

**THE COMPANIES ACT  
NO. 12 OF 2002  
(CAP. 212)**

**COMPANY LIMITED BY SHARES**

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**MEMORANDUM OF ASSOCIATION OF**

**SENG TONG GOLD (T) COMPANY LIMITED**

**Incorporated this Day of 2025**

**DRAWN BY:**

***SUBSCRIBERS***

***P.O.BOX 321  
DAR ES SALAAM***



**THE COMPANIES ACT 2002**

**PRIVATE COMPANY LIMITED BY SHARES**

**MEMORANDUM OF ASSOCIATION**

**Of**

**SENG TONG GOLD (T) COMPANY LIMITED**

- 1** The name of the Company is **SENG TONG GOLD (T) COMPANY LIMITED**
- 2** The registered office of the Company is to be situated in Tanzania mainland.
- 3** The objects for which the company is established are:
  - 3.(a)** To carry on the business of mining, mining refine of all types of minerals including industrial minerals and building materials in all parts of the United Republic of Tanzania.
  - (b)** To carry on the business of miners and mining industrial mining and other type of mining in all their branches and for the said purpose, purchase, take lease, or exchange or otherwise acquire concessions, grants, easements, options, claims, properties, cassettes and effects supposed to contain minerals, 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.
  - (c)** To carry on the business as traders, suppliers, general merchants, importers, exporters, stockiest, wholesalers, retailers and dealers in all types of electric and electrical goods, hardware, building materials, spare parts and maintenance, tires, tubes, tools and accessories for all types of automotive, motor vehicles, agricultural machinery, implements, equipment's or all kinds of industrial projects machinery and equipment, timber, fishing gears, paints, corrugated iron sheets, hinges, screws, iron monger, all kinds of ready-made garments and used clothes, all types of leather goods, tiles, shoes, bags and other similar goods.
  - (d)** To carry on the business of marketing, services, consultancy and selling of all types of information technologies, computer systems, conference systems, telecommunication systems.
  - (e).** 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, options, claims, properties, cassettes- and effects supposed to contain minerals, gems, 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.



- (e) To carry on the business of import and export of all minerals and all other business connected or incidental thereto.
- (f) To carry out exploration and conduct research for all types of minerals in Tanzania; to search for ores and minerals and to work the mines and mining rights under or upon the land and properties to be acquired by the company, and to crush, wash, smelt, reduce or otherwise treat and render marketable and sell and dispose of the produce of any mines, whether belonging to the company or not.
- (g) To carry on the business of buying and selling of all types of minerals and gemstones including diamonds found in the United Republic of Tanzania and to engage in exportation of rough, cut and polished minerals and gemstones including diamonds to different parts of the world and to open up lapidaries and to acquire mine workings and mining grounds in Tanzania.
- (h) To search for, prospect, win, get, quarry, mine, crush, work, reshape, facet, polish or otherwise prepare for market precious and semi-precious stones including diamonds, gemstones, tanzanite and valuable and base minerals and metals and mineral substitutes of all kinds including aluminium, 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.
- (i) To carry on the business of selling, renting of all types of mining equipment as well as any other things connected or incidental to the mining business.
- (j) To establish, run, manage and operate gemstones cutting works in any part of the United Republic of Tanzania.
- (k) To carry on the business of petroleum industry including exploration and production, transportation, refining, and marketing.
- (l) To carry on the business of logistic, and carry of goods.
- (m) To carry on the business of exporting, importing, selling of food, food crops and cash crops in general.
- (n) To carry on the business of gemstone dealers, buyers, sellers, importers, exporters, cutters and setters of gemstones, precious and semi-precious stones, diamonds, emeralds, sapphires, rubies, agate, Tanzanite topaz amethyst, opal, pearls, corals, alexandrite and dealers and buyers, sellers, smiths and handlers of gold, platinum, silver, copper, nickel, mercury, aluminum, brass and all metals and their alloys as well as any other things connected with or incidental to the jeweler business.

