



Companies House
— for the record —

AR01 (ef)

Annual Return



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Company Name: **CLUFF MINING (GHANA) LIMITED**

Company Number: **01993422**

Date of this return: **23/05/2011**

SIC codes: **7415**

Company Type: **Private company limited by shares**

Situation of Registered Office: **6 ST JAMES'S PLACE
LONDON
SW1A 1NP**

Single Alternative Inspection Location (SAIL)

The address for an alternative location to the company's registered office for the inspection of registers is:

6 ST JAMES'S PLACE
LONDON
ENGLAND
SW1A 1NP

The following records have moved to the single alternative inspection location:

Register of members (section 114)
Register of directors (section 162)
Register of secretaries (section 275)
Records of resolutions and meetings (section 358)

Officers of the company

Company Secretary 1

Type: **Person**

Full forename(s): **EMMA**

Surname: **CALLISTER**

Former names:

Service Address recorded as Company's registered office

Company Secretary 2

Type: **Corporate**
Name: **ST JAMES'S CORPORATE SERVICES LIMITED**

*Registered or
principal address:* **6 ST JAMES'S PLACE
LONDON
UNITED KINGDOM
SW1A 1NP**

European Economic Area (EEA) Company

Register Location: **ENGLAND, UNITED KINGDOM**
Registration Number: **3566623**

Company Director 1

Type: **Person**
Full forename(s): **LLOYD CRAIG**

Surname: **MCGLEW**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **ISLE OF MAN**

Date of Birth: **09/08/1957** *Nationality:* **SOUTH AFRICAN**
Occupation: **DIRECTOR**

Company Director **2**

Type: **Person**
Full forename(s): **CELIA ABIGAIL BOUDRI**

Surname: **REDWOOD SAWYERR**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **ISLE OF MAN**

Date of Birth: **14/12/1963** *Nationality:* **SIERRA LEONEAN**

Occupation: **CHARTERED ACCOUNTANT**

Company Director **3**

Type: **Person**
Full forename(s): **HENDRIK JOHANNES**

Surname: **SNYMAN**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **ISLE OF MAN**

Date of Birth: **19/02/1976** *Nationality:* **SOUTH AFRICAN**

Occupation: **FINANCE MANAGER : ACCOUNTS**

Statement of Capital (Share Capital)

| | | | |
|------------------------|-------------------|--------------------------------|-----------|
| Class of shares | ORDINARY A | <i>Number allotted</i> | 50 |
| | | <i>Aggregate nominal value</i> | 50 |
| <i>Currency</i> | GBP | <i>Amount paid</i> | 0 |
| | | <i>Amount unpaid</i> | 0 |

