

THE COMPANIES ACT 2002
(LAWS OF TANZANIA)
COMPANY LIMITED BY SHARES

Memorandum

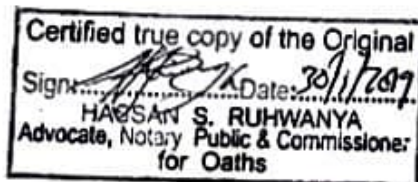
and

Articles of Association

of

PU BO MINING LIMITED

Incorporated this ____ day of ____ 2014



Drawn by:
BIAOZHI XIONG
(Subscriber)
P.O Box 4241,
Dar es Salaam.

50001
46288 19/12/14
Details

Certified true copy of the Original
Signed... Date...
HAGANI S. RUYIYANVA
Advocate, Notary Public & Commissioner
for Oaths

25001
46288 19/12/14
Details

**THE COMPANIES ACT (2002)
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION OF
PUBO MINING LIMITED**

1. The name of the Company is PUBO MINING LIMITED
2. The registered office of the company will be situated in Tanzania
3. The object for which the company is established are -
 - a) is to carry on 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, easement, options, claims, properties, cassettes and effects supposed to contain minerals and mining rights and any undertaking connected therein
 - b) To carry on all any of the wholesale and/or retail as gemstones ,merchants, jewelers and or dealers in and /or buy, sell market import, export and /or general deal in all or any kinds of gemstones precious and semi-precious stones, gold ,gold silver and precious metals of whatsoever or description
 - c) To cut polish dress and prepare for all kinds of gemstones, precious and semi-precious stones and minerals of whatsoever kind or description.
 - d) To search for ores, minerals and previous stones, mine over any land in which the company may be interested and to sell or otherwise dispose of the land, mines, minerals precious stone and any other property of the company.
 - e) Precious stones including gypsum, diamonds, gemstones, tanzanite and valuable and base minerals and metals and minerals substitutes of all kinds including, aluminum, manganese and petroleum and to buy, sell, market, import, export and deal in the same and to carry on any other operations which may seem conducive to any of the company's objects and to carry on the business.
 - f) To establish and carry out gypsum, marble mining to be gypsum and marble dealers, to be gypsum ,marble and other stone cutters polishers and glaciers for the local and export market, to establish and operate marble and other stone processing industries. To be general mineral prospectors and miners, to be dealers in precious and semi-precious tones of all kinds and description. To be gold miners and processors of local and export market.
 - g) To carry on the business of timber and lumber merchants, lumber yard and saw-mill proprietors, and to sell, to buy prepare for the market ,import, export and deal in timber and wood of all kinds, and to manufacture and in articles of all kinds, and to manufacture and deal in articles of all kinds in the manufacture of which timber or wood is used ;to carry on the business of logging and lumbering, purchasing, acquiring and leasing timber berths, and so far as may be deemed expedient the business of general merchants in any other business which may see to be company capable of being conveniently carried in connection with any of the above ,or calculated directly or indirectly to render profit able or to enhance the value of the company's property or rights for the time being.
 - h) To carry on the business as general suppliers of all sort and types of goods and services to individuals, offices ,industries ,shops schools, factories, hospitals, army,

military, ministries and all other government offices, universities and all other places where the services of a supplier are needed.

