

THE COMPANY ACT 2002

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

ZEM DEVELOPMENT (T) CO. LIMITED

.....

Incorporated this

day of

2017

.....

DRAWN BY
ZHANG JIANGBO
(SUBSCRIBER)
P. O. BOX 6313
MWANZA

TANZANIA
Stamp Duty File 52006
PAID ON ORIGINAL
Receipt No. 349100 of 10/01/17
Stamp Duty Office

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

TANZANIA
Stamp Duty File 52006
Receipt No. 349100 of 10/01/17
Asst. Registrar of Companies

ZEM DEVELOPMENT (T) CO. LIMITED

1. The name of the company is "ZEM DEVELOPMENT (T) CO. LIMITED"
2. The Registered office of the Company will be situated in Tanzania.
3. The objects for which the Company is established are:-
 - (a) To carry on the business of miners and mining in all their branches and for the said purpose to peg, purchase, take on lease, or exchange or otherwise acquire concessions, grants, easements, options, claims, properties, cassettes and effects supposed to contain minerals, diamonds, or other precious stones, and any interest therein, and to explore, mine, work, excise develop and turn to account mines and mining rights and any undertaking connected therewith.
 - (b) To carry out exploration and conduct research for all types of minerals and gemstones including diamonds in Tanzania; to search for ores and minerals and to work the mines and mining rights under or upon the land and properties to be acquired by the company, and to crush, wash, smelt, reduce or otherwise treat and render marketable and sell and dispose of the produce of any mines, whether belonging to the company or not.
 - (c) To carry on the business of gemstone dealers, prospector, buyers, sellers, importers, exporters, cutters and setters of gemstones, precious and semi-precious stones, diamonds, emeralds, sapphires, rubies, agate, Tanzanite Rhodalite, Garnets, Berly ony, topaz amethyst, opal, pearls, corals, alexandrite and dealers and buyers, sellers, smiths and handlers of gold, platinum, silver, copper, nickel, mercury, aluminium, brass and all metals and their allays as well as any other things connected with or incidental to the jewelry business.
 - (d) To carry on the business as jewelers, gold and silver smiths, dealers in curiosities, articles of virtue, coins, medals, bullion and stones and as manufacturers of and dealers in gold and silver plate, plated articles, watches, clocks chronometers, and optical and scientific instruments of any description.
 - (e) To carry on the business of buying and selling of all types of minerals and gemstones including diamonds found in the United Republic of Tanzania and to engage in exportation of rough, cut and polished minerals and gemstones including diamonds to different parts of the world and to open up lapidaries and to acquire mine workings and mining grounds in Tanzania.

TANZANIA
Stamp Duty File 3300h
PAID IN ORIGINAL
Receipt No. 349102 of 10/04/17
Stamp Duty Office

THE COMPANIES ACT 12 OF 2002
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
ZEM DEVELOPMENT (T) CO. LIMITED

TANZANIA
Stamp Duty File 3300h
Receipt No. 349102 of 10/04/17
Att. Registrar of Companies

PRELIMINARY

1. In these regulations:-
"The Act means" the Companies Act 2002 of the Laws of Tanzania.

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

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

Any words importing the singular shall include the plural and vice versa, and words importing the masculine gender shall include females, and the words importing persons shall include bodies corporate, partnership, firms, cooperatives, societies, etc.

The regulations of Companies Act shall not apply to the company, save in so far as they are varied or excluded hereby, but in case of any conflict between the provisions herein, and the provisions under this regulation the former shall prevail, and addition in addition to substitution shall be the regulation of the company.

PRIVATE COMPANY

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

- (a) A General Meeting, Ordinary or Extraordinary may with the consent in writing of all members, be convened on a shorter notice than seven days or without notice.
- (b) Two members, present either personally or by proxy shall form a quorum.
- (c) Any ordinary resolution of the company determined without any general meeting and evidenced by writing under the hands of majority of the Directors and of the members of the company holding three - fourths of the issued shares of the company shall be valid and effectual as an ordinary resolution duly passed at a general meeting of the company.

6. **DIRECTORS**

- (a) Until otherwise determined by the company in General Meeting the Directors shall not be less than two and not more than seven in number.
 - (b) The following persons shall be the first Directors of the company:-
 - 1. LI ZHIYONG
 - 2. ZHANG JIANGBO
7. The shareholding qualification for Directors may be fixed by the company in General Meeting, and unless and until so fixed no qualification shall be required.
8. The quorum of Directors for transacting business shall, unless otherwise fixed by the Directors, be two.
9. A resolution in writing signed by all the Directors then in Tanzania shall be as valid and effectual as if it had been passed at a meeting of Directors duly called and constituted.
10. The Directors may from time to time borrow or raise any money for the purposes of the Company which may exceed the issued share capital of the company.

BORROWING POWERS

- The Directors may from time to time in their discretion raise or borrow for the purpose of any Company's business such sum or sums of money as they think fit.
11. The Directors may secure the repayment of or raise any such sum or sums as aforesaid by mortgage or charge upon the whole or any part of the property and assets of the Company present or future including its uncalled capital for the time being, or by the issue at such price as they may think fit, of bonds or debentures either charged upon the whole or any part of the property and assets of the company or not so charged or in such other way as the Directors may think expedient.

Name, Addresses, and Description Of Subscribers.	Number of shares taken by each Subscriber	Signature
HENAN AFRO-ASIA GEO-ENGINEERING (TANZANIA) COMPANY LIMITED P.O. BOX 5410 DAR ES SALAAM	9,900	
TIANYU GEOLOGICAL TEST CENTRE(T) CO LIMITED P.O BOX 6313 MWANZA	100	

Dated at DOM this 09th day of SEP 2017.

Witness to the above signatures:

Name : IRRAHIM SHIMENI
 Signature : 
 Postal Address : 1370 DOM
 Qualification : Advocate

