

THE COMPANIES ORDINANCE (CAP. 212)

COMPANY LIMITED BY SHARES

AMENDED MEMORANDUM OF ASSOCIATION OF

JERUS ELECTRONICS COMPANY LIMITED

1. The name of the Company is JERUS ELECTRONICS COMPANY LIMITED.
2. The Registered office of the Company will be situated in the United Republic of Tanzania.
3. The objects for which the Company is established are: -
 - i. To acquire and take over as a going concern the business carried now under the name and Style of JERUS ELECTRONIC SUPPLY with all its assets and liabilities of the said business.
 - ii. To carry on the business of promoters and managers of tourist hotels, restaurants, holiday camps, tourist agents, tour operators and to promote and facilitate travelling of tourists by means of booking accommodation, issuing of travel tickets, providing guides, transport arrangements, provision of all services relating to game safaris, fishing and photographic
 - iii. To carry on the business as general merchants, universal providers, wholesalers, importers and exporters of commodities and materials of all types
 - iv. To run business schools and colleges and extra-mural studies in popular business studies such as accountancy, auditing, computer training, entrepreneurial skills, purchasing and supplies and also to conduct research in the above mentioned fields so as to publish journals papers, teaching manuals, periodicals, reports and others publications which the company may think necessary or convenient for the purpose of its business herein mentioned.
 - v. To carry on all or any business of clearing and forwarding by land, water or air, a clearing agents, insurance agents, cargo superintendents, packers, handlers, warehousemen, booking agents and any other agency related to transport of goods and passengers by whatever mode of transportation.
 - vi. To carry on the business of manufacturing, to own factories, and to act as technical link between promoters of the projects and suppliers of the required machinery and all types of economic and business activities
 - vii. To erect, construct, lay down, enlarge, alter, and maintain any buildings, works and machinery, necessary or convenient for the company's business.

- viii. To prospect and search for minerals, quarrying, excavate, crush, smelt, refine, manipulate and prepare for market gold, precious and base metals, atomic materials, minerals of every kind, precious and semi-precious stones, oils and other mineral substances, and to buy, sell or carry on any mining, drilling or metallurgical operations whatsoever.
- ix. To establish and run printing works secretarial services and photocopying.
- x. To amalgamate, or enter into partnership or into any agreement for sharing profits, union of interests, co-operation, joint venture or reciprocal concession, or for limiting competition with any person or company carrying on or engaged in any transaction which the company is authorised to carry on or engage in, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the company.
- xi. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of lading warrants, debentures, and other negotiable or transferable instruments, deal in gold, precious metals and currency, conduct business in bullion and any business relating to currency.
- xii. To procure the company to be registered or recognised in any part of the world outside Tanzania.
- xiii. To purchase, take on loan, or by any other means acquire any land, shop buildings, offices and any real or personal property or rights whatsoever.
- xiv. To carry on any other business which may seem to the Company capable of being conducted directly or indirectly for the benefit of the company.
- xv. To dispose by any means of the whole or any part of the assets of the Company.
- xvi. To pay for any rights or property acquired by the company, and to remunerate any person whether by cash payment or by the allotment of shares, debentures or other securities of otherwise.
- xvii. To pay out of the funds of the Company all expenses which the Company may lawfully pay with respect to the formation and registration of the company and the issue of its capital including brokerage and commissions for obtaining applications for on taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the company.
- xviii. To lend and advance money or give credit to any person, firm, company, association, corporation or government authority on such terms as may seem expedient and in particular to customers and others having dealings with the company and to give guarantee or to become surety for any person, firm, company, association, corporation or government authority for the due payment of money or for the performance of any obligations or liabilities.
- xix. To borrow and raise money and to secure or discharge any debt or obligation of, or binding on the company in such manner as may be thought fit and in particular by mortgages and charges upon the undertaking and all or any of the property and assets

(present and future) and the uncalled capital of the company, or by the creation and issue on such terms and conditions as may be thought expedient of debentures, debenture stock or other securities of any description.