Prescribed particulars

SUBJECT ANY RIGHTS OR RESTRICTIONS ATTACHED TO ANY SHARES, ON A SHOW OF HANDS EVERY MEMBER WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR (BEING A CORPORATION) IS PRESENT BY A DULY AUTHORISED REPRESENTATIVE, NOT BEING HIMSELF A MEMBER ENTITLED TO VOTE, SHALL HAVE ONE VOTE AND ON A POLL EVERY MEMBER SHALL HAVE ONE VOTE FOR EVERY SHARE OF WHICH HE IS THE HOLDER. IN THE CASE OF JOINT HOLDERS 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 SENIORITY SHALL BE DETERMINED BY THE ORDER IN WHICH THE NAMES OF THE HOLDERS STAND IN THE REGISTER OF MEMBERS. A MEMBER IN RESPECT OF WHOM AN ORDER HAS BEEN MADE BY ANY COURT HAVING JURISDICTION (WHETHER IN THE UNITED KINGDOM OR ELSEWHERE) IN MATTERS CONCERNING MENTAL DISORDER MAY VOTE, WHETHER ON A SHOW OF HANDS OR ON A POLL, BY HIS RECEIVER, CURATOR BONIS OR OTHER PERSON AUTHORISED IN THAT BEHALF APPOINTED BY THAT COURT, AND ANY SUCH RECEIVER, CURATOR BONIS OR OTHER PERSON MAY, ON A POLL, VOTE BY PROXY. EVIDENCE TO THE SATISFACTION OF THE DIRECTORS OF THE AUTHORITY OF THE PERSON CLAIMING TO EXERCISE THE RIGHT TO VOTE SHALL BE DEPOSITED AT THE OFFICE, OR AT SUCH OTHER PLACE AS IS SPECIFIED IN ACCORDANCE WITH THE ARTICLES FOR THE DEPOSIT OF INSTRUMENTS OF PROXY, NOT LESS THAN 48 HOURS BEFORE THE TIME APPOINTED FOR HOLDING THE MEETING OR ADJOURNED MEETING AT WHICH THE RIGHT TO VOTE IS TO BE EXERCISED AND IN DEFAULT THE RIGHT TO VOTE SHALL NOT BE EXERCISABLE. NO MEMBER SHALL VOTE AT ANY GENERAL MEETING OR AT ANY SEPARATE MEETING OF THE HOLDERS OF ANY CLASS OF SHARES IN THE COMPANY, EITHER IN PERSON OR BY PROXY, IN RESPECT OF ANY SHARE HELD BY HIM UNLESS ALL MONEYS PRESENTLY PAYABLE BY HIM IN RESPECT OF THAT SHARE HAVE BEEN PAID. NO OBJECTION SHALL BE RAISED TO THE QUALIFICATION OF ANY VOTER EXCEPT AT THE MEETING OR ADJOURNED MEETING AT WHICH THE VOTE OBJECTED TO IS TENDERED, AND EVERY VOTE NOT DISALLOWED AT THE MEETING SHALL BE VALID. ANY OBJECTION MADE IN DUE TIME SHALL BE REFERRED TO THE CHAIRMAN WHOSE DECISION SHALL BE FINAL AND CONCLUSIVE. SUBJECT TO THE PROVISIONS OF THE ACT, THE COMPANY MAY BY ORDINARY RESOLUTION DECLARE DIVIDENDS IN ACCORDANCE WITH THE RESPECTIVE RIGHTS OF THE MEMBERS, BUT NO DIVIDEND SHALL EXCEED THE AMOUNT RECOMMENDED BY THE DIRECTORS. EXCEPT AS OTHERWISE PROVIDED BY THE RIGHTS TO ATTACHED TO SHARES, ALL DIVIDENDS SHALL BE DECLARED AND PAID ACCORDING TO THE AMOUNTS PAID UP ON THE SHARES ON WHICH THE DIVIDEND IS PAID. ALL DIVIDENDS SHALL BE APPORTIONED AND PAID PROPORTIONATELY TO THE AMOUNTS PAID UP ON THE SHARES DURING ANY PORTION OR PORTIONS OF THE PERIOD IN RESPECT OF WHICH THE DIVIDEND IS PAID; BUT, IF ANY SHARE IS ISSUED ON TERMS PROVIDING THAT IT SHALL RANK FOR DIVIDEND AS FROM A PARTICULAR DATE, THAT SHARE SHALL RANK FOR DIVIDEND ACCORDINGLY. IF THE COMPANY IS WOUND UP, THE LIQUIDATOR MAY, WITH THE SANCTION OF AN EXTRAORDINARY RESOLUTION OF THE COMPANY AND ANY OTHER SANCTION REQUIRED BY THE ACT, DIVIDE AMONG THE MEMBERS IN SPECIE THE WHOLE OR ANY PART OF THE ASSETS OF THE COMPANY AND MAY, FOR THAT PURPOSE, VALUE ANY ASSETS AND DETERMINE HOW THE DIVISION SHALL BE CARRIED OUT AS BETWEEN THE MEMBERS OR DIFFERENT CLASSES OF MEMBERS. THE LIQUIDATOR MAY, WITH THE LIKE SANCTION, VEST THE WHOLE OR ANY PART OF THE ASSETS IN TRUSTEES UPON SUCH TRUSTS FOR THE BENEFIT OF THE MEMBERS AS HE WITH THE LIKE SANCTION

| | | | |
|------------------------|-------------------|--------------------------------|-----------|
| Class of shares | ORDINARY B | <i>Number allotted</i> | 50 |
| | | <i>Aggregate nominal value</i> | 50 |
| <i>Currency</i> | GBP | <i>Amount paid</i> | 0 |
| | | <i>Amount unpaid</i> | 0 |

