

**THE COMPANIES ACT 2002**

**COMPANY LIMITED BY SHARES  
MEMORANDUM**

**AND**

**ARTICLES OF ASSOCIATION**

**OF**

**JS ELECTROMECH LIMITED**

Incorporated at ..... this ..... day of ..... 2009

**Drawn By:**

**MR. John M. Ngandaku  
(Subscriber)  
P.O. Box 13221  
DAR ES SALAAM**

A blue notary seal for John J. Lingopola, an Advocate, Notary Public & Commissioner for Oaths in Dar es Salaam. The seal includes a QR code, a signature, and the date 21/05/2023.

**John J. Lingopola**  
Advocate, Notary Public & Commissioner  
for Oaths  
Date: 21/05/2023

**TANZANIA**

**Certificate of Incorporation**

No .....

I HEREBY CERTIFY that JS ELECTROMECH LIMITED is this day Incorporated under the Companies Act No. 12 of 2002 and that the Company is Limited.

GIVEN under my hand at Dar es Salaam this \_\_\_\_\_ day of \_\_\_\_\_, Two Thousand and Nine.

.....  
**REGISTRAR OF COMPANIES**

# THE COMPANIES ACT 2002

## COMPANY LIMITED BY SHARES

### MEMORANDUM OF ASSOCIATION

OF

### JS ELECTROMECC LIMITED

5000/-  
Stamp Duty Paid of 5000/-  
Receipt No. 3446866 of 05/02/09  
Tanzania  
Stamp Duty Paid of 5000/-  
Receipt No. 3446866 of 05/02/09

TANZANIA

Stamp Duty Paid 5000/-

Receipt No. 3446866 of 05/02/09

Signature of Registrar

1. The name of the Company is JS ELECTROMECC 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 trade or business of the provision of supplies of electrical, electronic and mechanical equipments.
  - (b) To carry on the trade or business of electrical, electronic, mechanical in the field of construction engineering, whether for the purpose of temporary installation during building and machinery operation and for permanent use in the building industry.
  - (c) To carry on the trade or business of engineering, furniture manufacturers, supplier and importers, residential and office furnishers, general to be designers and fabricators of all kinds of gadgets whatsoever, to be timber processors, saw millers and supplier of all kinds of timber, to be hardware and building materials suppliers.
  - (d) To carry on the business or trade of consulting engineers and designers in the field of civil, mechanical and electrical engineering including partitioning and decoration of buildings.
  - (e) To establish or carry of supervision on any public or private electrical, electronic or cooling system or any similar undertaking in any part of the world.

- (f) To undertake and carry on the business of supply of building materials including sand, gravels stones iron sheets, nails, ceramic hardware, tiles, cement, soft and hard wood/timber and logs.
- (g) To carry on the business of general merchants and commission agents, general importers and exporters, wholesale and retailers, piece goods and sundry goods, boots, shoes, sandals and slippers of all kinds, leather and rubber, sugar, tea, tobacco, cigarettes, provisions and other merchandise goods and local produce.
- (h) To undertake and carry on the business of import and sale of electronic equipments – TVS, radios, electric irons, computers and printers and their accessories, and all type of electronic appliances and any electrical commodities.
- (i) To carry on the business of clearing and forwarding agents, commission agents, transporters, freighters, hauliers, customs bonded warehouse and godown keepers, cargo and travel agents, tourist agents, cargo superintendents, packers, machinery haulage and warehousemen.
- (j) To construct, erect, equip and carry on the business of petrol stations with all usual or convenient buildings, petrol and oil pumps, plants, machinery, articles and things which may be required for purpose of the said business or commonly supplied or dealt with by persons engaged in such business, to carry on the business of garage proprietors, service proprietors, mechanical engineers, manufacturers and repair of motor cars, motor bodies and equipment and other machinery, general motor engineers, consulting and electrical engineers, welders, fitters, burners, toolmakers, metal workers, millwright mechanists, iron and steel converted, smiths, builders and painters.
- (k) To carry on the business of commission agents of all types of petroleum product ranging from crude/black oil to white/refined products such as gas, paraffin, petrol, kerosene, engine oils, gas-oil diesel, oil and other lubricants, grease, bitumen, petrochemical etc. and petroleum by providing a business link between the producer/suppliers and the buyers/customers within the country and elsewhere in the world, thus to initiate and conclude business negotiation/deals on their behalf.

