

THE COMPANIES ACT, 2002

COMPANY LIMITED BY SHARES

Memorandum

and

Articles of Association

of

**PLATINUM GRAPHITE INTERNATIONAL COMPANY LIMITED**

Incorporated this \_\_\_\_ day of \_\_\_\_\_ 2016

Drawn by:

Young & Mike Associates,  
Plot 87, Block 'KK', Olorien, PPF Njiro  
Arusha City Council,  
P.O. Box 10165,  
Arusha.



扫描全能王 创建

THE COMPANIES ACT, 2002

TANZANIA  
Stamp Duty Shs. 500/-  
PAID ON ORIGINAL  
Receipt No. 70056 of COMPANY LIMITED BY SHARES

TANZANIA  
Stamp Duty Shs. 2000/-  
Receipt No. 70056 of 11/10/14  
Asst. Registrar of Companies

Stamp Duty Collector  
MEMORANDUM OF ASSOCIATION

OF

**PLATINUM GRAPHITE INTERNATIONAL COMPANY LIMITED**

1. The name of this Company is "PLATINUM GRAPHITE INTERNATIONAL COMPANY LIMITED".
2. The registered office of this Company will be situated in the United Republic of Tanzania.
3. The objects for which the company is established is carry on any trade or business whatsoever as General Trading Company, without prejudice to the foregoing have the other such objects as but not limited to the following:
  - (a) To prospect, explore, open and work claims or mines and raise dig and quarry for graphite, gold, silver miners, ores, ruby, sapphire, garment, tourmaline, topaz, amethyst, emeralds, zircon, diamonds, precious and semi-precious stones, coal, earth and other substances in Tanzania and in other parts of East Africa.
  - (b) To carry on all kinds of mineral exploration and in particular to search for, prospect, examine and explore mines and ground supposed to contain minerals or precious or semiprecious stones and to search for and obtain information in regard to mines, mining claims, mining district and localities and also to carry on the business as jewelers, gemstones, gold, graphite and silversmiths dealers in agro goods. Precious stones and manufactures and processors of articles of every description, and to carry on the business as general merchant, inclusively the sale of handicrafts and consumable articles to buy, sell, manufacture, export, import process and trade in gemstones and minerals of every kind.
  - (c) To carry on the business as goldsmiths, silversmiths, jewelers, gem merchants, unwrought precious metal dealers, watch and clock makers, importers, exporters and dealers of bullion and precious stones, and to buy sell and deal in (whole sale or retail) precious stones, cutlery, dressing bags, bronze articles of virtue, objects of art, and such other articles and goods as the company may consider capable of bringing conveniently dealt in relation to its business, and to manufacture and to establish factories for manufacturing goods for the above business and to establish a lapidary or lapidaries.
  - (d) To carry on the business of manufacture and importers and exporters an wholesale and retail dealers or leather goods, curios skin goods, handicrafts,



and to carry on the business as jewelers, gold and silver-smiths, dealers, in china, curio-satire articles or virtue, coins, medal, artificial, jewelry, fancy goods, bullion and precious stones, and as manufacturers of and dealers in gold and silver plate, plated articles, watches, clocks, chronometers, and optical and scientific instruments and appliances of any description and as owners, miners, metallurgists and metal workers.