- i) To carry on the business of dealing in marketing, manufacturing, importing, exporting, stocking, buying, selling whether by wholesale or retail of various categories of goods and merchandise, and to act as insurance agents, commission agents and manufacturers, representatives in all fields. To establish business enterprises whether small scale, industries and generally deal in all kinds of general merchants and to import, export and all either by merchandise and articles of all description.
- j) To carry on the business of household, domestic appliance and electrical goods ,audio visual goods ,electronic items, building materials, hardware, foodstuff, agricultural products and merchandise of every nature, kinds and description whatsoever as a dealer, wholesaler, retailer, distributor, importer, exporter and after sales services and repairing.
- k) To carry on the business of wholesalers, retailers, general traders, suppliers, merchants, importers, exporters, stockists and dealers in all types of clothes, textile materials, and dye, boutique, shoes, caps, bags, sealing second hand clothing, dresses of types and description whatsoever.
- l) To carry on the business as importers, exporters, general suppliers, traders, merchants, stockists, wholesalers, retailers, and dealers in all types of electrical goods, hardware, building materials ,timber, fishing gears, groceries, computers, office equipment, stationeries, cooking oils, salts foodstuffs, cosmetics, oils, spare parts, and maintenances, tyres, tubes, tools and accessories for all types of auto motives ,motor vehicles agricultural machinery, implements, equipment, all kinds of industrial agricultural machinery, implements, equipment, all kinds of industrial projects machinery and equipment, paints, spirit sheets, hinges, screws, iron monger, textile piece goods, all types of leather goods, shoes, bags and other similar goods.
- m) To carry on the business and act as managers of investments and investment company, business of property managers, developers, real estate agents, valuers, decorators, engineers and to generally be able to carry out activities of any description with regards to land, property, building, lands, securities, bonds, shares, and any property act as a holding company with subsidiaries and invest an any projects as the company may think fit.
- n) To carry on business of importers, exporters, buying ,selling ,dealers in hardware, building materials, sanitary-ware, wall papers, roofing tiles, flooring tiles, supplying industrial equipment, agricultural implements and equipment, spares of every description, plumbers, decorators, steel fabrications, machine shop, nickel plating, electric plating, making steel windows, doors, frames and roof tresses.
- o) To carry on the business of clearing and forwarding agents, commission agents ,transporters, freighters, hauliers, customs bonded warehouse and go down keepers, cargo and travel agents, insurance agents, tourist agents, manufacturers' representatives road contractors, cargo superintendents, packers, machinery haulage specialists, warehousemen, engineers, electricians, motor cars, omnibus, lorries, oil tank and coach proprietors and transporters, civil transport contractors and transporters by any other means of conveyance of people and goods in Tanzania and the neighbouring countries and in such other places as from time to time be determined by the company, engage in and or otherwise carry on the business as transporters and transport agents, freight forwarders.
- p) To carry on all or any business of publishing, printing, distributing and selling of business management, industrial, scientific, academic, communications, financial,

agriculture social and environmental information technology periodicals brochures and books and any other reading materials.

- q) To engage in investments schemes of construction ,rehabilitation, erection, ownership and management of commercial buildings, export processing zones and special economic zones, to buy, sell, hire, manufacture, trade and deal in property, goods, produce, articles, and merchandise of all kinds and transact any and every description as development agency, distribution, marketing, commercial, industrial, manufacturing, mercantile, insurance and financial business and carry on the business of traders, general merchants, general storekeepers, metals, insurance agents, commission agents, business consultants, market. Research consultants, business consultants, business transfer agents, company promoters, underwriters, financier and bill brokers, agents, barter traders, court brokers, auctioneers and generally to execute and undertake agencies of all kind or carry on the business of warehouse construction, landscaping, engineering, general civil works and deal in all kinds of scrap metal and precious metals.
- r) To promote tourism in Tanzania and elsewhere in Africa, to carry on business of travel and tourist agents and tour operators, dealing with tourists accommodation facilities, tourists hunting, fishing, all kinds of water sports, mountain climbing, photographic and other adventures safaris, cultural tourism, dealing with dead and alive animal trade, game ranching and other types of captive wild animals business, trading in handcraft products, conduct training related to all the above.
- s) To carry on the business of establishing and running mini supermarkets, shopping malls, department stores, provision stores, groceries and shops of all kinds and description and generally to deal with such activities
- t) To engage in and carry on the business of proprietors and managers of hotels, restaurants, cafes, road houses, motels, safaris and holiday camps, caravan sites, guest houses, apartment housekeepers, refreshment and tea rooms, milk and snacks bars, tavern beer house and lodging housekeepers and to provide food and catering services to individuals, private and public institutions and to industrials and business concerns
- u) To act as agents for the management, improvement, development, purchase and sale of property and as agents for the purchase and sale of all manufactured goods, materials, provisions, and agricultural and other produce and for the investment, loan repayment, transmission and collection of money and generally to transact and to execute all kinds of agency business.
- v) To purchase ,take or lease or in exchange ,hire or otherwise acquire and hold any state or interest in any lands, buildings, residential, commercial, low cost housing estates, shopping malls, residential houses, serviced apartments and villas ,housing compounds, warehouse, office, shop, casements, rights, licenses secret processes, machinery, plants stocks in trade and real or personal property of any kinds.
- w) To purchase ,take on lease otherwise acquire for investment or resale any estate, land building casements 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 purchase ,take or lease or in exchange ,hire or otherwise and hold any state or interest in any lands buildings, casements, rights, licenses secret processes, machinery, plants stocks, in trade and real or personal property of any kind
- y) To accept payments 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
- z) To carry any other trade or business whatever which can in the opinion of the board of directors advantageously carried on by the company in connection with the above business or the general business of the company
 - aa) To act as agents for the sale and purchase of any stocks shares or securities of for any other monetary or mercantile transactions
 - bb) To act as executors and trustees of wills and settlement made by customers and other and undertake and execute trusts of all kinds
 - cc) To do all or any above things in ant part of the world and either as principals, agents, trustee, contractors or otherwise and either alone contractors, trustees and otherwise.
 - dd) To remunerate any person, firm or company rendering services to this company whether by cash or by allotment to him to them of shares or securities of the company credited and paid in full or in part, otherwise
 - ee) To accept for safe custody and keep for customers of the company all kinds of securities valuables and things
 - ff) To lend money on any terms that thought fit and particularly to customers or other person or corporation having dealing with societies and to give any guarantees that may be expedient
 - gg) To advance money to the shareholders in the company, and other to the purpose of enabling the person borrowing the same erect or purchase, on enlarge or repair any house or building or to purchase the fee simple or any less estate or interest in, or to take a demise for any term or terms and conditions as the company may think fit.
 - hh) 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.
 - ii) To distribute among the members in pieces any property of the company, or any proceeds of sale or disposal of any property of the company.
 - jj) To draw, make, accept, endorse, discount, execute and issue promissory notes, bill 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-contractor and also to act in any other business of the company through or by means of agents, brokers, sub-contractor or others.
 - ll) To take or otherwise and hold shares in any other company having objects altogether or in parts similar to this company, or carrying on any business capable of being conducted so as directly or indirectly to benefit the company.
 - mm) To transact or carry on all kinds of agency business and in particular in relation to the investments of money, the sale of the property and the collection and receipt of the money.

