

THE COMPANIES ACT

(Cap. 212)

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM

OF

ZONG SHENG

MINING GROUP

COMPANY LIMITED

Incorporated this day of20....

Drawn by:
LUCY HENRY
MUSHI
(ADVOCATE)
P.O BOX 41025
DSM.

**THE COMPANIES ACT (Cap. 212) PRIVATE COMPANY
LIMITED BY SHARES**

**MEMORANDUM OF ASSOCIATION OF
ZONG SHENG MINING GROUP COMPANY LIMITED**

1. The name of the Company is **Zong Sheng Mining Group Company Limited**.
2. The registered office of the company will be situated in Tanzania
3. The Object for which the company is established is:-
 - a) To carry on mining, metal and non-metal mines and precious stones, gold mining, operating, production, manufacturing, sales, import and export, Metal Products, Manufacturing, Processing, Marketing, Import & Export, Exploration and mining, Construction machinery and equipment leasing, Materials of construction, manufacturing, trading, sales, import and export, Mining Engineering Construction Contracting, Road, Water and Hydropower, Tunnel Construction, Manufacturing of mineral products, import and export, Mining of mineral resources (non-coal mines), Coal mining, Blasting operations.
 - b) To carry on General contracting for housing construction and municipal infrastructure projects, Various Engineering Construction Activities: Installation, Maintenance and Testing of Electrical Equipment, Construction of cultural relics protection project, Fire Facility Engineering: Geological Disaster Control Engineering Construction, Construction Professional Operation, Real estate development and management.
 - c) To carry on Construction, subcontract, Construction of sports facilities, foreign contracting projects, property management, Metal ore production, manufacturing, marketing, import and export, Metal Window and Door Construction, Landscaping Construction, Residential interior decoration and decoration, Machinery and equipment rental, Construction Machinery & Equipment Rental, Lime and gypsum production, manufacturing, marketing, import and export.
 - d) To undertake head office engineering construction business, General Mechanical Equipment Installation Services, Coal Production, Manufacturing, Marketing, Import & Export, Earthwork construction.
4. The Liability of the members is Limited.
5. The share capital of the company is Tanzania shillings Three Billion Five Hundred and Fifty Five Million only (Tsh3,555,000,000), divided into Fifty Thousand (50,000) Ordinary shares worth Seventy One Thousand and One Hundred Shillings only (Tsh71,100) 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 desire 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
WU ZONGJUN Unit 301, No. 30, Mahui Road, West Lake District, Hangzhou	35000	吴中军
ZHENG ZHONGCHUN Room 901 of Wenjinyuan 2, Riverside East Road, Lingxi Town, Cannan County, Zhejiang Province	10000	郑中春
CHEN YE FANG Lingbourg Village, Lingxi Town, Changnan County, Zhejiang Province	5000	陈业方

Dated at Dar Es Salaam this 26th Day of September 20.....

Witness to the above signature:-

Name: Lucy Henry Muschi

Signature: 

Postal Address: 41005, DSM



Qualifications: ADVOCATE

**THE COMPANIES ACT (Cap. 212) PRIVATE
COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION
OF
ZONG SHENG MINING**

GROUP COMPANY LIMITED

Interpretation

1. In these Articles —

"Act" means the Companies Act (No 212) and any statutory modification or re-enactment thereof for the time being in force;

"Seal" means the common seal of the company;

"Secretary" means any person appointed to perform the duties of a secretary of the company;

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form;

Words or expressions contained in these Articles shall be interpreted in accordance with the provisions of the Interpretation Act, and of the Act as in force at the date at which these Articles become binding on the company.

2. The Company is a private company and accordingly.

- a) The right to transfer shares is restricted in manner hereafter prescribed;
- b) 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
- c) 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.

CAPITAL

3. The share capital of the company at the date of registration of these Articles of Association is Tanzania shillings Three Billion Five Hundred and Fifty Five Million only (Tsh3,555,000,000), divided into Fifty Thousand (50,000) Ordinary shares worth Seventy One Thousand and One Hundred Shillings only (Tsh71,100) each.
4. Without prejudice to any special rights previously conferred on the holder of any existing deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise, as the company may from time to time, by ordinary resolutions determine.
5. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.

PROPERTIES OWNED

6. The Company owns an Office located in Shangani at Mtwara in Tanzania.

CALLS ON SHARES

7. The Directors may, from time to time, subject to the provisions of these Articles and to any conditions of allotment, make such calls upon the shareholders in respect of all moneys unpaid on their shares as they may think fit. A call may be revoked or postponed as the Directors may determine.

CERTIFICATES

8. Every person, whose name is entered as a member in the register shall be entitled, without any payment, to receive within two months after allotment or lodgment of transfer or within such other period as the condition of issue shall provide, a certificate under the seal specifying the shares allotted or transferred to him and the amount paid thereon, provided that in the case of joint holders, the company shall not be bound to issue more than one certificates to each of the joint holders and delivery of such certificate to any one of them shall be sufficient delivery to all

LIEN

9. The company shall have a first and paramount lien on every share for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share and the company's lien, if any, on a share, shall extend to all dividends payable thereon.

TRANSFER OF SHARES

10. All transfer of shares may be affected by transfer in writing in the usual common form, under hand only.
11. The instrument of transfer of a share shall be signed by or on behalf of the transferor and transferee and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register in respect thereof.
12. In their opinion is undesirable in the interests of the company to admit to membership. No transfer shall be registered by any reason thereof if the numbers would exceed the limit herein before prescribed.
13. The Directors may refuse to register any transfer of a share where the company has a lien on the share.