- (e) To purchase, take on lease, or otherwise acquire freehold and other properties, mines and mineral properties, and also grants, concessions, leases, claims, licenses of or other interest in mines, mining rights, mineral properties, waters light, and either absolutely or conditionally, and either solely or jointly with others.
- (f) To carry out, complete and engage in survey of land, soil, rocks, geological formations, and groundwater, to prepare or organize the preparation of reports, plans and diagrams, relating to or incidental to such survey and to take or arrange the taking of all appropriate measures and action to determine, locate, quantify and asses the nature and structure of any land whereon mineral prospecting, mining or similar operations may be performed.
- (g) To acquire by purchase, concession or lease, or to take in exchange or otherwise, or to erect and construct, and whenever necessary to alter building, railways, roads, shafts, furnaces, quarts crashing and other machinery, works for smelting or otherwise for treating, removing and storing metals and metals and minerals, and drawing, working manufacturing, purifying cutting, polishing, or otherwise dealing with gold, silver, precious metal, minerals, ores coals, diamonds and precious stones, earth and other substances.
- (h) To employ and pay mining experts, agents, and other persons, partnerships, companies or corporations, and to organize, equip, and dispatch expeditions for prospecting, exploring reporting on, surveying, working, developing properties, district and territories whether the same are the properties, district and territories, whether the same are the properties of this company or otherwise, and to promote and assist in the settlement of any land, farms, district, territories and properties, and to promote emigration or immigration for the purpose, and to make advances to, and to pay for or contribute to the expenses of, and otherwise assist persons on, mining, or otherwise any land, farms, district, territories and properties, or desirous of so doing.
- (i) To carry on the business as property and mine owners, inners, metallurgists, metal workers, builders, and constructors, engineers, manufacturers, and farmers, grazers, horse and cattle dealers, coal proprietors, traders, ship owners, ship brokers, importers and exporters, and to buy, sell and deal in property of all kind
- (j) To carry on building subcontracting activities and the trade and management of real and personal property such as buildings, shares and other securities, as well as carry on leasing and/or rental activities compatible therewith.



- (k) To make, build, erect, layout, equip, construct, maintain, alter, use, manage, demolish, repair, improve and work in any of the world dwelling houses, flats, offices, shops factories, mills, roads, railways, tramways, telegraph lines, telephone, electric lights and power works, canals, reservoirs, waterworks, walls aqueducts, watercourses, furnaces', gas-works, piers, wharves, docks, quarries, mines wells, warehouses, ships, and other works, buildings and conveniences of all kinds which may be deemed expedient for the purposes of the company and to pay or contribute to the payment or cost of making, building, maintaining, using and working the same.
- (l) To negotiate for, purchase, sell, hire, exchange, take or grant any building or other lease or agreement for building or other lease or otherwise acquire or deal with real or personal property of all kinds in any part of the world and, in particular, estates, lands, houses, buildings, warehouses, machinery, plant, stores, licenses, concessions, rights of way and rights of water, and any rights, easements, privileges or interests which the Board of Directors for the time being of the Company may consider advisable, and either as principal or as agent for or in partnership or conjunction with any person, body or company to work, develop, manage, mortgage, lease or otherwise deal with the whole or any part of such property or rights, whether belonging to the Company or otherwise, and to erect and construct houses, buildings and works of every description, and to clear, manage, farm, cultivate, plant, work or improve any land or buildings which, or any interest in which, may belong to the company, and to deal with or otherwise turn to account any farm or other products of any such land.
- (m) To carry on the business of all kinds of Information Technology (IT) consulting for small/medium size companies. Provide complete IT solutions to any sort of business and all facilities related to the following mentioned or connected there with.
- (n) To carry on all or any of the business related with running an Internet Café.
- (o) To carry on all or any of the business related with:
- Website design, installations, maintenance and technical support of computer hardware and software, trainings on information technology, communication equipment, set up internet and networks in research centres, business premises, and educational environments.
- (p) To carry on the business of import and export of new and used computers (desktop & laptops) computer parts, electronic equipments and household electrical appliances. All items as from time to time directors deem fit to deal with.
- (q) To carry on the business of manufacturing importing and distributing of all types of electronic products, Computers and software connected with the latest Computer Technology and also the sale and maintenance thereof.