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 corporate or incorporate, and whether domiciled in the United Republic of Tanzania or elsewhere.



The object specified in each of the paragraph of this clause shall be regarded as independent objects, and accordingly shall in no way be limited or restricted (except where otherwise expressed in such paragraphs)by reference to or inference from the terms of any other paragraph of the name of the company but may be carried out in as

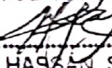
full and ample a manner and construed in as wide a sense as if each of the said paragraph define the objects of the separate and distinct compound.

That the meaning of any general word or words in any paragraph of this clause shall not be restricted by being construed generic with any particular word or words in the same paragraph.

4. The liability of the members is limited
5. The share capital of the company is Tanzania shillings Six Hundred Million (600,000,000/=), divided into One Thousand (1,000) Ordinary shares of Tanzania shillings Six Hundred Thousand (600,000/) each and the company shall have power to increase its capital and to divide the shares in its capital for the time being into several classes of stock or shares and to attach thereto respectively such preferential, deferred or in accordance with the Articles of Association of the company.

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 agree to take the number of shares in the capital of the company set opposite our respective names

Name, Address and Description of Subscriber	Number of Shares taken	Signature
1. BIAOZHI XIONG, P.O. Box 4241, Dar es Salaam.	300	
2. SHIKUAN SHAO, P.O. Box 4241, Dar es Salaam.	700	

Certified true copy of the Original
 Sign:  Date: 30/11/2014
 HASSAN S. RUHWANYA
 Advocate, Notary Public & Commissioner
 for Oaths

Dated at Dar es Salaam this 19th day of AUGUST 2014.

Witness to the above signature

Signature: 

Postal Address: P.O BOX 67846, DAR ES SALAAM

Qualifications: ADVOCATE



Certified true copy of the Original
Sign: *[Signature]* Date: 30/1/2019
HASSAN S. RUHWANYA
Advocate, Notary Public & Commissioner
for Oaths

50001
46288 / 1918/14
-Registered-

25001
46288 / 1918/14
-Registered-

THE COMPANIES ACT (Cap. 212)
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
PUBO MINING LIMITED

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 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 the case of any conflict between the provision herein, and the provisions under the regulation the former shall prevail, and in addition to substitution shall be the regulation of the company.

PRIVATE COMPANY

2. **THE Company is 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 to be the member of the company) is limited fifty, provided that where to or more persons hold one or more shares in the company jointly they shall for the purpose of this regulation be treated as 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.

