

**THE COMPANIES ACT, 2002
CHAPTER 212**

**COMPANY LIMITED BY
SHARES**

MEMORANDUM

AND

ARTICLES OF

ASSOCIATION

OF

JIYUN MINING COMPANY LIMITED

**DRAWN BY
GUO MEIJU (SUBSCRIBER)**

ZHEJIANG –TAIZHOU
CHINA.

THE COMPANIES ACT, 2002 (ACT NO. 12 OF 2002)
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
JIIYUN MINING COMPANY LIMITED

1. The name of the company is **JIIYUN MINING COMPANY LIMITED**.
2. The registered office of the Company will be situated in the United Republic of Tanzania Mainland
3. The objectives for which the company is established are:
 - a) To carry on business of search, research or mine, minerals and mines and to process, market or sell and export minerals and gemstones of any kind whatsoever obtained from various sites in the United Republic of Tanzania and to purchase or otherwise acquire, hold, sell, exchange, work, exercise, develop, turn to account and dispose of gold, diamonds, any interests in the same, respectively, and to carry on the business of refining, cutting, polishing or selling of minerals, precious stones, gold, diamonds and industrial minerals at any state of ore, rough, precious and semi precious stones.
 - b) To carry on business of dealer in minerals inside and outside Tanzania.
 - c) To carry on business of buying or otherwise acquire minerals from the Mineral and Gem Houses or to sell or otherwise dispose of minerals.
 - d) To carry on business of prospecting, planning and permitting the mine, extraction of raw minerals via surface mining and/or underground mining techniques, processing and mineral dressing, and the restoration or reclamation of the mine at the end of its economic life cycle.
 - e) Mining activities, including prospecting, exploration, construction, operation, maintenance, expansion, abandonment, decommissioning and repurposing of a mine can impact social and environmental systems in a range of positive and negative, and direct and indirect ways.
 - f) To carry on business of prospecting, exploration, construction, operation, maintenance, expansion, abandonment, decommissioning and repurposing of mines.

- g) checking that financial reports and records are accurate and reliable, ensuring that assets are protected indenting if, and where processes are not working as they should and advising on changes to be made, preparing, reports, commentaries and financial statements, liaising with managerial staff and presenting findings and recommendations ensuring procedures, policies, legislation are correctly followed and complied with, undertaking review of wages.
- h) To undertake and carry on the business of logistics solution provider in any or all of its aspects i.e multimodal transportation, warehousing, distribution, providing MIS and related documentation, to act as Power of Attorney holders for the customers, to collect the sale proceeds on behalf of the customers and any other services related with the logistics/transport
- i) To carry on the business of public carriers, transporters and carriers of goods, passengers, merchandise, documents, parcels, services of pickup and delivery of documents, parcels, door to door/desk service of small, medium, bulk; odd or any size or type of consignments of all types of goods and merchandise
- j) To encourage and provide the business as package tour operators, daily passenger service operators, tour operators, travel agents, ship booking agents, railway ticket booking agents, airlines ticket booking agents, carrier service agents, courier service agents.
- k) To carry on the business of general carriers and forwarding agents, warehousemen, bonded warehousemen, carriers, travel and freight agents and messages and to acquire all necessary licenses.
- l) To carry on business as agents, managers, factors or brokers for any other person or persons, firm or company in any part of the world and in particular but without in any way restricting the above powers to act as insurance, shipping. airline, transport and mercantile agents and managers.
- m) To carry on business of hotel, restaurant, cafe, swimming pools, auto-court, motel holiday camp, and apartment-house keepers.
- n) To carry on the business of general supplies, promotion sales and distribution textiles to the entire country.
- o) Provision of printing services and supply of stationeries including but not limited to ream papers, ink, stitching glue and binding glue.
- p) Public address system services and maintenance ; projector, laptop, speaker, microphone, cabling and tracking, amplifier and recording machines
- q) Real estate business, including but not limited to buying. Building and renting resident houses & buying and selling plots/land.