- (i) To carry on the business of extracting, pumping, drawing, transporting, purifying, and dealing in petroleum and other mineral oils.
- (m) To undertake and carry on the business of search for development, product, transport, refining and acquisition of solid liquid and gaseous hydrocarbons and other minerals and products.
- (n) To carry on the business as consultants of petroleum business in connection to making and installation of petroleum tanks, services on industries, to carry on the logistics on petroleum, arrangement of storage of petroleum, and to conduct of feasibility studies of petroleum business on different aspects.
- (o) To search for, inspect, examine and explore, work, take on lease, purchase, or otherwise acquire lands and places which may be purchased or otherwise acquire lands and places which may seem to the company capable or possibly capable of affording a supply of mineral oil and establish, utilized and turn to account pumping stations, pipelines and other works and conveniences suitable for the purpose.
- (p) To undertake and carry on the business of importing motor vehicles, spares, motor cycles spares bicycles and their spares, and all accessories and sell them in Tanzania and in East Africa as a whole.
- (q) To carry on the business of automotive spares, tractors, tractor spare parts and parts of all description, industrial, agricultural and machinery, equipments, tyres, tubes, batteries, battery solution, and all other spares, accessories and goods as may be conveniently sold therewith and all things necessary or convenient for carrying on any of the business specified herein or proceedings or usually dealt in by persons engaged in.
- (r) To buy and sell petrol, oil and petroleum products, new and used motor vehicles, parts of such vehicles, accessories, fuel, oil and lubricants of all kinds, drums, motor-cycles, all kinds of machinery, tyres, tubes, and all other rubber goods.

- (s) To undertake and carry on the business of lorry transport, bus transport upcountry, and town buses transport including taxi transport.
- (t) To transport all petroleum products, fuels oils, lubricants, and all by products of petroleum in bulk from Dar es Salaam or elsewhere to elsewhere by any available transport means i.e. motor trucks, tanker-ship, rails-etc. where demand will be in existence.
- (u) To undertake the business of importing and exporting chemicals in Tanzania and in East Africa as a whole.
- (v) To undertake and carry on the business of printing, secretarial bureau, Internet Café, supermarket and general supplies and marketing of stationery, various items, and industrial goods in Tanzania and beyond.
- (w) To undertake the business of Insurance Agent, Insurance Broker Agent, Auction Mart business, Debt Collection business, Credit Management and any other professional consultancies
- (x) To draw, make, accept, endorse, discount, execute, and issue cheques, promissory notes, bills of exchange, bills of lading, warrants, debentures or other negotiable or transferable instruments.
- (y) To carry on the business of proprietors and manager of hotels, cafes, restaurants, shops, min-supermarkets, hospitals and dispensaries, schools, rest houses, motels, holiday camps, caravan sites, apartment, housekeepers, refreshment and tearooms, milk and snack bars, beer houses, lodging, housekeepers, taverns, discotheques and other activities which the company shall think fit and profitable.
- (z) To carry on the business of milling machines, rice dehusking and rice milling, flour milling, grinding cassava, maize and other food grains for domestic use.
- (aa) To enter into any arrangement with any Government or Authorities (supreme municipal, local or otherwise) or any

corporations, companies or persons having objects that may seem conducive or the company's objects or any of them, and to obtain from any of such Government, authority, 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 any such charters, contracts, decrees, rights, privileges and concessions.

- (ab) To acquire and undertake the whole or any part of the business property and liabilities of any person, firm or company carrying on any business which the company is authorized to carry on, or possess property suitable for the purpose of this company.
- (ac) To borrow or raise and secure the payment of money for the purposes of in connection with the company's business, and to mortgage and charge the understanding and all or any of the real and person, property and assets, present or future, and all or any of the uncalled capital for the time being of the company and to issue at premium or discount, or for such consideration and with and subjects to such rights, powers, privileges and conditions as may be thought fit, debentures, mortgage debentures and debentures stock, payable to bearer or otherwise and either permanent or redeemable or payable and collaterally or further to secure any securities of the company by a trust deed or other assurance, and to issue and deposit any securities which the company has power to issue by way of mortgage to secure any sum less than the normal amount of such securities and also by way of security for the performance of any contracts or obligations of the company.
- (ad) To invest and deal with moneys of the company not immediately required upon each securities and in such manner as may from time to time be determined.
- (ae) To carry on the business of ocean and air freight forwarders for international and domestic export and import operations, imports clearing and customs house brokerage types of freight movement, integrated logistic services for cargo delivery to local, regional and world-wide destinations, cargo brokers and consolidators, landside logistics, container management services, to carry on the business of customized transportation and warehousing logistics.

- (af) To enter into (partnership or into) any arrangements for sharing profits, union or interests, or co-operation, joint ventures, reciprocals concession, or otherwise with any person, firm or company carrying on or engage in any business or transaction which this company is authorized to carry on, or engage in or any business or transaction capable of being conducted so as directly or indirectly to benefit this company. And so lead money to guarantee the contracts of, or otherwise assist, any such person, firm or company and to take or otherwise, acquire shares and securities of any such company, and to sell, hold, reissue with or without guarantee, or otherwise deal with the same.
- (ag) To establish and acquire and carry on trading stations, stores, agencies, and depots in Tanzania and in East Africa in general and to regulate and administer or to discontinue the same.
- (ah) To carry on any other business which may seem to the company capable of being conveniently carried on in connection with any of the business of the company or calculated directly or indirectly to enhance the value of or render profitable any of the company's property or rights.