- xx. To give guarantee and carry on and transact every kind of guarantee and counter guarantee business, and in particular to guarantee the payment of any of principal money secured by or payable under debentures, bonds, debenture stock, mortgages, charges, contracts, obligations, and securities, and the payment of dividends on and the repayment of the capital or stocks and shares of all kinds and descriptions.
- xxi. To draw, endorse, discount, execute and issue script bonds, notes, bills of exchange, promissory notes, bills of lading, charter-parties, warrants, policies, notes and other negotiable or transferable instruments or securities and to buy, sell, or otherwise deal in the same.
- xxii. To subscribe for, sell, under-write or otherwise acquire and hold shares, stocks, debentures, debenture stock, script-bonds notes securities and obligations issued or guaranteed by any company constituted or carrying on business in any part of the world, and funds, loans, securities or obligations of or issued or guaranteed municipal, or otherwise, whether at home or abroad.
- xxiii. To acquire any such shares, stocks, debentures, debenture stock, script-bonds, notes, securities, obligations funds or loans by original subscription, tender, purchases, participation in syndicates, exchange or otherwise and to guarantee the subscription thereof, and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof and vary and transpose from time to time as may be considered expedient any of the Company's investments for the time being.
- xxiv. To act as agents or brokers and as trustees for any person, group of persons, firm or company or any other body corporate in respect of any matter or business of any nature whatsoever notwithstanding that the Company may not be empowered to act as principal in connection therewith and to undertake and perform sub-contracts, and also to act in any of the business of the Company through of by means of agents, brokers, sub-contractors or others.
- xxv. To fit up and furnish any property for the purpose of letting the same to visitors or guests whether in single rooms, suites, chalets, cottages or otherwise.
- xxvi. To purchase or otherwise acquired for any estate or interest any property, real or personal or rights of any kind which may appear to be necessary or convenient for any business of the Company (whether in Tanzania or elsewhere) and to develop the same in such manner as may be thought expedient.
- xxvii. To apply, for purchase, or by other means acquire and protect, prolong and renew, any patents, patent rights, licenses, rights and privileges subject to royalty or otherwise, protections and concessions whether in Tanzania or elsewhere, which may appear likely to be advantageous or useful to the Company and to use and turn to account and manufacture under or grant licenses or privileges in respect to the same, and to expend money in experimenting.

- xxviii. To adopt such means of making known the Company and its objects and businesses as may seem expedient, and in particular by advertising in the press circulars, by purchase and exhibition of works of art or interest models and machines, by publication of books, periodicals, and catalogues, and by granting prizes, rewards and donations.
- xxix. To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition or for purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its members.
- xxx. To grant pensions or gratuities to any Director or employee or ex-Director or ex-employer of the Company or the relations, connections, or dependants of any such persons and to establish or support associations, institutions, clubs, funds and trust which may be considered, calculated to benefit any such person or otherwise advance the interests of the Company or of its members, and to establish and contribute to any scheme for purchase by trustee of shares in the company to be held for the benefit of the Company's employees and to lend money to the Company's employees other than Directors to enable them to purchase shares of the Company to be held by themselves by way of beneficial ownership.
- xxxi. To take all necessary and effective steps so as to obtain any ordinance, law order or license of any Government authority municipal, local or otherwise for enabling the Company to carry any of its objects into effect or for effecting any modification in the constitution of the Company or furthering the interests of its members or for any other purpose which may seem calculated directly or indirectly to prejudice the company's interests either in Tanzania or elsewhere.
- xxxii. To enter into any arrangement with the Government or authorities, supreme, municipal, local or otherwise, or any corporations, companies or persons, that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government, authority, Corporation, International agency, Company or person, any charters, contracts, decrees, rights, privileges, and concessions which the Company may think desirable, and to carry out exercise and comply with such charters, contracts, decrees, right privileges and concessions.
- xxxiii. To do all or any of the above things in any part of the above things in any part of the world, and either as principal, agent, trustee, contractor, or otherwise, and either alone or through agent trustee, sub-contractors of otherwise.
- xxxiv. It is hereby declared that the objects specified in each of the paragraph of this clause shall be regarded as independent objects and accordingly shall in no wise be limited or restricted (except where otherwise expressed in such paragraph) by reference to or inference from the terms of any other paragraph or the name of the Company.
- xxxv. **Hospital Activities:** Provision of comprehensive healthcare services, including outpatient and inpatient care, emergency services, surgical procedures, diagnostics, and rehabilitation. Ensuring a high standard of patient care through the employment of qualified medical professionals and the utilization of advanced medical technology.
- xxxvi. **Pharmaceuticals:** Engaging in the manufacture, distribution, and sale of pharmaceutical products. Ensuring quality control and compliance with relevant health

