

Certified True Copy Of the Original  
Date: 08/22/2012  
Signature: [Handwritten Signature]  
HERI E. EMMANUEL  
Advocate, Notary Public &  
Commissioner For Oaths

**THE COMPANY ACT, 2002**

**COMPANY LIMITED BY SHARES**

**MEMORANDUM**

**AND**

**ARTICLES OF ASSOCIATION**

**OF**

**JEMA AFRICA LIMITED**

**Incorporated this .....day of .....2012**

**DRAWN BY:**  
**JUMANNE M. MOKILI**  
**(SUBSCRIBER) 95504**  
**DAR ES SALAAM**

THE COMPANIES ACT

Certified True Copy Of the Original  
Date: 20/08/2012  
Signature: [Signature]  
HERIE EMMANUEL  
Advocate, Notary Public &  
Commissioner For Oaths

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

JEMA AFRICA LIMITED

1. The name of the company is "JEMA AFRICA LIMITED".
2. The Registered office of the Company will be situated in Tanzania.
3. The objects for which the Company is established are:-
  - (a) To carry on the business of offering general and all level types of education and attain highest goods in education, maintain and improve standards of education in Tanzania, to establish, develop and run pre-schools, primary schools, secondary schools, colleges, universities and vocational schools in Tanzania for the purpose of propagating knowledge, to establish professional cooperation and coordination with other similar national and international institutions in the initiation and conduct of cooperative programmes for the mutual benefit of the cooperating institutions. To establish and conduct training courses on behalf of other organizations including professions and institutes.
  - (b) To be education consultants and to carry on the business of professional courses, education promotions, commercial educationists, to establish, own, and operate vocation education school of all level of international standards and nature, to design academic circular of international accepted standards for the company's schools, to provide correspondence tuition to distant students within the country and abroad, establish, own and operate mechanical engineering, electrical engineering and civil engineering for boys or girls or for both boys and girls, to establish, own and operate similar civil draughting, surveying, quantity surveying and specialized institutions for tuition and teaching material.
  - (c) To carry on the business of banking, microfinance, savings and finance, and credit Cooperative Societies (SACCOS), lend and advance money or give credit to such persons, firms or companies and such terms as may seem expedient and in particulars to customers and others having dealing with the Company, and to give guarantee to become surety for any persons, firm or companies for the due payment of money for the performance of any obligations or liabilities.
  - (d) To carry on the business of clearing and forwarding agents, commission agents, transporters, freighters, haulers, customs bonded warehouse and godown keepers, cargo and travel agents, insurance agents, tourist agents, manufacturers' representatives, road contractors, 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 any means of conveyance of people and goods in Tanzania and the neighboring countries and in such other place or places as may from time to time determined by the company, engage in and or otherwise carry on the business as transporters and transport agents, freight forwarders.

- (ee) 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.
- (ff) 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.
- (gg) To draw, make, accept, endorse, discount execute and issue promissory notes, bills of lading, warrants, debentures and negotiable or transferable instruments.
- (hh) To act as agents or brokers, and as trustees for any person firm or company, and to undertake and perform sub-contracts and also to act in any other business of the company through or by means of agents, brokers, sub-contractors or others.
- (ii) To take or otherwise and hold shares in any other company having objects altogether or in part similar to this company, or carrying on any business capable of being conducted so as directly or indirectly to benefit the company.
- (jj) To transact or carry on all kinds of Agency business and in particular in relation to the investment of money, the sale of property, and the collection and receipt of money.
- (kk) To do all other things as may be deemed incidental or conducive to the entertainment of the objects or any of them.

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 paragraphs 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 ejusdem generis with any particular word or words in the same paragraph.

4. The Liability of the Members is Limited.
5. The capital of the Company is Shillings 960,000,000/= divided into 1,000 shares of Shillings 960,000/= each. The Company shall have powers 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 special rights, privileges, or conditions as may be determined by or in accordance with the Articles of Association of the Company.

THE COMPANIES ACT, 2001  
COMPANY LIMITED BY SHARES  
ARTICLES OF ASSOCIATION  
OF  
JEMA AFRICA LIMITED

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INTERPRETATION

1. In these articles:-

"the Act" means the Companies Act;

"the articles" means the articles of the company;

"clear days" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

"the seal" means the Common Seal of the Company;

"Secretary" shall mean any person appointed to perform the duties of Secretary of the Company;

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

Unless the context otherwise requires, words or expressions contained in these articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these articles become binding on 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 persons who have been formerly in the employment of the company, where while in such employment to be the member of the Company, where 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.
- (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.

MEMBERS

3. The number of members with which the company proposes to be registered is two but the directors may from time to time register an increase or decrease in number of members.