- (r) To carry on the business of import and export of new and used vehicles, Import spare parts of all kind of motor vehicles; act as agents of buying and selling all kinds of motor vehicles.
- (s) To carry on the business of tour operators and travel agents in order to promote tourism in Tanzania and elsewhere in Africa. Promote facilitate travelling, fishing and diving expeditions, safari promoters and undertakers in particular to arrange and manage safaris, photo safaris, adventure tours, fishing trips.
- (t) To engage in prospecting and mining, utilization, procurement, processing, marketing, distribution, and export of all types of minerals and natural recourses.
- (u) To promote, float, take part in the formation, management, supervision or control of the business or operation of any enterprise or undertaking including financial, commercial, industrial, agricultural, health, forestry, fishery, mining, transport, tourism, housing, entertainment and also to offer technical, financial, managerial or secretarial services to such undertakings or enterprises.
- (v) 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 undertaking connected therewith.
- (w) To purchase take on lease and otherwise acquire for investment or resale any estate, land, buildings, easements and other rights and interests in immovable property or any tenure in Tanzania and elsewhere and to sell let or lease exchange or otherwise dispose of or grant rights over any immovable property, belong to the company.
- (x) To accept payment for any property or rights sold or otherwise disposed or dealt with by the company either in cash, by instalment or otherwise or in fully or partly paid up shares of the company or corporation, with or without deferred or preferred or guaranteed rights.
- (y) To engage in and carry on the business as general merchant traders, whole sellers and retailers.
- (z) To promote, float, take part in the formation, management, supervision or control of the business or operation of any enterprise or undertaking including financial, commercial, industrial, agricultural, health, forestry, fishery, mining, transport, tourism, housing, entertainment and also to offer technical, financial, managerial or secretarial services to such undertakings or enterprises.



- (aa) To remunerate any person, firm or company rendering services to this company, whether by cash payments, or by allotment to him or them of shares or securities of the company credited and paid in full or in part, otherwise.
- (bb) To carry on the business as general food processor packers and suppliers, to be general suppliers of hard goods stuffs and agricultural crops, to be grain millers and food mixers to be general exporters of fresh fruits vegetables and flowers, to act as agents of buying and selling all kinds of motor vehicles, General supplies, buying and selling building hardware of every description, electrical appliances, lease.
- (cc) To manufacture, make, design, assemble, repair or maintain all types of Computers, electrical appliances, audio and video electronic equipment alarm system, solar system, power generators or any accessories or other machines instrument or parts.
- (dd) To act as agents for the sale and purchase of any stocks shares or securities or for any other monetary or mercantile transactions.
- (ee) To act as executors and trustees of wills and settlements made by customers and others and undertake and execute trusts of all kinds.
- (ff) To do all or any of the above things in any part of the world and either as principals, agents, trustees, contractors or otherwise, an either alone or in conjunction with others and either or through agents, sub-contractors, trustees and otherwise.
- (gg) To invest and deal with the moneys of the company not immediately required, upon such securities and in such manner as may from time to time be determined.
- (hh) To establish, develop and run any business related to/with residential and leisure centres, health and sports clubs, office buildings, restaurants, pubs, apartment complexes, condominiums and generally buildings and centers for commercial and residential use.
- (ii) To distribute among the members in pieces any property of the company, or any proceeds of sale of disposal of any property of the company.
- (jj) To draw, make, accept, endorse, discount execute and issue promissory notes, bills of lading, warrants, debentures and negotiable or transferable instruments.
- (kk) To act as agents or brokers, and as trustees for any person firm or company, and to undertake and perform sub-contracts and also to act in any other business of the company through or by means of agents, brokers, sub-contractors or others.