ALTERATION OF CAPITAL

14. The company may be ordinary resolution:
 - a) Increase the share capital by such sum to be divided into shares of such amount as the resolution shall prescribe;
 - b) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
 - c) subdivide its shares or any of them into shares of smaller amount than is fixed by the memorandum; so however that in the subdivision the proportion between the amount paid and the amount (if any) unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived;
 - d) cancel shares which at the date of the passing of the resolution in that behalf have not been taken or agreed to be taken by any person or which have been forfeited and diminish the amount of its share capital by the amount of the shares so cancelled.
15. The company may, subject to the act, by special resolution, reduce its share capital and any capital and any capital redemption fund in any manner as deemed necessary.

GENERAL MEETING

16. Subject to the provision of section 133 of the act, General Meetings shall be held at least once in every calendar year at such time not being more than fifteen months after the holding of the last preceding General Meeting which shall be called "ordinary General Meetings" and all other meetings of the company shall be called Extraordinary General Meetings".
17. The Directors may, whenever they think fit, convene an Extraordinary General Meeting and they shall, on the request in writing of the holders of not less than one-tenth of the issued capital of the company, upon which all calls or other sums then due have been paid, forthwith proceed to convene an Extraordinary General Meeting and the provisions of Section 134 of the act shall apply.

NOTICE OF GENERAL MEETING

18. Subject to the provisions of section 135 of the act twenty one days' notice at the least inclusive of the day for which the notice is given, specifying the place, the day and the hour of the meeting and in case of special business, specifying the nature of the business, shall be given to such persons as are entitled, under the regulations of the company, to receive notice from the company, PROVIDED that with the consent of all the members entitled to receive notice of some particular meeting obtained in writing, such meeting may be convened by such shorter notice and in such manner as those members may think fit.
19. The non-receipt of a notice of a meeting by any member, shall not invalidate the proceedings any meeting.

DIRECTORS

20. (a) Until otherwise determined by the Company in general meeting the Directors shall be not less than two and not more than 7
- (b) The following persons shall be the first Directors to the Company:-

1. WU ZONGJUN
2. ZHENG ZHONGCHUN
3. CHEN YE FANG

DISQUALIFICATION OF DIRECTORS

21. The office of a Director shall ipso facto be vacated;
- a) If he be found lunatic or becomes of unsound mind;
 - b) If he becomes bankrupt or compounds with his creditors;
 - c) If he absents himself from the meetings of the Directors for two consecutive meetings or which notice was duly sent to him, without special leave of absence by the Directors resolve that his office be vacated;
 - d) If by Extraordinary Resolution, he be removed from office;
 - e) If by notice in writing to the Secretary, at the registered office of the company, he resigns his office;
 - f) If he shall, pursuant to the act, be prohibited from acting as Director

BORROWING POWER

22. The Directors may raise or borrow for purpose of the Company's business such sum or sums of money as they think fit and they 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 and future, including its uncalled or unissued capital, or by the issue, at such price as they may think fit, of bonds or any part of the property and assets of the company, charged or not charged, or in such other way as the Directors may think expedient.

SECRETARY

23. The Secretary shall be appointed by the Board of Directors for such terms and such conditions as it may think fit, and any Secretary so appointed may be removed by the Board of Directors.

WINDING UP

24. With the sanction of a special Resolution of the shareholders any of the assets of the Company including any shares in other companies may be divided between the member of 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 may be dissolved but that no member shall be compelled to accept any shares whereupon there is any liability.

INDEMNITY:

25. 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 increased by him to defending any proceeding, whether civil or criminal, in which judgment is given his favor or in which he is acquitted of in connection with any application (under section 345 of the Companies Act No 12 of 2002) in which relief is granted to him by the court.

THE SEAL

26. The seal shall not be affixed to any instrument except by the authority of a resolution of the Directors and shall be so affixed in the presence of at least one director and the Secretary or some other person approved by the Directors, both of whom shall sign every instrument to which the seal is affixed in their presence

AUDIT

27. The company in General Meeting shall appoint Auditors of the company and their tenure and duties shall be regulated in accordance with the act.

ALTERATION OR ADDITIONS

28. Subject to the provision of the Act and to those contained in the Memorandum of Association, the company may by special resolution make alterations, or additions to the Articles of Association and any such alterations or additions made shall be as valid and effectual as if originally contained in these Articles and be subject in like manner to alteration by special Resolution.

Upon the construction or meaning of any Article herein contained or any act, matter or thing made or done or omitted to be done or with regards to the rights or liabilities arising hereunder or arising out of the relations existing between the parties by reasons of these Articles or the ordinance, such differences shall (unless a sole arbitrator be agreed upon) forth with be referred to the arbitration of three (3) arbitrators, one to be appointed by each party, and in the event of failure to agree within thirty (30) days the procedure laid down in the Arbitration Act (Cap. 15) or any existing statutory modifications or re-enactments thereof shall apply.

Name, Address and Description of Subscriber	Number of Shares taken	Signature
WU ZONGJUN Unit 301, No. 30, Mahui Road, West Lake District, Hangzhou	35000	吴中军
ZHENG ZHONGCHUN Room 901 of Wenjinyuan 2, Riverside East Road, Lingxi Town, Cannan County, Zhejiang Province	10000	郑中春

CHEN YE FANG Lingbourg Village, Lingxi Town, Changnan County, Zhejiang Province	5000	陈业方
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Dated at Dar Es Salaam this 26th day of September 2024

Witness to the above signature:-

Name: ... Luey Henry

Signature: 

Postal Address: 41085

Qualifications: ADVOCATE