Prescribed particulars

SUBJECT ANY RIGHTS OR RESTRICTIONS ATTACHED TO ANY SHARES, ON A SHOW OF HANDS EVERY MEMBER WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR (BEING A CORPORATION) IS PRESENT BY A DULY AUTHORISED REPRESENTATIVE, NOT BEING HIMSELF A MEMBER ENTITLED TO VOTE, SHALL HAVE ONE VOTE AND ON A POLL EVERY MEMBER SHALL HAVE ONE VOTE FOR EVERY SHARE OF WHICH HE IS THE HOLDER. IN THE CASE OF JOINT HOLDERS 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 SENIORITY SHALL BE DETERMINED BY THE ORDER IN WHICH THE NAMES OF THE HOLDERS STAND IN THE REGISTER OF MEMBERS. A MEMBER IN RESPECT OF WHOM AN ORDER HAS BEEN MADE BY ANY COURT HAVING JURISDICTION (WHETHER IN THE UNITED KINGDOM OR ELSEWHERE) IN MATTERS CONCERNING MENTAL DISORDER MAY VOTE, WHETHER ON A SHOW OF HANDS OR ON A POLL, BY HIS RECEIVER, CURATOR BONIS OR OTHER PERSON AUTHORISED IN THAT BEHALF APPOINTED BY THAT COURT, AND ANY SUCH RECEIVER, CURATOR BONIS OR OTHER PERSON MAY, ON A POLL, VOTE BY PROXY. EVIDENCE TO THE SATISFACTION OF THE DIRECTORS OF THE AUTHORITY OF THE PERSON CLAIMING TO EXERCISE THE RIGHT TO VOTE SHALL BE DEPOSITED AT THE OFFICE, OR AT SUCH OTHER PLACE AS IS SPECIFIED IN ACCORDANCE WITH THE ARTICLES FOR THE DEPOSIT OF INSTRUMENTS OF PROXY, NOT LESS THAN 48 HOURS BEFORE THE TIME APPOINTED FOR HOLDING THE MEETING OR ADJOURNED MEETING AT WHICH THE RIGHT TO VOTE IS TO BE EXERCISED AND IN DEFAULT THE RIGHT TO VOTE SHALL NOT BE EXERCISABLE. NO MEMBER SHALL VOTE AT ANY GENERAL MEETING OR AT ANY SEPARATE MEETING OF THE HOLDERS OF ANY CLASS OF SHARES IN THE COMPANY, EITHER IN PERSON OR BY PROXY, IN RESPECT OF ANY SHARE HELD BY HIM UNLESS ALL MONEYS PRESENTLY PAYABLE BY HIM IN RESPECT OF THAT SHARE HAVE BEEN PAID. NO OBJECTION SHALL BE RAISED TO THE QUALIFICATION OF ANY VOTER EXCEPT AT THE MEETING OR ADJOURNED MEETING AT WHICH THE VOTE OBJECTED TO IS TENDERED, AND EVERY VOTE NOT DISALLOWED AT THE MEETING SHALL BE VALID. ANY OBJECTION MADE IN DUE TIME SHALL BE REFERRED TO THE CHAIRMAN WHOSE DECISION SHALL BE FINAL AND CONCLUSIVE. SUBJECT TO THE PROVISIONS OF THE ACT, THE COMPANY MAY BY ORDINARY RESOLUTION DECLARE DIVIDENDS IN ACCORDANCE WITH THE RESPECTIVE RIGHTS OF THE MEMBERS, BUT NO DIVIDEND SHALL EXCEED THE AMOUNT RECOMMENDED BY THE DIRECTORS. EXCEPT AS OTHERWISE PROVIDED BY THE RIGHTS TO ATTACHED TO SHARES, ALL DIVIDENDS SHALL BE DECLARED AND PAID ACCORDING TO THE AMOUNTS PAID UP ON THE SHARES ON WHICH THE DIVIDEND IS PAID. ALL DIVIDENDS SHALL BE APPORTIONED AND PAID PROPORTIONATELY TO THE AMOUNTS PAID UP ON THE SHARES DURING ANY PORTION OR PORTIONS OF THE PERIOD IN RESPECT OF WHICH THE DIVIDEND IS PAID; BUT, IF ANY SHARE IS ISSUED ON TERMS PROVIDING THAT IT SHALL RANK FOR DIVIDEND AS FROM A PARTICULAR DATE, THAT SHARE SHALL RANK FOR DIVIDEND ACCORDINGLY. IF THE COMPANY IS WOUND UP, THE LIQUIDATOR MAY, WITH THE SANCTION OF AN EXTRAORDINARY RESOLUTION OF THE COMPANY AND ANY OTHER SANCTION REQUIRED BY THE ACT, DIVIDE AMONG THE MEMBERS IN SPECIE THE WHOLE OR ANY PART OF THE ASSETS OF THE COMPANY AND MAY, FOR THAT PURPOSE, VALUE ANY ASSETS AND DETERMINE HOW THE DIVISION SHALL BE CARRIED OUT AS BETWEEN THE MEMBERS OR DIFFERENT CLASSES OF MEMBERS. THE LIQUIDATOR MAY, WITH THE LIKE SANCTION, VEST THE WHOLE OR ANY PART OF THE ASSETS IN ~~TRUSTEES UPON SUCH TRUSTS FOR THE BENEFIT OF THE MEMBERS AS HE WITH THE LIKE SANCTION~~

Statement of Capital (Totals)

| | | | |
|-----------------|------------|--|------------|
| <i>Currency</i> | GBP | <i>Total number of shares</i> | 100 |
| | | <i>Total aggregate nominal value</i> | 100 |

Full Details of Shareholders

The details below relate to individuals / corporate bodies that were shareholders as at 23/05/2011 or that had ceased to be shareholders since the made up date of the previous Annual Return

A full list of shareholders for a private or non-traded public company are shown below

Shareholding 1 : **50 ORDINARY A shares held as at 2011-05-23**
Name: **ANGLOGOLD ASHANTI INTERNATIONAL EXPLORATION HOLDINGS LIMITED**

Shareholding 2 : **50 ORDINARY B shares held as at 2011-05-23**
Name: **ANGLOGOLD ASHANTI INTERNATIONAL EXPLORATION HOLDINGS LIMITED**

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Charity Commission Receiver and Manager, CIC Manager, Judicial Factor.