- r) To carry on the business of manufacturing, packing, repacking, packaging. Repackaging. Labeling. Storing, maintaining. supplying, tainting thereof, of food and nutritional Products, goods like foods and stuffs, beverages such as soft and alcoholic drinks and establishing manufacturing industries for purpose of the company.
- s) To carry on the business of general trading. Export and import of commercial permissible food items. non-food items, dealers, carrying contractors of all and every kind of general and special products, goods substance and materials.
- t) To conducts civil works, sale and purchase of all types of business of all kinds merchandise machinery and parts electronics equipment, computers and accessories machinery parts, raw materials and to trade in import and export the same and to manufacture or produce the same and to carry on the business of general importers including computers hardware and software, micro computers, peripherals, exporters and general traders for the benefit of the company.
- u) To acquire by purchase, lease, exchange, hire or otherwise, hold for any estate or interest, any land, buildings, easement, rights, privileges, concessions, patents, patents rights, licenses, secret processes, trademarks, designs, machinery, plant stock - in- trade and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the company's business.
- v) To borrow or receive money on deposit either without security or secured by debenture stock (perpetual or terminable) mortgage or other security charged on the undertaking of on all or any of the assets of the company including uncalled and generally to act as bankers.
- w) To lend money with or without security and to invest money of the company upon such terms of the company may approved and to guarantee the dividends, interests and capital of the shares, stock or securities of any company of or in which this company is a member or is otherwise interested, and generally as the directors think fit.
- x) To enter into arrangement for joint working in business or amalgamate with or enter into any partnership of arrangement for sharing profits, union of interest, reciprocal concession or cooperation with any company. firm or person carrying on or proposing to carry on any business within the objects of this company or which is capable of being carried on so as directly or indirectly to benefit this company.
- y) To acquire by subscription or otherwise and hold, sell, deal with or dispose of any shares, stock, debentures, debenture stocks, or other securities of any kind whatsoever, guaranteed by any company constituted or carrying on business in any part of the world and debentures ,debenture stock and other securities of any kind

guaranteed by any government or authority municipal, of any kind guaranteed by any government or authority ,municipal local or otherwise whether at home or abroad ,and to subscribe for the same either conditionally or otherwise and to guarantee the subscription there of and to exercise and enforce all rights and power conferred by the ownership thereof

z) To establish or promote or concur in establishing or promote any other company whose object shall include the acquisition or taking over of all or any of the assets or liabilities of this company or the promotion of which shall be in any manner calculated to advance directly or indirectly the object or interest of this company and to acquire, hold, dispose of shares, stocks or securities issued by or any other obligation of any such company.

aa) To purchase or otherwise acquire, take over and undertake all or any part of the business property, liabilities and transactions of any person ,firm accompany carrying on any business the carrying on of which is calculated to benefit this company or to advance its interests or possessed of property suitable for the purposes of the company.

aa) To accept payment for any property or right sold or otherwise disposed of or dealt with by the company ,either in cash, by installments or otherwise ,Or in fully or partly paid up share ,or stock of the company or corporation ,with or without preferred or deferred or special rights or restriction in respect of dividend repayment of capital ,voting or otherwise ,or in debenture or mortgages or other securities Of any company or corporation or partly in one mode and partly in another, and generally on such terms as the company may determine ,and to hold dispose of or otherwise deal with any share «stock or securities so acquired

bb) To carry on all such other things as may appear to be incidental or conducive for attainment of the above object or any of them save as is expressly provided, but so that the company shall have full power to exercise all or any of the power conferred by any part of this clause in any part of the world, and in the event of any ambiguity this clause and every paragraph here of shall be constructed in such a way as to widen and not restrict the power of the company.

cc) To purchases ,take, hire and otherwise acquire any lands ,building or property ,real and personal, and any right or privileges which may be used for the purposes of or capable of being conveniently used in connection with ,any of the object of the company.

dd) To invest and deal with the money of the company not immediately required in such manner as the board of director thinks.

ee) To promote local community resources by setting clear targets in promoting and maintaining responsibility of keeping the environment and tourists attractions clean.

ff) To open and operate banking account and other banking facilities.

gg) To establish agencies in different parts of cast of Africa and beyond for the o purpose of carrying on any or all of the business of the company.

hh) To transfer any of company s property assets liabilities and engage to any of the charity institution campaigns or association with which the company is authorized to join.

ii) To enter in any arrangement with any government authorities or any person, company in association necessary to promote any of the company object.

jj) To raise in borrow to secure the payment of money and any interest there in such term as may be deemed expedient and in particular by the issue at purity a premium in discount of debenture stock either perpetual or terminable or by bond s ,mortgages or any of the undertaking property, of right of the company both present and future including its uncalled capital, or without such security.

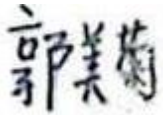
kk) To lend and advance money in credit to such person and on such terms as may be deemed expedient by the board of directors.