- (o) To transact, conduct and do telecommunication business with the use of multimedia technologies including cellular phones, computer telecommunication networks, accessories and construct, erect and repair of telecommunication networks, import and sell telecommunication apparatus, phones, radio calls and provide training, consultancy and advisory services in all matters related to audio and non-audio telecommunications.
- (p) To carry on the business of car rental services, travel and tourist agents and tour operators, to promote, facilitate travelling, to organize hunting, tented camps, fishing and diving expeditions, safari promoters and undertakers generally and in particular to arrange and manage hunting safaris, photo Saris adventure tours, fishing trips, handling of game trophies and animal skins, catching, harbouring, transporting wildlife and marine products of all kind.
- (q) To carry on the business as safari contractors, organizers and operators and to equip, organize and arrange hunting, photographic, cinematic exploration and cinematographic expeditions and generally organize and provide facilities for tourist safaris adventures of every kind including but not limited to game. Fishing, river canoeing, kayaking and other safaris and expeditions of every description. Photographers, suppliers and caterers for hunting, fishing, photographic, sightseeing and other expeditions whatsoever.
- (r) To carry on the business of big game hunter, trapping and collection of wild live birds for sale and export within or outside Tanzania, to sell, improved export, and imports, prepare, deal and trade in carvings, painting, export and provide game sanctuary facilities and to organize of safaris and expeditions. Discover, hunt, and shoot, photograph, capture animals, birds, game and fish of all kinds including reptiles, marine products, pottery crafts, crustacean, salt, mangrove sea shells, groceries, vegetables, cereals goods, fruits and all allied products of every description.
- (s) To engage in and carry out the business of proprietors and managers of food outlet, hotels, restaurants, cafes, road houses, motels, safari and holiday camps, caravan sites, apartment housekeepers, refreshment and tea rooms, milk and snacks shops and to provide food and catering services to individuals, private and public institutions and to industrial and business concerns.
- (t) To carry on the business of clearing and forwarding agents, transporters, freighters, haulers, customs bonded warehouse and godown keepers, cargo and travel agents, insurance agents, tourist agents, manufactures' representatives, road constructors, cargo superintendents, packers, machinery haulage specialists, warehousemen, engineers, electricians, motor cars, cabs, omnibus, Lorries, oil tank and coach proprietors and transporters, civil transport contractor and transporters by conveyance of people and goods in Tanzania and the neighboring countries and in such other place or places as may 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.
- (u) To carry on the business of household, domestic appliance and electrical goods, audio visual goods, electronic items, building material, hardware, foodstuff, agricultural products and merchandise of every nature, kind and description whatsoever as a importer, exporter, dealer, wholesaler, retailer, distributor and after sales service and repairing.
- (v) To carry on the business of dealing in importing, exporting, marketing, manufacturing stocking, buying, selling whether by wholesale or retail of various categories of goods and merchandise, and to act as insurance agents, commission agents, brokers and manufacturers, representatives in all fields. To be agent of foreign company and to establish business enterprises whether small scale, industries and generally deal in all kinds of general merchants and to import, export and all either merchandise and articles of all description.

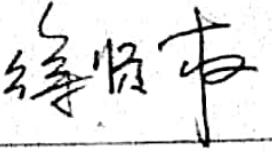
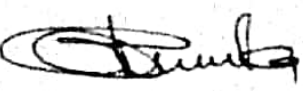
**LIABILITY**

4 The liability of the members is limited.

**CAPITAL**

5 The authorized share capital of the Company at the date of registration of this Memorandum of Association is **Tanzanian Shillings 20,000,000** divided into **100 shares** of Tanzania Shillings **200,000** 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 persons whose names and addresses are subscribed, desire to be 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:

Names, Addresses, and Description of Subscribers.	Number of shares taken by each Subscriber	Signature
<p><b>XU XIANQUAN</b>  <b>P.O.BOX 445</b>  <b>MWANZA</b></p>	<p>70</p>	
<p><b>MICHAEL MNANKA CHIWALE</b>  <b>P.O.BOX 445</b>  <b>MWANZA</b></p>	<p>30</p>	

Dated at Dar Es Salaam this 05 day of March 2025

**WITNESS TO THE ABOVE SIGNATURES:**

Name : DANIEL SIMON

Signature: 

Postal Address: 1050

Qualification :

ADVOCATE



**THE COMPANIES ACT 2002**  
**COMPANY LIMITED BY SHARES**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**SENG TONG GOLD (T) 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 were 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 tested as a single member. Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.
- (c) The Company shall not have power to issue share warrants to bearer.

### **TRANSFER OF SHARES**

- 3. The Directors may in their direction 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 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 as 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.

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

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

- (d) 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.
- (e) Two members, present either personally or by proxy shall form a quorum.
- (f) 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.

#### **5. DIRECTORS**

- (a) Until otherwise determined by the company in General Meeting the Directors shall not be less than two and not more than four in number.

- (b) The following persons shall be the first Directors of the company:-

- i. **XU XIANQUAN**
- ii. **MICHAEL MNANKA CHIWALE**

6. 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.

- 7. The quorum of Directors for transacting business shall, unless otherwise fixed by the Directors, be two.



8. 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.
9. 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.

10. 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.

## **S E A L**

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.

## **ALTERNATION 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.

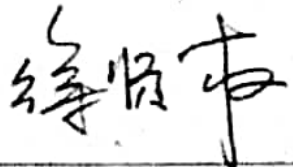

## **INDEMNITY**

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 judgement 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 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.

Names, Addresses, and Description of Subscribers.	Number of shares taken by each Subscriber	Signature
<b>XU XIANQUAN</b> <b>P.O.BOX 445</b> <b>MWANZA</b>	70	
<b>MICHAEL MNANKA CHIWALE</b> <b>P.O.BOX 445</b> <b>MWANZA</b>	30	

Dated at Dar Es Salaam this 05 day of March, 2025

**WITNESS TO THE ABOVE SIGNATURES:**

Name : DANIEL SIMON

Signature: 

Postal Address: 1050

Qualification :