#### 4. LIABILITY

The liability of the members is limited.

#### 5. CAPITAL

The Authorized Share Capital of the Company is Tanzania Shillings (TShs. 5,000,000/=), divided into 1,000 shares of Tanzania Shillings (TShs. 5,000/=) each, with for the company to increase or reduce the said capital and to issue any part of its capital, original or increased, with or without any preference, priority or special privilege or subjects to any postponement of rights or to any conditions or restrictions, and so that unless the condition of issue shall otherwise be expressly declared, every issue of shares, whether declared to be preference or otherwise, shall be subject, to the powers herein before contained.

We the several persons whose names and addresses are subscribed below, 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.

Names, Addresses, and Description of Subscribers	Number of shares taken by each Subscriber	Signature
MR. JOHN MICHAEL NGANDAKU P.O. BOX 13221 DAR ES SALAAM	800	
MR. ATHANAS MICHAEL NGANDAKU P.O. BOX 13221 DAR ES SALAAM	100	

Dated at Dar es Salaam this 3<sup>rd</sup> day of February 2009.....

*Witness to the above signatures*

Name : SAMSON EDWARD MBAMBA

Signature : 

Postal Address : BOX 70280, DAR ES SALAAM

Qualification : ADVOCATE



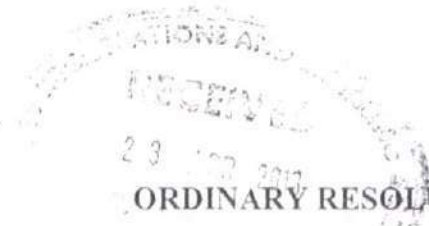
PLF 855. 390007

05/07/2012

10/07/12  
10/07/12  
10/07/12  
10/07/12  
10/07/12

COMPANY REGISTRATION NO. 69776

JS ELECTROMECH LTD



ORDINARY RESOLUTION

Certified true copy of original

SUB: INCREASE OF AUTHORIZED SHARE CAPITAL

At a meeting of the Board of directors of JS ELECTROMECH LTD held at our office in Dar es Salaam on 1st day of June 2012, the following resolution was passed and adopted,

That, the board resolved to increase the authorized share capital of the company from Tanzanian shillings (Tshs 150,000,000.00) to Tanzanian shillings (Tshs 410,000,000.00), divided into 82,000 shares of Tanzanian shillings (Tshs 5,000.00) each.

Certified as true extract from the minutes of the meeting referred to.

Sign: [Signature]

Sign: [Signature]

John Ngandaleu

Athanas Ngandoleu

CHAIRMAN

SECRETARY

COMPANY SEAL/STAMP

A 30,000  
159240  
23/04/12



RF 005. 30,000  
05/04/12

Form 66

THE UNITED REPUBLIC OF TANZANIA

BUSINESS REGISTRATIONS AND LICENSING AGENCY



Notice of increase in nominal capital  
Pursuant to Section 66(2) of the Companies Act 2002

Certified true  
Copy of original

To the Registrar of Companies

Company Number 69776

Name of company (Full Name) JS ELECTROMEC LTD  
Box 13221, DSM

The above-named Company gives notice in accordance with section 66 of the above Act that by resolution of the Company dated 1st June 2012 the nominal capital of the Company has been increased by TSh 260,000,000/= beyond the registered capital of TSh 150,000,000/=.

Printed copies of the resolution authorising the increase are attached.

The conditions (e.g. voting rights, dividend rights, winding-up rights etc.) subject to which the new shares have been or are to be issued are as follows:

No Change.

Signed [Signature]  
(Director / Secretary / Administrator / Administrative Receiver / Receiver)

Print Name John Michael Ngandala

Date 2nd July 2012

FOR OFFICIAL USE ONLY.

Empty box for official use.



K17 Sw. 28500/-

28500/-  
159246  
23/04/13

THE UNITED REPUBLIC OF TANZANIA

BUSINESS REGISTRATIONS AND LICENSING AGENCY

Form 55a



Return of Allotment of Shares  
Pursuant to Section 55(1) of the Companies Act 2002

Company Number

Company Name in Full

*Certificate of the  
Copy of original*

Shares allotted (including bonus shares)

Date or period during which shares were allotted:  
(If shares were allotted on one date, enter that date in the "from" box)

From:   
To:

Class of Shares (ordinary or preference etc)	Ordinary		
Number allotted	46,800		
Nominal value of each share	5,000/=		
Amount (if any) paid or due on each share	234,000,000/=		

List the names and addresses of the allottees and the number of shares allotted overleaf  
If the allotted shares are fully or partly paid up otherwise than in cash please state:

% that each share is to be treated as paid up

Consideration for which the shares were allotted (this information must be supported by the duly stamped contract or by the duly stamped particulars on form 55b if the contract is not in writing).

