

THE COMPANIES ACT 2002

CAP 212 R.E 2002

PRIVATE COMPANY LIMITED BY SHARES

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MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

CHANG METAL INTERNATIONAL MINING RESOURCES COMPANY TANZANIA LIMITED

Incorporated this day of 2013

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

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

5020/-
34283 14/05/13


2500/-
34283 14/05/13


5000 F
34283 14/05/13


2500 F
34283 14/05/13


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)

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.

- 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

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

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

WITNESS to the above signatures:-

Name: PRISCA MPEKA

Signature: 

Postal Address: 42/601 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	
LUO MIN P.O BOX 4490 DAR ES SALAAM TANZANIA	30	BUSINESSMAN	

DATED this _____ day of May, 2013

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.

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.

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: [Signature]

Postal Address: 42160, Dsm

Qualification: ADVOCATE, NOTARY PULIC & COMMISSIONER FOR OATHS