57. No member shall (as such) have right of inspecting any accounting records or other book or document of the company except as conferred by statute or authorized by the directories or by ordinary resolution of the company.
58. The directors shall from time to time in accordance with sections 153, 155 and 150 of the Act, cause to be prepared and to be laid before the company in general meeting, such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.
59. In accordance with section 164 of the Act, the copy of the company's annual accounts to be laid before the company in general meeting together with a copy of the directors' report and the auditors shall not less than twenty - one days before the date of the meeting be sent to every member of, and every holder of debentures of, the company. Provided that this regulation shall not require a copy of those documents to be sent to any person of whose address the company is not aware or to more than one of the joint holders of any debentures.

#### AUDIT

60. Auditors shall be appointed and their duties regulated in accordance with sections 170 to 179 of the Act.
61. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of directors need not be in writing. The company may give any notice to a member either personally or by sending it by post in a prepared envelope addressed to the member at his registered address, or by leaving it at that address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected at the expiration of seventy - two hours after the letter containing the same was posted. A member whose registered address is not within the Tanzania and who gives to the company an address within the Tanzania at which notices may be given him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the company.

- (e) To carry on the business as mechanical, chemical, electrical engineers, engineering consultants, researchers and technical advisors in the repair, installation, renovation, rehabilitation and servicing of all kinds of machinery, electrical apparatus, power lines, radio, TV and electronic equipments, to sell, supply and deal in electrical machinery, industrial equipment, plant, accumulators, lamps, meters, engines, dynamos, batteries, transformers, switchgears, motors, telephonic or telegraphic apparatus of any kind.
- (f) To prospect, explore, open and work mines, to search, drill and sink shafts or wells, exploit, develop, raise, pump, dig, quarry, mine, treat, process, refine, prepare for market, transport, market or otherwise deal in all kinds of minerals and substance generally mined from or found on the land surface.
- (g) To promote tourism in Tanzania and elsewhere in Africa, to carry on business of travel and tourist agents and tour operators, to promote facilitate traveling to organize hunting, tented-camps, fishing and diving expeditions, safari promoters and undertakers generally and in particular to arrange and manager hunting safaris, photo safaris adventure tours, fishing trips, handling of game trophies and animal skins, catching, harbouring, transporting, wildlife and marine products of all kind.
- (h) To carry on the business of media and entertainment advertising, media communication and consultancy advertising agents, public relations consultant and sales promotion consultants in all their aspects and to advise on publicity, sales promotion, staff relations, industrial relation, press and community relations.
- (i) To provide hotel and allied training for management cooperation, catering services including food and beverage and any other related activities, establish, operate, manage and run colleges and institutions dealing with hotel management and catering, provide training programme to enable candidate achieve and be awarded with certificate, diploma and degree qualification to enable them sit in hospitality sector.
- (j) To provide consultancy, establish, conduct, run training, programme and project management, project administration, change management, stakeholder management, integrated ICT solutions, business process management, strategy planning and design, economic development consulting – rural and urban areas, investment & funding strategy and mobilization and organizational transformation.
- (k) To carry on the business of education consultancy and to establish schools, colleges and universities of different levels and different disciplines, science, commerce, social science, vocational training, computer science, veterinary training, hotels management, language and providing business management consultancy, financial services, auditing service, human resources and management and sports training.
- To enter into Memorandum of Understanding and affiliation with other recognized college institutions with other recognized institution and universities from any part of the world in effort to ensure provision of qualified accreditation recognized a ball in any institution of the hospitality sector.
- To carry on the business of computer networks, sales of computes, consultancy, computer training, graphic design, internet café computer programming, web sites, telecommunication equipment telephones, cellular phones, TV-transmission equipment etc transport automobiles, marine vessels, aircraft, drilling and mining technologies and equipment, and agricultural and dairy equipment and all types of computer networks and related networks activities.

57. No member shall (as such) have right of inspecting any accounting records or other book or document of the company except as conferred by statute or authorized by the directories or by ordinary resolution of the company.
58. The directors shall from time to time in accordance with sections 153, 155 and 150 of the Act, cause to be prepared and to be laid before the company in general meeting, such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.
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 Date: 08/03/2012  
 HERRI E. EMMANUEL  
 Advocate, Notary Public  
 Commissioner For Oaths

NAMES, ADDRESSES, AND DESCRIPTION OF SUBSCRIBERS	NUMBER OF SHARES TAKEN	SIGNATURE
JUMANNE MARO MOKILI P.O. BOX 95504 DAR ES SALAAM.	600	<i>Jumankili</i>
DAN JOHNSON IV P.O. BOX 95504 DAR ES SALAAM.	400	<i>Dan Johnson IV</i>

Dated at DSM this 05 day of March 2012

Witness to the above signatures

Name : \_\_\_\_\_  
 Signature : \_\_\_\_\_  
 Postal Address : \_\_\_\_\_  
 Qualification : \_\_\_\_\_

*P. G. Chirwa*  