- (ll) To obtain any provisional order, ordinance or act of Parliament for enabling the company to carry any of its objects into effect, or for affecting any modification of the company's constitution, or any other purpose which may seem expedient, and to purpose any proceedings, or applications which may seem calculated, directly or indirectly to prejudice the company's interest.
- (mm) To promote wildlife conservation, restoration and habitat preservation and environmental conservation.
- (nn) To do all business as importers, exporters, wholesalers, retailers, distributors for all types of products and commercial produce through wholesale and retail outlets.
- (oo) To purchase, take lease, or in exchange, or on hire or otherwise to acquire, develop, manage and work land, buildings, concessions, estates, forestry, mining, and trading rights, licenses, privileges for the purpose of the company's business.
- (pp) To adopt such means of making known the activities and products of the company as may seem expedient and in particular by advertising in the press, on radio or television, by circular, purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards and donations.
- (qq) To enter into partnership or into any arrangements for sharing profits, union of interests, cooperation, joint venture, reciprocal concession or otherwise, with any person or company carrying on, or engaged in, or about to carry on or engage in any business or transaction capable of being conducted so as to directly or indirectly benefits the company, and to lend money, to guarantee the contracts of, or otherwise assist any person or company to take, purchase or otherwise acquire shares and securities of any company and to sell, hold reissue with or without guarantee, or otherwise deal with the same.
- (rr) To transact agency business of all kinds and to act as management agents, directors and consultants to all kinds of business, with particular emphasis on foreign investors willing to invest in Tanzania.
- (ss) To cultivate, buy, process crops and farm produce of all kinds for the local and export market and to engage in all types of animal husbandry.
- (tt) To act as a business, professional, technical and investment advisers and consultants.
- (uu) To devise, assist, promote, encourage and implement schemes for improvement of business methods and practice and for the expansion, amalgamation or reconstruction of all kinds of enterprise.
- (vv) To enter into arrangements with Government, Local Government, or other governmental bodies or authorities and to obtain from them any rights,



privileges, contracts and concessions which may assist the company in carrying out its objects.

- (ww) The company shall not engage in any political activity.
- (xx) To promote any other company for the purpose of acquiring all or any of the property and liabilities of the company, or for any other purpose which may seem directly or indirectly beneficial to the company, and to subsidise or otherwise assist any company.
- (yy) To take or otherwise hold shares in any other company having objects altogether or in part similar to those of the company, or for any other purpose that may directly or indirectly benefit the company.
- (zz) To amalgamate with any other company having objects altogether or in part similar to those of the company.
- (aaa) Generally to purchase, take on lease or in exchange, hire or otherwise acquire any property, movable or immovable, or any interest therein and any rights or privileges which the company may deem necessary or convenient for the purpose of its operations and in particular any land or buildings, and to pay for such properties, rights and privileges, either in cash or in stock or shares or otherwise.
- (bbb) To borrow or raise money in such manner as the company shall deem fit, and in particular by the issue of debentures or debenture stock, perpetual or otherwise, either charged upon all or any of the company's property, both present and future, including its uncalled capital, or not so charged or otherwise howsoever.
- (ccc) To pay out of the funds of the company all expenses of and incidental to its formation and registration and to remunerate any person or company either in case or by allotment of shares credited as fully or partly paid up, for services rendered in the formation of the company or in placing or assisting to place any of the shares in the company's capital or in or about the promotion of the company or the conduct of its business.
- (ddd) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit and to grant pensions and allowances to Directors and former Directors and persons who are or have been at any time employed by or in service of the company or of any subsidiary, allied, or associated company or of the predecessors in business of any such company or the dependants of such persons and to make payments towards insurance for the purpose aforesaid.
- (eee) To make, accept, endorse, execute and issue promissory notes, bills of exchange debentures and other negotiable or transferable instruments.



(fff) To sell, improve, manage, develop, lease, mortgage or dispose off the whole or any portion of the property and rights of the company.

(ggg) To invest the moneys of the company not immediately required.