MEMBERS

3. the members of the company (exclusive of persons who are in the employment of the Company) is limited to fifty, PROVIDED THAT, where two or more persons hold one or more shares in the Company jointly, they shall, for the purpose of this Article, be treated as a single member;

4. any invitation to the public to subscribe for any shares or debentures of the company is prohibited;

GENERAL MEETINGS

5. A General Meeting shall be held as the Annual General Meeting once in every year, at such time (within a period of not more than fifteen months after the holding of the last preceding Annual General Meeting) and place as may be determined by the Directors. The General Meetings referred to in this Article shall be called "Annual General Meetings". All General Meetings other than Annual General Meetings shall be called "Extraordinary Meetings".
6. The Directors may call an Extraordinary Meeting whenever they think fit and shall, on requisition in accordance with the Act, proceed to convene an Extraordinary Meeting as required by the Act. In the case of Extraordinary General Meeting called in pursuance of a requisition, unless such meeting shall have been called by the Directors, no business other than that stated in the requisition as the objects of the meeting shall be transacted.

NOTICE OF GENERAL MEETINGS

7. All meetings of Members shall be called by twenty-one days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and exclusive of the day for which it is given, and shall specify the place, the day, and the hour of meeting, and in case of special business, the general nature of such business (and in the case of a meeting convened for passing a Special Resolution, the intention to propose such resolution as a Special Resolution), and shall be given in manner hereinafter mentioned to such persons as are, under the provisions herein contained, entitled to receive notices from the Company. With the consent in writing of all Members entitled to receive notices from the Company, a meeting may be convened by a shorter notice and in such manner as such Members may think fit.
8. The accidental omission to give notice to, or the non-receipt of notice by, any Member, shall not invalidate the proceedings at any General Meeting.

DIRECTORS

9. (a) Until otherwise determined by the Company in general meeting the Directors shall be not less than two and not more than four
(b) The following persons shall be the first Directors to the Company:-

1. BIAOZHI XIONG
2. SHIKUAN SHAO

PROCEEDINGS AT GENERAL MEETINGS

10. All business shall be deemed special that is transacted at an Extraordinary Meeting, and also all business that is transacted at an Annual General Meeting, with the exception of declaring dividends, the reading and consideration of the accounts and

balance sheet and the ordinary reports of the Directors and documents required to be annexed to the balance sheet, the election of directors and appointment of Auditors and other officers in the place of those retiring by rotation or otherwise, the fixing of the remuneration of the Auditors and the voting of remuneration or extra remuneration to the Directors.

11. Any person entitled to be present and vote at a meeting may submit any resolution or amendment to the meeting, provided that at least five and not more than fourteen clear days before the day appointed for the meeting he shall have served upon the Company a notice in writing signed by him, containing the proposed resolution or amendment and stating his intention to submit the same.
12. Upon receipt of any such notice as in the last proceeding Article mentioned, the Secretary shall include in the notice of the meeting in any case where the notice of intention is received before the notice of the meeting is issued, and shall in any other case issue as quickly as possible to the Members notice that such resolution or amendments will be proposed. Any resolution or amendment of which such notice has not been given shall in the case of a resolution and may in the case of an amendment be ruled out of order, and the ruling of the Chairman shall be conclusive.
13. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business; save as herein otherwise provided two members present in person or by proxy shall be a quorum for all purposes.
14. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine, and if at such adjourned meeting a quorum is not present within fifteen minutes from the time appointed for holding the meeting, the Members present in person or by proxy shall be a quorum.
15. The Chairman of the Board of Directors if any shall preside as Chairman at every General Meeting of the Company. If at any meeting the Chairman or Deputy Chairman, if any, be not present within fifteen minutes after the time appointed for holding the meeting, or be unwilling to act as Chairman, the Members present shall choose some Director, or if no Director be present, or if all the Directors present decline to take the chair, they shall choose some Member present to be Chairman.
16. The Chairman may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting except business which might lawfully have been transacted at the meeting from which the adjournment took place. When a meeting is adjourned for fourteen days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

17. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or by at least two Members present in person or by proxy and entitled to vote, or by a Member or Members entitled either by reason of their own holding or as representatives or as proxies, to cast one-tenth or more of the votes which could be cast in respect of that resolution if all persons entitled to vote thereon were present at the meeting. Unless a poll is so demanded, a declaration by the Chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, or not carried, and an entry to that effect in the minute book shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution
18. If any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the resolution unless the same be pointed out at the same meeting, or at any adjournment thereof, and not in that case unless it shall in the opinion of the Chairman of the meeting be of sufficient magnitude to vitiate the resolution.
19. If a poll is dully demanded, it shall be taken at such time and in such manner (including the use of ballot or voting papers or tickets) as the Chairman may direct, and the result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The Chairman may in the event of a poll, appoint scrutinizers and may adjourn the meeting to some place and time fixed by him for the purpose of declaring the result of the poll. The demand for a poll may with the consent of the Chairman of the meeting be withdrawn.
20. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
21. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. No notice need be given of a poll not taken immediately.
22. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.