and safety regulations. Conducting research and development to innovate and improve existing pharmaceutical products.

xxxvii. Medical Industry: Involvement in the broader medical sector, including the production and supply of medical devices, equipment, and consumables. Ensuring products meet industry standards and are accessible to healthcare providers.

xxxviii. Retail and Wholesale of Medical Equipment: Engaging in the sale of medical equipment and supplies to both individual customers (retail) and larger institutions or resellers (wholesale). Ensuring a wide range of products are available and providing expert advice and support to customers.

xxxix. Educational Institutions: Providing a variety of educational programs through:

Art Schools: Offering courses and training in various art forms, including visual arts, performing arts, and design.

Kindergarten and Day Care: Providing early childhood education and care services, focusing on the holistic development of children.

Primary and Secondary Education: Offering a comprehensive curriculum that caters to the educational needs of students from diverse backgrounds.

Colleges and Universities: Providing higher education programs, research opportunities, and fostering an environment of academic excellence and innovation.

xl. Manufacturing Industry Activities such as -:

- **Product Design and Development:** Engaging in the creative process of designing and developing new products that meet market demands and adhere to industry standards.
- **Material Sourcing and Procurement:** Establishing relationships with suppliers to source high-quality materials required for the manufacturing process.
- **Production:** Operating facilities and utilizing advanced machinery and technology to produce goods efficiently and safely to customers, addressing their queries and concerns regarding the manufactured products.

4. The liability of the Members is limited.

5. The share capital of the Company is Tanzanian shillings one hundred million (Shs. 100,000,000/) divided into ten thousand (10,000) ordinary shares of ten thousand shillings (Shs.10,000=) each with such rights, privileges and conditions respectively attached thereto as may from time to time be conferred by the regulations of the company with the power to increase and reduce the capital for the time being into several classes and to attach qualified or special rights, privileges or conditions as may be determined by or in accordance with the regulations of the company and to vary, modify or abrogate any such manner as for the time being be provided by the regulations of the company.

We the several persons whose names and address 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 our respective names:

NO	NAME, ADDRESS & DESCRIPTION OF SUBSCRIBERS	NUMBER OF SHARES TAKEN	SIGNATURE
1.	AMINI MUNISI P.O BOX 6459, MWANZA	5,000	SIGNED
2.	GRACE TARIMO P.O BOX 6459, MWANZA	2,000	SIGNED
3.	NEEMA AMINI P.O BOX 6459, MWANZA	500	SIGNED
4.	DAVID ISAYA P.O BOX 6459, MWANZA	500	SIGNED
5.	MRENE ISAYA P.O BOX 6459, MWANZA	500	SIGNED
6.	ISAYA AMINI P.O BOX 6459, MWANZA	500	SIGNED
7.	PCHRISTIANI MUNISI P.O BOX 6459, MWANZA	500	SIGNED
8.	SOFIA MUNISI P.O BOX 6459, MWANZA	500	SIGNED

Dated this 25th day of October 2023

Witness of the above signatures

Name JAMES NJELWA
 Signature [Signature]
 Postal Box 2059, Mwanza
 Qualification Advocate