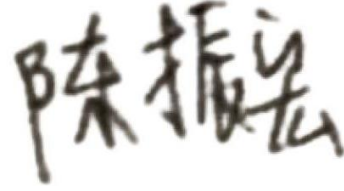
ll) Other paragraph or to the name of company or by the just position of two or more objects shall any of the aforesaid object mentioned in the just or any other paragraph To buy, sell and deal in all kinds of apparatus and all kinds of provisions, liquid and solid , required by member of the company or persons frequenting the company's premises

mm) To carry on all such other things as may appear to be incidental or conducive for attainment of the above object or any of them.

4. The liability of the members is limited.
5. The share capital of the company is Tanzania shillings five hundred million (TShs. 500,000,000/=) only divided into 10000 ordinary shares of Tanzania shillings fifty thousand (TShs.50,000=) each. Subject and without prejudice to the rights attached to any class or the company, whether part of the original or and increased capital of the company, may be used with and special qualified, preferred or differed rights and privileges or conditions as to capital, dividends, or conditions shall not be altered of modified except in accordance with the articles or association of the company for the time being enforce.

We, the several persons whose names and addresses are subscribed hereof 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. We, the several persons whose names and addresses are subscribers are, desirous of being formed into a Company pursuant 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 and address of Subscribers | Number of Shares taken | Signature of subscribers |
|--|-------------------------------|---|
| GUO MEIJU ZHEJIANG,TAIZHOU, CHINA. | 1875 |  |

| | | |
|---|------|--|
| PAUL JOHANNES IGOGO MBEZI JUU-KINONDONI, P.O.BOX 7276 DAR ES SALAAM | 2500 |  |
| XIANMING HE XINYU-TIANGONG-SOUTH AVENUE-JIANGXI | 4125 |  |
| ZHENHONG CHEN HANGZHOU,NO.866,YUHANGTA NG ROAD,ZHEJIANG. | 1500 |  |

Dated on this.....15thday of.....January.....2024

NAME; CHACHA MWITA NASHON

SIGNATURE; 

TITLE; ADVOCATE



THE COMPANIES ACT 2002

COMPANY LIMITED BY

SHARES

ARTICLE ASSOCIATION

OF

JYUN MINING COMPANY LIMITED.

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 in addition to substitution shall be the regulations of the company.

PRIVATE COMPANY

2. The Company is a Private Company and accordingly:-
 - (a) The right to transfer shares is restricted in manner hereinafter prescribed.
 - (b) 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 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 treated as a single member.
 - (c) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.
 - (d) The Company shall not have power to issue share warrants to bearer.

TRANSFER OF SHARES

3. The Directors may in their discretion and without assigning any reason thereof refuse to register the transfer of any share to any person who in their opinion be undesirable for any reason whatsoever to admit to membership.
4. Subject to clauses 2 and 3 hereof the right to members to transfer their shares shall be restricted as follows;
 - (a) No share shall be transferred to a person who is not a member so long as any member of any person selected by the Directors as one who it is desirable in the interest of the Company to admit to membership.
 - (b) Every shareholder or trustee in bankruptcy, or any person who may desire to sell or transfer any such shares and every person who may desire to sell or transfer any such shares and every personal representative of a deceased shareholder shall give notice in writing to the Directors that he desires to make such sale or transfer. Such notice shall constitute the Board of Directors of the Company as

his agent for the sale of the said shares to any member or members of the company at the price to be agreed upon between the party giving such notice the party and the board, or in case of difference to be determined by the Auditor of the Company.

- (c) Upon price of such shares being agreed on a determined as per clause (b) above, the board shall forthwith give notice to such of the shareholders other than the shareholders desiring to sell or transfer the said shares, stating the number and price of such share inviting the person to whom notice is sent to state within 21 days from the date of such notice whether he is willing to purchase any, if so what maximum number of such shares. At the expiration of such days 21 notice the board shall apportion such shares amongst the shareholders (if more than one) who shall have expressed their desire to purchase number of shares already held by them respectively, or if there be only one such shareholder, that the whole of such shares shall be sold to him, provided no shareholder shall be obliged to take more than the maximum number of such shares stated in his answer to the said notice.

Upon such apportionment being made or such one shareholder notifying his intention to purchase, as the case may be, the party desiring to sell or transfer such shares shall be bound upon payment of the said price to transfer the shares to the respective shareholders or to single shareholder who shall have agreed to purchase the same.