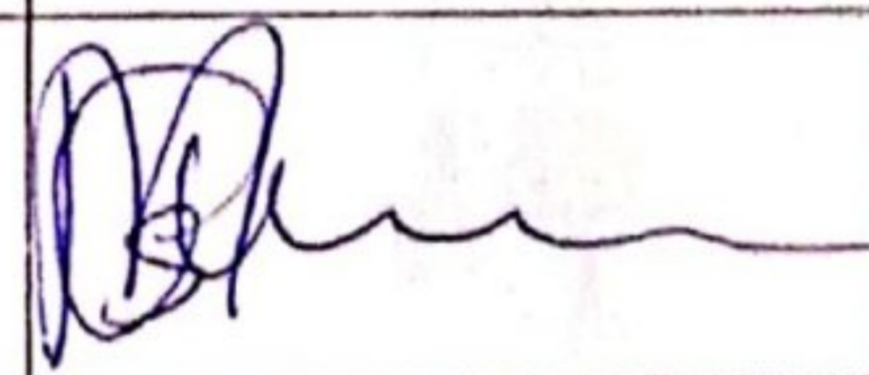
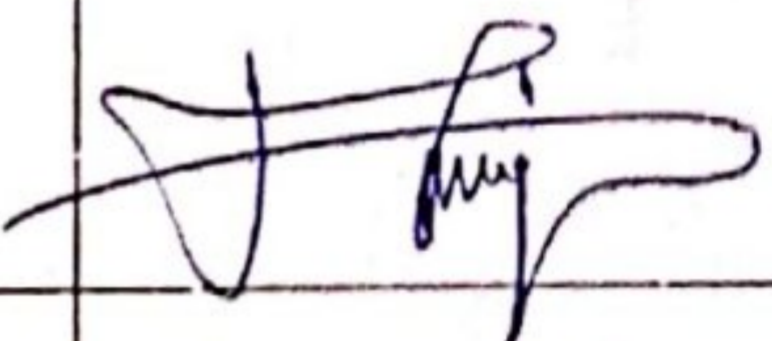
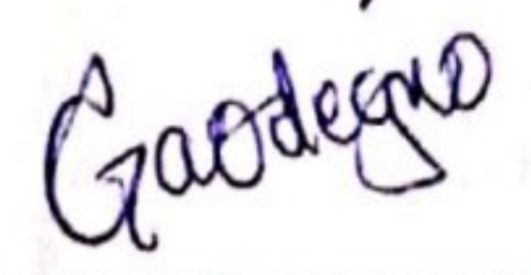
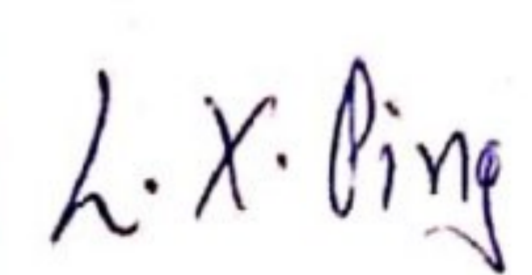

(hhh) To distribute any of the property of the company among the members in specie or in kind.

(iii) Generally to do all such other lawful things as are conducive to the attainment of the above objectives.

4. The liability of the company is limited.

5. The share capital of this Company is Tanzania Shillings One Billion (TZS 1,000,000,000/-) divided into 50,000 shares of Tanzania Shillings Twenty Thousand (TZS 20,000/-) each. The company has the power to alter the capital values of share and create classes to shares attach special rights to share from time to time as it may deem fit.

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

Name, Address and description of Subscribers	Number of Shares taken by each Subscriber	Signature of Subscriber
GODLISTEN MATHAYO MWANGA, P. O. BOX 8004, ARUSHA.	7,650	
MACMILLAN ELIHURUMA NJAU, P. O. BOX 8004, ARUSHA.	7,650	
GAO DE GUO, P.O. BOX 8004, ARUSHA.	4,899	
LAN XIANGPING, P. O. BOX 8004, ARUSHA.	4,899	
WANG SHAO MING, P. O. BOX 8004, ARUSHA.	4,899	

Dated the 28<sup>th</sup> day of September, 2016.



Witness to the above signatures:

Signature:



Address:

P.O. Box 16374, Arusha

Qualification:

Advocate

