

**THE COMPANIES ACT, 2002**

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**COMPANY LIMITED BY SHARES**

**MEMORANDUM**

**AND**

**ARTICLES OF ASSOCIATION**

**OF**

**CHINA GOLD DEVELOPMENT GROUP LIMITED**

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**INCORPORATED THIS.....DAY OF.....2012**

**DRAWN BY:**  
**WENTAO TIAN, (Subscriber),**  
**P.O. Box 20232,**  
**Dar es Salaam,**  
**TANZANIA.**

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

**CHINA GOLD DEVELOPMENT GROUP LIMITED**

1. The name of the Company is **CHINA GOLD DEVELOPMENT GROUP LIMITED.**
2. The registered office of the Company will be situated in the United Republic of Tanzania.
3. The objects for which the Company is established are: -
  - (i) To carry on the business of exploring, prospecting, exploiting and mining all mineral resources including metal minerals, gem stones and building materials, gold and diamonds in all parts of the United Republic of Tanzania.
  - (ii) 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, and effects which are 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.
  - (iii) To process any mineral resources and manufacture mineral products in any part of Tanzania and elsewhere in the world.
  - (iv) To carry on the business of minerals of every nature, kind and description whatsoever as a dealer, wholesaler, retailer, distributor, importer, exporter and after sales service and repairing.
  - (v) To carry on the business of designing and manufacturing all types of mineral products including jewelry.
  - (vi) To provide consultancy and management services to other companies or institutions as prospecting and mining experts.
  - (vii) To carry on and acquire the business of textile products manufacturing including beddings, curtains, bags and suitcases.
  - (viii) To deal in and to buy and sell all types of products and goods including sea and farm products, minerals and all types of industrial goods.

Certified true copy of the Original  
 Sign:  Date: 2/8/20  
**GABRIEL ALOYCE MUSHI**  
 Advocate, Notary Public & Commissioner  
 for Oaths

- (ix) To carry on the business of general brokers and commission agents, clearing and agents, land and estate agents, air road and shipping agents, financial agents and or agents of all classes of Insurance.
- (x) To invest in and float other companies whether as holding corporations or subsidiaries and to act as promoters of all kinds of undertakings whatever their name and description.
- (xi) To carry on the business of import and export of all types of goods and services and in particular to import and export, industrial goods, agricultural produce, and foodstuffs of all types and description.
- (xii) To carry out the mining of all kinds of minerals, whether precious or semiprecious, including gemstones and metallic minerals, and to carry out exploration for oil and gases.
- (xiii) To carry on the business of packaging all sorts of goods and commodities and to manufacture buy and sell all types of packages.
- (xiv) To carry out the business of constructing of all types of buildings, roads and bridges.
- (xv) To carry out business of farming of various crops in plantations as well as small farms and gardens.
- (xvi) To lend money and/or guarantee the performance of the contracts or obligations of any company, firm or person, and the payment and repayment of the capital and principal or, and dividends, interest or premium on, any stock, shares and security of any company whether having objects similar to those of any company or not, and give all kinds of indemnities and to make and receive subvention payments.
- (xvii) To carry out the business of farming and to establish farms for Cattle, Pigs, Goats, and Poultry and to keep all types of animals and birds.
- (xviii) To acquire and take over the whole or any part of a business, which may appear profitable, and to acquire forestry businesses, and to adapt, buy, lease and develop forests.
- (xix) To carry on the business of saw mills and to prepare timber for the local and other markets and manufacture and deal in all articles made of or principally made of wood.
- (xx) To carry the business of hunting, catching of live birds reptiles animals and insects for local sell and export.
- (xxi) To carry general merchants of all types of goods and description and particular to deal in all building materials including electric, timber paints and general hardware.

- (xxii) To carry on the business of clearing and forwarding agents, customs agents, transporters and chatters of all types of services including traveling agency tour operator.
- (xxiii) To enter into any partnership or joint venture arrangement in the nature of a partnership, co-operation or union of interests, with any Company or person engaged or interested in the carrying on or conducting of any business which the Company is authorized to carry on or conduct or from which the Company would or might derive any benefit, whether directly or indirectly, and to finance, subsidize, make donations to, or assist any Company or person as may be deemed expedient, or to amalgamate with any other Company.
- (xxiv) To do all such other things as are incidental to, or as the Company may deem conducive to the attainment of the foregoing objects or any of them.
- (xxv) To sell, lease, grant license or easement and other rights over, or in any other manner to deal with or dispose of the undertaking, property and assets, of the Company or any part thereof for such consideration as the Company may see fit, and in particular for share whether fully or partly paid-up, debentures, debenture stock, securities or obligations, of any other Company whether or not promoted by the Company for the purpose. To distribute any of the Company's property or assets amongst the members in specie.
- (xxvi) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security of the performance of any contracts or obligation of the Company or of its customers or of any other Company or person having dealing with the Company, or in whose business or undertaking the Company is interested.
- (xxvii) To procure the registration or incorporation of the Company or its subsidiaries in or under the laws of any country or place outside the United Republic of Tanzania.
- (xxviii) To solicit, raise, borrow, raise and receive money for the purpose of carrying out the objects of the company.
- (xxix) To bring into the company and into Tanzania foreign investments.

**AND IT IS HEREBY DECLARED** that the word **COMPANY** in this clause, except where used in reference to this Company shall be deemed to include any partnership or other body of persons, whether domiciled in the United Republic of Tanzania or elsewhere; **AND FURTHER DECLARED** that each of the objects specified in each paragraph and sub-paragraph of this clause shall, except where expressed otherwise in such paragraph, be an independent main object and in no way limited or restricted by reference to or inference from the terms, or any other paragraph, or the name of the Company.

**4. The liability of the Members is limited.**

5. The Share Capital of the Company is Tanzania Shillings Thirty Million (Tshs. 30,000,000/=) only, divided into 30,000 (Thirty Thousand) ordinary shares each of Tanzania Shillings One Thousand (Tshs1,000/=) only.

NOW, THEREFORE WE, the several persons whose names and addresses are hereafter described, are desirous of being formed into a Company in pursuance of this Memorandum of Association and have respectively agreed to take the number of shares in the capital of the Company as set out opposite to our respective names: -

NAMES, POSTAL ADDRESS AND DESCRIPTION OF SUBSCRIBER	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE OF EACH SUBSCRIBER
WENAO TIAN NO 28,CHANGJIANG RD, INDUSTRY PARK AN'GUO COUNTY, HEBEI PROVINCE P. R. CHINA	18,000	田之涛
NAIKUI CHEN NO 16, NANJING RD, LINYI CITY, SHANDONG PROVINCE P. R. CHINA	12,000	陈乃奎

DATED THIS.....6th.....DAY OF ...SEPT..... 2012 DAR ES SALAAM

SIGNED BEFORE ME:

SIGNATURE: .....

NAME: .....

QUALIFICATION: .....

POSTAL ADDRESS: .....

DESIGNER: DR. JUSTICE NGALO  
P.O. BOX 72349  
DAR ES SALAAM  
TANZANIA

