIFICATION: Company Operation Manager

Certified as a True Copy of the Original


ILDEFONCE LUNLI NDEMELA
Advocate, Notary Public & Commissioner for Oaths

10/9/2013

B: THE LESSOR HEREBY COVENANTS WITH THE LESSEES as follows:-

i) To pay all Land rates and all other charges/imposed on the demised premises whether by the Government or the local Authorities except water and electricity charges.

ii) Permit the Lessees paying the rent hereby reserved and performing and observing the Covenants and conditions herein contained or implied and on its part to be performed and observed peaceably and quietly to possess and enjoy the demised premises during term hereby created without any interruption from or by the Lessor or any person rightfully claiming from or under him.

IT IS: Hereby mutually agreed by and **BETWEEN** the parties here to as follows:-

- a) The lease shall determine at the expiration of the 20 years to be counted from the
1st day August 2013 and ending the end of July 2018

IN WITNESS WHERE OF the parties hereto have set their respective hands and common seal the day and year herein after following:-

1. SIGNED and DELIVERED by: **DENIS BAKER**

Signature.....*Denis Baker*.....

DATE: 1st August 2013

and to replace window Glasses and door locks broken or worn out during the term of the lease.

4. Not to make any structural or other alterations to the said premises or Erect or install any fixtures or fittings save movable fittings without consultation with the lessor.
5. Not to do or permit anything to be done in or upon the demised premises or any part thereof which may be or become a nuisance annoyance or disturbance to the occupants in the neighborhood.
6. Not to sublet or part with the possession of the whole or any part of the said Premises except with the consent in writing of the Lessor first had and obtained.
7. At the end or soon after the determination of this lease quickly and peacefully to deliver up the Lessor or his agent possession of the said premises in such good Tenantable order or repair as the same ought to be in having regard to the covenants On the part of the Lessee herein contained.
8. To permit at a reasonable notice the Lessor or his agent to enter the Premise to inspect or effect repairs.
9. To pay electricity and water bills during the period of Tenancy
10. To repaint the premises at the expiration of the Lease.

10/9/2013

LEASE AGREEMENT

This lease is made this 1st Day of August 2013. Between DENIS BAKER of P.O BOX 10872 ,DAR ES SALAA M, Tanzania (herein after referred as the " Lessor" of the one part and MS. CHANG METAL INTERNATIONAL MINING RESOURCES CO.(T) LTD of DAR ES SALAAM (herein after called "the Lessee") of the other part.

Where as the Lessor is the owner of the premises situated in Plot No. 32,Chang'ombe, Maduka Mawili, Temeke, DAR ES SALAAM

And WHERE AS the Lease is desirous to occupy the said 1st premises for a period of 5yrs as from 1st day of August 2013 at the monthly rental of Tshs 1,000,000 per month.

The rentals are payable in advance for one year to be reviewed every two (2) years based on marketing price at the time of review. The Landlord acknowledges receipt of the stipulated rents by signing this Lease Agreement and issuing relevant receipts.

A. THE LESSEE COVENTS WITH THE LESSOR as follows:

1. To pay the rent agreed the manner as herein before provided.
2. To use the said premises for office and industrial only purposes
3. To keep during the term of the lease the interior and exterior of the premises and all the Lessor's fittings in good tenantable and repair

Monday 02nd September 2013

The Executive Director,
Tanzania Investment Centre,
P. O. Box 938,
Dar es Salaam.



Dear Sir/Madam,

RE: INTRODUCTION OF MS. CHANG METAL INTERNATIONAL MINING RESOURCES CO. (T) LTD.

This is to confirm to you that the above mentioned is our customer maintaining USD A/C No. 109695100154 with us to our entire satisfaction.

We consider **MS. CHANG METAL INTERNATIONAL MINING RESOURCES CO. (T) LTD** to be respectable, trustworthy and good for the normal engagement as far as the transaction with our bank are concerned.

Further assistance to them will be highly appreciated.