VOTES OF MEMBERS

23. Subject to any special rights or restrictions as to voting attached by or in accordance with these presents, to any class of shares, on a show of hands, every Member who is present in person shall have one vote and on a poll every member who is present in person or by proxy shall have one vote irrespective of the number of shares he holds.

24. In the case of joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members.
25. A Member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his nominee, curator bonis, or other person in the nature of a nominee or curator bonis appointed by such Court, and such nominee, curator bonis or other person may on a poll vote by proxy, provided that such evidence as the Directors may require of the authority of the person claiming to vote shall have been deposited at the Office not less than three days before the time for holding the meeting.
26. No Member shall, unless the Directors otherwise determine, be entitled to vote at a General Meeting either personally or by proxy, or to exercise any privilege as a Member unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.
27. No objection shall be raised to the qualifications of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting whose decision shall be final and conclusive.
28. Votes may be given either personally or by proxy. On a show of hands a Member (other than a corporation) present only by proxy shall have no vote, but a proxy for corporation may vote on a show of hands. A proxy need not be a Member of the Company.
29. Any corporation which is a Member of the Company may, by resolution of its directors or other governing body, authorize any person to act as its representative at any meeting of the Company or of any class of members of the Company, and such representative shall be entitled to exercise the same powers on behalf of the corporation which he represent as if he had been an individual shareholder, including power, when personally present, to vote on a show of hands.
30. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing, or if the appointer is a corporation either under the common seal or under the hand of an officer or attorney so authorized.
31. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be deposited at the Office not less than twenty-four hours before the time

appointed for holding the meeting or adjourned meeting, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.

32. An instrument of proxy may be in the usual common form or in such other form as the Directors shall prescribe. The proxy shall be deemed to include the right to demand, or join in demanding, a poll, and shall (except and to the extent to which the proxy is specially directed to vote for or against any proposal) include power generally to act at the meeting for the Member giving the proxy. A proxy, whether in the usual or common form or not shall, unless the contrary is stated thereon, be valid as well for any adjournment of the meeting as for the meeting to which it relates, and need not be witnessed.
33. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or revocation of the proxy, or of the authority under which the proxy was executed, or the transfer of the share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

POWERS AND DUTIES OF DIRECTORS

34. The business of the Company shall be managed by the Directors, who may exercise all such powers of the Company as are not by the Act or by these presents required to be exercised by the Company in the General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the Act, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by Special Resolution of the Company, but no regulation so made by the Company shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Directors by any other Article.
35. The Directors may arrange that any branch of the business carried on by the Company or any other business in which the Company may be interested shall be carried on by or through one or more subsidiary companies, and they may on behalf of the Company make such arrangements as they think advisable for taking the profits or bearing the losses of any branch or business so carried on or financing, assisting or subsidizing any such subsidiary company or guaranteeing its contracts, obligations or liabilities and they may appoint, remove and re-appoint any persons (whether members of their own body or not) to act as directors, executive Directors or managers of any such company or any other company in which the Company may be interested, and may determine the remuneration (whether by way of salary, commission on profits or otherwise) of any person so appointed, and any Directors of this Company may retain any remuneration so payable to them.

36. The Directors may from time to time and at any time by power of attorney under the Seal appoint any company, firm or person or any fluctuating body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretion (not exceeding those vested in or exercisable by the Directors under these presents) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit, and may also authorise any such attorney to sub-delegate all or any of the powers, authorities and discretion vested in him.

37. The Company may exercise the powers conferred by the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Directors.

38. The Company, or the Directors on behalf of the Company, may cause to be kept in any part of the world in which the Company transacts business, a Branch Register or Registers of Members resident there and the Directors may (subject to the provisions of the Act) make and vary such regulations as they may think fit respecting the keeping of any such Register.