5. **GENERAL MEETINGS: NOTICE OF GENERAL MEETING AND PROCEEDINGS OF THE GENERAL MEETINGS.**

The regulation of Companies Act shall apply to the following variations:-

- (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. **GUO MEIJU.**
 - 2. **PAUL JOHANNES IGOGO.**
 - 3. **XIANMING HE.**
 - 4. **ZHENHONH CHEN.**
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 four.
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.

VOTE OF MEMBERS

12. On a show of hands every member present in person shall have one vote. On a roll every member shall have one vote only for the shares of which he is holder.
13. No member shall be entitled to vote at any general meeting unless all calls or other sums presently by him in respect of shares in the Company have been paid.

DISQUALIFICATION OF DIRECTORS

14. The office of a Director shall be vacated if the Director;
 - (a) becomes bankrupt; or
 - (b) is found to be a lunatic or becomes of unsound mind; or
 - (c) resigns his office by notice in writing to the Company;
 - (d) abstains himself from meetings of the directors for a period of six months without special leave of absence from the other Directors.

SEAL

15. The Directors shall provide for the safe custody of the Seal. The Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors and in the presence of at least two Directors or a Director and Secretary or other person as aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.

ALTERNATE DIRECTORS

16. Any director shall have power to nominate any person to act or attend as alternate Director during his absence or during his inability so to act. Such Director shall be subject in all respects to the terms and conditions existing with reference to the other Directors and such Alternate Director shall exercise and discharge all the duties of Director whom he represents.
17. Unless otherwise decided by the Directors the quorum necessary to transact business of the Directors shall be two Directors personally present.

SECRETARY

18. The Secretary shall be appointed by the Board for such terms at such remuneration and upon such condition as it may think fit, and any Secretary so appointed may be removed by the Board.

WINDING UP

19. With the sanction of a special resolution of the shareholders any part of the assets of the Company including any shares in other Companies may be divided between the members of the Company in special or may be vested in Trustees for the benefit of such members and the liquidation of the company may be closed and the company dissolved but so that no member shall be compelled to accept any shares whereupon there is any liability.

ALTERATION OR ADDITION

20. Subject to the provisions of the Act and to those contained in the Memorandum of Association the Company may by Special Resolution make alteration or addition so made shall be as valid and effectual as if originally contained in those articles and be subject in like manner to alteration by Special Resolution.

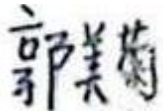


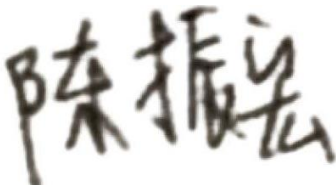
INDEMNITY

21. Every Director, Managing Director, Agent, Auditor, Secretary and other Officer for the time being of the Company shall be indemnified out of the Assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgment is given in his favour or in which he is acquitted or is in connection with any application in which relief is granted to him by the Court.

ARBITRATION

22. If and whenever any dispute or difference shall arise between the Company and any of the members or their respective representatives touching upon the construction or meaning of any of the Articles herein contained or any act matter or thing made or done or omitted to be done or with regard to the rights or
23. liabilities arising here under or arising out of the relation existing between the parties by reasons of these Articles or the Act, such differences shall (unless a sole arbitrator be agreed upon) forthwith be referred to the arbitration of three 3) arbitrators, one to be appointed by each party and the third to be appointed by the first two or, in the event of failure to agree within (Cap. 15) or any then existing statutory modifications or re-enactment thereof shall apply.

We, the several persons whose names and addresses are subscribed hereof 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. We, the several persons whose names and addresses are subscribers are, desirous of being formed into a Company pursuant 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 and address of Subscribers | Number of Shares taken | Signature of subscribers |
|---|------------------------|---|
| GUO MEIJU ZHEJIANG,TAIZHOU, CHINA. | 1875 |  |
| PAUL JOHANNES IGOGO MBEZI JUU-KINONDONI, P.O.BOX 7276 DAR ES SALAAM | 2500 |  |
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| ZHENHONG CHEN HANGZHOU,NO.866,YUHANGTA NG ROAD,ZHEJIANG. | 1500 |  |

Dated on this.....15thday of.....January.....2024

NAME; CHACHA MWITA NASHON.....

SIGNATURE; *Chacha*.....

TITLE; ADVOCATE.....