Yours sincerely,


Julina Mgomeka
Relationship Manager

This Certificate is issued in accordance with the provisions of Section 17 of the Tanzania Investment Act, 1997 and subject to the conditions prescribed under item 14 and 15 hereafter:—

- | 1. | Shareholders | Nationality | Shareholding (%) |
|---|--|--|--------------------------------------|
| | <u>Song Yong Li</u> | <u>Chinese</u> | <u>70</u> |
| | <u>Luo Min</u> | <u>Chinese</u> | <u>30</u> |
| | | | |
| | | | |
| | | | |
| To establish a plant for Gold Processing | | | |
| 2. | Proposed Activities :..... | | |
| | | | |
| 3. | Sector: Manufacturing | Subsector | Gold Processing |
| | | | |
| 4. | Investment cost: | Foreign USD 21m. | Local - Total USD 21m. |
| | | | |
| 5. | Project Financing: | Equity USD 1m. Loans USD 20m. Total USD 21m. | |
| | | | |
| 6. | Source, terms and conditions of loan..... | | |
| | | | |
| 7. | Assets to be invested: | | |
| | Capital items: | Foreign USD 21m. | Local - Total USD 21m. |
| | | | |
| 8. | Technology Agreement | None | |
| 9. | Date of TIC Registration: | 4th September 2013 | |
| 10. | Implementation period | September 2013 - August 2016 | |
| 11. | Operative date | September 2016 | |
| 12. | Investment Incentive Grade: As defined in part III Section 19 (1), (2) and Section 20 of the Tanzania Investment Act, 1997 | | |
| | And VAT as per Customs Tariff Act, 1976 & VAT Act, 1997 | | |
| (i) | Applicable Import Duty | As per Income Tax act, 2004 (as amended) | |
| (ii) | Applicable with-holding Tax | As per Income Tax act, 2004 (as amended) | |
| (iii) | Eligibility of Capital Allowances | As per Income Tax act, 2004 (as amended) | |
| 13. | Protection of Investment, Arbitration and Transfer of Foreign Currency: as defined in part III Section 21, 22 and 23 of the Act. | | |
| 14. | Conditions attached to this Certificate of Incentives | | |
| | (i) | Date of Commencement of investment has to be notified to the Centre. | |
| | (ii) | Certificate not to be transferred, assigned or amended | |
| | (iii) | Failure to commence implementation within two years invalidates Certificate | |
| | (iv) | Failure to operate investment must be notified to the Centre | |
| | (v) | Changes in shareholding, project activities and level of invested capital must be notified to the centre | |
| 15. | Additional conditions attached to Certificate | | |
| | Finished goods are not allowed under this Certificate | | |
| | | | |
| | | | |

Signed  Executive Director



THE UNITED REPUBLIC OF TANZANIA

00220262

Certificate of Incentives

(Section 17 of the Tanzania Investment Act, 1997)

No: 042516

This is to certify that

CHANG METAL INTERNATIONAL MINING RESOURCES
COMPANY TANZANIA LIMITED

of address P.O. BOX 4490

DAR ES SALAAM

has been granted a Certificate of Incentives to invest in a new, ~~XXXXXX~~
~~XXXXXXXXXX~~ enterprise known as

CHANG METAL INTERNATIONAL MINING RESOURCES
COMPANY TANZANIA LIMITED

Which is located at PLOT NO. 32, CHANG'OMBE, MADUKA MAWILI

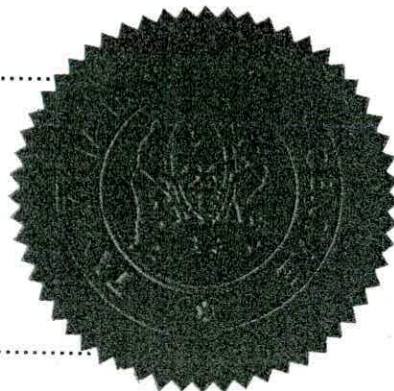
TEMEKE - DAR ES SALAAM

Further particulars required by Section 17 of the Tanzania Investment Act are set out overleaf.

Executive Director

Tanzania Investment Centre
P.O. Box 938, Dar es Salaam

Dated 4TH SEPTEMBER 2013



MINUTE SHEET

Dokezo
No.

14



MINUTE SHEET

Dokezo
No.

Ag EXD done pl.

The approved project has fulfilled the investment requirements, which are: -

(a) Minimum finance investment threshold has been exceeded, the project expects to invest USD 21.002 M

(b) Legal entity has been incorporated under certificate

No. 95575 of 06/11/2013

Based on the above, the letter of approval is hereby submitted for signature in order for the project to comply with the requirements of Section 17 of Tanzania Investment Act, 1997.

Submitted for signature.


N. Senzia
DIF

9th September, 2013

Ag EXD done pl.

In response to the TIC letter of registration dated 4th September 2013

the project has submitted the required documents namely: -

(a) Company Board Resolution.

(b) Reference letter/Financing from BANC ABC LTD

(c) Lease Agreement as evidence of land

With the above submission EXD is requested to sign Certificate of Incentives No. 642516 herein attached.

13/09/2013


DIF