BORROWING POWERS

39. The Directors may raise or borrow for the purposes of the Company's business such sum or sums of money as they may in their absolute discretion think fit. The Directors may secure the repayment or raise any such sums as aforesaid by legal or equitable Mortgage or charge upon the whole or any part of the property and assets of the Company, present and future, including its uncalled capital, or by the issue at such price as they may think fit, of debentures and debenture stock either charged upon the whole or any part of the property and the assets (including its uncalled Capital) of the Company or not so charged, or in such other way as the Directors may think expedient.

40. Subject to the provisions of Article 77 of these presents, a Director of this Company may be or become a director or other officer of, or otherwise interested in, any company including but not limited to any company promoted by this Company or in which this Company may be interested as shareholder or otherwise, and no such Director shall be accountable for any remuneration or other benefits received by him as director or officer of, or from his interest in such other company. The Board may also exercise the voting power conferred by the shares in favour of any resolution appointing it or any of its number, directors or officers of such other company. Furthermore, any Director of this Company may vote in favour of the exercise of such voting rights in manner aforesaid notwithstanding that he may be or be about to become a director or officer of such other company and as such or in any other manner is or may be interested in the exercise of such voting rights in a manner aforesaid.

41. All cheques, promissory notes, bills of exchange, and other negotiable or transferable instruments and all receipts for moneys paid to the Company, shall be

signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine.

ALTERNATE DIRECTORS

42. Any Director may at any time appoint any person approved by the Board to be an Alternate Director of the Company and may at any time remove any Alternate Director so appointed by him from office. An Alternate Director so appointed shall not be entitled to receive any remuneration from the Company or to appoint an Alternate, but shall otherwise be subject to the provisions of these presents with regard to Directors. An alternate Director shall be entitled to receive notices of all meetings of the Board, and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present, and generally to perform all the functions of his appointer as a Director in the absence of such appointer. An Alternate shall ipso facto cease to be an Alternate Director if his appointer ceases for any reason to be a Director. All appointments and removals of Alternate Directors shall be effected by writing under the hand of the Director making or revoking such appointment left at the office.

AUTHENTICATION OF DOCUMENTS

43. Any Director or the Secretary or any person appointed by the Directors for the purpose shall have power to authenticate any documents affecting the constitution of the Company (including the Memorandum and Articles of Association) and any resolutions passed by the Company or the Board, and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts there from as true copies or extracts, and where any books, records, documents or accounts are elsewhere than at the Office, the local manager or other officer of the Company having the custody thereof shall be deemed to be a person appointed by the Directors as aforesaid.



THE SEAL

44. The Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board and shall be so affixed in the presence of at least one Director and the Secretary or some other person approved by the Board, both of whom shall sign every instrument to which the Seal is so affixed in their presence.
45. The regulation of Table 'A' in the First Schedule to the Companies Act (hereinafter called Table 'A' shall apply to this Company as its Articles of Association.

AUDIT

46. The Company shall at each Annual General Meeting appoint an Auditor or Auditors to hold office until the next ensuing Annual General Meeting. The Auditor's report shall be read before the Company at the Annual General Meeting and shall be open to inspection by any Member. The Auditors' duties shall be regulated in accordance with the Act.

47. No Director or other officer of neither the Company nor any person who is a partner of or in the employment of an officer of the Company, or any corporation, shall be capable of being appointed Auditor of the Company.

Name, Address and Description of Subscriber	Number of Shares taken	Signature
1. BIAOZHI XIONG, P.O. Box 4241, Dar es Salaam.	300	
2. SHIKUAN SHAO, P.O. Box 4241, Dar es Salaam.	700	

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 to our respective names.

Articles of association may adopt all or any of the regulations contained in Table A.

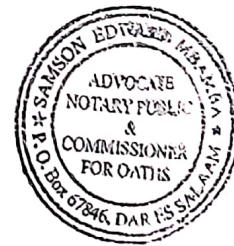
Dated at Dar es Salaam this ... 19TH day of ... AUGUST ... 2014....

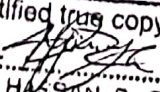
Witness to the above signature:

Signature

Postal Address ... P.O.BOX. 67846, DAR ES SALAAM.....

Qualifications ... ADVOCATE.....



Certified true copy of the Original
 Sign:  Date: 30/1/2019
 HASSAN S. RUHWANYA
 Advocate, Notary Public & Commissioner
 for Oaths